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## ASX RELEASE

4 December 2020

### ASIC FORM 603 (NOTICE OF INITIAL SUBSTANTIAL HOLDER) AND APPENDIX 3X – MR WESLEY JON MAAS

Enclosed with this announcement is:

1. an ASIC Form 603 Notice of initial substantial holder lodged by Mr Wesley Jon Maas (Chief Executive Officer and Managing Director of Maas Group Holding Limited (ASX: MGH) (the **Company**)) and Mrs Emma Margaret Maas; and
2. an Appendix 3X – Initial Director's Interest Notice in respect of Mr Maas.

The attached notices indicate that Mr and Mrs Maas together hold a relevant interest in 197,669,707 fully paid ordinary shares in the Company (**Shares**).

Mr and Mrs Maas' relevant interests arise through a combination of direct holdings and holdings through entities that they control.

Mr and Mrs Maas are also deemed to have a relevant interest in the 197,669,707 Shares in which the Company holds a relevant interest pursuant to section 608(3)(a) of the *Corporations Act 2001* (Cth) (**Corporations Act**). The Company's relevant interest arises by virtue of the various voluntary escrow arrangements the Company has entered into with the escrowed shareholders set out in the annexures to the ASIC Form 603 Notice of initial substantial holder lodged by the Company today. These voluntary escrow arrangements place restrictions on the disposal of Shares which gives the Company a technical relevant interest in those Shares under section 608(1)(c) of the Corporations Act.

The 197,669,707 Shares in which the Company and Mr and Mrs Maas have a relevant interest includes 147,341,710 Shares that are held directly by Mr Maas, Mrs Maas or entities controlled by them (excluding the Company). The total number of Shares in which Mr and Mrs Maas have a relevant interest (excluding those that arise pursuant to the voluntary escrow arrangements between the Company and the escrowed shareholders noted above) is 147,341,710 Shares. As Shares are released from voluntary escrow due to the passing of time pursuant to the terms of the various voluntary escrow arrangements, the Company's relevant interest in its own Shares (and consequently Mr and Mrs Maas' relevant interest in those Shares) will decrease. This will first occur when 11,665,810 Shares are released from escrow on 4 January 2020.

This announcement was authorised by Craig Bellamy, Chief Financial Officer and Company Secretary

**Form 603**  
**Corporations Act 2001**  
**Section 671B**

**Notice of initial substantial holder**

To Company Name/Scheme Maas Group Holdings Limited (**MGH**)

ACN/ARSN 632 994 542

**1. Details of substantial holder (1)**

Name Wesley Jon Maas and Emma Margaret Maas

ACN/ARSN (if applicable)

The holder became a substantial holder on Prior to MGH becoming a listed company

**2. Details of voting power**

The total number of votes attached to all the voting shares in the company or voting interests in the scheme that the substantial holder or an associate (2) had a relevant interest (3) in on the date the substantial holder became a substantial holder are as follows:

Class of securities (4)	Number of securities	Person's votes (5)	Voting power (6)
Fully Paid Ordinary Shares (Shares)	197,669,707	197,669,707	74.61%

**3. Details of relevant interests**

The nature of the relevant interest the substantial holder or an associate had in the following voting securities on the date the substantial holder became a substantial holder are as follows:

Holder of relevant interest	Nature of relevant interest (7)	Class and number of securities
Wesley Jon Maas	Shares held by W&E Maas Holdings Pty Limited as trustee for the Maas Family Trust – relevant interest under sections 608(1)(b) and (c) and 608(3)(b) of the Corporations Act.	76,325,675 Shares
	Shares held by Wesley Jon Maas – relevant interest under section 608(1)(a) of the Corporations Act.	15,409,065 Shares
	Shares held by EMS Invest Pty Ltd as trustee for the EMS Invest Trust – relevant interest under sections 608(1)(b) and (c) and 608(3)(b) of the Corporations Act.	14,257,703 Shares
	Relevant interest in respect of the Shares over which MGH has the power to control disposal under sections 608(1)(c) and 608(3)(a) of the Corporations Act.	91,677,264 Shares (which for the avoidance of doubt excludes the shares listed above over which MGH also has the power to control disposal)
Emma Margaret Maas	Shares held by W&E Maas Holdings Pty Limited as trustee for the Maas Family Trust – relevant interest under sections 608(1)(b) and (c) and 608(3)(b) of the Corporations Act.	76,325,675 Shares
	Shares held by Emma Margaret Maas – relevant interest under section 608(1)(a) of the Corporations Act.	41,349,267 Shares
	Relevant interest in respect of the Shares over which MGH has the power to control disposal under sections 608(1)(c) and 608(3)(a) of the Corporations Act.	79,994,765 Shares (which for the avoidance of doubt excludes the shares listed above over which MGH also has the power to control disposal)

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#### 4. Details of present registered holders

The persons registered as holders of the securities referred to in paragraph 3 above are as follows:

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder (8)	Class and number of securities
Wesley Jon Maas and Emma Margaret Maas	W&E Maas Holdings Pty Limited as trustee for the Maas Family Trust	W&E Maas Holdings Pty Limited as trustee for the Maas Family Trust	76,325,675 Shares
Wesley Jon Maas	Wesley Jon Maas	Wesley Jon Maas	15,409,065 Shares
Wesley Jon Maas	EMS Invest Pty Ltd as trustee for the EMS Invest Trust	EMS Invest Pty Ltd as trustee for the EMS Invest Trust	14,257,703 Shares
Emma Margaret Maas	Emma Margaret Maas	Emma Margaret Maas	41,349,267 Shares
Wesley Jon Maas and Emma Margaret Maas	The escrowed shareholders listed in Annexure A to the ASIC Form 603 lodged by MGH on 4 December 2020.	The escrowed shareholders listed in Annexure A to the ASIC Form 603 lodged by MGH on 4 December 2020.	50,327,997 Shares (which for the avoidance of doubt excludes the shares listed above over which MGH also has the power to control disposal).

#### 5. Consideration

The consideration paid for each relevant interest referred to in paragraph 3 above, and acquired in the four months prior to the day that the substantial holder became a substantial holder is as follows:

Holder of relevant interest	Date of acquisition	Consideration (9)		Class and number of securities
N/A		Cash	Non-cash	

#### 6. Associates

The reasons the persons named in paragraph 3 above are associates of the substantial holder are as follows:

Name and ACN/ARSN (if applicable)	Nature of association
Wesley Jon Maas and Emma Margaret Maas	Wesley Jon Maas and Emma Margaret Maas are associates for the purposes of section 12(2)(c) of the <i>Corporations Act 2001</i> (Cth).


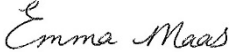
#### 7. Addresses

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

Name	Address
MGH	20L Sheraton Road, Dubbo NSW 2830
Wesley Jon Maas	
Emma Margaret Maas	

W&E Maas Holdings Pty Limited as trustee for the Maas Family Trust	
EMS Invest Pty Ltd as trustee for the EMS Invest Trust	

**Signature**

print name	Wesley Jon Maas	Emma Margaret Maas	capacity	Individuals
sign here			Date	4.12.2020

# Appendix 3X

## Initial 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.

<b>Name of entity</b> Maas Group Holdings Limited
<b>ABN</b> 84 632 994 542

We (the entity) give ASX the following information under listing rule 3.19A.1 and as agent for the director for the purposes of section 205G of the Corporations Act.

<b>Name of Director</b>	Wesley Jon Maas
<b>Date of appointment</b>	18 April 2019

### 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.

<b>Number &amp; class of securities</b>
15,409,065 fully paid ordinary shares

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+ See chapter 19 for defined terms.

## Appendix 3X

### Initial Director's Interest Notice

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

*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 <small>Note: Provide details of the circumstances giving rise to the relevant interest.</small>	Number & class of Securities
Fully paid ordinary shares held by W&E Maas Holdings Pty Limited as trustee for the Maas Family Trust – relevant interest under sections 608(1)(b) and (c) and 608(3)(b) of the Corporations Act.	76,325,675 fully paid ordinary shares
Fully paid ordinary shares held by EMS Invest Pty Ltd as trustee for the EMS Invest Trust – relevant interest under sections 608(1)(b) and (c) and 608(3)(b) of the Corporations Act.	14,257,703 fully paid ordinary shares
Fully paid ordinary shares held by Emma Margaret Maas – relevant interest under section 608(1)(b) and (c) of the Corporations Act.	41,349,267 fully paid ordinary shares
Fully paid ordinary shares over which Maas Group Holdings Limited has the power to control disposal under sections 608(1)(c) and 608(3)(a) of the Corporations Act.	50,327,997 fully paid ordinary shares (which for the avoidance of doubt excludes the shares listed above over which Maas Group Holdings Limited also has the power to control disposal)

#### Part 3 – Director's interests in contracts

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.

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

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+ See chapter 19 for defined terms.

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