

**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: 22/04/2016
The previous notice was given to the company on: 28/10/2012
The previous notice was dated: 26/10/2012

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	11,268,877	11.918%	6,454,972	6.885%

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
29/10/2012	Perennial Investment Partners Limited (ACN 087 901 620)	Purchased on market	\$ 115,353.83	69,998	69,998

30/10/2012	Perennial Investment Partners Limited (ACN 087 901 620)	Purchased on market	\$ 40,609.99	24,550	24,550
31/10/2012	Perennial Investment Partners Limited (ACN 087 901 620)	Purchased on market	\$ 2,249.68	1,360	1,360
5/11/2012	Perennial Investment Partners Limited (ACN 087 901 620)	Purchased on market	\$ 84,215.74	52,581	52,581
6/11/2012	Perennial Investment Partners Limited (ACN 087 901 620)	Purchased on market	\$ 8,482.78	5,293	5,293
7/11/2012	Perennial Investment Partners Limited (ACN 087 901 620)	Purchased on market	\$ 69,441.14	42,126	42,126
14/11/2012	Perennial Investment Partners Limited (ACN 087 901 620)	Purchased on market	\$ 23,964.68	14,971	14,971
15/11/2012	Perennial Investment Partners Limited (ACN 087 901 620)	Purchased on market	\$ 4,104.50	2,559	2,559
16/11/2012	Perennial Investment Partners Limited (ACN 087 901 620)	Purchased on market	\$ 9,144.07	5,739	5,739
19/11/2012	Perennial Investment Partners Limited (ACN 087 901 620)	Purchased on market	\$ 26,833.97	16,731	16,731
28/11/2012	IIOF Investment Management Limited (ACN 066 695 021)	Sold on market	-\$ 4,915.56	- 630	- 630
11/12/2012	IIOF Investment Management Limited (ACN 066 695 021)	Sold on market	-\$ 5,069.65	- 1,600	- 1,600
12/12/2012	Perennial Investment Partners Limited (ACN 087 901 620)	Purchased on market	\$ 115,635.93	72,727	72,727
13/12/2012	Perennial Investment Partners Limited (ACN 087 901 620)	Purchased on market	\$ 92,922.94	58,050	58,050
14/12/2012	Perennial Investment Partners Limited (ACN 087 901 620)	Purchased on market	\$ 108,303.73	65,808	65,808
17/12/2012	Perennial Investment Partners Limited (ACN 087 901 620)	Purchased on market	\$ 58,684.93	35,052	35,052
18/12/2012	Perennial Investment Partners Limited (ACN 087 901 620)	Purchased on market	\$ 8,474.25	4,938	4,938
19/12/2012	Perennial Investment Partners Limited (ACN 087 901 620)	Purchased on market	\$ 131,441.89	73,761	73,761
23/01/2014	Perennial Investment Partners Limited (ACN 087 901 620)	Sold on market	-\$ 700,023.50	- 636,385	- 636,385
30/01/2014	Perennial Investment Partners Limited (ACN 087 901 620)	Purchased on market	\$ 21,790.44	19,766	19,766
31/01/2014	Perennial Investment Partners Limited (ACN 087 901 620)	Purchased on market	\$ 39,471.46	35,850	35,850
3/02/2014	Perennial Investment Partners Limited (ACN 087 901 620)	Purchased on market	\$ 1,070.01	1,012	1,012
4/02/2014	Perennial Investment Partners Limited (ACN 087 901 620)	Purchased on market	\$ 582,326.46	551,157	551,157
5/02/2014	Perennial Investment Partners Limited (ACN 087 901 620)	Purchased on market	\$ 8,148.42	7,770	7,770
6/02/2014	Perennial Investment Partners Limited (ACN 087 901 620)	Purchased on market	\$ 21,310.04	20,830	20,830
19/05/2014	Perennial Investment Partners Limited (ACN 087 901 620)	Sold on market	-\$ 201,575.56	- 130,000	- 130,000
20/05/2014	Perennial Investment Partners Limited (ACN 087 901 620)	Sold on market	-\$ 73,647.86	- 47,500	- 47,500

21/05/2014	Perennial Investment Partners Limited (ACN 087 901 620)	Sold on market	-\$ 13,841.81	- 9,008	- 9,008
22/05/2014	Perennial Investment Partners Limited (ACN 087 901 620)	Sold on market	-\$ 30,468.37	- 19,800	- 19,800
23/05/2014	Perennial Investment Partners Limited (ACN 087 901 620)	Sold on market	-\$ 17,253.58	- 11,192	- 11,192
28/05/2014	Perennial Investment Partners Limited (ACN 087 901 620)	Purchased on market	\$ 8,486.62	5,800	5,800
30/05/2014	Perennial Investment Partners Limited (ACN 087 901 620)	Purchased on market	\$ 6,133.35	4,200	4,200
2/06/2014	Perennial Investment Partners Limited (ACN 087 901 620)	Purchased on market	\$ 34,607.53	23,889	23,889
3/06/2014	Perennial Investment Partners Limited (ACN 087 901 620)	Purchased on market	\$ 63,083.80	44,256	44,256
4/06/2014	Perennial Investment Partners Limited (ACN 087 901 620)	Purchased on market	\$ 38,195.29	28,112	28,112
5/06/2014	Perennial Investment Partners Limited (ACN 087 901 620)	Purchased on market	\$ 1,570.80	1,215	1,215
10/06/2014	Perennial Investment Partners Limited (ACN 087 901 620)	Purchased on market	\$ 63,776.02	49,989	49,989
20/06/2014	Perennial Investment Partners Limited (ACN 087 901 620)	Purchased on market	\$ 6,779.65	5,244	5,244
23/06/2014	Perennial Investment Partners Limited (ACN 087 901 620)	Purchased on market	\$ 41,235.84	32,185	32,185
24/06/2014	Perennial Investment Partners Limited (ACN 087 901 620)	Purchased on market	\$ 0.00	-	-
25/06/2014	Perennial Investment Partners Limited (ACN 087 901 620)	Purchased on market	\$ 13,058.60	11,469	11,469
11/07/2014	Perennial Investment Partners Limited (ACN 087 901 620)	Purchased on market	\$ 1,976.49	1,660	1,660
25/08/2014	Perennial Investment Partners Limited (ACN 087 901 620)	Purchased on market	\$ 6,553.30	5,999	5,999
26/08/2014	Perennial Investment Partners Limited (ACN 087 901 620)	Purchased on market	\$ 11,143.56	10,201	10,201
27/08/2014	Perennial Investment Partners Limited (ACN 087 901 620)	Purchased on market	\$ 10,028.80	9,222	9,222
29/08/2014	Perennial Investment Partners Limited (ACN 087 901 620)	Sold on market	-\$ 7,313.00	- 6,700	- 6,700
19/02/2015	Perennial Investment Partners Limited (ACN 087 901 620)	Sold on market	-\$ 50,295.41	- 62,230	- 62,230
18/03/2015	Perennial Investment Partners Limited (ACN 087 901 620)	Purchased on market	\$ 13,427.07	17,928	17,928
16/07/2015	Perennial Investment Partners Limited (ACN 087 901 620)	Sold on market	-\$ 9,379.32	- 20,000	- 20,000
17/07/2015	Perennial Investment Partners Limited (ACN 087 901 620)	Sold on market	-\$ 15,166.56	- 32,000	- 32,000
14/10/2015	Perennial Investment Partners Limited (ACN 087 901 620)	Sold on market	-\$ 7,358.48	- 14,500	- 14,500
11/11/2015	Perennial Investment Partners Limited (ACN 087 901 620)	Sold on market	-\$ 78,611.35	- 115,114	- 115,114
16/02/2016	Perennial Investment Partners Limited (ACN 087 901 620)	Sold on market	-\$ 154,449.48	- 368,899	- 368,899

16/02/2016	IIOF Investment Management Limited (ACN 066 695 021)	Sold on market	-\$ 19,311.31	- 3,650	- 3,650
3/03/2016	Perennial Investment Partners Limited (ACN 087 901 620)	Sold on market	-\$ 12,072.58	- 32,000	- 32,000
4/03/2016	Perennial Investment Partners Limited (ACN 087 901 620)	Sold on market	-\$ 505.89	- 1,300	- 1,300
7/03/2016	Perennial Investment Partners Limited (ACN 087 901 620)	Sold on market	-\$ 13,438.71	- 37,939	- 37,939
19/04/2016	Perennial Investment Partners Limited (ACN 087 901 620)	Sold on market	-\$ 100,551.31	- 300,815	- 300,815
20/04/2016	Perennial Investment Partners Limited (ACN 087 901 620)	Sold on market	-\$ 17,877.56	- 51,530	- 51,530
21/04/2016	Perennial Investment Partners Limited (ACN 087 901 620)	Sold on market	-\$ 86,152.01	- 246,571	- 246,571
22/04/2016	Perennial Investment Partners Limited (ACN 087 901 620)	Sold on market	-\$ 1,368,445.90	- 4,098,438	- 4,098,438

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)	NAB Asset Servicing		Investment Manager	5,137,713	5,137,713
Perennial Investment Partners Limited (ACN 087 901 620)	Citigroup		Investment Manager	1,317,259	1,317,259

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
Matrix Composites & Engineering Limited	42 Truganina Road, Malaga,WA 6090