

# 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>	02/12/2021

### 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> <small>Note: Provide details of the circumstances giving rise to the relevant interest.</small>	<p>W &amp; 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.</p> <p>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.</p> <p>Emma Margaret Maas - relevant interest under sections 608(1)(b) and (c) and 608(3)(b) of the Corporations Act.</p> <p>HSBC Custody Nominees (Australia) Ltd (as nominee and custodian for shares beneficially owned by W &amp; E Maas Holdings Pty Ltd as trustee for the Maas Family Trust).</p> <p>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 dated 14 December 2021.</p>
<b>Date of change</b>	07/12/2021 and 09/12/2021

+ 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>HSBC Custody Nominees (Australia) Ltd</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 08/07/2021 together with the other registered holders for escrowed securities issued since 8/07/2021 noted above.</p> <p><b>TOTAL</b></p>	<p>15,501,611 ordinary shares</p> <p>75,978,452 ordinary shares</p> <p>14,343,334 ordinary shares</p> <p>41,597,610 ordinary shares</p> <p>5,466,999 ordinary shares</p> <p><b>152,888,006 ordinary shares</b></p> <p>48,070,401 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><b>200,958,407 ordinary shares</b></p>
<p><b>Class</b></p> <p><b>Total Number acquired</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>HSBC Custody Nominees (Australia) Ltd</p> <p><b>TOTAL</b></p>	<p>Fully paid ordinary shares</p> <p>110,463</p> <p>541,414</p> <p>102,209</p> <p>296,420</p> <p>1,499,019</p> <p><b>2,549,525</b></p>
<p><b>Number disposed</b></p>	<p>N/A</p>
<p><b>Value/Consideration</b></p> <p>Note: If consideration is non-cash, provide details and estimated valuation</p>	<p>\$4,422,630.26 – DRP</p> <p>\$8,244,604.50 – Conditional Placement</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>15,612,074 ordinary shares</p> <p>76,519,866 ordinary shares</p> <p>14,445,543 ordinary shares</p>

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

Emma Margaret Maas	41,894,030 ordinary shares
HSBC Custody Nominees (Australia) Ltd	6,966,018 ordinary shares
<b>Total</b>	<b>155,437,531 ordinary shares</b>
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 14 December 2021.	48,070,401 (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>203,507,932 ordinary shares</b>
<b>Nature of change</b> Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back	1,050,506 ordinary shares - Participation in MGH Dividend Reinvestment Plan. 1,499,019 ordinary shares - Acquisition relates to the subscription for shares pursuant to the Conditional Placement which was approved by shareholders at the MGH AGM of 9 November 2021

**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>	Master Loan Agreement and Deed of Security
<b>Nature of interest</b>	W & E Maas Holdings Pty Ltd as trustee for the Maas Family Trust has entered into a Master Loan Agreement and Deed of Security in respect of a portion of its shareholding in MAAS Group Holdings Ltd. The loan facility provides W & E Maas Holdings Pty Ltd as trustee for the Maas Family Trust with an ability to borrow against the value of the MAAS Group Holdings Ltd shares held as collateral pursuant to the Deed of Security. The term of the loan facility is 3 years.
<b>Name of registered holder (if issued securities)</b>	HSBC Custody Nominees (Australia) Ltd
<b>Date of change</b>	09/12/2021
<b>No. and class of securities to which interest related prior to change</b> Note: Details are only required for a contract in relation to which the interest has changed	Facility now relates to 6,966,018 ordinary shares with provision for further loan tranches.
<b>Interest acquired</b>	N/A
<b>Interest disposed</b>	N/A

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<b>Value/Consideration</b> Note: If consideration is non-cash, provide details and an estimated valuation	N/A
<b>Interest after change</b>	N/A

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

<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>	No
<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.