

Appendix 3B

New issue announcement, application for quotation of additional securities and agreement

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 1/7/96. Origin: Appendix 5. Amended 1/7/98, 1/9/99, 1/7/2000, 30/9/2001, 11/3/2002, 1/1/2003, 24/10/2005.

Name of entity

Macmahon Holdings Limited

ABN

93 007 634 406

We (the entity) give ASX the following information.

Part 1 - All issues

You must complete the relevant sections (attach sheets if there is not enough space).

- | | | |
|---|---|--|
| 1 | +Class of +securities issued or to be issued | Performance Rights accepted 17 June 2011 |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued | 13,075,000 |

3 Principal terms of the +securities (eg, if options, exercise price and expiry date; if partly paid +securities, the amount outstanding and due dates for payment; if +convertible securities, the conversion price and dates for conversion)	The Performance Rights are granted to key personnel pursuant to the Macmahon Executive Equity Plan. Each Performance Right carries a right to one fully paid ordinary share. 25% of the Performance Rights granted to a Participant will be eligible to vest on the second anniversary of the Grant Date provided the Participant is an Employee of the Company at that date. 75% of the Performance Rights will be eligible to vest in four equal tranches on the second, third, fourth and fifth anniversaries respectively of the Grant Date. The extent to which these Performance Rights are eligible to vest will depend on the Total Shareholder Return (TSR) performance of Macmahon against a group of entities determined by the Board (50% based on a comparison of the TSR performance of a peer group, and 50% based on a comparison with the TSR performance of entities included in the S&P/ASX 200). No amount is payable upon the issue or vesting of Performance Rights.
4 Do the +securities rank equally in all respects from the date of allotment with an existing +class of quoted +securities? If the additional securities do not rank equally, please state: • the date from which they do • the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment • the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment	No – Securities to be issued have no rights to participate in dividends until they have vested.
5 Issue price or consideration	Nil

+ See chapter 19 for defined terms.

6	Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)	Performance Rights are granted as equity compensation benefits to senior executives and key personnel in accordance with the Macmahon Executive Equity Plan.	
7	Dates of entering ⁺ securities into uncertificated holdings or despatch of certificates	N/A	
8	Number and ⁺ class of all ⁺ securities quoted on ASX (<i>including</i> the securities in clause 2 if applicable)	Number	⁺ Class
		733,711,705 fully paid ordinary shares.	Fully paid ordinary shares

9	Number and *class of all *securities not quoted on ASX (including the securities in clause 2 if applicable)	<table><tr><th>Number</th><th>*Class</th></tr><tr><td>4,444,124</td><td>Executive Options exp date 14/8/2011 ex price 0.60</td></tr><tr><td>2,000,000</td><td>Executive Options exp date 7/3/2012 ex price 0.84</td></tr><tr><td>1,035,750</td><td>Executive Options exp date 19/4/2013 ex price 0.82</td></tr><tr><td>275,000</td><td>Executive Options exp date 14/7/2014 ex price 1.62</td></tr><tr><td>6,000,000</td><td>Class A Performance Rights</td></tr><tr><td>3,000,000</td><td>Class B Performance Rights</td></tr><tr><td>3,000,000</td><td>Class C Performance Rights</td></tr><tr><td>24,512,500</td><td>Performance Rights (Executive Equity Plan)</td></tr></table>	Number	*Class	4,444,124	Executive Options exp date 14/8/2011 ex price 0.60	2,000,000	Executive Options exp date 7/3/2012 ex price 0.84	1,035,750	Executive Options exp date 19/4/2013 ex price 0.82	275,000	Executive Options exp date 14/7/2014 ex price 1.62	6,000,000	Class A Performance Rights	3,000,000	Class B Performance Rights	3,000,000	Class C Performance Rights	24,512,500	Performance Rights (Executive Equity Plan)
Number	*Class																			
4,444,124	Executive Options exp date 14/8/2011 ex price 0.60																			
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1,035,750	Executive Options exp date 19/4/2013 ex price 0.82																			
275,000	Executive Options exp date 14/7/2014 ex price 1.62																			
6,000,000	Class A Performance Rights																			
3,000,000	Class B Performance Rights																			
3,000,000	Class C Performance Rights																			
24,512,500	Performance Rights (Executive Equity Plan)																			
10	Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)	Until Vested, Performance Rights do not carry a right to a dividend.																		

11	Is security holder approval required?	N/A
12	Is the issue renounceable or non-renounceable?	N/A
13	Ratio in which the *securities will be offered	N/A

14	⁺ Class of ⁺ securities to which the offer relates	N/A
15	⁺ Record date to determine entitlements	N/A
16	Will holdings on different registers (or subregisters) be aggregated for calculating entitlements?	N/A
17	Policy for deciding entitlements in relation to fractions	N/A
18	Names of countries in which the entity has ⁺ security holders who will not be sent new issue documents Note: Security holders must be told how their entitlements are to be dealt with. Cross reference: rule 7.7.	N/A
19	Closing date for receipt of acceptances or renunciations	N/A
20	Names of any underwriters	N/A
21	Amount of any underwriting fee or commission	N/A
22	Names of any brokers to the issue	N/A
23	Fee or commission payable to the broker to the issue	N/A
24	Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of ⁺ security holders	N/A
25	If the issue is contingent on ⁺ security holders' approval, the date of the meeting	N/A
26	Date entitlement and acceptance form and prospectus or Product Disclosure Statement will be sent to persons entitled	N/A

27	If the entity has issued options, and the terms entitle option holders to participate on exercise, the date on which notices will be sent to option holders	N/A
28	Date rights trading will begin (if applicable)	N/A
29	Date rights trading will end (if applicable)	N/A
30	How do +security holders sell their entitlements <i>in full</i> through a broker?	N/A
31	How do +security holders sell <i>part</i> of their entitlements through a broker and accept for the balance?	N/A
32	How do +security holders dispose of their entitlements (except by sale through a broker)?	N/A
33	+Despatch date	N/A

Part 3 - Quotation of securities

You need only complete this section if you are applying for quotation of securities

34 Type of securities
(tick one)

(a) ☐ Securities described in Part 1

(b) ☐ All other securities

Example: restricted securities at the end of the escrowed period, partly paid securities that become fully paid, employee incentive share securities when restriction ends, securities issued on expiry or conversion of convertible securities

Entities that have ticked box 34(a)

Additional securities forming a new class of securities

Tick to indicate you are providing the information or documents

35 ☐ If the +securities are +equity securities, the names of the 20 largest holders of the additional +securities, and the number and percentage of additional +securities held by those holders

+ See chapter 19 for defined terms.

- 36 ☐ If the ⁺securities are ⁺equity securities, a distribution schedule of the additional ⁺securities setting out the number of holders in the categories
1 - 1,000
1,001 - 5,000
5,001 - 10,000
10,001 - 100,000
100,001 and over
- 37 ☐ A copy of any trust deed for the additional ⁺securities

Entities that have ticked box 34(b)

- 38 Number of securities for which ⁺quotation is sought

N/A

- 39 Class of ⁺securities for which quotation is sought

N/A

- 40 Do the ⁺securities rank equally in all respects from the date of allotment with an existing ⁺class of quoted ⁺securities?
- If the additional securities do not rank equally, please state:
- the date from which they do
 - the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment
 - the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment
- | |
|-----|
| N/A |
|-----|
- 41 Reason for request for quotation now
- Example: In the case of restricted securities, end of restriction period
- (if issued upon conversion of another security, clearly identify that other security)
- | |
|-----|
| N/A |
|-----|
- 42 Number and ⁺class of all ⁺securities quoted on ASX (*including* the securities in clause 38)
- | Number | ⁺ Class |
|--------|--------------------|
| N/A | |

Quotation agreement

1 +Quotation of our additional +securities is in ASX's absolute discretion. ASX may quote the +securities on any conditions it decides.

2 We warrant the following to ASX.

- The issue of the +securities to be quoted complies with the law and is not for an illegal purpose.
- There is no reason why those +securities should not be granted +quotation.
- An offer of the +securities for sale within 12 months after their issue will not require disclosure under section 707(3) or section 1012C(6) of the Corporations Act.

Note: An entity may need to obtain appropriate warranties from subscribers for the securities in order to be able to give this warranty

- Section 724 or section 1016E of the Corporations Act does not apply to any applications received by us in relation to any +securities to be quoted and that no-one has any right to return any +securities to be quoted under sections 737, 738 or 1016F of the Corporations Act at the time that we request that the +securities be quoted.
- We warrant that if confirmation is required under section 1017F of the Corporations Act in relation to the +securities to be quoted, it has been provided at the time that we request that the +securities be quoted.
- If we are a trust, we warrant that no person has the right to return the +securities to be quoted under section 1019B of the Corporations Act at the time that we request that the +securities be quoted.

3 We will indemnify ASX to the fullest extent permitted by law in respect of any claim, action or expense arising from or connected with any breach of the warranties in this agreement.

4 We give ASX the information and documents required by this form. If any information or document not available now, will give it to ASX before +quotation of the +securities begins. We acknowledge that ASX is relying on the information and documents. We warrant that they are (will be) true and complete.

Sign here:



Date: 17 June 2011

Company Secretary

Print name:

Greg Gettingby

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+ See chapter 19 for defined terms.