20L Sheraton Rd, Dubbo NSW 2830

PO Box 4921, Dubbo NSW 2830

E: info@maasgroup.com.au

Ph: 02 5852 1800

MAAS GROUP HOLDINGS LIMITED (ASX:MGH)

ASX Announcement

02 July 2021

COMMITMENTS RECEIVED FOR INSTITUTIONAL PLACEMENT AND CONDITIONAL PLACEMENT TO RAISE APPROXIMATELY $79.0M

- MGH has received binding commitments for approximately $49.0 million via an Institutional Placement at the Issue Price of $5.50 per share, of which approximately $46.0 million was fully underwritten as announced on Thursday 1 July 2021
- MGH has received binding commitments for approximately $30.0 million via a non underwritten Conditional Placement at the Issue Price, subject to shareholder approval at a forthcoming EGM
- A Share Purchase Plan (SPP) will be offered to eligible shareholders in Australia and New Zealand to raise up to $15.0 million at the Issue Price
- Funds raised under the Placement will be used to enhance MGH's financial capacity to fund growth and acquisition initiatives, including near-term opportunities in residential property and construction materials, and to reduce debt

MAAS Group Holdings Limited (ASX: MGH) ("**MGH**" or the "**Company**") is pleased to announce that it has received binding commitments for the institutional placement (**Institutional Placement**) to raise approximately $49.0 million, of which $46.0 million was fully underwritten as announced on Thursday 1 July 2021. Commitments of $30.0 million from directors, founding shareholders and executives have been received under the non underwritten conditional placement (**Conditional Placement**) (together, the **Placement**) which is subject to shareholder approval at the upcoming EGM.

Approximately 14.4m new MGH shares (**New Shares**) will be issued under the Institutional Placement and Conditional Placement (subject to shareholder approval for the issue) at a price of $5.50 per New Share (**Issue Price**). The Issue Price represented a 1.8% discount to the last closing price of $5.60 on Wednesday 30 June 2021 and a 3.1% discount to the 3-day VWAP from Monday 28 June 2021, (being the day of MGH's recent acquisition announcements) of $5.68.

MGH received strong interest from both existing institutional shareholders and new investors, with demand to participate in the Placement significantly greater than the funds MGH sought to raise. Accordingly, MGH determined to increase the size of the Placement from approximately $75 million per the announcement on 1 July 2021 to $79 million.

As previously announced on Thursday 1 July 2021, the proceeds from the funds raised under the Placement will be used to enhance MGH's financial capacity to fund growth and acquisition initiatives, including near-term opportunities in residential property and construction materials, and to reduce debt.

Commenting on the Placement, MGH's Chief Executive Officer Wes Maas, said "The Placement was well supported by our existing investors and we are pleased to welcome new high-quality institutional investors onto the register. The successful completion of the Placement will allow us further runway to continue to execute on our growth and acquisition initiatives."

MGH shares are expected to resume normal trading on the ASX from market open today, Friday 2 July 2021. Settlement of the Institutional Placement will occur on Wednesday 7 July 2021, with allotment and quotation to occur on Thursday 8 July 2021. Allotment of New Shares under the Conditional Placement will occur shortly after the upcoming EGM, provided that shareholder approval is obtained for the issue.

New Shares issued under the Placement will rank equally with existing MGH shares from the date of issue. The New Shares issued under the Institutional Placement will fall within MGH's placement capacity under ASX Listing Rule 7.1.

Details of the Share Purchase Plan

As announced on Thursday 1 July 2021, MGH will also offer eligible existing shareholders the opportunity to participate in the SPP to raise up to a further $15.0 million, which may be varied or subject to scale back at the Company's absolute discretion, and is not underwritten. An Eligible Shareholder is any shareholder in Australia or New Zealand recorded on MGH's share register at 7.00pm (AEST) on Wednesday 30 June 2021.

Eligible Shareholders will have the opportunity to acquire up to $30,000 in New Shares via the SPP at the Issue Price subject to scale back at the discretion of the Board if applications are received for more than $15 million.

The New Shares issued under the SPP will rank equally with existing ordinary shares from the date of issue per the indicative timetable below. No brokerage or commissions are payable in respect of subscribing for shares under the SPP.

The SPP Booklet containing further details of the SPP offer will be released on the ASX separately and is expected to be mailed to all Eligible Shareholders, on or around Thursday 8 July 2021. The SPP Booklet and the accompanying Application Form will contain instructions on how to apply.

Timetable

Event	Date
Record date for SPP	7.00pm (AEST) Wednesday, 30 June 2021
Trading halt and announcement of Placement, Conditional Placement and SPP	Thursday, 1 July 2021
Announcement of outcome of Placement and resume normal trading	Friday, 2 July 2021
Settlement of New Shares issued under the Placement	Wednesday, 7 July 2021

SPP offer opens and SPP offer booklet dispatched	9.00am (AEST) Thursday, 8 July 2021
Issue and normal trading of New Shares issued under the Placement	Thursday, 8 July 2021
SPP offer closes	5.00pm (AEST) Thursday, 22 July 2021
Announcement of results of SPP	Tuesday, 27 July 2021
Allotment, quotation and trading of New Shares issued under SPP	Thursday, 29 July 2021
EGM to approve Conditional Placement and related party transactions	On or around Wednesday, 1 September 2021
Settlement of Conditional Placement shares[1]	Friday, 3 September 2021
Allotment, quotation and trading of New Shares issued under Conditional Placement[1]	Monday, 6 September 2021
Completion of related party acquisitions[2]	Thursday, 9 September 2021

Additional Information

Additional information regarding the Placement and Conditional Placement is contained with the investor presentation released to the ASX on Thursday 1 July 2021.

MA Moelis Advisory Australia and Morgans Corporate Limited are acting as Joint Lead Managers to the Offer and underwriters of the Placement. A summary of the Underwriting Agreement (including the key termination rights) is set out in the investor presentation released on Thursday 1 July 2021.

An indicative timetable for the Placement, Conditional Placement and SPP is set out above and in the investor presentation released to the ASX. The timetable remains subject to change at the Company's discretion, subject to compliance with applicable laws and the ASX Listing Rules.

This ASX announcement was authorised for release by the Board of Directors.

For further information please contact Mr Wes Maas, Managing Director and CEO, 02 5852 1800

About MAAS Group Holdings Limited

MGH is a leading independent Australian construction materials, equipment and service provider with diversified exposures across the civil, infrastructure, mining and real estate end markets.

[1] Assuming shareholder approval is obtained at the EGM.
[2] Assuming shareholder approval is obtained for the acquisitions which are the subject of shareholder resolutions at the EGM as described in the announcement on 28 June 2021