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## MAAS GROUP HOLDINGS LIMITED (ASX:MGH)

### ASX Announcement

01 July 2021

### INSTITUTIONAL PLACEMENT AND CONDITIONAL PLACEMENT OF UP TO \$75.0 MILLION AND CAPPED SPP TO SUPPORT FUTURE GROWTH AND ACQUISITION INITIATIVES AND REDUCE DEBT

#### Executive Summary

- Placement and Conditional Placement to raise total proceeds of up to approximately \$75.0 million
- The funds raised will be used to enhance MGH's financial capacity to fund growth and acquisition initiatives and to reduce debt
- The Issue Price of \$5.50 per New Share represents a 1.8% discount to the last closing price and a 3.1% discount to the VWAP since 28 June 2021 (being the day of MGH's recent acquisition announcements)
- Share Purchase Plan to be offered to eligible existing shareholders to raise up to a further \$15.0 million

#### **Overview**

MAAS Group Holdings Limited (ASX: MGH) ("**MGH**" or the "**Company**") is pleased to announce the launch of a capital raising to raise up to \$90.0 million through the issue of up to approximately 16.4 million new fully paid ordinary shares ("**New Shares**") at a price of \$5.50 per New Share ("**Offer Price**"). The capital raising comprises:

- An Institutional Placement to raise \$46.0 million, fully underwritten ("**Placement**"); and
- A Conditional Placement to certain Directors of MGH (or entities associated with them) and other founding shareholders and executives of MGH to raise \$29.0 million on a non-underwritten basis, subject to approval by shareholders of MGH ("**Conditional Placement**")
- Following completion of the Institutional Placement, MGH will also offer a non-underwritten Share Purchase Plan ("**SPP**") to eligible Australian and New Zealand Shareholders to raise up to \$15.0 million at the Offer Price.

MGH Managing Director and CEO Wes Maas intends to participate in the Conditional Placement, committing \$25.0 million.

The Offer Price represents a 1.8% discount to the last closing price of \$5.60 on 30 June 2021 and a 3.1% discount to the VWAP since 28 June 2021 (being the day of MGH's recent acquisition announcements) of \$5.68.

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New Shares issued under the Placement and Conditional Placement will rank equally with existing ordinary shares from the date of issue. MGH will issue the New Shares under the Placement without shareholder approval under its existing placement capacity under ASX Listing Rule 7.1. The Company will seek approval under Listing Rule 10.11 for the issue of New Shares to related parties of MGH at a general meeting of shareholders to be held on or around 1 September 2021.

#### **Use of Proceeds**

MGH is undertaking the Placement and Conditional Placement to enhance MGH's financial capacity to fund growth and acquisition initiatives, including near-term opportunities in residential property and construction materials, and to reduce debt.

Following the Placement and Conditional Placement (assuming this is approved by shareholders), MGH expects to have Pro Forma Liquidity<sup>1</sup> of approximately \$206.0 million.<sup>1</sup>

Any incremental proceeds raised under the SPP will be applied to further reduce debt / increase cash reserves.

#### **Share Purchase Plan**

MGH will also offer eligible existing shareholders the opportunity to participate in the SPP to raise up to a further \$15.0 million, which may be varied or subject to scale back at the Company's absolute discretion, and is not underwritten. An Eligible Shareholder is any shareholder in Australia or New Zealand recorded on MGH's share register at 7.00pm AEST on 30 June 2021.

Eligible Shareholders will have the opportunity to acquire up to \$30,000 in New Shares via the SPP at the Offer Price.

The New Shares issued under the SPP will rank equally with existing ordinary shares from the date of issue per the indicative timetable below. No brokerage or commissions are payable in respect of subscribing for shares under the SPP.

The SPP Booklet containing further details of the SPP offer will be released on ASX separately and is expected to be mailed to all Eligible Shareholders on or about 8 July 2021. The SPP Booklet and the accompanying Application Form will contain instructions on how to apply.

Shareholders should consider the SPP Booklet in full, including the Plan Terms and Conditions, before deciding whether to participate in the SPP. Shareholder approval is not required for the issue of New Shares under the SPP.

#### **Timetable**

| Event   | Date                                  |
|---|---------------------------------------|
| Record date for SPP   | 7.00pm (AEST) Wednesday, 30 June 2021 |
| Trading halt and announcement of Placement, Conditional Placement and SPP | Thursday, 1 July 2021                 |
| Announcement of outcome of Placement and resume normal trading            | Friday, 2 July 2021                   |
| Settlement of New Shares issued under the Placement                       | Wednesday, 7 July 2021                |

<sup>1</sup> Proforma Liquidity is actual liquidity at 25.6.21 adjusted for upfront cash payments due on settlement of the acquisitions announced on 28.6.21 and allowing for the approved increase in the existing debt facilities and the permitted (but as yet not committed) project finance funding of \$100m (ref ASX announcement 28.6.21) together with the net proceeds of the Placement and Conditional Placement.

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| <b>SPP offer opens and SPP offer booklet dispatched</b>  | 9.00am (AEST) Thursday, 8 July 2021      |
| <b>Issue and normal trading of New Shares issued under the Placement</b>                             | Thursday, 8 July 2021                    |
| <b>SPP offer closes</b>  | 5.00pm (AEST) Thursday, 22 July 2021     |
| <b>Announcement of results of SPP</b>  | Tuesday, 27 July 2021                    |
| <b>Allotment, quotation and trading of New Shares issued under SPP</b>                               | Thursday, 29 July 2021                   |
| <b>EGM to approve Conditional Placement and related party transactions</b>                           | On or around Wednesday, 1 September 2021 |
| <b>Settlement of Conditional Placement shares<sup>2</sup></b>  | Friday, 3 September 2021                 |
| <b>Allotment, quotation and trading of New Shares issued under Conditional Placement<sup>1</sup></b> | Monday, 6 September 2021                 |
| <b>Completion of related party acquisitions<sup>3</sup></b>  | Thursday, 9 September 2021               |

#### **Additional Information**

Additional information regarding the Placement and Conditional Placement is contained with the investor presentation released to the ASX today.

MA Moelis Advisory Australia and Morgans Corporate Limited are acting as Joint Lead Managers to the Offer and underwriters of the Placement. A summary of the Underwriting Agreement (including the key termination rights) is set out in the investor presentation released today.

An indicative timetable for the Placement, Conditional Placement and SPP is set out above and in the investor presentation released to the ASX. The timetable remains subject to change at the Company's discretion, subject to compliance with applicable laws and the ASX Listing Rules.

This ASX announcement was authorised for release by the Board of Directors.

**For further information please contact Mr Wes Maas, Managing Director and CEO, 02 5852 1800**

#### **About MAAS Group Holdings Limited**

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

<sup>2</sup> Assuming shareholder approval is obtained at the EGM.

<sup>3</sup> Assuming shareholder approval is obtained for the acquisitions which are the subject of shareholder resolutions at the EGM as described in the announcement on 28 June 2021