

Rule 2.7, 3.10.3, 3.10.4, 3.10.5

# Appendix 3B

## New issue announcement, application for quotation of additional securities and agreement

*Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.*

Introduced 01/07/96 Origin: Appendix 5 Amended 01/07/98, 01/09/99, 01/07/00, 30/09/01, 11/03/02, 01/01/03, 24/10/05, 01/08/12, 04/03/13

Name of entity

Macmahon Holdings Limited

ABN

93 007 634 406

We (the entity) give ASX the following information.

### Part 1 - All issues

*You must complete the relevant sections (attach sheets if there is not enough space).*

- |   |   |                    |
|---|---|--------------------|
| 1 | +Class of +securities issued or to be issued  | Performance Rights |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued | 12,659,501         |

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+ See chapter 19 for defined terms.

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<p>3 Principal terms of the +securities (e.g. if options, exercise price and expiry date; if partly paid +securities, the amount outstanding and due dates for payment; if +convertible securities, the conversion price and dates for conversion)</p>	<p>The Performance Rights are granted pursuant to the terms of the Macmahon Executive Equity Plan FY17.</p> <p>Performance Rights will be eligible to vest into fully paid ordinary shares on the third anniversary of 1 July 2016:</p> <p>(a) provided the recipient of the Performance Right is still an employee of the Macmahon group on that date; and</p> <p>(b) to an extent dependent upon the compound annual growth rate ("CAGR") in Macmahon's total shareholder return ("TSR") over the three year period from 1 July 2016 to 1 July 2019 (the "Performance Period").</p> <p>The extent to which growth in TSR over the Performance Period will result in the vesting of Performance Rights is set out in the following table:</p> <table border="1" data-bbox="710 996 1279 1534"> <thead> <tr> <th>Macmahon's absolute TSR performance over the Performance Period</th><th>Proportion of TSR Share performance rights that are eligible to vest</th></tr> </thead> <tbody> <tr> <td>Less than a 17% CAGR in TSR</td><td>0%</td></tr> <tr> <td>17% CAGR in TSR</td><td>50%</td></tr> <tr> <td>Between 17% and 25% CAGR in TSR</td><td>50% plus a straight line increase in % vested to 100% vesting at a 25% CAGR in TSR</td></tr> <tr> <td>At 25% or more CAGR in TSR</td><td>100%</td></tr> </tbody> </table> <p>No amount is payable upon the issue or vesting of Performance Rights.</p>	Macmahon's absolute TSR performance over the Performance Period	Proportion of TSR Share performance rights that are eligible to vest	Less than a 17% CAGR in TSR	0%	17% CAGR in TSR	50%	Between 17% and 25% CAGR in TSR	50% plus a straight line increase in % vested to 100% vesting at a 25% CAGR in TSR	At 25% or more CAGR in TSR	100%
Macmahon's absolute TSR performance over the Performance Period	Proportion of TSR Share performance rights that are eligible to vest										
Less than a 17% CAGR in TSR	0%										
17% CAGR in TSR	50%										
Between 17% and 25% CAGR in TSR	50% plus a straight line increase in % vested to 100% vesting at a 25% CAGR in TSR										
At 25% or more CAGR in TSR	100%										

+ See chapter 19 for defined terms.

4	<p>Do the +securities rank equally in all respects from the +issue date with an existing +class of quoted +securities?</p> <p>If the additional +securities do not rank equally, please state:</p> <ul style="list-style-type: none"> <li>• the date from which they do</li> <li>• the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment</li> <li>• the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment</li> </ul>	<p>No - Performance rights are not quoted securities, and do not confer the right to vote or participate in dividends or distributions.</p> <p>If and when a Performance Right vests, the resulting fully paid ordinary share will rank equally with all then issued ordinary shares.</p>
5	Issue price or consideration	Nil
6	Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)	Performance rights are granted as equity compensation benefits to certain senior executives pursuant to the FY17 Macmahon Executive Equity Plan.
6a	<p>Is the entity an +eligible entity that has obtained security holder approval under rule 7.1A?</p> <p>If Yes, complete sections 6b – 6h in relation to the +securities the subject of this Appendix 3B, and comply with section 6i</p>	N/A
6b	The date the security holder resolution under rule 7.1A was passed	N/A
6c	Number of +securities issued without security holder approval under rule 7.1	N/A

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6d	Number of +securities issued with security holder approval under rule 7.1A	N/A	
6e	Number of +securities issued with security holder approval under rule 7.3, or another specific security holder approval (specify date of meeting)	N/A	
6f	Number of +securities issued under an exception in rule 7.2	N/A	
6g	If +securities issued under rule 7.1A, was issue price at least 75% of 15 day VWAP as calculated under rule 7.1A.3? Include the +issue date and both values. Include the source of the VWAP calculation.	N/A	
6h	If +securities were issued under rule 7.1A for non-cash consideration, state date on which valuation of consideration was released to ASX Market Announcements	N/A	
6i	Calculate the entity's remaining issue capacity under rule 7.1 and rule 7.1A – complete Annexure 1 and release to ASX Market Announcements	N/A	
7	+Issue dates  Note: The issue date may be prescribed by ASX (refer to the definition of issue date in rule 19.12). For example, the issue date for a pro rata entitlement issue must comply with the applicable timetable in Appendix 7A.  Cross reference: item 33 of Appendix 3B.	8 September 2016	
8	Number and +class of all +securities quoted on ASX (including the +securities in section 2 if applicable)	Number 1,210,487,874 (number at last cancellation 07/07/2016)	+Class Ordinary Shares

+ See chapter 19 for defined terms.

<p>9 Number and <sup>+</sup>class of all <sup>+</sup>securities not quoted on ASX (including the <sup>+</sup>securities in section 2 if applicable)</p>	<table border="1"> <thead> <tr> <th data-bbox="767 255 1070 304">Number</th><th data-bbox="1070 255 1359 304"><sup>+</sup>Class</th></tr> </thead> <tbody> <tr> <td data-bbox="767 304 1070 533">30,287,973</td><td data-bbox="1070 304 1359 533">Performance Rights</td></tr> </tbody> </table>	Number	<sup>+</sup> Class	30,287,973	Performance Rights
Number	<sup>+</sup> Class				
30,287,973	Performance Rights				
<p>10 Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)</p>	<p>Refer to item 4 of this Appendix 3B</p>				

## Part 2 - Pro rata issue

<p>11 Is security holder approval required?</p>	<p>No</p>
<p>12 Is the issue renounceable or non-renounceable?</p>	<p>N/A</p>
<p>13 Ratio in which the <sup>+</sup>securities will be offered</p>	<p>N/A</p>
<p>14 <sup>+</sup>Class of <sup>+</sup>securities to which the offer relates</p>	<p>N/A</p>
<p>15 <sup>+</sup>Record date to determine entitlements</p>	<p>N/A</p>
<p>16 Will holdings on different registers (or subregisters) be aggregated for calculating entitlements?</p>	<p>N/A</p>
<p>17 Policy for deciding entitlements in relation to fractions</p>	<p>N/A</p>
<p>18 Names of countries in which the entity has security holders who will not be sent new offer documents</p> <p>Note: Security holders must be told how their entitlements are to be dealt with.</p> <p>Cross reference: rule 7.7.</p>	<p>N/A</p>
<p>19 Closing date for receipt of acceptances or renunciations</p>	<p>N/A</p>

+ See chapter 19 for defined terms.

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**New issue announcement**

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20	Names of any underwriters	N/A
21	Amount of any underwriting fee or commission	N/A
22	Names of any brokers to the issue	N/A
23	Fee or commission payable to the broker to the issue	N/A
24	Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of security holders	N/A
25	If the issue is contingent on security holders' approval, the date of the meeting	N/A
26	Date entitlement and acceptance form and offer documents will be sent to persons entitled	N/A
27	If the entity has issued options, and the terms entitle option holders to participate on exercise, the date on which notices will be sent to option holders	N/A
28	Date rights trading will begin (if applicable)	N/A
29	Date rights trading will end (if applicable)	N/A
30	How do security holders sell their entitlements <i>in full</i> through a broker?	N/A
31	How do security holders sell <i>part</i> of their entitlements through a broker and accept for the balance?	N/A
32	How do security holders dispose of their entitlements (except by	N/A

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+ See chapter 19 for defined terms.

sale through a broker)?	
33 <sup>+</sup> Issue date	N/A

## Part 3 - Quotation of securities

*You need only complete this section if you are applying for quotation of securities*

34    Type of <sup>+</sup>securities  
(tick one)

(a)    ☐ <sup>+</sup>Securities described in Part 1

(b)    ☐ All other <sup>+</sup>securities

Example: restricted securities at the end of the escrowed period, partly paid securities that become fully paid, employee incentive share securities when restriction ends, securities issued on expiry or conversion of convertible securities

### Entities that have ticked box 34(a)

#### Additional securities forming a new class of securities

*Tick to indicate you are providing the information or documents*

35    ☐ If the <sup>+</sup>securities are <sup>+</sup>equity securities, the names of the 20 largest holders of the additional <sup>+</sup>securities, and the number and percentage of additional <sup>+</sup>securities held by those holders

36    ☐ If the <sup>+</sup>securities are <sup>+</sup>equity securities, a distribution schedule of the additional <sup>+</sup>securities setting out the number of holders in the categories

- 1 - 1,000
- 1,001 - 5,000
- 5,001 - 10,000
- 10,001 - 100,000
- 100,001 and over

37    ☐ A copy of any trust deed for the additional <sup>+</sup>securities

### Entities that have ticked box 34(b)

38    Number of <sup>+</sup> securities for which <sup>+</sup> quotation is sought	N/A
39 <sup>+</sup> Class of <sup>+</sup> securities for which quotation is sought	N/A

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40	<p>Do the +securities rank equally in all respects from the +issue date with an existing +class of quoted +securities?</p> <p>If the additional +securities do not rank equally, please state:</p> <ul style="list-style-type: none"><li>• the date from which they do</li><li>• the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment</li><li>• the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment</li></ul>	N/A	
41	<p>Reason for request for quotation now</p> <p>Example: In the case of restricted securities, end of restriction period</p> <p>(if issued upon conversion of another +security, clearly identify that other +security)</p>	N/A	
42	Number and +class of all +securities quoted on ASX (including the +securities in clause 38)	Number	+Class
		N/A	

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### Quotation agreement

- 1 +Quotation of our additional +securities is in ASX's absolute discretion. ASX may quote the +securities on any conditions it decides.
- 2 We warrant the following to ASX.
  - The issue of the +securities to be quoted complies with the law and is not for an illegal purpose.
  - There is no reason why those +securities should not be granted +quotation.
  - An offer of the +securities for sale within 12 months after their issue will not require disclosure under section 707(3) or section 1012C(6) of the Corporations Act.  
Note: An entity may need to obtain appropriate warranties from subscribers for the securities in order to be able to give this warranty
  - Section 724 or section 1016E of the Corporations Act does not apply to any applications received by us in relation to any +securities to be quoted and that no-one has any right to return any +securities to be quoted under sections 737, 738 or 1016F of the Corporations Act at the time that we request that the +securities be quoted.
  - If we are a trust, we warrant that no person has the right to return the +securities to be quoted under section 1019B of the Corporations Act at the time that we request that the +securities be quoted.
- 3 We will indemnify ASX to the fullest extent permitted by law in respect of any claim, action or expense arising from or connected with any breach of the warranties in this agreement.
- 4 We give ASX the information and documents required by this form. If any information or document is not available now, we will give it to ASX before +quotation of the +securities begins. We acknowledge that ASX is relying on the information and documents. We warrant that they are (will be) true and complete.

Sign here:

  
.....  
(Director/Company secretary)

Date: 08/09/2016

Print name:

Greg Gettingby

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+ See chapter 19 for defined terms.