Rule 3.19A.2

Appendix 3Y

Change of Director's Interest Notice

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 30/09/01 Amended 01/01/11

Name of entity	MACMAHON HOLDINGS LIMITED
ABN	93 007 634 406

We (the entity) give ASX the following information under listing rule 3.19A.2 and as agent for the director for the purposes of section 205G of the Corporations Act.

Name of Director	**DAVID GIBBS**
Date of last notice	13 July 2023

Part 1 - Change of director's relevant interests in securities
In the case of a trust, this includes interests in the trust made available by the responsible entity of the trust

Note: In the case of a company, interests which come within paragraph (i) of the definition of "notifiable interest of a director" should be disclosed in this part.

Direct or indirect interest	Direct
Nature of indirect interest (including registered holder) Note: Provide details of the circumstances giving rise to the relevant interest.	Not applicable
Date of change	29 February 2024
No. of securities held prior to change	**Direct Interests** 60,000 Fully Paid Ordinary Shares, held in own name. **Indirect Interests** Nil
Class	Fully Paid Ordinary Shares Share Rights (unquoted)
Number acquired	200,210 Fully Paid Ordinary Shares 200,210 Share Rights (unquoted)
Number disposed	Nil

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Value/Consideration Note: If consideration is non-cash, provide details and estimated valuation	200,210 Fully Paid Ordinary Shares – consideration paid of $27,027 under Non-Executive Director Salary Sacrifice Share Plan where shares were acquired on-market by the Macmahon Employee Share Trust. 200,210 Share Rights (unquoted) consideration paid of $27,027 issued under the terms of the Non-Executive Director Salary Sacrifice Share Plan where shares are acquired on-market by the Macmahon Employee Share Trust to satisfy the vesting of Share Rights.
No. of securities held after change	**Direct Interests** 60,000 Fully Paid Ordinary Shares, held in own name. 200,210 Fully Paid Ordinary Shares held in the Non-Executive Director Salary Sacrifice Share Plan. The shares are subject to trading restrictions. 200,210 Share Rights (unquoted) held in the NED Fee Sacrifice Share Plan, vesting August 2024 after release of Macmahon's FY24 Results. **Indirect Interests** Nil.
Nature of change Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back	Securities issued under Non-Executive Director Salary Sacrifice Share Plan. Shares vested by Macmahon Employee Share Trustee from existing shares held and unallocated in the Plan.

Part 2 – Change of director's interests in contracts

Note: In the case of a company, interests which come within paragraph (ii) of the definition of "notifiable interest of a director" should be disclosed in this part.

Detail of contract	Not applicable
Nature of interest	Not applicable
Name of registered holder (if issued securities)	Not applicable
Date of change	Not applicable

+ See chapter 19 for defined terms.

No. and class of securities to which interest related prior to change Note: Details are only required for a contract in relation to which the interest has changed	Not applicable
Interest acquired	Not applicable
Interest disposed	Not applicable
Value/Consideration Note: If consideration is non-cash, provide details and an estimated valuation	Not applicable
Interest after change	Not applicable

Part 3 – +Closed period

Were the interests in the securities or contracts detailed above traded during a +closed period where prior written clearance was required?	No
If so, was prior written clearance provided to allow the trade to proceed during this period?	Not applicable
If prior written clearance was provided, on what date was this provided?	Not applicable

+ See chapter 19 for defined terms.

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