

**Form 604  
Corporations Act 2001  
Section 671B**

**Notice of change of interests of substantial holder**

**To** Matrix Composites & Engineering Limited  
**ACN:** 009 435 250  
**ASX Code:** MCE

**1. Details of substantial holder**

**Name:** IOOF Holdings Limited  
**ACN:** 100 103 722

This notice is given by IOOF Holdings Limited on behalf of itself and its subsidiaries.

There was a change in the interest of the substantial holder on: 26/10/2012

The previous notice was given to the company on: 27/08/2012

The previous notice was dated: 24/08/2012

**2. Previous and present 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 had a relevant interest in when last required and when now required to give a substantial holding notice to the company or scheme, are as follows:

Class of securities	Previous notice		Present notice	
	Person's votes	Voting Power	Person's votes	Voting Power
Ordinary	10,154,335	10.745%	11,268,877	11.918%

**3. Changes in relevant interests**

Particulars of each change in, or change in the nature of, a relevant interest of the substantial holder or an associate in voting securities of the company or scheme, since the substantial holder was last required to give a substantial holding notice to the company or scheme are as follows:

Date	Person	Nature	Consideration	Class & number (ord)	Person's votes
27/08/2012	Perennial Investment Partners Limited (ACN 087 901 620)	Purchased on market	\$ 23,113.33	10,000	10,000

28/08/2012	Perennial Investment Partners Limited (ACN 087 901 620)	Purchased on market	\$ 45,850.30	20,074	20,074
29/08/2012	Perennial Investment Partners Limited (ACN 087 901 620)	Purchased on market	\$ 28,074.61	12,081	12,081
30/08/2012	Perennial Investment Partners Limited (ACN 087 901 620)	Purchased on market	\$ 73,701.41	32,659	32,659
31/08/2012	Perennial Investment Partners Limited (ACN 087 901 620)	Purchased on market	\$ 45,170.24	20,025	20,025
3/09/2012	Perennial Investment Partners Limited (ACN 087 901 620)	Purchased on market	\$ 42,338.05	19,196	19,196
4/09/2012	Perennial Investment Partners Limited (ACN 087 901 620)	Purchased on market	\$ 61,172.26	27,986	27,986
7/09/2012	Perennial Investment Partners Limited (ACN 087 901 620)	Purchased on market	\$ 4,773.17	2,184	2,184
20/09/2012	Perennial Investment Partners Limited (ACN 087 901 620)	Purchased on market	\$ 4,183.07	1,914	1,914
21/09/2012	Perennial Investment Partners Limited (ACN 087 901 620)	Purchased on market	\$ 38,513.15	17,622	17,622
26/09/2012	Perennial Investment Partners Limited (ACN 087 901 620)	Purchased on market	\$ 48,651.76	22,261	22,261
27/09/2012	Perennial Investment Partners Limited (ACN 087 901 620)	Purchased on market	\$ 103,051.57	47,810	47,810
28/09/2012	Perennial Investment Partners Limited (ACN 087 901 620)	Purchased on market	\$ 113,432.17	52,626	52,626
1/10/2012	Perennial Investment Partners Limited (ACN 087 901 620)	Purchased on market	\$ 22,735.60	10,548	10,548
2/10/2012	Perennial Investment Partners Limited (ACN 087 901 620)	Purchased on market	\$ 52,463.42	24,340	24,340
3/10/2012	Perennial Investment Partners Limited (ACN 087 901 620)	Purchased on market	\$ 25,129.77	11,660	11,660
4/10/2012	Perennial Investment Partners Limited (ACN 087 901 620)	Purchased on market	\$ 30,081.22	14,087	14,087
8/10/2012	Perennial Investment Partners Limited (ACN 087 901 620)	Purchased on market	\$ 993,822.16	467,601	467,601
10/10/2012	Perennial Investment Partners Limited (ACN 087 901 620)	Sold on market	-\$ 26,105.02	11,422	11,422
11/10/2012	Perennial Investment Partners Limited (ACN 087 901 620)	Sold on market	-\$ 173.60	76	76
12/10/2012	Perennial Investment Partners Limited (ACN 087 901 620)	Sold on market	-\$ 17,625.30	7,750	7,750
15/10/2012	Perennial Investment Partners Limited (ACN 087 901 620)	Sold on market	-\$ 2,351.55	1,034	1,034
16/10/2012	Perennial Investment Partners Limited (ACN 087 901 620)	Sold on market	-\$ 5,090.09	2,268	2,268
17/10/2012	Perennial Investment Partners Limited (ACN 087 901 620)	Sold on market	-\$ 1,867.26	832	832
23/10/2012	Perennial Investment Partners Limited (ACN 087 901 620)	Purchased on market	\$ 14,773.29	7,368	7,368
26/10/2012	Perennial Investment Partners Limited (ACN 087 901 620)	Purchased on market	\$ 528,236.48	310,002	310,002

#### 4. Present Relevant Interests

Particulars of each relevant interest of the substantial holder in voting securities after the change are as follows:

Holder	Registered holder of securities	Person Entitled to be holder	Nature of relevant interest	Class & Number (Ord)	Person's votes
Perennial Investment Partners Limited (ACN 087 901 620)	State Street		Investment Manager	2,888,969	2,888,969
Perennial Investment Partners Limited (ACN 087 901 620)	NAB Asset Servicing		Investment Manager	4,938,948	4,938,948
Perennial Investment Partners Limited (ACN 087 901 620)	BNP		Investment Manager	3,435,080	3,435,080
IOOF Investment Management Limited (ACN 066 695 021)	NAB Asset Servicing		Investment Manager	5,880	5,880

#### 5. Changes in association

The persons who have become associates of, ceased to be associates of, or have changed the nature of their association with, the substantial holder in relation to voting interests in the company or scheme are as follows:

Name & ACN	Nature of association
Not applicable	

#### 6. Addresses

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

Name	Address
IOOF Holdings Limited	Level 6, 161 Collins Street Melbourne Victoria 3000
Perennial Investment Partners Limited	Level 24, 303 Collins Street Melbourne Victoria 3000
IOOF Investment Management Limited	Level 6, 161 Collins Street Melbourne Victoria 3000
Matrix Composites & Engineering Limited	42 Truganina Road, Malaga,WA 6090