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## MAAS GROUP HOLDINGS LIMITED – PRE-QUOTATION DISCLOSURE NOTICE

The following information is required to be given to ASX Limited (**ASX**) for release to the market in connection with the commencement of official quotation and trading in the fully paid ordinary shares in Maas Group Holdings Limited ACN 632 994 542 (**Company**).

Unless otherwise defined, capitalised terms used in this notice have the meaning given to them in the prospectus dated 6 November 2020 (**Prospectus**) prepared by the Company and MGH SaleCo Limited (ACN 644 755 715) (**SaleCo**) in connection with the initial public offering to acquire fully paid ordinary shares in the Company (by way of issue by the Company and sale by SaleCo) (**Offer**).

### Escrow

As detailed in section 8.5 of the Prospectus, each Escrowed Shareholder has entered into a voluntary escrow deed with the Company in respect of their Escrowed Shares, which prevents them from dealing in their Escrowed Shares for the applicable Escrow Period, as described below:

Escrowed Shareholder	Total Escrowed Shares	Escrowed Period
Founding Shareholders	57,677,711	From the date of listing on ASX to (and including) the First Release Date (as defined below)
	57,677,711	From the date of listing on ASX to (and including) the Second Release Date (as defined below)
	57,677,711	From the date of listing on ASX to (and including) the Third Release Date (as defined below)
Employee Escrowed Shareholders allocated greater than \$10,000 worth of Shares under the Employee Offer	664,375	From the date of listing on ASX to (and including) the First Release Date
	664,375	From the date of listing on ASX to (and including) the Second Release Date
	664,375	From the date of listing on ASX to (and including) the Third Release Date

	664,375	From the date of listing on ASX to (and including) the Fourth Release Date
Employee Escrowed Shareholders allocated greater than \$1,000,000 worth of Shares under the Employee Offer	3,437,754	From the date of listing on ASX to (and including) the First Release Date
	3,437,755	From the date of listing on ASX to (and including) the Second Release Date
	3,437,755	From the date of listing on ASX to (and including) the Third Release Date

In addition to the escrow arrangements set out in the table above, the CN Shareholders will enter into voluntary escrow arrangements and will not be able to deal with the Shares emanating out of the conversion of the Convertible Notes for one month following the Quotation Date. The total number of securities held by the CN Shareholders to be escrowed is 11,665,810.

#### **Summary of escrowed shares:**

Total Escrowed Shares	Escrowed Period
11,665,810	One month from the date of listing on ASX
61,779,840	From the date of listing on ASX to (and including) the First Release Date (as defined below)
61,779,841	From the date of listing on ASX to (and including) the Second Release Date (as defined below)
61,779,841	From the date of listing on ASX to (and including) the Third Release Date (as defined below)
664,375	From the date of listing on ASX to (and including) the Fourth Release Date
197,669,707	Total escrowed shares as at date of listing

For the purposes of the tables above:

First Release Date means the date the Company releases to the ASX its preliminary final report (Appendix 4E) for the financial year ending 30 June 2022.

Second Release Date means the date the Company releases to the ASX its preliminary final report (Appendix 4E) for the financial year ending 30 June 2023.

Third Release Date means the date the Company releases to the ASX its preliminary final report (Appendix 4E) for the financial year ending 30 June 2024.

Fourth Release Date means the date the Company releases to the ASX its preliminary final report (Appendix 4E) for the financial year ending 30 June 2025.

The date of listing is expected to be 4 December 2020.

#### **Capital Structure**

The details of the ownership of Shares as at the Prospectus Date and Completion of the Offer is set out as Annexure A.

## Bookbuild

In relation to the bookbuild which was undertaken in connection with the Institutional Offer as set out in section 9.9 of the Prospectus (**Bookbuild**), it is noted that:

- a) the total number of Shares issued under the Bookbuild undertaken prior to the Prospectus Date to determine institutional investor demand for Shares is 40,030,000 at an issue price of A\$2.00 per Share.
- b) no material commitments were received in the Bookbuild from persons who are promoters or related parties of the Company;
- c) no concessionary fee or other arrangements were entered into in connection with the Bookbuild which would have had the result that the effective offer price paid for the Shares by participants in the Bookbuild differed;
- d) no arrangements were entered into in connection with the Bookbuild which would have resulted in some participants in the Bookbuild receiving a material benefit for agreeing to participate in the Bookbuild at the price set in the Bookbuild which is not received by other participants; and
- e) there were no arrangements entered into with associates of the Company or the Joint Lead Managers to avoid a shortfall, or the appearance of a shortfall, in the Bookbuild.

Yours sincerely



Wes Maas

Chief Executive Officer & Managing Director

Maas Group Holdings Limited

**MAAS GROUP HOLDINGS**  
ISSUED CAPITAL SUMMARY

Shares held at the Prospectus Date		Shares held on Completion of the Offer		
Holder	Shares	Shares (%)	Shares	Shares (%)
Maas Family	173,281,914.00	77.4%	147,341,710.00	55.6%
Other Founding Shareholders	44,303,582.00	19.8%	38,419,215.00	14.5%
Employee Offer	-	0.0%	13,500,000.00	5.1%
Other CN Shareholders	6,360,252.00	2.8%	6,360,252.00	2.4%
New Shareholders	-	0.0%	59,324,571.00	22.4%
Total	223,945,748.00	100.0%	264,945,748.00	100.0%

CAPITAL STRUCTURE	Shares	%
Ordinary Shares (ASX MGH)	67,276,041	25.4%
Ordinary shares - escrow 1	11,665,810	4.4%
Ordinary shares - escrow 2	183,346,397	69.2%
Ordinary shares - escrow 3	2,657,500	1.0%
TOTAL	264,945,748	100.0%

Free float		
ord shares (MGH)	67,276,041	
less related parties holding ord shares:		
WM	-	
SB	- 323,736	
NOC	- 25,000	
MM	- 100,000	
SB	-	
FREE FLOAT	66,827,305	25.2%

Reconciliation of share issue

Summary	Shares
Founder shares	173,033,133
Debt conversion shares	7,422,234
Note conversion shares	11,665,810
SaleCo shares	31,824,571
<b>TOTAL PRE-IPO</b>	<b>223,945,748</b>
Employee offer shares	13,500,000
IPO raising shares	27,500,000
<b>TOTAL</b>	<b>264,945,748</b>

Ordinary (ASX:MGH)	Ordinary - escrowed 1 mth	Ordinary - escrowed 31/08/2024	Ordinary - escrowed 31/08/2025
-	-	173,033,133	-
7,422,234	-	-	-
-	11,665,810	-	-
31,824,571	-	-	-
529,236	-	10,313,264	2,657,500
27,500,000	-	-	-
<b>67,276,041</b>	<b>11,665,810</b>	<b>183,346,397</b>	<b>2,657,500</b>

264,945,748