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ASX Announcement

9 July 2021

ASIC FORM 604 (NOTICE OF CHANGE OF INTERESTS OF SUBSTANTIAL HOLDER) – MAAS GROUP HOLDINGS LIMITED

Please refer to the attached ASIC Form 604 – Notice of Change of Interests of Substantial Holder lodged by MAAS Group Holdings Limited (ASX:MGH). As noted in previous notices, the substantial holding arises out of a relevant interest that MGH has in its own shares by virtue of the various voluntary escrow arrangements that it has entered into with escrowed shareholders.

The attached notice reflects a change to the previously advised percentage holding of MGH in its own shares due to the issuance of 8,915,909 fully paid ordinary shares on 8 July 2021 pursuant to the institutional placement of approximately \$49 million previously announced on July 1 and 2, 2021 of which MGH has nil relevant interest. Although there has been no change to the number of shares in which MGH holds a relevant interest since its previous notice lodged 6 July 2021, the percentage holding of the relevant interest it holds in its own shares as a percentage of total shares issued by MGH, has been diluted through the issuance of the shares pursuant to the institutional placement.

This announcement has been authorised by Craig Bellamy, Company Secretary of MGH.

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.

Form 604Corporations 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 **Maas Group Holdings Limited**ACN/ARSN (if applicable) **632 994 542**There was a change in the interests of the
substantial holder on **08/07/2021**The previous notice was given to the company on **30/06/2021**The previous notice was dated **30/06/2021****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)
Fully Paid Ordinary Shares	186,711,444	69.97%	186,711,444	67.71%

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
No change in relevant interest. Voting power diluted due to institutional share placement of 08 July 2021. Refer ASX announcements.					

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
MGH	The persons set out in Annexure A	The persons set out in Annexure A	Restriction on disposal of shares which are subject to voluntary escrow arrangements with the persons set out in Annexure A, giving rise to a relevant interest under Section 608(1) (c) of the Corporations Act.	186,711,444	

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

6. Addresses

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

Name	Address
MGH	201 Sheraton Road, Dubbo NSW 2830

Signature

print name **Wesley Jon Maas**

capacity **Managing Director**

sign here



date **08/07/2021**

DIRECTIONS

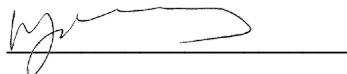
- (1) If there are a number of substantial holders with similar or related relevant interests (eg. a corporation and its related corporations, or the manager and trustee of an equity trust), the names could be included in an annexure to the form. If the relevant interests of a group of persons are essentially 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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Annexure A

This is Annexure A of 5 pages referred to in ASIC Form 604 – Notice of change of interests of substantial holder.

Signed:



Wesley Jon Maas Managing Director

5 January 2021

Each Escrowed Shareholder has entered into a voluntary escrow deed with MGH in relation to the Shares they hold. Under each voluntary escrow deed, the relevant Escrowed Shareholder agrees, subject to certain limited exceptions, not to deal in those Shares until the end of the relevant escrow period, as described below.

The form of voluntary escrow deeds that MGH has entered into with the founding shareholders, the employee shareholders who were allocated greater than \$1,000,000 worth of Shares under the Employee Offer and the employee shareholders who were allocated greater than \$10,000 (but less than \$1,000,000) worth of Shares under the Employee Offer were set out in Annexure C to the ASIC Form 603 – Notice of Initial Substantial Holder dated 4 December 2020.

In the table below:

- **First Release Date** means the date MGH releases to the ASX its preliminary final report (Appendix 4E) for the financial year ending 30 June 2022.
- **Second Release Date** means the date MGH releases to the ASX its preliminary final report (Appendix 4E) for the financial year ending 30 June 2023.
- **Third Release Date** means the date MGH releases to the ASX its preliminary final report (Appendix 4E) for the financial year ending 30 June 2024.
- **Fourth Release Date** means the date MGH releases to the ASX its preliminary final report (Appendix 4E) for the financial year ending 30 June 2025.

Registered holder of shares (Escrowed Shareholder)	Escrowed Period
Founding Shareholders – Total securities subject to Escrow – 173,033,133	
W & E Maas Holdings Pty Limited ACN 112 793 076 as trustee for the Maas Family Trust	100% of the Escrowed Shares – from the date of listing of MGH on the ASX to (and including) the First Release Date.
Wesley Jon Maas	2/3 of the Escrowed Shares – from the day after the First Release Date to (and including) the Second Release Date.
Emma Margaret Maas	1/3 of the Escrowed Shares – from the day after the Second Release Date to (and including) the Third Release Date.

Registered holder of shares (Escrowed Shareholder)	Escrowed Period
EMS Invest Pty Ltd ACN 603 364 129 as trustee for the EMS Invest Trust	
Thomas Paul Cavanagh as trustee for the Cavanagh Family Trust	
Thomas Paul Cavanagh	
David Michael Rooke	
Leesa Rooke	
Rookharp Holdings Pty Ltd ACN 162 065 634 as trustee for Rooke Family Trust	
Joshua Jonathan Large	
Kimberley Gai Large	
Dubsvegas Pty Ltd ACN 118 132 979 as trustee for Large Family Trust	
N & N Bourke Holdings Pty Ltd ACN 619 185 090 as trustee for the Bourke Family Trust No 2	
Apolony Holdings Pty Ltd ACN 161 122 514 as trustee for the Apolony Family Trust	
Employees allocated greater than \$1,000,000 worth of Shares under the Employee Offer – Total securities subject to Escrow – 10,313,264	
DJ Porter Holdings Pty Ltd ACN 120 576 918 as trustee for the DJ Porter Family Trust	100% of the Escrowed Shares – from the date of listing of MGH on the ASX to (and including) the First Release Date.

Registered holder of shares (Escrowed Shareholder)	Escrowed Period
Wilsley Pty Ltd ACN 139 770 488 as trustee for the DT & BE Family Trust	2/3 of the Escrowed Shares – from the day after the First Release Date to (and including) the Second Release Date. 1/3 of the Escrowed Shares – from the day after the Second Release Date to (and including) the Third Release Date.
Employees allocated greater than \$10,000 but less than \$1,000,000 worth of Shares under the Employee Offer – Total securities subject to Escrow – 2,657,500	
Scott Cooper	100% of the Escrowed Shares – from the date of listing of MGH on the ASX to (and including) the First Release Date. 75% of the Escrowed Shares – from the day after the First Release Date to (and including) the Second Release Date. 50% of the Escrowed Shares – from the day after the Second Release Date to (and including) the Third Release Date. 25% of the Escrowed Shares – from the day after the Third Release Date to (and including) the Fourth Release Date.
Ben Davis	
Sam Fisher	
Thomas Yeo	
Steven Guy	
Louise Sullivan	
Terry Jones	
Lachlan Mylecharane	
Gregory Mills	
Terese Xuereb	
John Grey	
Russell Farmilo	
Nathan Finlay	
Dave O'Leary	

Registered holder of shares (Escrowed Shareholder)	Escrowed Period
Edward Van Kruyssen	
Andrew Letfallah	
RTCMS Pty Ltd ACN 642 094 586	
Craig Bellamy	
Tanya Gale	
Michale Rutten	
Glenn Blunt	
Ian Kennedy	
Rob Lackner	
PJ Parbhakar	
Damien Rootes	
Michael Ray	
Brock Harris	
Ryan Rooke	
Thomas Warren	
Warwick Arndell	
Peter Edwards	

Registered holder of shares (Escrowed Shareholder)	Escrowed Period
Ray Heggs	
Carly Cross	
Anthony Cole	
Paul Clark	
Jasmine Middleton	
Matthew Owens	
Peter Casement	
Dominic Whellams	
Acquisitions through issue of escrowed ordinary shares	Escrowed Period
Cael Holdings Pty Limited	2 years expiring June 2023