

Australian Stock Exchange

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18 November 2019

Dear ASX

**Appendix 3Y**

Please find attached submission of Appendix 3Y for Mr Aaron Begley, CEO for the:

- grant of FY19 Stock Appreciation Rights; and
- lapsing of FY16 Stock Appreciation Rights.

Yours faithfully



Julie Jones

General Counsel and Company Secretary

# Rule 3.19A.2

## 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

<b>Name of entity</b>	<b>MATRIX COMPOSITES &amp; ENGINEERING LTD</b>
<b>ABN</b>	<b>54 009 435 250</b>

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.

<b>Name of Director</b>	AARON BEGLEY
<b>Date of last notice</b>	12 November 2018

#### 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.

<b>Direct or indirect interest</b>	Direct and Indirect
<b>Nature of indirect interest (including registered holder)</b> Note: Provide details of the circumstances giving rise to the relevant interest.	See Annexure A
<b>Date of change</b>	30 November 2019
<b>No. of securities held prior to change</b>	See Annexure A
<b>Class</b>	Share Appreciation Rights – FY19 & FY16 Series
<b>Number acquired</b>	4,632,153 FY19 Series
<b>Number disposed</b>	1,133,333 FY15 Series
<b>Value/Consideration</b> Note: If consideration is non-cash, provide details and estimated valuation	N/A
<b>No. of securities held after change</b>	See Annexure A

+ 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>Share Appreciation Rights approved at the 2019 Annual General Meeting of the Company</p> <p>Lapse of Unvested Share Appreciation Rights – FY16 Series</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.

<b>Detail of contract</b>	N/A
<b>Nature of interest</b>	
<b>Name of registered holder (if issued securities)</b>	
<b>Date of change</b>	
<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>	
<b>Interest acquired</b>	
<b>Interest disposed</b>	
<p><b>Value/Consideration</b>          Note: If consideration is non-cash, provide details and an estimated valuation</p>	
<b>Interest after change</b>	

### Part 3 – +Closed period

<p><b>Were the interests in the securities or contracts detailed above traded during a +closed period where prior written clearance was required?</b></p>	N/A
<p><b>If so, was prior written clearance provided to allow the trade to proceed during this period?</b></p>	N/A
<p><b>If prior written clearance was provided, on what date was this provided?</b></p>	

+ See chapter 19 for defined terms.

**Annexure A**

Ordinary Fully Paid Shares

<b>Name</b>	<b>Held Prior to Change</b>	<b>Change</b>	<b>Held After Change</b>
<b>Hayley Denise Wicks (Spouse)</b>	60,000	0	60,000
<b>Aaron Paul Begley and Hayley Denise Wicks T/F Highbridge Superannuation Fund</b>	40,000	0	40,000
<b>Aaron Paul Begley</b>	2,000,763	0	2,000,763
<b>Bespin Pty Ltd T/F The James Street Family Trust</b>	1,362,000	0	1,362,000
<b>TOTAL</b>	<b>3,462,763</b>	<b>0</b>	<b>3,462,763</b>

Share Appreciation Rights – FY16 series

<b>Name</b>	<b>Held Prior to Change</b>	<b>Change</b>	<b>Held After Change</b>
<b>Aaron Paul Begley</b>	1,133,333	(1,133,333)	0

Share Appreciation Rights – FY17 series

<b>Name</b>	<b>Held Prior to Change</b>	<b>Change</b>	<b>Held After Change</b>
<b>Aaron Paul Begley</b>	1,486,641	0	1,486,641

Share Appreciation Rights – FY18 series

<b>Name</b>	<b>Held Prior to Change</b>	<b>Change</b>	<b>Held After Change</b>
<b>Aaron Paul Begley</b>	1,845,455	0	1,845,455

Share Appreciation Rights – FY19 series

<b>Name</b>	<b>Held Prior to Change</b>	<b>Change</b>	<b>Held After Change</b>
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<b>Aaron Paul Begley</b>	0	4,632,153	4,632,153
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