



Announcement Summary

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**Entity name**

MAAS GROUP HOLDINGS LIMITED

**Announcement Type**

New announcement

**Date of this announcement**

28/11/2024

**The Proposed issue is:**

An offer of securities under a securities purchase plan

**Total number of +securities proposed to be issued for an offer of securities under a securities purchase plan**

<b>ASX +security code</b>	<b>+Security description</b>	<b>Maximum Number of +securities to be issued</b>
MGH	ORDINARY FULLY PAID	2,150,538

**+Record date**

27/11/2024

**Offer closing date**

18/12/2024

**+Issue date**

24/12/2024

Refer to next page for full details of the announcement



Part 1 - Entity and announcement details

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**1.1 Name of +Entity**

MAAS GROUP HOLDINGS LIMITED

We (the entity named above) give ASX the following information about a proposed issue of +securities and, if ASX agrees to +quote any of the +securities (including any rights) on a +deferred settlement basis, we agree to the matters set out in Appendix 3B of the ASX Listing Rules.

If the +securities are being offered under a +disclosure document or +PDS and are intended to be quoted on ASX, we also apply for quotation of all of the +securities that may be issued under the +disclosure document or +PDS on the terms set out in Appendix 2A of the ASX Listing Rules (on the understanding that once the final number of +securities issued under the +disclosure document or +PDS is known, in accordance with Listing Rule 3.10.3C, we will complete and lodge with ASX an Appendix 2A online form notifying ASX of their issue and applying for their quotation).

**1.2 Registered Number Type**

ABN

**Registration Number**

84632994542

**1.3 ASX issuer code**

MGH

**1.4 The announcement is**

New announcement

**1.5 Date of this announcement**

28/11/2024

**1.6 The Proposed issue is:**

An offer of +securities under a +securities purchase plan



Part 4 - Details of proposed offer under securities purchase plan

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Part 4A - Conditions

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**4A.1 Do any external approvals need to be obtained or other conditions satisfied before the offer of +securities under the +securities purchase plan issue can proceed on an unconditional basis?**

No



Part 4B - Offer details

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**+Class or classes of +securities that will participate in the proposed issue and +class or classes of +securities proposed to be issued**

**ASX +security code and description**

MGH : ORDINARY FULLY PAID

**Will the proposed issue of this +security include an offer of attaching +securities?**

No

Details of +securities proposed to be issued

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**ASX +security code and description**

MGH : ORDINARY FULLY PAID

**Maximum total number of those +securities that could be issued if all offers under the +securities purchase plan are accepted**

2,150,538

**Will the offer be conditional on applications for a minimum number of +securities being received or a minimum amount being raised (i.e. a minimum subscription condition)?**

No

**Will the offer be conditional on applications for a maximum number of +securities being received or a maximum amount being raised (i.e. a maximum subscription condition)?**

No

**Will individual security holders be required to accept the offer for a minimum number or value of +securities (i.e. a minimum acceptance condition)?**

Yes

**Is the minimum acceptance unit based or dollar based?**

Dollar based (\$)

**Please enter the minimum acceptance value**

\$ 2,000

**Will individual security holders be limited to accepting the offer for a maximum number or value of +securities (i.e. a maximum acceptance condition)?**

Yes

**Is the maximum acceptance unit based or dollar based?**

Dollar based (\$)

**Please enter the maximum acceptance value**

\$ 30,000

**Describe all the applicable parcels available for this offer in number of securities or dollar value**

\$2,000 up to \$30,000



**Offer price details**

**Has the offer price been determined?**

No

**In what currency will the offer be made?**

AUD - Australian Dollar

**How and when will the offer price be determined?**

The offer price will be the price equal to the lower of \$4.65 and a 2.0% discount to the 5-day VWAP of the Company's shares traded on ASX up to, and including, the SPP Closing Date (18 December 2024).

**Oversubscription & Scale back details**

**Will a scale back be applied if the offer is over-subscribed?**

Yes

**Describe the scale back arrangements**

Scale back will be at the absolute discretion of the Company.

**Will these +securities rank equally in all respects from their issue date with the existing issued +securities in that class?**

Yes

Part 4C - Timetable

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**4C.1 Date of announcement of +security purchase plan**

28/11/2024

**4C.2 +Record date**

27/11/2024

**4C.3 Date on which offer documents will be made available to investors**

3/12/2024

**4C.4 Offer open date**

3/12/2024

**4C.5 Offer closing date**

18/12/2024

**4C.7 +Issue date and last day for entity to announce results of +security purchase plan offer**

24/12/2024

Part 4D - Listing Rule requirements

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**4D.1 Does the offer under the +securities purchase plan meet all of the requirements of listing rule 7.2 exception 5**



**or do you have a waiver from those requirements?**

Yes

Part 4E - Fees and expenses

**4E.1 Will there be a lead manager or broker to the proposed offer?**

Yes

**4E.1a Who is the lead manager/broker?**

Macquarie Capital (Australia) Limited  
Morgans Corporate Limited

**4E.1b What fee, commission or other consideration is payable to them for acting as lead manager/broker?**

1.8% underwriting fee of the maximum underwritten amount (being \$10m)  
0.2% management fee of the maximum underwritten amount (being \$10m)  
The Company may also pay the JLMs an incentive fee of 0.5% of the total amount raised under the institutional placement (details of which were announced to ASX today) and the SPP

**4E.2 Is the proposed offer to be underwritten?**

Yes

**4E.2a Who are the underwriter(s)?**

Macquarie Capital (Australia) Limited  
Morgans Corporate Limited

**4E.2b What is the extent of the underwriting (ie the amount or proportion of the issue that is underwritten)?**

Up to \$10m (being 100%)

**4E.2c What fee, commission or other consideration is payable to them for acting as underwriter(s)?**

See above.

**4E.2d Please provide a summary of the significant events that could lead to the underwriting being terminated.**

Please see the investor presentation (announced to ASX today).

**4E.2e Is a party referred to in listing rule 10.11 underwriting or sub-underwriting the proposed offer?**

No

**4E.3 Will brokers who lodge acceptances or renunciations on behalf of eligible +security holders be paid a handling fee or commission?**

No

**4E.4 Details of any other material fees or costs to be incurred by the entity in connection with the proposed offer**

Part 4F - Further Information

**4F.01 The purpose(s) for which the entity intends to use the cash raised by the proposed issue**

Proceeds will be used to partially fund the acquisitions announced to ASX today (see the investor presentation for further details), as well as to enhance the Company's financial capacity to fund growth and other near-term acquisition initiatives.

**4F.1 Will the entity be changing its dividend/distribution policy if the proposed offer is successful?**

No

**4F.2 Countries in which the entity has +security holders who will not be eligible to accept the proposed offer**

The SPP is only open to shareholders with registered addresses in Australia and New Zealand.

**4F.3 URL on the entity's website where investors can download information about the proposed offer**

<https://events.miraqle.com/maas-spp>.



**4F.4 Any other information the entity wishes to provide about the proposed offer**