

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 **23/12/2022**The previous notice was given to the company on **25/08/2022**The previous notice was dated **25/08/2022****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	192,657,151	62.26%	207,375,901	63.73%

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 **23/12/2022**

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.

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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
23/12/2022	W & E Maas Holdings Pty Limited atf Maas Family Trust	Participation in conditional placement in MGH capital raise	53,400,000	Ordinary Shares 13,350,000	13,350,000
23/12/2022 19/12/2022 12/10/2022	Wesley Jon Maas	Dilution of interest after issue of shares by the company on the relevant dates	NIL		
23/12/2022 19/12/2022 12/10/2022	Emma Margaret Maas	Dilution of interest after issue of shares by the company on the relevant dates	NIL		
01/12/2022	Choice Investments (Dubbo) Pty Limited	Off market transfer	\$77,812.50	Ordinary Shares 31,250	31,250
29/09/2022	Wesley Jon Maas	Decrease in relevant interest due to release of escrowed securities as per ASX announcement 14 September 2022	NIL	Ordinary 600,000	(600,000)
29/09/2022	Emma Margaret Maas	Decrease in relevant interest due to release of escrowed securities as per ASX announcement 14 September 2022	NIL	Ordinary 600,000	(600,000)
29/09/2022	W & E Maas Holdings Pty Limited atf Maas Family Trust	Off market transfer	\$8,017,500	Ordinary 1,937,500	1,937,500

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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 15,409,065	15,409,065
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 75,265,952	75,265,952
Wesley Jon Maas	W & E Maas Invest Pty Ltd as Trustee for the Maas Invest Trust	Wesley Jon Maas	Shares held by W & E Maas Invest Pty Ltd as trustee for the Maas 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 27,068,552	27,068,552
Wesley Jon Maas	Choice Investments (Dubbo) Pty Limited	Wesley Jon Maas	Shares held Choice Investments (Dubbo) Pty Limited - relevant interest under sections 608(1)(b) and (c) and 608(3)(b) of the Corporations Act	Ordinary Shares 31,250	31,250
Wesley Jon Maas	The escrowed shareholders listed in Annexure A to the ASIC form 604 lodged by MGH on 23 December 2022 (excluding the escrowed shareholders for	The escrowed shareholders listed in Annexure A to the ASIC form 604 lodged by MGH on 23 December 2022(excluding the escrowed shareholders for which Wes Maas	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	Ordinary shares 33,994,112	33,994,112

	which Wes Maas otherwise has a relevant interest disclosed above)	otherwise has a relevant interest disclosed above)	relevant interest disclosed above)		
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 as trustee for Maas Family Trust	Emma Margaret 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 75,265,952	75,265,952
Emma Margaret Maas	HSBC Custody Nominees (Australia)	Emma Margaret Maas	W & E Maas Holdings Pty Ltd as trustee for Maas Family Trust shares entered into a Master Loan Agreement and Deed of Security	Ordinary Shares 27,068,552	27,068,552
Emma Margaret Maas	Choice Investments (Dubbo) Pty Limited	Emma Margaret Maas	Shares held Choice Investments (Dubbo) Pty Limited - relevant interest under sections 608(1)(b) and (c) and 608(3)(b) of the Corporations Act	Ordinary Shares 31,250	31,250
Emma Margaret Maas	The escrowed shareholders listed in Annexure A to the ASIC form 604 lodged by MGH on 23 December 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 December 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 33,994,112	33,994,112

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 December 2022.