

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	05/12/2022

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
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Appendix 3Y
Change of Director's Interest Notice

<p>Nature of indirect interest (including registered holder) Note: Provide details of the circumstances giving rise to the relevant interest.</p>	<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>W & E Maas Invest Pty Ltd as trustee for the Maas Family Trust (formerly 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>Choice Investments (Dubbo) Pty Ltd.</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>
<p>Date of change</p>	<p>23/12/2022</p>

+ See chapter 19 for defined terms.

Appendix 3Y
Change of Director's Interest Notice

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	61,915,952 ordinary shares
W & E Maas Invest Pty Ltd as trustee for the Maas Family Trust	14,257,703 ordinary shares
Emma Margaret Maas	41,349,267 ordinary shares
HSBC Custody Nominees (Australia) Ltd	27,068,552 ordinary shares
Choice Investments (Dubbo) Pty Ltd	31,250 ordinary shares
Total	160,031,789 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.	33,994,112 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	193,994,651 ordinary shares
Class	Fully paid ordinary shares
Total Number acquired	
W & E Maas Holdings Pty Ltd as trustee for the Maas Family Trust	13,350,000
Number disposed	N/A

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Appendix 3Y Change of Director's Interest Notice

Value/Consideration Note: If consideration is non-cash, provide details and estimated valuation	Acquisition: \$53,400,000.00
No. of securities held after change Wesley Jon Maas W & E Maas Holdings Pty Ltd as trustee for the Maas Family Trust W & E Maas Invest Pty Ltd as trustee for the Maas Family Trust Emma Margaret Maas HSBC Custody Nominees (Australia) Ltd Choice Investments (Dubbo) Pty Ltd Total 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. TOTAL	15,409,065 ordinary shares 75,265,952 ordinary shares 14,257,703 ordinary shares 41,349,267 ordinary shares 27,068,552 ordinary shares 31,250 ordinary shares 173,381,789 ordinary shares 33,994,112 (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) 207,375,901 ordinary shares
Nature of change Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back	Issue of shares under the Founder and Management Placement.

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	Security Agreement entered into 23 December 2022
Nature of interest	Security interest granted over 40 million fully paid ordinary shares held by Wesley Jon Maas, W & E Maas Holdings Pty Ltd as trustee for the Maas Family Trust, W & E Maas Invest Pty Ltd as trustee for the Maas Family Trust and Emma Margaret Maas
Name of registered holder (if issued securities)	Wesley Jon Maas W & E Maas Holdings Pty Ltd as trustee for the Maas Family Trust W & E Maas Invest Pty Ltd as trustee for the Maas Family Trust Emma Margaret Maas
Date of change	23 December 2022

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Appendix 3Y
Change of Director's Interest Notice

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>	40 million fully paid ordinary shares
Interest acquired	Security interest granted over 40 million fully paid ordinary shares
Interest disposed	
Value/Consideration <small>Note: If consideration is non-cash, provide details and an estimated valuation</small>	
Interest after change	

Part 3 – +Closed period

Were the interests in the securities or contracts detailed above traded during a +closed period where prior written clearance was required?	NO
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

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