

**Form 604**

Corporations Act 2001

Section 671B

**Notice of change of interests of substantial holder**To Company Name/Scheme **Maas Group Holdings Limited**ACN/ARSN **632 994 542****1. Details of substantial holder (1)**Name **Wesley Jon Maas and Emma Margaret Maas**

ACN/ARSN (if applicable)

There was a change in the interests of the substantial holder on

30/06/2021

The previous notice was given to the company on

04/01/2021

The previous notice was dated

04/01/2021**2. Previous and present 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 when last required, and when now required, to give a substantial holding notice to the company or scheme, are as follows:

Class of securities (4)	Previous notice		Present notice	
	Person's votes	Voting power (5)	Person's votes	Voting power (5)
<b>Fully Paid Ordinary Shares</b>	<b>186,351,120</b>	<b>70.34%</b>	<b>189,118,599</b>	<b>70.87%</b>

**3. Changes in relevant interests**

Particulars of each change in, or change in the nature of, a relevant interest of the substantial holder or an associate in voting securities of the company or scheme, since the substantial holder was last required to give a substantial holding notice to the company or scheme are as follows:

Date of change	Person whose relevant interest changed	Nature of change (6)	Consideration given in relation to change (7)	Class and number of securities affected	Person's votes affected
<b>See attached ANNEXURE A</b>					

**4. Present relevant interests**

Particulars of each relevant interest of the substantial holder in voting securities after the change are as follows:

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder (8)	Nature of relevant interest (6)	Class and number of securities	Person's votes
<b>See attached ANNEXURE B</b>					

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## 5. Changes in association

The persons who have become associates (2) of, ceased to be associates of, or have changed the nature of their association (9) with, the substantial holder in relation to voting interests in the company or scheme are as follows:

Name and ACN/ARSN (if applicable)	Nature of association
<b>N/A</b>	<b>N/A</b>

## 6. Addresses

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

Name	Address
<b>Wesley Jon Maas</b>	<b>20L Sheraton Road, Dubbo NSW 2830</b>
<b>Emma Margaret Maas</b>	<b>20L Sheraton Road, Dubbo NSW 2830</b>

## Signature

print name **Wesley Jon Maas and  
Emma Margaret Maas** capacity **Individuals**

sign here   date **05/07/2021**

## DIRECTIONS

- (1) If there are a number of substantial holders with similar or related relevant interests (eg. a corporation and its related corporations, or the manager and trustee of an equity trust), the names could be included in an annexure to the form. If the relevant interests of a group of persons are essentially similar, they may be referred to throughout the form as a specifically named group if the membership of each group, with the names and addresses of members is clearly set out in paragraph 6 of the form.
- (2) See the definition of "associate" in section 9 of the Corporations Act 2001.
- (3) See the definition of "relevant interest" in sections 608 and 671B(7) of the Corporations Act 2001.
- (4) The voting shares of a company constitute one class unless divided into separate classes.
- (5) The person's votes divided by the total votes in the body corporate or scheme multiplied by 100.
- (6) Include details of:
  - (a) any relevant agreement or other circumstances because of which the change in relevant interest occurred. If subsection 671B(4) applies, a copy of any document setting out the terms of any relevant agreement, and a statement by the person giving full and accurate details of any contract, scheme or arrangement, must accompany this form, together with a written statement certifying this contract, scheme or arrangement; and
  - (b) any qualification of the power of a person to exercise, control the exercise of, or influence the exercise of, the voting powers or disposal of the securities to which the relevant interest relates (indicating clearly the particular securities to which the qualification applies).

See the definition of "relevant agreement" in section 9 of the Corporations Act 2001.
- (7) Details of the consideration must include any and all benefits, money and other, that any person from whom a relevant interest was acquired has, or may, become entitled to receive in relation to that acquisition. Details must be included even if the benefit is conditional on the happening or not of a contingency. Details must be included of any benefit paid on behalf of the substantial holder or its associate in relation to the acquisitions, even if they are not paid directly to the person from whom the relevant interest was acquired.
- (8) If the substantial holder is unable to determine the identity of the person (eg. if the relevant interest arises because of an option) write "unknown".

- (9) Give details, if appropriate, of the present association and any change in that association since the last substantial holding notice.

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### Notice of change of interests of substantial holder

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#### ANNEXURE A

Particulars of each change in, or change in the nature of, a relevant interest of the substantial holder or an associate in voting securities of the company or scheme, since the substantial holder was last required to give a substantial holding notice to the company or scheme are as follows:

Date of Change	Person whose relevant interest changed	Nature of Change (6)	Consideration given in relation to change	Class and number of securities	Person's votes
30/04/2021	Wesley Jon Maas	Off market acquisition and participation in DRP	\$6,824,323.56	Ordinary shares 2,059,932	2,059,932
30/04/2021	Emma Margaret Maas	Off market acquisition and participation in DRP	\$6,824,323.56	Ordinary shares 2,059,932	2,059,932
30/06/2021	Wesley Jon Maas	Increase in relevant interest that Maas Group Holdings limited has in its own shares due to issue of shares for Amcor. Shares are subject to 2 years escrow	NIL	Ordinary shares  707,547	  707,547
30/06/2021	Emma Margaret Maas	Increase in relevant interest that Maas Group Holdings limited has in its own shares due to issue of shares for Amcor. Shares are subject to 2 years escrow	NIL	Ordinary shares  707,547	  707,547

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## Notice of change of interests of substantial holder

### ANNEXURE B

Particulars of each relevant interest of the substantial holder in voting securities after the change are as follows:

Holder of Relevant interest	Registered holder of securities	Person entitled to be registered as holder	Nature of relevant interest	Class and number of securities	Person's votes
Wesley Jon Maas	Wesley Jon Maas	Wesley Jon Maas	Shares held by Wesley Jon Maas relevant interest under sections 608(1) of the Corporations Act	Ordinary shares 15,501,611	15,501.611
Wesley Jon Maas	W & E Maas Holdings Pty Ltd as trustee for Maas Family Trust	Wesley Jon Maas	Shares held by W & E Maas Holdings Pty Ltd as trustee for Maas Family Trust – relevant interest under sections 608(3)(b) and (c) of the Corporations Act	Ordinary shares 77,959,087	77,959,087
Wesley Jon Maas	EMS Invest Pty Ltd as Trustee for EMS Invest Trust	Wesley Jon Maas	Shares held by EMS Invest Pty Ltd as trustee for EMS Invest Trust – relevant interest under sections 608(3)(b) and (c) of the Corporations Act	Ordinary shares 14,343,334	14,343,334
Wesley Jon Maas	Emma Margaret Maas	Emma Margaret Maas	Shares held by Emma Margaret Maas – relevant interest under sections 608(1)(b) and (c) and 608(3)(b) of the Corporations Act	Ordinary shares 41,597,610	41,597,610
Wesley Jon Maas	The escrowed shareholders listed in Annexure A to the ASIC form 604 lodged by MGH on 5 January 2021 (excluding the escrowed shareholders for which Wes Maas otherwise has a relevant interest disclosed above)	The escrowed shareholders listed in Annexure A to the ASIC form 604 lodged by MGH on 5 January 2021 (excluding the escrowed shareholders for which Wes Maas otherwise has a relevant interest disclosed above)	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. (excluding the escrowed shares to which Wes Maas otherwise has a relevant interest disclosed above)	Ordinary shares 39,716,957	39,716,957
Emma Margaret Maas	Emma Margaret Maas	Emma Margaret Maas	Shares held by Emma Margaret Maas relevant interest under sections 608(1) of the Corporations Act	Ordinary shares 41,597,610	41,597,610
Emma Margaret Maas	W & E Maas Holdings Pty Ltd as trustee for Maas Family Trust	Emma Margaret Maas	Shares held by W & E Maas Holdings Pty Ltd as trustee for Maas Family Trust – relevant interest under sections 608(3)(b) and (c) of the corporations Act	Ordinary shares 77,959,087	77,959,087
Emma Margaret Maas	The escrowed shareholders listed in Annexure A to the ASIC form 604 lodged by MGH on 5 January 2021	The escrowed shareholders listed in Annexure A to the ASIC form 604 lodged by MGH on 5 January 2021	Relevant interest in respect of the shares over which MGH has the power to control under Sections 608(1)(c) and 608(3)(a) of the Corporations Act	Ordinary shares 69,383,725	69,383,725

	(excluding the escrowed shareholders for which Emma Maas otherwise has a relevant interest disclosed above)	(excluding the escrowed shareholders for which Emma Maas otherwise has a relevant interest disclosed above)	(excluding the escrowed shares to which Emma Maas otherwise has a relevant interest disclosed above)		
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Details of the escrowed shares to which Wesley Maas and Emma Maas have a relevant interest in arising by virtue of the various voluntary escrow agreements entered into by Maas Group Holdings Ltd (MGH) are set out in the annexure to the ASIC Form 604 Notice of Change of Interests of Substantial Holder lodged by MGH today.

# Appendix 3Y

## Change of 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 30/09/01 Amended 01/01/11

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

We (the entity) give ASX the following information under listing rule 3.19A.2 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 last notice</b>	04/05/2021

### **Part 1 - Change of director's relevant interests in securities**

*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>Direct or indirect interest</b>	Direct and Indirect
<b>Nature of indirect interest (including registered holder)</b> Note: Provide details of the circumstances giving rise to the relevant interest.	W & E Maas Holdings Pty Ltd as trustee for the Maas Family Trust – relevant interest under sections 608(1)(b) and (c) and 608(3)(b) of the Corporations Act.  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.  Emma Margaret Maas - relevant interest under sections 608(1)(b) and (c) and 608(3)(b) of the Corporations Act.
<b>Change in relevant interest of Maas Group Holding Limited's interest in its own shares</b>	Relevant interest in securities that Maas Group Holdings Limited (MGH) has the power to control disposal under sections 608(1)(c) and 608(3)(a) of the Corporations Act. Registered holders of those securities that MGH has a relevant interest in are disclosed in MGH's ASIC Form 604 of 5/1/2021
<b>Date of change</b>	30/06/2021

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+ See chapter 19 for defined terms.

**Appendix 3Y**  
**Change of Director's Interest Notice**

<p><b>No. of securities held prior to change</b></p> <p>Wesley Jon Maas</p> <p>W &amp; E Maas Holdings Pty Ltd as trustee for the Maas Family Trust</p> <p>EMS Invest Pty Ltd as trustee for the EMS Invest Trust</p> <p>Emma Margaret Maas</p> <p><b>Total</b></p> <p>Securities 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. Registered holders of those securities are disclosed in MGH's ASIC Form 604 of 04/05/2021</p> <p><b>TOTAL</b></p>	<p>15,501,611 ordinary shares</p> <p>77,959,087 ordinary shares</p> <p>14,343,334 ordinary shares</p> <p>41,597,610 ordinary shares</p> <p><b>149,401,642 ordinary shares</b></p> <p>39,009,410 ordinary shares (which for the avoidance of doubt excludes any of those shares listed above that are still subject to voluntary escrow over which Maas Group Holdings Limited also has the power to control disposal)</p> <p>188,411,052</p>
<p><b>Class</b></p> <p><b>Total Number acquired</b></p> <p><b>Change in relevant interest of Maas Group Holding Limited's interest in its own shares</b></p>	<p>Fully paid ordinary shares</p> <p>707,547 ordinary shares</p>
<p><b>Number disposed</b></p>	<p>N/A</p>
<p><b>Value/Consideration</b>  Note: If consideration is non-cash, provide details and estimated valuation</p>	<p>N/A</p>
<p><b>No. of securities held after change</b></p> <p>Wesley Jon Maas</p> <p>W &amp; E Maas Holdings Pty Ltd as trustee for the Maas Family Trust</p> <p>EMS Invest Pty Ltd as trustee for the EMS Invest Trust</p> <p>Emma Margaret Maas</p> <p><b>Total</b></p>	<p>15,501,611 ordinary shares</p> <p>77,959,087 ordinary shares</p> <p>14,343,334 ordinary shares</p> <p>41,597,610 ordinary shares</p> <p><b>149,401,642 ordinary shares</b></p>

+ See chapter 19 for defined terms.



**Appendix 3Y**  
**Change of Director's Interest Notice**

Securities 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. Registered holders of those securities are disclosed in MGH's ASIC Form 604 of 04/05/2021	39,716,957 ordinary shares (which for the avoidance of doubt excludes any of those shares listed above that are still subject to voluntary escrow over which Maas Group Holdings Limited also has the power to control disposal)
<b>TOTAL</b>	<b>189,118,599 ordinary shares</b>
<b>Nature of change</b> <small>Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back</small>	Change in relevant interest of Maas Group Holdings Limited's interest in its own shares due to the Issue of shares for part consideration for Amcor acquisition which are subject to a 2 year voluntary escrow period. As consequence Mr Maas' relevant interest has also increased. For the avoidance of doubt, Mr Maas has not physically acquired any shares.

**Part 2 – Change of 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.

<b>Detail of contract</b>	N/A
<b>Nature of interest</b>	N/A
<b>Name of registered holder (if issued securities)</b>	N/A
<b>Date of change</b>	N/A
<b>No. and class of securities to which interest related prior to change</b> <small>Note: Details are only required for a contract in relation to which the interest has changed</small>	N/A
<b>Interest acquired</b>	N/A
<b>Interest disposed</b>	N/A
<b>Value/Consideration</b> <small>Note: If consideration is non-cash, provide details and an estimated valuation</small>	N/A
<b>Interest after change</b>	N/A

**Part 3 – <sup>+</sup>Closed period**

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+ See chapter 19 for defined terms.

**Appendix 3Y**  
**Change of Director's Interest Notice**

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<b>Were the interests in the securities or contracts detailed above traded during a <sup>+</sup>closed period where prior written clearance was required?</b>	N/A
<b>If so, was prior written clearance provided to allow the trade to proceed during this period?</b>	N/A
<b>If prior written clearance was provided, on what date was this provided?</b>	N/A

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<sup>+</sup> See chapter 19 for defined terms.