

1 March 2023

ASX Market Announcements Office
ASX Compliance Pty Ltd
Level 40, Central Park
152-158 St Georges Terrace
Perth WA 6000

Dear Sir/Madam

Notice under section 708AA(2)(f) of the Corporations Act 2001 (Cth) as modified by ASIC Instrument 2016/84

Matrix Composites & Engineering Ltd (ABN 54 009 435 250) (ASX: MCE) (**Matrix** or the **Company**) hereby provides notice under section 708AA(2)(f) of the *Corporations Act 2001 (Cth)* (**Act**) as modified by Australian Securities & Investments Commission (**ASIC**) Corporations (Non-Traditional Rights Issues) Instrument 2016/84 (**Instrument 2016/84**).

Where applicable, references in this notice to sections of the Act are to those sections as modified by Instrument 2016/84.

On 1 March 2023, Matrix announced a capital raising via:

- (a) a fully underwritten institutional placement (**Institutional Placement**) under Matrix's Listing Rule 7.1 and 7.1A capacity; and
- (b) a fully underwritten accelerated non-renounceable pro rata entitlement offer (**Entitlement Offer**) of 49,515,739 new fully paid ordinary shares in Matrix (**Entitlement Shares**) on the basis of one for every 2.95 fully paid ordinary shares in Matrix held as at 4:00pm (AWST) on Friday, 3 March 2023 to eligible shareholders with a registered address in Australia and New Zealand (and any other permitted jurisdiction nominated by the underwriter and agreed by the Company).

A Retail Offer Booklet for the Entitlement Offer is expected to be dispatched to eligible retail shareholders on Wednesday, 8 March 2023.

Matrix advises that:

1. the Entitlement Shares will be offered for issue without disclosure to investors under Part 6D.2 of the Act;
2. this notice is being given under section 708AA(2)(f) of the Act as modified;
3. as at the date of this notice, Matrix has complied with:
 - (a) the provisions of Chapter 2M of the Act as they apply to Matrix; and



- (b) sections 674 and 674A of the Act;
4. as at the date of this notice, there is no 'excluded information' of the type referred to in section 708AA(8) or section 708AA(9) of the Act that is required to be set out in this notice under section 708AA(7) of the Act;
5. the potential effect of the issue of Entitlement Shares pursuant to the Entitlement Offer on the control of Matrix and the consequences of that effect, will depend on several factors, including existing shareholdings and the extent to which eligible shareholders take up their entitlements; and
6. given:
- (a) the size and pricing of the Entitlement Offer;
 - (b) the structure of the Entitlement Offer as a pro-rata issue;
 - (c) the underwriting arrangements in place for the Entitlement Offer; and
 - (d) the current level of holdings of Matrix's substantial holders (based on substantial holding notices that have been given to Matrix and lodged with ASX on or prior to the date of this notice),

the issue of Entitlement Shares under the Entitlement Offer is not expected to have any material effect or consequence on the control of Matrix and it is not expected that any person will acquire voting power of 20% or more in Matrix as a result of participating in, or underwriting, the Entitlement Offer, with further details set out in the Investor Presentation released to ASX on Wednesday, 1 March 2023.

This announcement was authorised for release by the Board of Matrix.

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For further information, please contact:

Investors

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About Matrix Composites & Engineering

Matrix Composites & Engineering specialises in the design, engineering, and manufacture of composite and advanced material technology solutions for the oil and gas, civil and infrastructure, resources, defence, and transportation industries. With more than 20 years' experience, Matrix has gained a reputation as an industry leader and has become a major exporter of Australian goods

and services with customers located all over the world. From its award-winning head office in Australia and offices in the United States, and a global network, Matrix is uniquely positioned to deliver complete turnkey solutions offerings with localised customer support.

More information can be found at www.matrixengineered.com.