

Appendix 3Z

Final 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.

Name of entity	MACMAHON HOLDINGS LIMITED
ABN	93 007 634 406

We (the entity) give ASX the following information under listing rule 3.19A.3 and as agent for the director for the purposes of section 205G of the Corporations Act.

Name of director	Ross Anthony Carroll
Date of last notice	17 November 2014
Date that director ceased to be director	22 January 2015

Part 1 – Director's relevant interests in securities of which the director is the registered holder

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.

Number & class of securities

1,982,339 ordinary fully paid shares.

4,232,527 Performance Rights under the Macmahon Executive Equity Plan (which lapse on cessation of employment).

490,124 Class A CEO Performance Rights (which lapse on cessation of employment).

735,186 Class B CEO Performance Rights (which lapse on cessation of employment).

5,000,000 Class C CEO Performance Rights (which lapse on cessation of employment).

9,500,000 Class D CEO Performance Rights (which lapse on cessation of employment).

+ See chapter 19 for defined terms.

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Part 2 – Director's relevant interests in securities of which the director is not the registered holder

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.

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

Name of holder & nature of interest Note: Provide details of the circumstances giving rise to the relevant interest	Number & class of securities
Karen Diane Carroll – Ross Anthony Carroll is a related party of Mrs Carroll.	166,667 ordinary fully paid shares
Navigator Australia as nominee for the Carroll Family Superannuation Fund - Ross Anthony Carroll is a trustee and a beneficiary of the trust.	550,000 ordinary fully paid shares

Part 3 – Director's interests in contracts

Detail of contract	Nil
Nature of interest	
Name of registered holder (if issued securities)	
No. and class of securities to which interest relates	

+ See chapter 19 for defined terms.