

# 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	MATRIX COMPOSITES & ENGINEERING LTD
ABN	54 009 435 250

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	PETER JOHN HOOD
Date of last notice	27 OCTOBER 2011

### 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	Indirect
Nature of indirect interest (including registered holder) Note: Provide details of the circumstances giving rise to the relevant interest.	Mr and Mrs PJ Hood ATF PJ Hood Superannuation Fund Mossgrove Nominees Pty Ltd ATF PJ Hood Family Trust
Date of change	26 June 2012
No. of securities held prior to change	80,000 ordinary shares
Class	Ordinary fully paid shares
Number acquired	50,000
Number disposed	nil
Value/Consideration Note: If consideration is non-cash, provide details and estimated valuation	\$105,000
No. of securities held after change	130,000 ordinary shares

+ See chapter 19 for defined terms.

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<p><b>Nature of change</b> Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back</p>	<p>Sub-underwriting of 1 for 15 Entitlements Offer announced on 23 May 2012.</p>
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**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.

<p><b>Detail of contract</b></p>	<p>N/A</p>
<p><b>Nature of interest</b></p>	
<p><b>Name of registered holder (if issued securities)</b></p>	
<p><b>Date of change</b></p>	
<p><b>No. and class of securities to which interest related prior to change</b> Note: Details are only required for a contract in relation to which the interest has changed</p>	
<p><b>Interest acquired</b></p>	
<p><b>Interest disposed</b></p>	
<p><b>Value/Consideration</b> Note: If consideration is non-cash, provide details and an estimated valuation</p>	
<p><b>Interest after change</b></p>	

**Part 3 – +Closed period**

<p>Were the interests in the securities or contracts detailed above traded during a +closed period where prior written clearance was required?</p>	<p>No</p>
<p>If so, was prior written clearance provided to allow the trade to proceed during this period?</p>	
<p>If prior written clearance was provided, on what date was this provided?</p>	

+ See chapter 19 for defined terms.