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	**MICHAEL JOHN FINNEGAN**
Date of last notice	26 October 2021

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 Interest
Nature of indirect interest (including registered holder) Note: Provide details of the circumstances giving rise to the relevant interest.	Not Applicable
Date of change	31 January 2024; 30 August 2022; 30 August 2023; 2 November 2022
No. of securities held prior to change	**Ordinary Fully Paid Shares** 134,511 Ordinary Fully Paid Shares. 4,585,497 Ordinary Fully Paid Shares, held by the Trustee of the Macmahon Employee Share Ownership Trust. 300,000 Ordinary Fully Paid Shares held in the name of Sonia Louise Finnegan (spouse)

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	Performance Rights Performance Rights issued under the Senior Executive Performance Plan, with shares to be acquired on-market if performance conditions are achieved. Performance conditions are summarised in Macmahon's 2023 Annual Remuneration Report. 14,546,154 Performance Rights – FY19 Grant 2,467,420 Performance Rights – FY20 Grant 3,773,585 Performance Rights – FY22 Grant
Class	Performance Rights
Number acquired	6,101,695 Performance Rights – FY23[1] 6,962,962 Performance Rights – FY24[2] **Notes**: 1. 6,101,694 Performance Rights FY23 granted on 2 Nov 2022. 2. 6,962,962 Performance Rights FY24 grated on 31 January 2024.
Number disposed	Lapse of 14,546,154 Performance Rights – FY19[3] Lapse of 2,467,420 Performance Rights – FY20[4] Lapse of 528,302 Performance Rights – FY22[4] Lapse of 427,119 Performance Rights – FY23[4] **Notes**: 3. 14,546,154 Performance Rights lapsed on 30 August 2022. 4. 3,422,841 Performance Rights lapsed on 30 August 2023.
Value/Consideration Note: If consideration is non-cash, provide details and estimated valuation	Nil
No. of securities held after change	**Ordinary Fully Paid Shares** 134,511 Ordinary Fully Paid Shares. 4,585,497 Ordinary Fully Paid Shares, held by the Trustee of the Macmahon Employee Share Ownership Trust. 300,000 Ordinary Fully Paid Shares held in the name of Sonia Louise Finnegan (spouse) **Performance Rights** Performance Rights issued under the Senior Executive Performance Plan, with shares to be acquired on-market if performance conditions are achieved. Performance conditions are summarised in Macmahon's 2023 Annual Remuneration Report. 3,245,283 Performance Rights – FY22 Grant 5,674,576 Performance Rights – FY23 Grant 6,962,962 Performance Rights – FY24 Grant

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Nature of change Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back	13,064,657 Performance Rights issued under the Senior Manager Long Term Incentive Plan as long-terms incentives, which form part of the annual remuneration arrangements for the Managing Director and CEO (refer to notes 1 and 2 above). 17,968,995 Performance Rights Lapsed as performance conditions were not achieved (refer to notes 3 and 4 above).

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
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

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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

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