

Form 603

Corporations Act 2001
Section 671B

Notice of initial substantial holder

To Company/registered scheme/notified foreign passport fund name
Matrix Composites & Engineering Ltd ("MCE")

ACN/ARSN/APFRN
NFPFRN (if applicable)
ACN 009 435 250

1. Details of substantial holder (1)

Name
See Annexure A

ACN/ARSN/APFRN (if applicable)

NFPFRN (if applicable)

The holder became a substantial holder on 26 / 08 / 2024

2. Details of voting power

The total number of votes attached to all the voting shares or interests in the company, scheme or fund that the substantial holder or an associate (2) had a relevant interest (3) in on the date the substantial holder became a substantial holder are as follows:

Class of securities (4)	Number of securities	Person's votes (5)	Voting power (6)
Fully paid ordinary shares	12,986,890	12,986,890	5.87%

3. Details of relevant interests

The nature of the relevant interest the substantial holder or an associate had in the following voting securities on the date the substantial holder became a substantial holder are as follows:

Holder of relevant interest	Nature of relevant interest (7)	Class and number of securities
See Annexure B		

4. Details of present registered holders

The persons registered as holders of the securities referred to in paragraph 3 above are as follows:

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder (8)	Class and number of securities
See Annexure C			

5. Consideration

The consideration paid for each relevant interest referred to in paragraph 3 above, and acquired in the four months prior to the day that the substantial holder became a substantial holder is as follows:

Holder of relevant interest	Date of acquisition	Consideration (9)		Class and number of securities
		Cash	Non-cash	
See Annexure D				

For personal use only

6. Associates

The reasons the persons named in paragraph 3 above are associates of the substantial holder are as follows:

Name and ACN/ARSN/APFRN (if applicable) and NFPFRN (if applicable)	Nature of association
See Annexure E	

7. Addresses

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

Name	Address
See Annexure F	

Signature

print name

Martin Tavella

Authorised Representative

capacity

sign here



date 27 / 05 / 25

DIRECTIONS

- (1) If there are a number of substantial holders with similar or related relevant interests (eg. A corporation and its related corporations, or the manager and trustee of an equity trust), the names could be included in an annexure to the form. If the relevant interests of a group of persons are essentially similar, they may be referred to throughout the form as a specifically named group if the membership of each group, with the names and addresses of members is clearly set out in paragraph 7 of the form.
- (2) See the definition of "associate" in section 9 of the Corporations Act 2001.
- (3) See the definition of "relevant interest" in sections 608 and 671B(7) of the Corporations Act 2001.
- (4) The voting shares of a company constitute one class unless divided into separate classes.
- (5) The total number of votes attached to all the voting shares or interests in the company, scheme or fund (if any) that the person or an associate has a relevant interest in.
- (6) The person's votes divided by the total votes in the body corporate, scheme or fund multiplied by 100.
- (7) Include details of:
 - (a) any relevant agreement or other circumstances by which the relevant interest was acquired. If subsection 671B(4) applies, a copy of any document setting out the terms of any relevant agreement, and a statement by the person giving full and accurate details of any contract, scheme or arrangement, must accompany this form, together with a written statement certifying this contract, scheme or arrangement; and
 - (b) any qualification of the power of a person to exercise, control the exercise of, or influence the exercise of, the voting powers or disposal of the securities to which the relevant interest relates (indicating clearly the particular securities to which the qualification applies).

See the definition of "relevant agreement" in section 9 of the Corporations Act 2001.
- (8) If the substantial holder is unable to determine the identity of the person (eg. if the relevant interest arises because of an option) write "unknown".
- (9) Details of the consideration must include any and all benefits, money and otherwise, that any person from whom a relevant interest was acquired has, or may, become entitled to receive in relation to that acquisition. Details must be included even if the benefit is conditional on the happening or not of a contingency. Details must be included of any benefit paid on behalf of the substantial holder or its associate in relation to the acquisitions, even if they are not paid directly to the person from whom the relevant interest was acquired.

**This is Annexures A to F of 4 pages referred to in
Form 603 – Notice of initial substantial holder**

Matrix Composites and Engineering Limited ACN 009 435 250

Annexure A: Details of substantial holder

Holder	ACN
Paul Constantinou	N/A
Rohan Davis	N/A
Martin Tavella	N/A
Somar Management Pty Ltd as trustee of the Somar Global Fund	637 601 220
Paul Constantinou Superannuation Pty Ltd as trustee of the Paul Constantinou Superannuation Fund	093 419 384
Rohan Davis Superannuation Pty Ltd as trustee of the Rohan Davis Superannuation Fund	080 934 050
Gengha Holdings Pty Ltd as trustee of the Gengha Investment Trust	642 433 752

Annexure B: Details of relevant interests

Holder of relevant interest	Nature of relevant interest	Class and number of securities
Paul Constantinou	By virtue of 608(1)(b) and (c) of the Corporations Act 2001 (Cth)	Ordinary - 10,284,182
Rohan Davis	By virtue of 608(1)(b) and (c) of the Corporations Act 2001 (Cth)	Ordinary - 10,034,182
Martin Tavella	By virtue of 608(1)(b) and (c) of the Corporations Act 2001 (Cth)	Ordinary - 12,246,890
Somar Management Pty Ltd as trustee of the Somar Global Fund	By virtue of section 608(1)(a), and 608(1)(b) and (c) of the Corporations Act 2001 (Cth)	Ordinary - 9,834,182
Paul Constantinou Superannuation Pty Ltd as trustee of the Paul Constantinou Superannuation Fund	By virtue of section 608(1)(a), and 608(1)(b) and (c) of the Corporations Act 2001 (Cth)	Ordinary - 450,000
Rohan Davis Superannuation Pty Ltd as trustee of the Rohan Davis Superannuation Fund	By virtue of section 608(1)(a), and 608(1)(b) and (c) of the Corporations Act 2001 (Cth)	Ordinary – 200,000
Gengha Holdings Pty Ltd as trustee of the Gengha Investment Trust	By virtue of section 608(1)(a), and 608(1)(b) and (c) of the Corporations Act 2001 (Cth)	Ordinary - 2,412,708

Annexure C: Details of present registered holders

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder	Class and number of securities
Paul Constantinou Rohan Davis Martin Tavella Somar Management Pty Ltd as trustee of the Somar Global Fund	J P Morgan Nominees Australia Pty Limited	Somar Management Pty Ltd as trustee of the Somar Global Fund	Ordinary - 9,834,182
Paul Constantinou Paul Constantinou Superannuation Pty Ltd as trustee of the Paul Constantinou Superannuation Fund	Paul Constantinou Superannuation Pty Ltd	Paul Constantinou Superannuation Pty Ltd	Ordinary - 450,000
Rohan Davis Rohan Davis Superannuation Pty Ltd as trustee of the Rohan Davis Superannuation Fund	Rohan Davis Superannuation Pty Ltd	Rohan Davis Superannuation Pty Ltd	Ordinary - 200,000
Martin Tavella Gengha Holdings Pty Ltd as trustee of the Gengha Investment Trust	Gengha Holdings Pty Ltd	Gengha Holdings Pty Ltd	Ordinary - 2,412,708

Annexure D: Consideration

Holder of relevant interest	Date of acquisition	Consideration \$	Number of ordinary shares acquired
Somar Management Pty Ltd as trustee of the Somar Global Fund	7-May-24	70,000.00	200,000
Somar Management Pty Ltd as trustee of the Somar Global Fund	17-May-24	70,000.00	200,000
Somar Management Pty Ltd as trustee of the Somar Global Fund	27-May-24	2,069.10	6,897
Somar Management Pty Ltd as trustee of the Somar Global Fund	3-Jun-24	80,349.06	243,482
Somar Management Pty Ltd as trustee of the Somar Global Fund	4-Jun-24	16,374.93	49,621
Somar Management Pty Ltd as trustee of the Somar Global Fund	17-Jun-24	8,796.16	27,488
Somar Management Pty Ltd as trustee of the Somar Global Fund	19-Jun-24	48,412.80	151,290
Somar Management Pty Ltd as trustee of the Somar Global Fund	20-Jun-24	381.76	1,193
Somar Management Pty Ltd as trustee of the Somar Global Fund	21-Jun-24	0.32	1
Somar Management Pty Ltd as trustee of the Somar Global Fund	24-Jun-24	816.00	2,550
Somar Management Pty Ltd as trustee of the Somar Global Fund	25-Jun-24	1,225.92	3,831
Somar Management Pty Ltd as trustee of the Somar Global Fund	26-Jun-24	11,777.70	35,690
Somar Management Pty Ltd as trustee of the Somar Global Fund	27-Jun-24	25,725.81	77,957
Somar Management Pty Ltd as trustee of the Somar Global Fund	16-Jul-24	37,917.95	108,337

Somar Management Pty Ltd as trustee of the Somar Global Fund	19-Jul-24	6,470.80	18,488
Somar Management Pty Ltd as trustee of the Somar Global Fund	22-Jul-24	25,611.25	73,175
Somar Management Pty Ltd as trustee of the Somar Global Fund	22-Jul-24	44,942.80	128,408
Somar Management Pty Ltd as trustee of the Somar Global Fund	23-Jul-24	25,057.20	71,592
Somar Management Pty Ltd as trustee of the Somar Global Fund	20-Aug-24	300,000.00	1,000,000
Somar Management Pty Ltd as trustee of the Somar Global Fund	22-Aug-24	21,573.29	72,069
Somar Management Pty Ltd as trustee of the Somar Global Fund	22-Aug-24	44,044.37	147,647
Somar Management Pty Ltd as trustee of the Somar Global Fund	23-Aug-24	16,612.80	55,376
Somar Management Pty Ltd as trustee of the Somar Global Fund	26-Aug-24	617,727.00	2,059,090
Paul Constantinou Superannuation Pty Ltd as trustee of the Paul Constantinou Superannuation Fund	13-May-24	31,971.28	91,146
Paul Constantinou Superannuation Pty Ltd as trustee of the Paul Constantinou Superannuation Fund	14-May-24	37,485.39	106,866
Paul Constantinou Superannuation Pty Ltd as trustee of the Paul Constantinou Superannuation Fund	15-May-24	697.33	1,988

Annexure E: Associates

Name	ACN of corporate trustee	Nature of association
Paul Constantinou	N/A	Is an associate of each other substantial holder per Annexure A, by virtue of Section 12(3) and 12(2)(c) of the Corporations Act 2001 (Cth)
Rohan Davis	N/A	Is an associate of each other substantial holder per Annexure A, by virtue of Section 12(3) and 12(2)(c) of the Corporations Act 2001 (Cth)
Martin Tavella	N/A	Is an associate of each other substantial holder per Annexure A, by virtue of Section 12(3) and 12(2)(c) of the Corporations Act 2001 (Cth)
Somar Management Pty Ltd as trustee of the Somar Global Fund	637 601 220	Is an associate of each other substantial holder per Annexure A, by virtue of Section 12(2)(c) of the Corporations Act 2001 (Cth)
Paul Constantinou Superannuation Pty Ltd as trustee of the Paul Constantinou Superannuation Fund	093 419 384	Is an associate of each other substantial holder per Annexure A, by virtue of Section 12(2)(c) of the Corporations Act 2001 (Cth)
Rohan Davis Superannuation Pty Ltd as trustee of the Rohan Davis Superannuation Fund	080 934 050	Is an associate of each other substantial holder per Annexure A, by virtue of Section 12(2)(c) of the Corporations Act 2001 (Cth)
Gengha Holdings Pty Ltd as trustee of the Gengha Investment Trust	642 433 752	Is an associate of each other substantial holder per Annexure A, by virtue of Section 12(2)(c) of the Corporations Act 2001 (Cth)

Annexure F: Addresses

Name	Address
Paul Constantinou	Building B, Level 5, 459 Church Street, Richmond VIC 3121
Rohan Davis	Building B, Level 5, 459 Church Street, Richmond VIC 3121
Martin Tavella	Building B, Level 5, 459 Church Street, Richmond VIC 3121
Somar Management Pty Ltd as trustee of the Somar Global Fund	Building B, Level 5, 459 Church Street, Richmond VIC 3121
Paul Constantinou Superannuation Pty Ltd as trustee of the Paul Constantinou Superannuation Fund	Building B, Level 5, 459 Church Street, Richmond VIC 3121
Rohan Davis Superannuation Pty Ltd as trustee of the Rohan Davis Superannuation Fund	Building B, Level 5, 459 Church Street, Richmond VIC 3121
Gengha Holdings Pty Ltd as trustee of the Gengha Investment Trust	84 Seymour Road, Elsternwick VIC 3185



Martin Tavella – Authorised Representative

27 / 5 / 25
Date

For personal use only