

ASX Announcement

25 August 2022

Change in MAAS Group Holdings Ltd substantial holding and free float analysis

MAAS Group Holdings Limited (ASX: MGH, “the Company” or “MGH”) refers to the appended Form 604 (Notice of Change of Interest of Substantial Holder).

The change of interest for MGH arises from the release of securities from voluntary escrow on 19 August 2022 and MGH now no longer having a relevant interest in those securities as MGH no longer has the power to control the disposal of those securities. The voluntary escrow arrangements are in connection with the initial public offering (IPO) of MGH in 2020 and shares issued in relation to various business acquisitions which occurred post IPO.

The information below is also provided to clarify the Company’s proportion of shares available for trade on a free float basis (“Free Float”).

The Company considers its Free Float to be **37.4%** of total issued capital.

FREE FLOAT ANALYSIS	Shares	Shares	% of Issued Capital
Total Ordinary Shares on Issue		309,457,466	100.0%
Excluded Shares:			
Wes Maas’ holdings	158,063,039		51.1%
Directors’ holdings (other than Wes Maas)	1,033,995		0.3%
Other restricted (voluntary escrow) holdings	34,594,112		11.2%
Total shares to be excluded from free float		193,691,146	62.6%
Total free float Shares		115,766,320	37.4%

This announcement is authorised by Mr Craig Bellamy, the Company Secretary of MGH.

For further information, please contact: Craig Bellamy Company Secretary Ph. 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.

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 **19/08/2022**The previous notice was given to the company on **14/12/2021**The previous notice was dated **14/12/2021****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	195,064,888	66.6	132,590,430	42.85

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
22/03/2022 19/04/2022 30/06/2022 19/07/2022 03/08/2022 19/08/2022	Maas Group Holdings Ltd (MGH)	Dilution of interest after issues of shares by the Company on the relevant dates	N/A		

22/12/2021	Maas Group Holdings Ltd (MGH)	Issue of 1,136,842 shares for the acquisition of Brett Harvey Constructions. These shares are subject to voluntary escrow	nil	Ordinary shares 1,136,842	1,136,842
31/05/2022	Maas Group Holdings Ltd (MGH)	Issue of 731,974 shares for the acquisition of DPG Civil and subsidiaries (Garde). These shares are subject to voluntary escrow.	nil	Ordinary shares 731,974	731,974
19/08/2022	Maas Group Holdings Ltd (MGH)	Release of 64,343,274 shares from Voluntary Escrow as per ASX announcement 11/08/22	N/A	Ordinary shares 64,343,274	(64,343,274)

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.	132,590,430	

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
A1 Earthworks Mining and Civil Pty Ltd ACN 160 665 618	Controlled by MGH - Became an associate August 2021
Stanaway Pty Ltd ACN 073 403 380	Controlled by MGH - Became an associate September 2021
Maas Constructions (Dubbo) Pty Ltd ACN 112 798 268	Controlled by MGH - Became an associate November 2021
Maas Plumbing Pty Ltd ACN 112 796 255	Controlled by MGH - Became an associate November 2021
Spacey Storage Pty Ltd ACN 626 304 327	Controlled by MGH - Became an associate November 2021
Canberra Self Storage Pty Ltd ACN 651 082 218 atf the Canberra Self Storage Unit Trust	Controlled by MGH - Became an associate November 2021
Spacey Pty Ltd ACN 613 274 445	Controlled by MGH - Became an associate November 2021
Brett Harvey Constructions Pty Ltd ACN 094 016 154	Controlled by MGH - Became an associate December 2021
DPG Civil Pty Ltd ACN 619 924 220	Controlled by MGH - Became an associate May 2022

6. Addresses

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

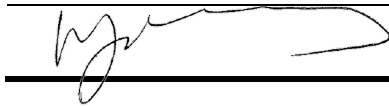
Name	Address
MGH	20L Sheraton Road, Dubbo NSW 2830
A1 Earthworks Mining and Civil Pty Ltd	176 Wilbertree Road, Menah NSW 2850
Stanaway Pty Ltd	1/57 Douglas Mawson Road, Dubbo NSW 2830
Maas Constructions (Dubbo) Pty Ltd	18/30 Mountbatten Drive, Dubbo NSW 2830
Maas Plumbing Pty Ltd	18/30 Mountbatten Drive, Dubbo NSW 2830
Spacey Storage Pty Ltd	18/30 Mountbatten Drive, Dubbo NSW 2830
Canberra Self Storage Pty Ltd atf the Canberra Self Storage Unit Trust	18/30 Mountbatten Drive, Dubbo NSW 2830

Spacey Pty Ltd	18/30 Mountbatten Drive, Dubbo NSW 2830
Brett Harvey Constructions Pty Ltd	29 Azure Avenue, Dubbo NSW 2830
DPG Civil Pty Ltd	126 Beaconsfield Street, Silverwater, NSW 2128

Signature

print name **Wesley Jon Maas** capacity **Managing Director**

sign here



date **25/08/2022**

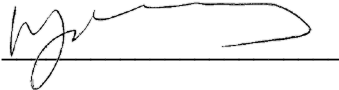
DIRECTIONS

- (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.

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

25 August 2022

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 entered into at the time of its initial public offering (IPO) 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 (now released).
- **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.

In addition to the voluntary escrow arrangements entered into with the founding shareholders and employee shareholders, MGH has also entered into voluntary escrow arrangements with the Vendors of businesses listed below where MGH shares were issued to the vendors for either full or part consideration of the respective vendor's businesses.

Registered holder of shares (Escrowed Shareholder)	Escrowed Period
Founding Shareholders – Total securities remaining subject to Escrow – 115,355,422. (Originally Escrowed Shares – 173,033,133)	
W & E Maas Holdings Pty Limited ACN 112 793 076 as trustee for the Maas Family Trust	100% of the Originally 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
Wesley Jon Maas	2/3 of the Originally Escrowed Shares – from the day after the First Release Date to (and including) the Second Release Date.
Emma Margaret Maas	
EMS Invest Pty Ltd ACN 603 364 129 as trustee for the EMS Invest Trust	1/3 of the Originally Escrowed Shares – from the day after the Second Release Date to (and including) the Third Release Date.
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	

Registered holder of shares (Escrowed Shareholder)	Escrowed Period
Employees allocated greater than \$1,000,000 worth of Shares under the Employee Offer – Total securities remaining subject to Escrow – 6,875,510 (Originally Escrowed Shares – 10,313,264)	
DJ Porter Holdings Pty Ltd ACN 120 576 918 as trustee for the DJ Porter Family Trust	100% of the Originally Escrowed Shares – from the date of listing of MGH on the ASX to (and including) the First Release Date.
Wilsay Pty Ltd ACN 139 770 488 as trustee for the DT & BE Family Trust	2/3 of the Originally Escrowed Shares – from the day after the First Release Date to (and including) the Second Release Date. 1/3 of the Originally 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 remaining subject to Escrow – 1,993,125. (Originally Escrowed Shares – 2,657,500)	
Scott Cooper	100% of the Originally Escrowed Shares – from the date of listing of MGH on the ASX to (and including) the First Release Date.
Ben Davis	75% of the Originally Escrowed Shares – from the day after the First Release Date to (and including) the Second Release Date.
Sam Fisher	50% of the Originally Escrowed Shares – from the day after the Second Release Date to (and including) the Third Release Date.
Thomas Yeo	25% of the Originally Escrowed Shares – from the day after the Third Release Date to (and including) the Fourth Release Date.
Steven Guy	
Louise Sullivan	
Terry Jones	
Lachlan Mylecharane	
Gregory Mills	
Terese Xuereb	

Registered holder of shares (Escrowed Shareholder)	Escrowed Period
John Grey	
Russell Farmilo	
Nathan Finlay	
Dave O'Leary	
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	

Registered holder of shares (Escrowed Shareholder)	Escrowed Period
Ryan Rooke	
Thomas Warren	
Warwick Arndell	
Peter Edwards	
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
C & A Pilley Investments Pty Ltd	Shares are subject to voluntary escrow and will be released from escrow over a 3 year period with one third being released each year upon the transaction completion anniversary date (August 2021) with the final release in August 2024.
C & V Walker Investments Pty	Shares are subject to voluntary escrow and will be released from escrow over a 3 year period with one third being released

Registered holder of shares (Escrowed Shareholder)	Escrowed Period
	each year upon the transaction completion anniversary date (August 2021) with the final release in August 2024.
David Payne	Shares are subject to voluntary escrow and will be released from escrow over a 3 year period with one third being released each year upon the transaction completion anniversary date (September 2021) with the final release in September 2024.
R Maas Holdings Pty Ltd	Shares are subject to an escrow arrangement with shares to be released from escrow over a 3 year period with one third being released each year upon the market release of the MGH audited annual accounts with the first release to occur after the release of the MGH audited annual accounts for FY 22.
S Maas Holdings Pty Ltd	Shares are subject to an escrow arrangement with shares to be released from escrow over a 3 year period with one third being released each year upon the market release of the MGH audited annual accounts with the first release to occur after the release of the MGH audited annual accounts for FY 22
RMACT Pty Ltd	Shares are subject to an escrow arrangement with shares to be released from escrow over a 3 year period with one third being released each year upon the market release of the MGH audited annual accounts with the first release to occur after the release of the MGH audited annual accounts for FY 22
SAIML Pty Ltd	Shares are subject to an escrow arrangement with shares to be released from escrow over a 3 year period with one third being released each year upon the market release of the MGH audited annual accounts with the first release to occur after the release of the MGH audited annual accounts for FY 22
Canberra Self Storage Pty Ltd	Shares are subject to an escrow arrangement with shares to be released from escrow over a 3 year period with one third being released each year upon the market release of the MGH audited annual accounts with the first release to occur after the release of the MGH audited annual accounts for FY 22
S Maas Ventures 2 Pty Ltd	Shares are subject to an escrow arrangement with shares to be released from escrow over a 3 year period with one third being released each year upon the market release of the MGH

Registered holder of shares (Escrowed Shareholder)	Escrowed Period
	audited annual accounts with the first release to occur after the release of the MGH audited annual accounts for FY 22
R Maas Ventures Pty Ltd	Shares are subject to an escrow arrangement with shares to be released from escrow over a 3 year period with one third being released each year upon the market release of the MGH audited annual accounts with the first release to occur after the release of the MGH audited annual accounts for FY 22
S Maas Properties Pty Ltd	Shares are subject to an escrow arrangement with shares to be released from escrow over a 3 year period with one third being released each year upon the market release of the MGH audited annual accounts with the first release to occur after the release of the MGH audited annual accounts for FY 22
Endure Investments Pty Ltd	Shares are subject to an escrow arrangement with shares to be released from escrow over a 3 year period with one third being released each year upon the market release of the MGH audited annual accounts with the first release to occur after the release of the MGH audited annual accounts for FY 22
Acquisitions through issue of escrowed ordinary shares	Escrowed Period
Brett John Harvey	Shares are subject to an escrow arrangement with shares to be released from escrow over a 3 year period with one third being released each year upon the market release of the MGH audited annual accounts with the first release to occur after the release of the MGH audited annual accounts for FY 22
Garde Family Pty Ltd	Shares are subject to an escrow arrangement with shares to be released from escrow over a 3 year period with one half being released 24 months from completion and balance to be released 36 months from completion.
Nexia Holdings Pty Ltd	Shares are subject to an escrow arrangement with shares to be released from escrow over a 3 year period with one half being released 24 months from completion and balance to be released 36 months from completion.