



**Notice of Annual General Meeting  
Mantra Group Limited  
ABN 69 137 639 395  
(ASX Code: MTR)**

**Date:** 26 November 2014  
**Time:** 11.30 am (QLD time)  
**Venue:** Mantra Southbank,  
161 Grey Street,  
Southbank, Brisbane, QLD

**Notice of Annual General Meeting (the Meeting)**  
**Mantra Group Limited ABN 69 137 639 395 (the Company)**  
**(ASX Code: MTR)**

**The 2014 Annual General Meeting of Mantra Group Limited will be held as follows:**

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**Date:** 26 November 2014  
**Time:** 11.30 am (QLD time)  
**Venue:** Mantra Southbank, 161 Grey Street, Southbank, Brisbane, QLD

**Ordinary Business**

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**Financial Report**

To receive and consider the financial report of the Company for the financial year ended 30 June 2014 and the related Directors' Report and Audit Report.

**Resolution 1: Re-election of Directors**

To consider, and if thought fit, to pass each of the following resolutions as ordinary resolutions:

- (a) **Re-election of Melanie Willis as a Director.** *"That Melanie Willis who retires in accordance with rule 6.1(e) of the Company's constitution and, being eligible, offers herself for re-election, be re-elected as a Director of the Company."*
- (b) **Re-election of Andrew Cummins as a Director.** *"That Andrew Cummins who retires in accordance with rule 6.1(f)(i)(B) of the Company's constitution and, being eligible, offers himself for re-election, be re-elected as a Director of the Company."*
- (c) **Re-election of David Gibson as a Director.** *"That David Gibson who retires in accordance with rule 6.1(f)(i)(B) of the Company's constitution and, being eligible, offers himself for re-election, be re-elected as a Director of the Company."*

Elizabeth Gaines retires under rule 6.1(i)(B) of the Company's constitution and will not be standing for re-election due to other executive commitments.

Details of the Directors of the Company seeking re-election are set out in the Explanatory Notes to this Notice of Meeting.

**Resolution 2: Adoption of Remuneration Report**

To adopt the Remuneration Report as set out in the Annual Report for the financial year ended 30 June 2014.

*Note that the vote on this resolution is advisory only and does not bind the Directors or the Company.*

**Resolution 3: Appointment of Auditor**

To consider, and if thought fit, to pass the following resolution as an ordinary resolution:

*"That for the purposes of the Corporations Act 2001 (Cth) (Corporations Act) and for all other purposes, PricewaterhouseCoopers having been nominated by a shareholder and consented in writing to act in the capacity as Auditor, be appointed as the Auditor of the Company."*

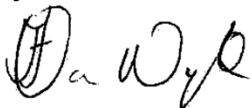
**Resolution 4: Approval of Long Term Incentive Plan**

To consider and, if thought fit, to pass the following as an ordinary resolution:

*"That the Company's Long Term Incentive Plan, the terms of which are summarised in the Explanatory Notes accompanying this Notice of Annual General Meeting, be approved for the issue of securities under that Plan, for the purposes of ASX Listing Rule 7.2 (Exception 9(b)) and for all other purposes."*

Voting restrictions apply to resolutions 2 and 4. See 'Voting Information' for details.

**By Order of the Board**



**Fiona Van Wyk**  
**Company Secretary**  
**22 October 2014**

## Questions

In order to provide an equal opportunity for all shareholders to ask questions of the Directors of the Company (**Board**) or the Company's auditor, PricewaterhouseCoopers (**PwC**) (**the Auditor**) relevant to the business of the Annual General Meeting, as outlined in this Notice of Meeting and the Explanatory Notes or in relation to the conduct of the external audit for the year ended 30 June 2014, or the content of the audit report, we invite you to submit relevant questions in writing to the Company or to the Auditor, at either of the addresses below:

The Company's dedicated email address:  
[agmquestions@mantragroup.com.au](mailto:agmquestions@mantragroup.com.au)

### Or by mail or delivery to:

The Company Secretary  
Mantra Group Limited  
Level 15, 50 Cavill Avenue  
Surfers Paradise QLD 4217  
Facsimile: 07 5631 2999 (within Australia)  
+61 7 5631 2999 (outside Australia)

Written questions must be received by no later than 5:00 pm (QLD time) on Wednesday 19 November 2014.

During the course of the Meeting, the Chairman will endeavour to address as many of the more frequently raised shareholder questions as reasonably practicable and, as appropriate, will give the representative of the Auditor the opportunity to answer written questions submitted to the Auditor. However, there may not be sufficient time available at the Meeting to address all questions. Please note that individual responses may not be sent to shareholders.

## Voting Information

This section forms part of the Company's Notice of Annual General Meeting dated 22 October 2014

### Voting exclusion and restriction statements

For all resolutions that are directly or indirectly related to the remuneration of a member of the Key Management Personnel (**KMP**) of the Company and any Director of the Company eligible to participate in the Company's Long Term Incentive Plan (being resolutions 2 and 4), the ASX Listing Rules (**Listing Rules**) and the Corporations Act 2001 (*Cth*) (**Corporations Act**) restricts KMPs and their closely related parties and Directors and any associate of a Director eligible to participate in the Company's Long Term Incentive Plan, from voting in their own right or as proxies in certain circumstances.

The term 'KMP' has the meaning given in the Corporations Act and includes those persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly, including any Director (whether executive or otherwise).

The term 'Closely Related Party' in relation to a member of the KMP is defined in the Corporations Act and includes a spouse, dependant and certain other close family members, as well as any companies or Trusts controlled by the member.

The term 'Associate' has the meaning given in sections 12 and 16 of the Corporations Act. Section 12 is to be applied as if paragraph 12(1)(a) included a reference to the Listing Rules and on the basis that the entity is the "designated body" for the purposes of that section. A related party of a Director or officer of the entity or of a child entity is to be taken to be an associate of the Director or officer unless the contrary is established.

Voting exclusions apply in respect of resolutions 2 and 4.

### **Resolution 2 – Adoption of Remuneration Report**

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In accordance with the Corporations Act, the Company will disregard and not count any vote cast on resolution 2 by or on behalf of:

1. Any member of the KMP whose remuneration details are included in the Remuneration Report for the financial year ended 30 June 2014;
2. A Closely Related Party of any such member of the KMP; and unless the person
  - (a) does so in relation to the resolution as proxy where the proxy form appointing the person as a proxy specifies how the person is to vote on the resolution; or
  - (b) is the Chairman of the Meeting and the appointment of the Chairman as proxy expressly authorises the Chairman to exercise the proxy (even though the resolution is connected directly or indirectly with the remuneration of a member of the KMP); and
3. the vote is not cast on behalf of a person described in paragraph (1) or (2) above.

## **Resolution 4 – Approval of Long Term Incentive Plan**

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In accordance with the Listing Rules, the Company will disregard and not count any vote cast on resolution 4 by or on behalf of:

1. Any Director who is eligible to participate in the Company's Long Term Incentive Plan and any associate of such a Director. However, the Company need not disregard a vote if:
  - (a) it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
  - (b) it is cast by the Chairman of the Meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.
2. Any KMP member and any closely related party of a KMP member that is appointed as a proxy where the proxy appointment does not specify the way the proxy is to vote on the relevant resolution, unless:
  - (a) the proxy is the Chairman of the Meeting; and
  - (b) the proxy appointment expressly authorises the Chairman to exercise the proxy even if that resolution is connected directly or indirectly with the remuneration of a KMP member.

## **Voting by Proxy or Attorney**

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- If you are unable to attend the Meeting, you may appoint a proxy to attend and vote on your behalf. A shareholder entitled to attend and vote at the Meeting has a right to appoint a proxy to attend and vote for the shareholder. A proxy form is enclosed with this Notice of Meeting. A proxy is entitled to vote on a poll and, provided that only one proxy attends, on a show of hands.
- A shareholder may appoint a person or a body corporate as their proxy. If a shareholder appoints a body corporate as proxy, the body corporate will need to ensure that it appoints an individual as corporate representative and provides satisfactory evidence of the appointment of its corporate representative. A proxy need not be a shareholder of the Company.
- The Chairman of the Meeting will vote all available proxies in accordance with the Board's recommendations set out in the Explanatory Notes accompanying this Notice of Meeting. By appointing the Chairman of the Meeting as your proxy, and as long as you are not a member of the KMP of the Company or a Closely Related Party of such a member or a Director and any associate of a Director eligible to participate in the Company's Long Term Incentive Plan, you expressly direct the Chairman to vote in favour of resolutions 2 and 4 even though the respective resolutions are resolutions connected directly or indirectly with the remuneration of a member of the KMP or a Director and any associate of a Director eligible to participate in the Company's Long Term Incentive Plan. If you intend to appoint a member of the KMP or a Director or any associate of a Director eligible to participate in the Company's Long Term Incentive Plan (other than the Chairman) as your proxy, please ensure that you direct them how to vote on resolutions 2 and 4.
- A shareholder who is entitled to cast two or more votes may appoint two proxies.
- Where two proxies are appointed you should specify the proportion or number of votes each proxy is entitled to exercise. If the appointments do not specify the proportion or number of the shareholder's votes that each proxy may exercise, then each proxy may exercise half of the shareholder's votes. Where more than one proxy is appointed, neither proxy is entitled to vote on a show of hands.
- You can direct your proxy how to vote by following the instructions on the proxy form. Shareholders are encouraged to direct their proxy how to vote on each item of business (eg, 'for', 'against' or 'abstain' by selecting the relevant box next to each item of business on the proxy form).
- Any directed proxies that are not voted on a poll at the Meeting by a shareholder's appointed proxy will automatically default to the Chairman of the Meeting, who is required to vote proxies as directed on a poll.
- Where a shareholder appoints an attorney to act on his or her behalf, such appointment must be made by a duly executed power of attorney.

- To be effective, a proxy form and the original (or a certified copy) of the power of attorney or any other instrument under which it is signed, must be received by the Company at an address or facsimile number set out below by no later than 11.30 am (QLD time) on Monday 24 November 2014.

**Company's Registry:**

Mantra Group Limited  
C/- Link Market Services Limited  
Locked Bag A14  
Sydney South NSW 1235  
Australia

Facsimile: 02 9287 0309 (within Australia)  
+61 2 9287 0309  
(outside Australia)

Online: [www.linkmarketservices.com.au](http://www.linkmarketservices.com.au)

### **Voting Rights**

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The Board has determined that a shareholder's voting entitlement at the Meeting will be taken to be held by the persons who are the registered shareholders of the Company at 11.30 am (QLD time) on Monday 24 November 2014. Accordingly, share transfers registered after that time will be disregarded in determining entitlements to attend and vote at the Meeting.

On a show of hands every shareholder present has one vote. On a poll, shareholders have one vote for every fully paid ordinary share held.

All resolutions will be determined on a show of hands, unless a poll is duly called on a particular resolution.

A corporate shareholder or proxy must appoint a person as its corporate representative. The appointment must comply with section 250D of the Corporations Act and the representative must provide satisfactory evidence of his / her appointment.

If you propose to attend and vote at the Meeting, please bring the enclosed proxy form with you. This will assist in registering your attendance.

### **Custodian Voting**

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For Intermediary online subscribers only (custodians) please visit [www.intermediaonline.com](http://www.intermediaonline.com) to submit your voting intentions.

## Explanatory Notes to Shareholders

These Explanatory Notes accompany and form part of the Company's Notice of Annual General Meeting 22 October 2014

### Financial Report

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The financial report for consideration at the Meeting will be the full financial report of the Company for the financial year ended 30 June 2014, including the reports of the Directors' and Auditor and the financial statements of the Company for the year ended 30 June 2014.

Neither the Corporations Act nor the Company's constitution requires a vote of shareholders on the reports or statements. However, shareholders will be given a reasonable opportunity to raise questions or comments on the reports and statements at the Meeting. In addition, a reasonable opportunity will be given to shareholders at the Meeting to ask the Company's Auditor questions relevant to the conduct of the audit and the preparation and content of the Auditor's report.

### Resolution 1 – Re-election of Directors

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#### Background

Melanie Willis was appointed by the Board as a Director of the Company on 29 September 2014, primarily as a replacement for Elizabeth Gaines who is retiring as a non-Executive Director of the Company due to other executive commitments.

The Company's constitution and the Corporations Act requires Director appointments by the Board to be approved by shareholders at the Company's Annual General Meeting. Melanie is therefore retiring in accordance with rule 6.1(e) of the Company's constitution and offers herself for re-election as a Director of the Company.

The Company's Constitution prescribes a process by which Directors regularly retire from office. Retiring Directors may offer themselves for re-election. Andrew Cummins and David Gibson, having been in office for longer than 3 years are retiring by rotation in accordance with rule 6.1(f)(i)(B) of the Constitution and offer themselves for re-election as Directors of the Company.

Profiles of each of the candidates standing for re-election are set out below.

#### Melanie Willis (Melanie) Independent Non-Executive Director

Melanie who was appointed to the Board on 29 September 2014 retires in accordance with rule 6.1(e) of the Company's constitution and is standing for re-election at the Annual General Meeting as a Director of the Company.

Melanie has extensive financial and professional services experience in both Executive and non-Executive roles in a wide range of industries and has had significant Board-level exposure to international operations and global businesses.

Melanie has held non-Executive Directorship roles at Aevum Limited (including Audit Committee Chair), Hydro Tasmania (including Audit & Risk Committee Member) and Rhodium Asset Solutions, as well as Senior Executive roles with Deutsche Bank (Director) and Bankers Trust Australia (Vice President).

Melanie is currently a non-Executive Director of Crowe Horwath (an ASX-listed entity) and Club Assist Limited and holds the position of Chief Executive Officer of NRMA Investments where she is responsible for commercial businesses and overall group strategy.

Melanie holds a Bachelor of Economics from the University of Western Australia, a Masters of Law (Tax) from the University of Melbourne and a Company Director Diploma from the Australian Institute of Company Directors.

*The Directors (with Melanie abstaining in respect of her own re-election) unanimously recommend that Melanie be re-elected as a Director of the Company.*

*The Chairman of the Meeting intends to vote all available proxies in favour of the re-election of Melanie.*

#### Andrew Cummins (Andrew) Non-Executive Director

Andrew who was appointed to the Board on 31 July 2009 retires in accordance with rule 6.1(i)(f)(B) of the Company's constitution and is standing for re-election at the Annual General Meeting as a Director of the Company.

Andrew has been a Director of a number of global companies in a broad range of industries including Inchcape Plc, Pacific Brands Limited and Nine Entertainment Co Pty Ltd. Since 2005 Andrew has been an advisor to CVC Capital Partners and is currently Chairman of the Pan Asia team. Andrew is currently a non-Executive Director of Helloworld Limited.

Andrew holds a Business Degree from The University of Newcastle, an MBA from Stanford University and a Bachelor's degree in Engineering from Monash University.

*The Directors (with Andrew abstaining in respect of his own re-election) unanimously recommend that Andrew be re-elected as a Director of the Company.*

*The Chairman of the Meeting intends to vote all available proxies in favour of the re-election of Andrew as a Director of the Company.*

**David Gibson (David)  
Independent Non-Executive Director**

David who was appointed to the Board on 23 March 2011 retires in accordance with rule 6.1(f)(i)(B) of the Company's constitution and is standing for re-election at the Annual General Meeting as a Director of the Company.

David has over 35 years' experience in the tourism industry. David was most recently Chief Executive Officer of Jones Lang LaSalle Hotels Asia Pacific and an international Director of Jones Lang LaSalle for 14 years prior to 2010.

David was a founding Executive Advisory Board Member of the Bond University School of Hotel Resort and Tourism Management. He is currently a non-Executive Trustee Director of industry superannuation fund Host-PLUS Pty Ltd.

David holds a Diploma in Financial Markets from the Securities Institute of Australia, is a Licensed Real Estate Agent and a member of the Australian Institute of Company Directors.

*The Directors (with David abstaining in respect of his own re-election) unanimously recommend that David be re-elected as a Director of the Company.*

*The Chairman of the Meeting intends to vote all available proxies **in favour** of the re-election of David as a non-Executive Director of the Company.*

**Resolution 2 – Adoption of Remuneration Report**

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The Annual Report for the financial year ended 30 June 2014 includes the Remuneration Report, which forms part of the Directors' Report.

The Remuneration Report sets out the remuneration policy for the Company and its controlled entities and reports on the remuneration arrangements in place for KMPs as well as the details of equity based remuneration.

Section 250R(2) of the Corporations Act requires the Company to put to its shareholders at its Annual General Meeting a non-binding resolution that the Remuneration Report as disclosed in the Company's 2014 Annual Report be adopted.

A reasonable opportunity will be provided for questions relating to or comments on the Remuneration Report at the Meeting.

The vote on this resolution is advisory only and does not bind the Directors or the Company.

**Resolution 3 – Appointment of Auditor**

The Directors of the Company have appointed PwC as auditor of the Company pursuant to section 327A(1) of the Corporations Act. Under section 327A(2) of the Corporations Act, an auditor appointed under section 327A(1) of the Corporations Act holds office until the Company's first Annual General Meeting. The ongoing appointment of the auditor must then be approved by shareholders. PwC has given, and has not withdrawn its consent to act as auditor of the Company.

In accordance with section 328B(1) of the Corporations Act, the Company has received a notice of nomination from a shareholder of the Company for the appointment of PwC as auditor of the Company. A copy of this notice of nomination is set out in Attachment A.

Accordingly, approval is sought from the shareholders for the appointment of PwC as auditor of the Company.

*The Directors unanimously recommend that shareholders vote **in favour** of this resolution.*

## Resolution 4 – Approval of the Long Term Incentive Plan

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### 1.1 Background

Shareholder approval is sought under Listing Rule 7.2 (Exception 9(b)) for the Company's Long Term Incentive Plan, a summary of the terms are set out below.

Listing Rule 7.1 restricts (in certain circumstances) the issue of securities in any 12 month period to 15% of issued shares without shareholder approval. By obtaining approval under Listing Rule 7.2 (Exception 9(b)) any performance rights or securities issued under the terms of the Company's Long Term Incentive Plan are excluded from the 15% limit in Listing Rule 7.1. Approval under Listing Rule 7.2 (Exception 9(b)) lasts for three years.

The Company's Long Term Incentive Plan is designed to assist with attraction, motivation and retention of employees and executive Directors of the Company (or a subsidiary of the Company), and to align the interests of those employees and Directors with the interests of shareholders by matching rewards with the long term performance of the Company.

In line with the Company's Prospectus dated 30 May 2014, grants under the Long Term Incentive Plan will not be made until after publication of the Company's results in respect of FY2015. In addition, prior shareholder approval will be required before any Director or related party of the Company can participate in the Long Term Incentive Plan.

### 1.2 Summary of the key terms of the Company's Long Term Incentive

The key terms of the Company's Long Term Incentive Plan are set out below (Expressions and terms used in this Explanatory Note shall have the same meaning as defined in the Long Term Incentive Plan Rules (copies of which are available for inspection by shareholders of the Company at the Company's registered office during business hours):

- (a) **Eligibility:** The Directors of the Company (**Board**) may from time to time, invite eligible employees and executive Directors of the Company (or its subsidiaries), to participate in the Long Term Incentive Plan (**Eligible Employees**).
- (b) **Offers:** The Board may, from time to time, at its absolute discretion, determine the number and value of any Performance Rights to be granted under the Long Term Incentive Plan. Without limiting its discretion, the Board may also determine the exercise price (if any), vesting

conditions, exercise conditions, exercise period and any other terms applicable to a particular grant of Performance Rights, in an invitation to an Eligible Employee.

- (c) **Vesting Conditions:** The Performance Rights will be subject to the vesting conditions as determined by the Board at the time of grant. The Board may in its discretion determine that any unvested Performance Rights will become vested and may be exercised in any period, whether or not any or all of the applicable vesting conditions and exercise conditions have been satisfied, including if an Eligible Employee becomes a good leaver (e.g. ceases to be an executive Director or employee due to death or incapacity) or a change of control of the Company.
- (d) **Performance Rights:** Each Performance Right which has vested (it being noted that applicable vesting conditions must be satisfied or waived prior to vesting) and not lapsed or expired entitles the Eligible Employee to one fully paid ordinary share in the Company upon exercise (**Performance Right**). Subject to the terms of grant, the Company may issue new shares or arrange a transfer or purchase of existing shares.
- (e) **Disposal restrictions:** A Performance Right cannot be transferred, disposed of or dealt with by an Eligible Employee, without the prior approval of the Board. In addition, shares to be delivered upon the exercise of a Performance Right may be subject to disposal restrictions determined by the Board at the time of grant.
- (f) **Forfeiture:** Unless otherwise determined by the Board, an Eligible Employee's Performance Rights will be forfeited in the circumstances set out in the rules of the Long Term Incentive Plan, and include where:
  - (i) an Eligible Employee's employment or office with the Company (or a subsidiary of the Company) ceases, unless the Board has determined that the leaver may retain their Performance Rights. For example, where the leaver has ceased employment or office with the Company (or a subsidiary of the Company) due to becoming a good leaver (eg. due to death or incapacity), the Board may determine that an Eligible Employee may retain their Performance Rights;
  - (ii) the relevant vesting condition(s) are not satisfied or cannot be satisfied by the relevant expiry date of the Performance Rights;



- (iii) an Eligible Employee acts fraudulently or dishonestly or in breach of his or her obligations to the Company (or its subsidiaries); or
  - (iv) an Eligible Employee becomes insolvent.
- (g) Trust:** The Board may elect to use, on such terms and conditions as determined by the Board in its absolute discretion, an employee share trust for the purpose of holding shares before or after the exercise of an Eligible Employee's Performance Rights or delivering any shares to that Eligible Employee upon the vesting and exercise of a Performance Right.

For the avoidance of doubt, the Board may do all things necessary for the establishment, administration, operation and funding of an employee share trust. This may include (without limitation) issuing shares to the trustee of the employee share trust (to be held for and then transferred to an Eligible Employee), or procuring that the trustee acquires shares to be held for the Eligible Employee's benefit before they are transferred to the Eligible Employee.

- (h) Change of control:** If a change of control event occurs, which is defined in the rules of the Long Term Incentive Plan and includes a takeover of the Company, the Board may in its absolute discretion determine (having regard to, amongst other factors, the performance of the Company at that time against targets set out in the vesting conditions, the period of time that has elapsed between the date of grant of the Performance Rights and the date of the change of control, and the circumstances of the change of control) the manner in which all or a specified number of the Eligible Employee's Performance Rights will be dealt with (including without limitation in a manner that allows the Eligible Employee to benefit from the change of control event).

- (i) Amendment:** The Board has the ability to amend the rules of the Long Term Incentive Plan at any time, including with retrospective effect, except that any amendments which affect an Eligible Employee's existing entitlements or obligations require an Eligible Employee's consent unless the amendment is primarily necessitated to ensure compliance with the Company's constitution or laws or to correct manifest errors. If the ASX or the Listing Rules require that shareholder approval is obtained to amend the rules of the Long Term Incentive Plan, shareholder approval will be sought at the relevant time.

Copies of the Company's Long Term Incentive Plan Rules are available for inspection by shareholders of the Company at the Company's registered office during business hours.

In addition to the above, and for the purpose of Listing Rule 7.2 (Exception 9(b)):

- (a) no Performance Rights or shares in the Company have previously been issued under the Long Term Incentive Plan; and
- (b) a voting exclusion statement in relation to this resolution is set out in the Notice of Annual General Meeting under the heading 'Voting Information'.

***Director's recommendation***

Each of the Directors (other than Kerry Robert East (Bob East) who is a potential participant under the Long Term Incentive Plan) recommends that shareholders vote **in favour** of this resolution. Each of the Directors (other than Bob East) are non-Executive Directors of the Company and are not eligible to participate in the Long Term Incentive Plan and accordingly do not have an interest in the outcome of this resolution.

**Attachment A**

2 October 2014

The Directors  
Mantra Group Limited  
Level 15  
50 Cavill Avenue  
Surfers Paradise QLD 4217

Dear Sirs

**Nomination of PricewaterhouseCoopers as Auditor of Mantra Group Limited - ACN 137 639 395  
(the Company)**

I, Elizabeth Gaines, being a shareholder of the Company, in accordance with section 328B(1) of the Corporations Act 2001 (Cth), hereby nominate PricewaterhouseCoopers of Darling Park Tower 2, 201 Sussex Street, Sydney NSW 2000 for the appointment as auditor of the Company at its 2014 Annual General Meeting.

I consent to the distribution of a copy of this notice of nomination as an attachment to the Notice of Meeting and Explanatory Statement for the 2014 Annual General Meeting of the Company as required by section 328B(3) of the Corporations Act 201 (Cth).

Yours faithfully

A handwritten signature in black ink, appearing to be 'Elizabeth Gaines', written over a horizontal line.

**Elizabeth Gaines**

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By mail:  
Mantra Group Limited  
C/- Link Market Services Limited  
Locked Bag A14  
Sydney South NSW 1235 Australia



By fax: +61 2 9287 0309



All enquiries to: Telephone: +61 1300 554 474

## PROXY FORM

I/We being a member(s) of Mantra Group Limited (the Company) and entitled to attend and vote hereby appoint:

### STEP 1

### APPOINT A PROXY

the Chairman  
of the Meeting  
(mark box)

OR if you are NOT appointing the Chairman of the Meeting as your proxy, please write the name of the person or body corporate (excluding the registered shareholder) you are appointing as your proxy.

Failing the person or body corporate named, or if no person or body corporate is named, the Chairman of the Meeting, as my/our proxy to vote on my/our behalf (including in accordance with the directions set out below or, if no directions have been given, to vote as the proxy sees fit, to the extent permitted by the law) at the Annual General Meeting of the Company to be held at 11:30am (QLD time) on Wednesday, 26 November 2014 at Mantra Southbank, 161 Grey Street, Southbank, Brisbane, QLD (the Meeting) and at any postponement or adjournment of the Meeting.

I/we expressly authorise the Chairman of the Meeting to exercise my/our proxy even if the resolution is connected directly or indirectly with the remuneration of a member of the key management personnel.

The Chairman of the Meeting intends to vote undirected proxies in favour of all items of business.

Proxies will only be valid and accepted by the Company if they are signed and received no later than 48 hours before the Meeting. Please read the voting instructions overleaf before marking any boxes with an

### STEP 2

### VOTING DIRECTIONS

|                                                                     | For                      | Against                  | Abstain*                 |                                                             | For                      | Against                  | Abstain*                 |
|---------------------------------------------------------------------|--------------------------|--------------------------|--------------------------|-------------------------------------------------------------|--------------------------|--------------------------|--------------------------|
| <b>Resolution 1a</b><br>Re-election of Melanie Willis as a Director | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <b>Resolution 2</b><br>Adoption of Remuneration Report      | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| <b>Resolution 1b</b><br>Re-election of Andrew Cummins as a Director | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <b>Resolution 3</b><br>Appointment of Auditor               | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| <b>Resolution 1c</b><br>Re-election of David Gibson as a Director   | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <b>Resolution 4</b><br>Approval of Long Term Incentive Plan | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |

**i** \* If you mark the Abstain box for a particular Item, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

### STEP 3

### SIGNATURE OF SHAREHOLDERS - THIS MUST BE COMPLETED

Shareholder 1 (Individual)

Sole Director and Sole Company Secretary

Joint Shareholder 2 (Individual)

Director/Company Secretary (Delete one)

Joint Shareholder 3 (Individual)

Director

This form should be signed by the shareholder. If a joint holding, either shareholder may sign. If signed by the shareholder's attorney, the power of attorney must have been previously noted by the registry or a certified copy attached to this form. If executed by a company, the form must be executed in accordance with the company's constitution and the Corporations Act 2001 (Cth).



## HOW TO COMPLETE THIS PROXY FORM

### Your Name and Address

This is your name and address as it appears on the Company's share register. If this information is incorrect, please make the correction on the form. Shareholders sponsored by a broker should advise their broker of any changes. **Please note: you cannot change ownership of your shares using this form.**

### Appointment of a Proxy

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box in Step 1. If the person you wish to appoint as your proxy is someone other than the Chairman of the Meeting please write the name of that person in Step 1. If you appoint someone other than the Chairman of the Meeting as your proxy, you will also be appointing the Chairman of the Meeting as your alternate proxy to act as your proxy in the event the named proxy does not attend the Meeting.

### Votes on Items of Business - Proxy Appointment

You may direct your proxy how to vote by placing a mark in one of the boxes opposite each item of business. All your shares will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of shares you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on the items of business, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

### Appointment of a Second Proxy

You are entitled to appoint up to two persons as proxies to attend the Meeting and vote on a poll. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by phoning the Company's share registry or you may copy this form and return them both together.

To appoint a second proxy you must:

- (a) on each of the first Proxy Form and the second Proxy Form state the percentage of your voting rights or number of shares applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded; and
- (b) return both forms together.

### Signing Instructions

You must sign this form as follows in the spaces provided:

**Individual:** where the holding is in one name, the holder must sign.

**Joint Holding:** where the holding is in more than one name, either shareholder may sign.

**Power of Attorney:** to sign under Power of Attorney, you must lodge the Power of Attorney with the registry. If you have not previously lodged this document for notation, please attach a certified photocopy of the Power of Attorney to this form when you return it.

**Companies:** where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the *Corporations Act 2001*) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please indicate the office held by signing in the appropriate place.

### Corporate Representatives

If a representative of the corporation is to attend the Meeting the appropriate "Certificate of Appointment of Corporate Representative" should be produced prior to admission in accordance with the Notice of Meeting. A form of the certificate may be obtained from the Company's share registry or online at [www.linkmarketservices.com.au](http://www.linkmarketservices.com.au).

## Lodgement of a Proxy Form

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below by **11:30am (QLD time) on Monday, 24 November 2014**, being not later than 48 hours before the commencement of the Meeting. Any Proxy Form received after that time will not be valid for the scheduled Meeting.

Proxy Forms may be lodged using the reply paid envelope or:



**ONLINE**

[www.linkmarketservices.com.au](http://www.linkmarketservices.com.au)

Login to the Link website using the holding details as shown on the Proxy Form. Select 'Voting' and follow the prompts to lodge your vote. To use the online lodgement facility, shareholders will need their "Holder Identifier" (Securityholder Reference Number (SRN) or Holder Identification Number (HIN) as shown on the front of the Proxy Form).



**by mail:**

Mantra Group Limited  
C/- Link Market Services Limited  
Locked Bag A14  
Sydney South NSW 1235  
Australia



**by fax:**

+61 2 9287 0309



**by hand:**

delivering it to Link Market Services Limited, 1A Homebush Bay Drive, Rhodes NSW 2138 or Level 12, 680 George Street, Sydney NSW 2000.

**If you would like to attend and vote at the Annual General Meeting, please bring this form with you.  
This will assist in registering your attendance.**