

Non-Executive Directors Share Ownership Policy

Minimum shareholding requirements

To increase the alignment between the interests of its Non-executive Directors and the interests of its shareholders, Macmahon Holdings Limited ("Macmahon") expects that each of its non-executive directors maintain a shareholding in Macmahon (directly or indirectly). The following should act as guidance for Non-executive Directors:

1. 25% of their Remuneration* value within one year after their initial appointment as a director;
2. 50% of their Remuneration* value within two years after their initial appointment as a director;
3. 75% of their Remuneration* value within three years after their initial appointment as a director; and
4. 100% of their Remuneration* value within four years after their initial appointment as a director.

For the purposes of this policy, the value of Macmahon shares is to be determined based on the volume weighted average price of Macmahon shares on ASX over the 30-calendar day period prior to the most recent financial year end.

Salary sacrifice plan

To assist Non-executive Directors to comply with this policy, Macmahon will establish and operate a salary sacrifice plan by which directors may elect to receive part or all of their Remuneration in share rights (or rights to acquire fully paid ordinary shares in Macmahon).

This policy was adopted by the Board of Directors of Macmahon on 17 August 2022.

* In this policy "Remuneration" means all of the annual base fee for acting as a non-executive director of Macmahon, plus any higher or additional fee for acting as Chair or being a member of any Board committee, but excludes any superannuation amounts and special exertion amounts.