



**NOT FOR RELEASE OR DISTRIBUTION IN THE UNITED STATES**

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## DESPATCH OF RETAIL ENTITLEMENT OFFER BOOKLET

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Perth, Australia – 31 May 2012: Matrix Composites & Engineering Ltd (“Matrix” or the “Company”) confirms the despatch of the Retail Entitlement Offer Booklet, together with personalised Entitlement and Acceptance Forms to eligible retail shareholders pursuant to the Matrix Placement and Non-renounceable Entitlement Offer (“Offer”) announced on 23 May 2012.

A copy of the Retail Entitlement Offer Booklet is also available on the Company’s website ([www.matrixap.com.au](http://www.matrixap.com.au)).

### Shareholder Enquiries

Retail shareholders who may have questions relating to the Offer should consult their stockbroker, accountant or other professional advisor.

Further information in relation to the matters described in this announcement including important notices and key risks is set out in the Investor Presentation included in the Retail Offer Booklet. The information in the Important Notices section of that presentation applies to this announcement as if set out in full in this announcement.

Ashurst Australia is Matrix’s legal adviser in relation to the Offer.

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This notice does not constitute an offer to sell, or a solicitation of an offer to buy, any securities in the United States or in any other jurisdiction in which such an offer would be illegal. The New Shares have not been, and will not be, registered under the Securities Act or under the securities laws of any state or other jurisdiction of the United States. Accordingly, the New Shares may not be offered or sold to persons in the United States except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and applicable state securities laws.

**IMPORTANT NOTICE TO NOMINEES:** Because of legal restrictions, you must not send copies of this letter or any material relating to the Entitlement Offer to any of your clients (or any other person) in the United States and on whose behalf you are the registered owner of shares. Failure to comply with these restrictions may result in violations of applicable securities laws.

### Matrix Composites & Engineering Ltd

150 Quill Way, Henderson, WA, Australia 6166  
PO Box 87, Wattleup, WA, Australia 6166  
T: +61 8 9412 1200  
F: +61 8 9412 1299  
ABN 54 009 435 250

### Matrix Offshore Services & Engineering

185 Camboon Road, Malaga, WA, Australia 6090  
T: +61 8 9249 3300  
F: +61 8 9249 3327

