

ASX Announcement

23 August 2024

Notice of ceasing to be a substantial holder and free float analysis

Maas Group Holdings Limited (“MGH” or the “Company”) refers to the appended Form 605 (Notice of Ceasing to be a Substantial Holder).

The change of interest and ceasing to be a substantial holder for MGH arises from the release of securities from voluntary escrow on 22 August 2024 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 **46.17%** of total issued capital.

FREE FLOAT ANALYSIS	Shares	Shares	% of issued capital
Total ordinary shares on issue		327,924,311	100.00%
Excluded shares:			
Wes Maas holdings	173,381,789		52.87%
Director's holdings (other than Wes Maas)	1,458,054		0.44%
Other restricted (voluntary escrow) holdings	1,675,362		0.51%
Total shares to be excluded from Free Float		176,515,205	53.83%
Total Free Float shares		151,409,106	46.17%

This ASX announcement was authorised by Candice O’Neill, Company Secretary. For further information, please contact Candice O’Neill, Company Secretary of MGH on (02) 5852 1800 or companysecretary@maasgroup.com.au.

About Maas Group Holdings Limited

MGH is a leading independent Australian construction material, equipment and service provider with diversified exposures across the civil, infrastructure, mining and real estate market.

Form 605Corporations Act 2001
Section 671B**Notice of ceasing to be a substantial holder****To** Company Name/Scheme **Maas Group Holdings Limited (MGH)**ACN/ARSN **632 994 542****1. Details of substantial holder (1)**Name **Maas Group Holdings Limited**ACN/ARSN (if applicable) **632 994 542**The holder ceased to be a substantial holder on **22/08/2024**The previous notice was given to the company on **24/08/2023**The previous notice was dated **24/08/2023****2. Changes in relevant interests**

Particulars of each change in, or change in the nature of, a relevant interest (2) of the substantial holder or an associate (3) 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 (4)	Consideration given in relation to change (5)	Class (6) and number of securities affected	Person's votes affected
12/09/2023 27/10/2023 20/12/2023	Maas Group Holdings Ltd (MGH)	Dilution of interest after issues of shares by the Company on the relevant dates	N/A		
29/08/2023	Maas Group Holdings Ltd (MGH)	Release of 600,000 shares from Voluntary Escrow as per ASX announcement 20/09/2023	N/A	Ordinary shares 600,000	(600,000)
12/06/2023	Maas Group Holdings Ltd (MGH)	Release of 365,987 shares from Voluntary Escrow as per ASX announcement 04/06/2024	N/A	Ordinary shares 365,987	(365,987)
22/08/2024	Maas Group Holdings Ltd (MGH)	Release of 64,327,010 shares from Voluntary Escrow as per ASX announcement 14/08/2023	N/A	Ordinary shares 64,327,010	(64,327,010)

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3. Changes in association

The persons who have become associates (3) of, ceased to be associates of, or have changed the nature of their association (7) 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
MGH	20L Sheraton Road, Dubbo NSW 2830

4. Addresses

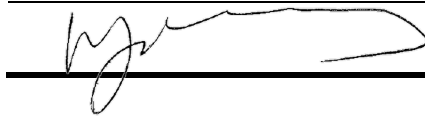
The addresses of persons named in this form are as follows:

Name	Address
MGH	20L Sheraton Road, Dubbo NSW 2830

Signature

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

sign here



date **22/08/2024**

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 4 of the form.
- (2) See the definition of "relevant interest" in sections 608 and 671B(7) of the Corporations Act 2001.
- (3) See the definition of "associate" in section 9 of the Corporations Act 2001.
- (4) 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.
- (5) 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.
- (6) The voting shares of a company constitute one class unless divided into separate classes.
- (7) Give details, if appropriate, of the present association and any change in that association since the last substantial holding notice.