

**Form 605
Corporations Act 2001
Section 671B**

Notice of ceasing to be a substantial holder

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

1. Details of substantial holder

Name: IOOF Holdings Limited
ACN: ACN 100 103 722

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

The holder ceased to be a substantial holder on: 03/01/2017
The previous notice was given to the company on: 22/04/2016
The previous notice was dated: 26/04/2016

2. 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 as follows:

Date	Person	Nature	Consideration	Class & number (ord)	Person's votes
24/05/2016	Perennial Value Management Limited (ACN 090 879 904)	Sold on market	-\$ 10,125.35	- 19,847	- 19,847
25/05/2016	Perennial Value Management Limited (ACN 090 879 904)	Sold on market	-\$ 11,474.70	- 25,000	- 25,000
26/05/2016	Perennial Value Management Limited (ACN 090 879 904)	Sold on market	-\$ 14,564.71	- 31,513	- 31,513
24/06/2016	Perennial Value Management Limited (ACN 090 879 904)	Sold on market	-\$ 6,136.48	- 15,000	- 15,000
28/06/2016	Perennial Value Management Limited (ACN 090 879 904)	Sold on market	-\$ 5,979.39	- 14,616	- 14,616
29/06/2016	Perennial Value Management Limited (ACN 090 879 904)	Sold on market	-\$ 10,270.35	- 24,983	- 24,983
21/09/2016	Perennial Value Management Limited (ACN 090 879 904)	Sold on market	-\$ 11,225.25	- 25,000	- 25,000

2/11/2016	Perennial Value Management Limited (ACN 090 879 904)	Purchased on market	\$ 127,922.91	310,112	310,112
3/11/2016	Perennial Value Management Limited (ACN 090 879 904)	Purchased on market	\$ 58,597.18	142,641	142,641
4/11/2016	Perennial Value Management Limited (ACN 090 879 904)	Purchased on market	\$ 28,775.88	70,031	70,031
15/11/2016	Perennial Value Management Limited (ACN 090 879 904)	Sold on market	-\$ 69,026.20	- 172,946	- 172,946
3/01/2017	Perennial Value Management Limited (ACN 090 879 904)	Sold on market	-\$ 1,166,139.00	- 3,000,000	- 3,000,000

3. 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	

4. 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 Value Management Limited	Level 27, 12 Phillip Street Sydney NSW 2000
IOOF Investment Management Limited	Level 6, 161 Collins Street Melbourne Victoria 3000
Matrix Composites & Engineering Limited	42 Truganina Road, Malaga,WA 6090