
NON-EXECUTIVES 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 requests that each of its non-executive directors have a shareholding in the company (directly or indirectly) that meets or exceeds the following minimum values within the following timeframes:

- 1) 25% of their Remuneration* value within the latter of one year after their initial appointment as a director and 30 June 2019;
- 2) 50% of their Remuneration* value within the latter of two years after their initial appointment as a director and 30 June 2020;
- 3) 75% of their Remuneration* value within the latter of three years after their initial appointment as a director and 30 June 2021; and
- 4) 100% of their Remuneration* value within the latter of four years after their initial appointment as a director and 30 June 2022.

Macmahon requests that non-executive directors comply with these minimum shareholding requirements for the duration of their appointment as a non-executive director, except in cases of unusual financial hardship approved by the Board as exceptions to this policy.

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 09 May 2018.

* 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 Chairman or member of any Board committee, but excludes any superannuation amounts and special exertion amounts