

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 **19/08/2022**The previous notice was given to the company on **08/07/2021**The previous notice was dated **08/07/2021****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	189,118,599	68.58%	192,657,151	62.26%

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
See attached ANNEXURE A					

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 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
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 **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.

Form 604

Corporations Act 2001
Section 671B

Notice of change of interests of substantial holder

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
19/08/2022	Wesley Jon Maas	Decrease in relevant interest due to release of escrowed securities as per ASX announcement 11 August 2022	NIL	Ordinary shares 15,345,112	(15,345,112)
19/08/2022	Emma Margaret Maas	Decrease in relevant interest due to release of escrowed securities as per ASX announcement 11 August 2022	NIL	Ordinary shares 15,345,112	(15,345,112)
20/05/2022	Wesley Jon Maas	Increase in relevant interest that Maas Group Holdings limited has in its own shares due to issue of shares for GARDE acquisition. These shares are subject to voluntary escrow.	NIL	Ordinary shares 731,974	731,974
20/05/2022	Emma Margaret Maas	Increase in relevant interest that Maas Group Holdings limited has in its own shares due to issue of shares for GARDE acquisition. These shares are subject to voluntary escrow	NIL	Ordinary shares 731,974	731,974
22/04/22	HSBC Custody Nominees (Australia) Pty Ltd	Off market acquisition	\$9,460,000	Ordinary shares 2,000,000	2,000,000
19/04/22	HSBC Custody Nominees (Australia) Pty Ltd	Participation in DRP	\$2,939,887.60	Ordinary shares 625,508	625,508
22/12/21	Wesley Jon Maas	Increase in relevant interest that Maas Group Holdings limited has in its own shares due to issue of shares for Brett Harvey Constructions acquisition. These shares are subject to voluntary escrow.	NIL	Ordinary shares 1,136,842	1,136,842

22/12/21	Emma Margaret Maas	Increase in relevant interest that Maas Group Holdings limited has in its own shares due to issue of shares for Brett Harvey Constructions acquisition. These shares are subject to voluntary escrow.	NIL	Ordinary shares 1,136,842	1,136,842
09/12/2021	HSBC Custody Nominees (Australia) Pty Ltd	Participation in Conditional Placement in MGH Capital Raise	\$8,244,604.50	Ordinary Shares 1,499,019	1,499,019
07/12/2021	HSBC Custody Nominees (Australia) Pty Ltd	Participation in DRP	\$465,049.23	Ordinary shares 110,463	110,463
07/12/2021	HSBC Custody Nominees (Australia) Pty Ltd	Participation in DRP	\$1,247,928.20	Ordinary shares 296,420	296,420
07/12/2021	HSBC Custody Nominees (Australia) Pty Ltd	Participation in DRP	\$2,279,352.94	Ordinary Shares 541,414	541,414
07/12/2021	HSBC Custody Nominees (Australia) Pty Ltd	Participation in DRP	\$430,299.89	Ordinary Shares 102,209	102,209
01/12/2021	HSBC Custody Nominees (Australia) Pty Ltd	Participation in Conditional Placement in MGH Capital Raise	\$5,500,000	Ordinary Shares 1,000,000	1,000,000
15/11/2021	HSBC Custody Nominees (Australia) Pty Ltd	Participation in Conditional Placement in MGH Capital Raise	\$6,800,002	Ordinary Shares 1,236,364	1,236,364
12/11/2021	HSBC Custody Nominees (Australia) Pty Ltd	Participation in Conditional Placement in MGH Capital Raise	\$4,645,393.50	Ordinary Shares 844,617	844,617
12/11/2021	HSBC Custody Nominees (Australia) Pty Ltd	Underwriting of DRP shortfall	\$1,349,927	Ordinary Shares 405,383	405,383
11/11/2021	Wesley Jon Maas	Increase in relevant interest that Maas Group Holdings limited has in its own shares due to issue of shares for Spacey Storage. Shares are subject to voluntary escrow.	NIL	Ordinary shares 3,379,000	3,379,000
11/11/2021	Emma Margaret Maas	Increase in relevant interest that Maas Group Holdings limited has in its own shares due to issue of shares for Spacey Storage. Shares are subject to voluntary escrow.	NIL	Ordinary shares 3,379,000	3,379,000
11/11/2021	Wesley Jon Maas	Increase in relevant interest that Maas Group Holdings limited has in its own shares due to issue of shares for Maas Plumbing Group acquisition. Shares are subject to voluntary escrow.	Nil	Ordinary Shares 630,000	630,000
11/11/2021	Emma Margaret Maas	Increase in relevant interest that Maas Group Holdings	NIL	Ordinary Shares 630,000	630,000

		limited has in its own shares due to issue of shares for Maas Plumbing Group acquisition. Shares are subject to 3 years voluntary escrow.			
11/11/2021	Wesley Jon Maas	Increase in relevant interest that Maas Group Holdings Limited has in its own shares due to issue of shares for Maas Constructions (Dubbo) Group acquisition. Shares are subject to voluntary escrow.	NIL	Ordinary Shares 2,100,00	2,100,000
11/11/2021	Emma Margaret Maas	Increase in relevant interest that Maas Group Holdings limited has in its own shares due to issue of shares for Maas Constructions (Dubbo) Group acquisition. Shares are subject to voluntary escrow.	NIL	Ordinary Shares 2,100,00	2,100,000
29/09/2021	Wesley Jon Maas	Increase in relevant interest that Maas Group Holdings limited has in its own shares due to issue of shares for David Payne Constructions. Shares are subject to voluntary escrow.	NIL	Ordinary Shares 1,800,000	1,800,000
29/09/2021	Emma Margaret Maas	Increase in relevant interest that Maas Group Holdings limited has in its own shares due to issue of shares for David Payne Constructions acquisition. Shares are subject to voluntary escrow .	NIL	Ordinary Shares 1,800,000	1,800,000
16/08/2021	Wesley Jon Maas	Increase in relevant interest that Maas Group Holdings limited has in its own shares due to issue of shares for A1 Earthworx acquisition. Shares are subject to voluntary escrow.	NIL	Ordinary Shares 444,444	444,444
16/08/2021	Emma Margaret Maas	Increase in relevant interest that Maas Group Holdings limited has in its own shares due to issue of shares for A1 Earthworx acquisition. Shares are subject to 3 years voluntary escrow.	NIL	Ordinary Shares 444,444	444,444
8/09/2021 07/10/2021 21/10/2021 12/11/2021	Wesley Jon Maas	Dilution of interest after issues of shares by the Company on the relevant dates	NIL		

15/11/2021 07/12/2021					
8/09/2021 07/10/2021 21/10/2021 12/11/2021 15/11/2021 07/12/2021	Emma Margaret Maas	Dilution of interest after issues of shares by the Company on the relevant dates	NIL		

Form 604

Corporations Act 2001
Section 671B

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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 15,409,605	15,409,605
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 75,978,452	75,978,452
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 14,257,703	14,257,703
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 41,349,267	41,349,267
Wesley Jon Maas	HSBC Custody Nominees (Australia)	Wesley Jon Maas	W & E Maas Holdings Pty Ltd as trustee for Mas Family Trust shares entered into a Master Loan Agreement and Deed of Security	Ordinary Shares 11,068,552	11,068,552
Wesley Jon Maas	The escrowed shareholders listed in Annexure A to the ASIC form 604 lodged by MGH on 23 August 2022 (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 23 August 2022 (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 34,594,112	34,594,112
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 41,349,267	41,349,267
Emma Margaret Maas	W & E Maas Holdings Pty Ltd	Emma Margaret Maas	Shares held by W & E Maas Holdings Pty Ltd	Ordinary shares	

	as trustee for Maas Family Trust		as trustee for Maas Family Trust – relevant interest under sections 608(3)(b) and (c) of the corporations Act	75,978,452	75,978,452
Emma Margaret Maas	HSBC Custody Nominees (Australia)	Emma Margaret Maas	W & E Maas Holdings Pty Ltd as trustee for Mas Family Trust shares entered into a Master Loan Agreement and Deed of Security	Ordinary Shares 11,068,552	11,068,552
Emma Margaret Maas	The escrowed shareholders listed in Annexure A to the ASIC form 604 lodged by MGH on 23 August 2022 (excluding the escrowed shareholders for which Emma Maas otherwise has a relevant interest disclosed above)	The escrowed shareholders listed in Annexure A to the ASIC form 604 lodged by MGH on 23 August 2022 (excluding the escrowed shareholders for which Emma Maas otherwise has a relevant interest disclosed above)	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 (excluding the escrowed shares to which Emma Maas otherwise has a relevant interest disclosed above)	Ordinary shares 34,592,112	34,594,112

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 on 23 August 2022