

MAAS GROUP HOLDINGS LIMITED (ASX:MGH)**ASX Announcement****29 November 2024****SUCCESSFUL COMPLETION OF PLACEMENT TO SUPPORT THREE STRATEGIC ACQUISITIONS****Highlights**

- MGH is pleased to announce it has successfully completed its Placement with significant demand from both existing shareholders and several new institutional shareholders
- As a result of the significant demand, MGH has increased its Placement to \$140 million, up from \$128 million, at \$4.65 per share, consisting of:
 - An institutional placement of \$112 million, upsized from \$100 million ("**Institutional Placement**"); and
 - A conditional placement to certain Directors of MGH (or entities associated with them) and other founding shareholders and executives of MGH subject to shareholder approval to raise \$28m ("**Conditional Placement**", together with the Institutional Placement, the "**Placement**")
- The Company will also offer an underwritten Share Purchase Plan ("**SPP**") to eligible shareholders to raise an additional \$10 million
- Proceeds from the Placement and SPP will be used to partially fund the acquisition of three high-quality Construction Materials businesses, as well as enhance MGH's financial capacity to fund growth and other near-term acquisition initiatives

29 November 2024, Sydney: Maas Group Holdings Limited (ASX: MGH) ("**MGH**" or the "**Company**") is pleased to announce the successful completion of its Placement under which it received commitments for approximately \$140 million, upsized and increased from the initial \$128 million Placement announced at launch on 28 November 2024 at \$4.65 per ordinary share.

The Placement was strongly supported by both the Company's existing shareholders and several new institutional shareholders.

MGH will also offer eligible shareholders in Australia and New Zealand the opportunity to participate in an underwritten Share Purchase Plan ("**SPP**"), raising an additional \$10 million in proceeds.

The offer price under the SPP ("**SPP Offer Price**") will be the lower of:

- the offer price of \$4.65 under the Institutional Placement; and
- a 2.0% discount to the 5-day VWAP of the MGH shares traded on the ASX up to, and including, the SPP Closing Date.

Commenting on the Offer, MGH's Managing Director and CEO, Wes Maas, said:

The Placement was well supported by our existing investors and we are pleased to welcome new high-quality institutional investors on to the register. The successful completion of the Placement, as well as the commitments from myself and a number of our directors and shareholders under the Conditional Placement, will allow us further runway to continue to execute on our growth and acquisition initiatives.

Placement

The Placement was conducted at a price of \$4.65 per share (“**Offer Price**”), reflecting a 1.1% premium to the last traded price of \$4.60¹. Approximately 30.1 million new fully paid ordinary shares (“**New Shares**”) will be issued under the Placement, representing approximately 9.1% of the Company’s issued share capital.

The New Shares issued under the Placement (“**Placement Shares**”) will rank equally with existing ordinary shares from the date of issue. The Placement Shares to be issued under the Institutional Placement and shares issued to non-related parties under the Conditional Placement will be issued under the Company’s available placement capacity under ASX Listing Rules 7.1. Shareholder approval will be sought for the issue of Placement Shares to related parties at an extraordinary general meeting to be held in February 2025.

The Placement Shares to be issued under the Institutional Placement are expected to commence trading on ASX on 4 December 2024.

Share Purchase Plan

MGH will also offer eligible existing shareholders the opportunity to participate in an underwritten SPP to raise a further \$10 million. An eligible shareholder is any shareholder with a registered address in Australia or New Zealand recorded on MGH’s share register at 7.00pm AEDT on 27 November 2024 (“**Eligible Shareholders**”).

Eligible Shareholders will have the opportunity to acquire up to \$30,000 worth of New Shares each via the SPP at the SPP Offer Price subject to a cap of \$10 million. The SPP will be underwritten by the Joint Lead Managers.

The New Shares issued under the SPP will rank equally with existing ordinary shares from the date of issue per the indicative timetable below.

The SPP Booklet containing further details of the SPP offer will be released on ASX separately and is expected to be despatched to all Eligible Shareholders on or about 3 December 2024. The SPP Booklet and the accompanying Application Form will contain instructions on how Eligible Shareholders can participate in the SPP.

Shareholders should consider the SPP Booklet in full, before deciding whether to participate in the SPP.

Use of Funds

Proceeds of the Placement and SPP will be used partially to fund the Acquisitions, as well as enhance MGH’s financial capacity to fund growth including other near-term acquisition initiatives.

Timetable

Event	Date
Record date for SPP	7.00pm (AEDT) Wednesday, 27 November 2024
Trading halt and announcement of Placement and SPP	Thursday, 28 November 2024
Institutional Placement bookbuild	Thursday, 28 November 2024

¹ Last traded price to 27 November 2024.

Announcement of outcome of the Institutional Placement and resume normal trading	Friday, 29 November 2024
Settlement of New Shares issued under the Institutional Placement	Tuesday, 3 December 2024
SPP offer opens and SPP offer booklet is dispatched	10:00am (AEDT) Tuesday, 3 December 2024
Allotment and normal trading of New Shares issued under the Institutional Placement	Wednesday, 4 December 2024
SPP Closing Date	5:00pm (AEDT) Wednesday, 18 December 2024
Announcement of results of SPP	Monday, 23 December 2024
Allotment, quotation, and trading of New Shares issued under SPP	Tuesday, 24 December 2024
EGM to approve Conditional Placement	late February 2025
Settlement of Conditional Placement shares	March 2025
Allotment, quotation, and trading of New Shares issued under Conditional Placement	March 2025

Note: The timetable remains subject to change at the Company's discretion, subject to compliance with applicable laws and the ASX Listing Rules.

Additional Information

Additional information regarding the Placement, SPP and the Acquisitions is contained in the investor presentation released to the ASX on Thursday, 28 November 2024.

Macquarie Capital (Australia) Limited and Morgans Corporate Limited are acting as Joint Lead Managers to the Institutional Placement and underwriters for the SPP. Maddocks are acting as legal advisers to the Offer.

Authorised for release by the Managing Director and CEO of MAAS Group Holdings Limited

For further information, please contact:

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Forward looking statements

This announcement contains forward-looking statements, which address a variety of subjects including, including financial guidance and potential acquisitions. Statements that are not historical facts, including statements about the Company's beliefs, plans and expectations, are forward-looking statements. Such statements are based on our current expectations and information currently available to management and are subject to a number of factors and uncertainties, which could cause actual results to differ materially from those described in the forward-looking statements. MGH's management believes that these forward-looking statements are reasonable as and when made. However, you should not place undue reliance on any such forward-looking statements because such statements speak only as of the date when made. MGH does not undertake any obligation to publicly update or revise any forward-looking statements, whether as a result of new information, future events or otherwise, except as required by law or the ASX Listing Rules. In addition, forward-looking statements are subject to certain

risks and uncertainties that could cause actual results, events, and developments to differ materially from our historical experience and our present expectations.