

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

Name of entity: Maas Group Holdings Limited
ABN: 84 632 994 542

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.

Name of Director	Wesley Jon Maas
Date of last notice	27/04/2022

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.

Direct or indirect interest	Indirect
Nature of indirect interest (including registered holder) <small>Note: Provide details of the circumstances giving rise to the relevant interest.</small>	<p>W & 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 & 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 23 August 2022.</p>
Date of change	19/08/2022

+ See chapter 19 for defined terms.

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No. of securities held prior to change	
Wesley Jon Maas	15,409,065 ordinary shares
W & E Maas Holdings Pty Ltd as trustee for the Maas Family Trust	75,978,452 ordinary shares
EMS Invest Pty Ltd as trustee for the EMS Invest Trust	14,257,703 ordinary shares
Emma Margaret Maas	41,349,267 ordinary shares
HSBC Custody Nominees (Australia) Ltd	11,068,552 ordinary shares
Total	158,063,039 ordinary shares
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 23 August 2022 together with the other registered holders for escrowed securities issued since 23 August 2022 noted above.	49,207,243 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)
TOTAL	207,270,282 ordinary shares
Class	Fully paid ordinary shares
Number disposed	14,613,131 (There has been no change to the direct ownership interest of the Director. The change in shareholding arises with the release of securities from voluntary escrow on 19 August 2022 which because of the escrow release the Director no longer has a relevant interest in those securities. It does not represent a sale of securities by the Director.)
Value/Consideration Note: If consideration is non-cash, provide details and estimated valuation	Nil
No. of securities held after change	
Wesley Jon Maas	15,409,065 ordinary shares
W & E Maas Holdings Pty Ltd as trustee for the Maas Family Trust	59,978,452 ordinary shares
EMS Invest Pty Ltd as trustee for the EMS Invest Trust	14,257,703 ordinary shares
Emma Margaret Maas	41,349,267 ordinary shares
HSBC Custody Nominees (Australia) Ltd	27,068,552 ordinary shares

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<p>Total</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 14 December 2021.</p>	<p>158,063,039 ordinary shares</p> <p>34,594,112 (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>TOTAL</p>	<p>192,657,151 ordinary shares</p>
<p>Nature of change Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back</p>	<p>The change in shareholding arises with the release of securities from voluntary escrow on 19 August 2022 which because of the escrow release the Director no longer has a relevant interest in those securities. It does not represent a sale of securities by the Director and there has been no change to the direct ownership interest of the Director.</p>

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.

Detail of contract	Master Loan Agreement and Deed of Security
Nature of interest	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.
Name of registered holder (if issued securities)	HSBC Custody Nominees (Australia) Ltd
Date of change	19 August 2022
No. and class of securities to which interest related prior to change <small>Note: Details are only required for a contract in relation to which the interest has changed</small>	Facility related to 11,068,552 ordinary shares
Interest acquired	Facility to be increased to relate to a further 16,000,000 shares
Interest disposed	N/A
Value/Consideration <small>Note: If consideration is non-cash, provide details and an estimated valuation</small>	N/A
Interest after change	Facility will relate to 27,068,552 ordinary shares with provision for further tranches.

Part 3 – +Closed period

+ See chapter 19 for defined terms.

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Were the interests in the securities or contracts detailed above traded during a ⁺closed period where prior written clearance was required?	N/A
If so, was prior written clearance provided to allow the trade to proceed during this period?	N/A
If prior written clearance was provided, on what date was this provided?	N/A

⁺ See chapter 19 for defined terms.