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ASX Announcement

9 July 2021

ASIC FORM 604 (NOTICE OF CHANGE OF INTERESTS OF SUBSTANTIAL HOLDER) – WESLEY JON MAAS and EMMA MARGARET MAAS

Please refer to the attached ASIC Form 604 – Notice of Change of Interests of Substantial Holder lodged by Wesley Jon Maas and Emma Margaret Maas. As noted in previous notices, the substantial holding of Mr and Mrs Maas arises through a combination of direct holdings, holdings through entities that they control and a deemed interest in which MAAS Group Holdings Limited (MGH) holds in its own shares by virtue of the various voluntary escrow arrangements that MGH has entered into with escrowed shareholders.

The attached notice reflects a change to the previously advised percentage holding of Mr and Mrs Maas 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 Mr and Mrs Maas and MGH have nil relevant interest. Although there has been no change to the number of shares in which Mr and Mrs Maas hold a relevant interest in since their previous notice lodged 6 July 2021, the percentage holding of the relevant interest they hold as a percentage of the 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 an independent leading Australian construction material, 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 **Wesley Jon Maas and Emma Margaret Maas**

ACN/ARSN (if applicable)

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	189,118,559	70.87	189,118,599	68.58%

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
See attached ANNEXURE A					

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
N/A	N/A

6. Addresses

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

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

Signature

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

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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Form 604

Corporations Act 2001
Section 671B

Notice of change of interests of substantial holder

ANNEXURE A

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.