

Form 603Corporations Act 2001
Section 671B**Notice of initial substantial holder**To Company Name/Scheme Matrix Composites & Engineering LimitedACN/ARSN/ABN 54 009 435 250**1. Details of substantial holder (1)**Name Orbis Investment Management (Australia) Pty Ltd (Orbis Australia) and its related bodies corporate as set out in Table 1 of Annexure A (together Orbis Group), as investment manager for the funds or investment mandates listed at Table 2 of Annexure AACN (if applicable) 112 316 168 (ACN of Orbis Australia)The holder became a substantial holder on 20 December 2011**2. Details of voting power**

The total number of votes attached to all the voting shares in the company or voting interests in the scheme that the substantial holder or an associate (2) had a relevant interest (3) in on the date the substantial holder became a substantial holder are as follows:

| Class of securities (4) | Number of securities | Person's votes (5) | Voting power (6) |
|-------------------------|----------------------|--------------------------|------------------|
| Ordinary | 4,224,309 | Same as no of securities | 5.48% |

3. Details of relevant interests

The nature of the relevant interest the substantial holder or an associate had in the following voting securities on the date the substantial holder became a substantial holder are as follows:

| Holder of relevant interest | Nature of relevant interest (7) | Class and number of securities |
|--------------------------------|---------------------------------|--------------------------------|
| See Annexure A, Tables 2 and 3 | | |

4. Details of present registered holders

The persons registered as holders of the securities referred to in paragraph 3 above are as follows:

| Holder of relevant interest | Registered holder of securities | Person entitled to be registered as holder (8) | Class and number of securities |
|--------------------------------|---------------------------------|--|--------------------------------|
| See Annexure A, Tables 2 and 3 | | | |

5. Consideration

The consideration paid for each relevant interest referred to in paragraph 3 above, and acquired in the four months prior to the day that the substantial holder became a substantial holder is as follows:

| Holder of relevant interest | Date of acquisition | Consideration (9) | | Class and number of securities |
|--------------------------------|---------------------|-------------------|----------|--------------------------------|
| | | Cash | Non-Cash | |
| See Annexure A, Tables 2 and 3 | | | | |

6. Associates

The reasons the persons named in paragraph 3 above are associates of the substantial holder are as follows:

| Name and ACN/ARSN (if applicable) | Nature of association |
|-----------------------------------|-----------------------|
| See Annexure A, Tables 1 and 2 | |
| | |

7. Addresses

The addresses of persons named in this form are as follows:

| Name | Address |
|-------------|--|
| Orbis Group | C/- Orbis Australia, Level 2 Challis House 4 Martin Place Sydney NSW 2000 |
| | |

Signature

Print name Simon Marais

Capacity

Director

Sign here



Date 22 December 2011

DIRECTIONS

- (1) If there are a number of substantial holders with similar or related relevant interests (eg a corporation and its related corporations, or the manager and trustee of an equity trust), the names could be included in an annexure to the form. If the relevant interests of a group of persons are essentially similar, they may be referred to throughout the form as a specifically named group if the membership of each group, with the names and addresses of members is clearly set out in paragraph 7 of the form.
- (2) See the definition of "associate" in section 9 of the Corporations Act 2001.
- (3) See the definition of "relevant interest" in sections 608 and 671B(7) of the Corporations Act 2001.
- (4) The voting shares of a company constitute one class unless divided into separate classes.
- (5) The total number of votes attached to all the voting shares in the company or voting interests in the scheme (if any) that the person or an associate has a relevant interest in.
- (6) The person's votes divided by the total votes in the body corporate or scheme multiplied by 100.
- (7) Include details of:
 - (a) any relevant agreement or other circumstances by which the relevant interest was acquired. If subsection 671B(4) applies, a copy of any document setting out the terms of any relevant agreement, and a statement by the person giving full and accurate details of any contract, scheme or arrangement, must accompany this form, together with a written statement certifying this contract, scheme or arrangement; and
 - (b) any qualification of the power of a person to exercise, control the exercise of, or influence the exercise of, the voting powers or disposal of the securities to which the relevant interest relates (indicating clearly the particular securities to which the qualification applies).

See the definition of "relevant agreement" in section 9 of the Corporations Act 2001.
- (8) If the substantial holder is unable to determine the identity of the person (eg if the relevant interest arises because of an option) write "unknown".
- (9) Details of the consideration must include any and all benefits, money and other, that any person from whom a relevant interest was acquired has, or may, become entitled to receive in relation to that acquisition. Details must be included even if the benefit is conditional on the happening or not of a contingency. Details must be included of any benefit paid on behalf of the substantial holder or its associate in relation to the acquisitions, even if they are not paid directly to the person from whom the relevant interest was acquired.

Matrix Composites & Engineering Limited

THIS IS ANNEXURE A OF 2 PAGES REFERRED TO IN THE ABOVE FORM 603


| | | |
|------------|---|------------------------|
| Print name | Simon Marais | Director |
| Sign here |  | Date: 22 December 2011 |

Table 1 – Related bodies corporate

The following entities are associates of Orbis Australia and each other by virtue of being related bodies corporate.

| | |
|---|---|
| Orbis Holdings Limited | Orbis Mansfield Street Properties Ltd |
| Orbis World Limited | Orbis Investment Management (BVI) Limited (OBIVL) |
| Orbis Investment Management Limited (OIML) | Orbis Investment Advisory Pty Limited |
| Orbis Asset Management Limited (OAML) | Orbis Holdings (Australia) Pty Limited |
| Orbis Administration Limited | Orbis Investment Management (Australia) Pty Limited |
| Orbis Investment Research Limited | Orbis Client Services (Canada) Limited |
| Orbis Investment Management (MIS) Limited | Orbis Holdings (UK) Limited |
| Triple Blue Holdings Limited | Orbis Investment Management (Europe) LLP |
| Pictet Overseas Trust Corporation and Pictet Trustee Company SA | Orbis Investment Advisory (Hong Kong) Limited |

Table 2 - Funds

An entity within the Orbis Group acts as investment manager for some or all of the assets in the following funds.

| No | Fund name | Investment Manager | Reference Code | Registered Holder | Persons entitled to be registered holder |
|----|--|--------------------|----------------|--|---|
| 1 | Orbis MIS – Orbis/SM Australia Equity Fund | Orbis Australia | SMEF | Citigroup N.A (Citi) as nominee of SMEF | Citi as nominee of SMEF |
| 2 | Warakiri Endeavour Fund | Orbis Australia | SMWK | ANZ Nominees Ltd as nominee of SMWK | ANZ Nominees Ltd as nominee of SMWK |
| 3 | Orbis MIS – Orbis Global Equity Fund | OIML | GAPL | SSAL as nominee of GAPL | SSAL as nominee of GAPL |
| 4 | Orbis Global Equity Fund Limited | OIML | OGEF | Citigroup Pty Ltd as nominee of OGEF | Citigroup Pty Ltd as nominee of OGEF |
| 5 | Orbis Optimal SA Fund Limited | OIML | OSAP | Citigroup Pty Ltd as nominee of OSAP | Citigroup Pty Ltd as nominee of OSAP |
| 6 | Orbis SICAV –Global Equity Fund | OIML | SGPL | Citigroup Pty Ltd as nominee of SGPL | Citigroup Pty Ltd as nominee of SGPL |
| 7 | Orbis Optimal Global Fund LP | OAML | OOLP | Citigroup Pty Ltd as nominee of OOLP | Citigroup Pty Ltd as nominee of OOLP |
| 8 | Orbis Asia ex-Japan Fund | OBVIL | XJPL | Citigroup Pty Ltd as nominee of XJPL | Citigroup Pty Ltd as nominee of XJPL |
| 9 | Intech Australian Shares High Alpha Trust | Orbis Australia | SMIA | JP Morgan Nominees Australia Ltd as nominee of SMIA | JP Morgan Nominees Australia Ltd as nominee of SMIA |
| 10 | Construction and Building Unions Superannuation Fund | Orbis Australia | SMCB | National Nominees (NAB Custodian Services) as nominee for SMCB | NAB Custodian Services as nominee for SMCB |
| 11 | HESTA Superannuation Fund | Orbis Australia | SMHT | JP Morgan Nominees Australia Ltd as nominee of SMHT | JP Morgan Nominees Australia Ltd as nominee of SMHT |
| 12 | Hostplus Superannuation Fund | Orbis Australia | SMHP | JP Morgan as nominee of SMAU | JP Morgan Nominees Australia Ltd as nominee of SMAU |
| 13 | Russell Australian Opportunities Fund | Orbis Australia | SMRI | SSAL as nominee of SMRI | SSAL as nominee of SMRI |
| 14 | Orbis International Equity LP | OAML | IELP | Citigroup Pty Ltd as nominee of IELP | Citigroup Pty Ltd as nominee of IELP |
| 15 | Catholic Superannuation Fund | Orbis Australia | SMCS | NAB Custodian Services | NAB Custodian Services |
| 16 | Orbis US Equity Fund LP | OAML | USLP | Citigroup Pty Ltd as nominee of IELP | Citigroup Pty Ltd as nominee of IELP |
| 17 | Qantas Superannuation Plan | Orbis Australia | SMQS | JP Morgan Nominees Australia Ltd as nominee of SMQS | JP Morgan Nominees Australia Ltd as nominee of SMQS |
| 18 | Maritime Super | Orbis Australia | SMMS | NAB Custodian Services as nominee for SMMS | NAB Custodian Services as nominee for SMMS |
| 19 | Warakiri Australian Equities Pensions and Charities Fund | Orbis Australia | SMWA | ANZ Nominees Ltd as nominee of SMWA | ANZ Nominees Ltd as nominee of SMWA |
| 20 | Non-Government Schools Superannuation Fund | Orbis Australia | SMNG | SSAL as nominee for SMNG | SSAL as nominees for SMNG |
| 21 | Orbis/SM Australia Opportunity Fund | Orbis Australia | SMSF | Citi as nominee for SMSF | Citi as nominee for SMSF |
| 22 | REST Superannuation Fund | Orbis Australia | SMRT | SSAL as nominee for SMNG | SSAL as nominees for SMNG |

Table 3 – Relevant interest

| Trade date | Reference code | Action | No of securities | Consideration |
|---------------------|----------------|--------|------------------|---------------|
| 28 Oct to 20 Dec 11 | SMCB | Buy | 657,647 | \$2,103,215 |
| 28 Oct to 20 Dec 11 | SMCS | Buy | 340,235 | \$1,087,932 |
| 28 Oct to 20 Dec 11 | SMHT | Buy | 528,924 | \$1,691,424 |
| 16 Nov to 20 Dec 11 | SMIA | Buy | 147,560 | \$472,246 |
| 28 Oct to 9 Dec 11 | SMWK | Buy | 6,105 | \$19,623 |
| 28 Oct to 20 Dec 11 | SMQS | Buy | 255,790 | \$817,933 |
| 28 Oct to 20 Dec 11 | SMNG | Buy | 402,335 | \$1,286,700 |
| 28 Oct to 20 Dec 11 | SMEF | Buy | 958,391 | \$3,062,550 |
| 16 Nov to 20 Dec 11 | SMRI | Buy | 107,939 | \$345,599 |
| 28 Oct to 20 Dec 11 | SMMS | Buy | 245,610 | \$785,325 |
| 28 Oct to 20 Dec 11 | SMHP | Buy | 381,894 | \$1,221,084 |
| 28 Oct to 20 Dec 11 | SMRT | Buy | 188,645 | \$603,089 |
| 17 Nov to 13 Dec 11 | SMWA | Buy | 3,234 | \$10,377 |
| | Total | | 4,224,309 | \$13,507,096 |