

Appendix 4G

Key to Disclosures Corporate Governance Council Principles and Recommendations

Name of entity:

MANTRA GROUP LIMITED

ABN / ARBN:

137 639 395

Financial year ended:

30 JUNE 2015

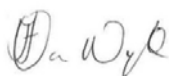
Our corporate governance statement² for the above period above can be found at:³

- These pages of our annual report:
- This URL on our website: <http://ir.mantragroup.com.au/Investor-Centre/?page=Corporate-Governance-Statement>

The Corporate Governance Statement is accurate and up to date as at 26 August 2015 and has been approved by the board.

The annexure includes a key to where our corporate governance disclosures can be located.

Date: 26 August 2015



Fiona van Wyk

¹ Under Listing Rule 4.7.3, an entity must lodge with ASX a completed Appendix 4G at the same time as it lodges its annual report with ASX.

Listing Rule 4.10.3 requires an entity that is included in the official list as an ASX Listing to include in its annual report either a corporate governance statement that meets the requirements of that rule or the URL of the page on its website where such a statement is located. The corporate governance statement must disclose the extent to which the entity has followed the recommendations set by the ASX Corporate Governance Council during the reporting period. If the entity has not followed a recommendation for any part of the reporting period, its corporate governance statement must separately identify that recommendation and the period during which it was not followed and state its reasons for not following the recommendation and what (if any) alternative governance practices it adopted in lieu of the recommendation during that period.

Under Listing Rule 4.7.4, if an entity chooses to include its corporate governance statement on its website rather than in its annual report, it must lodge a copy of the corporate governance statement with ASX at the same time as it lodges its annual report with ASX. The corporate governance statement must be current as at the effective date specified in that statement for the purposes of rule 4.10.3.

² "Corporate governance statement" is defined in Listing Rule 19.12 to mean the statement referred to in Listing Rule 4.10.3 which discloses the extent to which an entity has followed the recommendations set by the ASX Corporate Governance Council during a particular reporting period.

³ Mark whichever option is correct and then complete the page number(s) of the annual report, or the URL of the web page, where the entity's corporate governance statement can be found. You can, if you wish, delete the option which is not applicable.

Throughout this form, where you are given two or more options to select, you can, if you wish, delete any option which is not applicable and just retain the option that is applicable. If you select an option that includes "OR" at the end of the selection and you delete the other options, you can also, if you wish, delete the "OR" at the end of the selection.

ANNEXURE – KEY TO CORPORATE GOVERNANCE DISCLOSURES

Corporate Governance Council recommendation		We have followed the recommendation in full for the whole of the period above. We have disclosed ...
1.1	A listed entity should disclose: (a) the respective roles and responsibilities of its board and management; and (b) those matters expressly reserved to the board and those delegated to management.	... the fact that we follow this recommendation: <input checked="" type="checkbox"/> Corporate Governance Statement (Section 1) ... and information about the respective roles and responsibilities of our board and management (including those matters expressly reserved to the board and those delegated to management): <input checked="" type="checkbox"/> Mantra Group Board Charter on the Company's website www.mantragroup.com.au
1.2	A listed entity should: (a) undertake appropriate checks before appointing a person, or putting forward to security holders a candidate for election, as a director; and (b) provide security holders with all material information in its possession relevant to a decision on whether or not to elect or re-elect a director.	... the fact that we follow this recommendation: <input checked="" type="checkbox"/> in our Corporate Governance Statement (Section 1) <input checked="" type="checkbox"/> Notice of the 2015 Annual General Meeting (which will be available later in the year)
1.3	A listed entity should have a written agreement with each director and senior executive setting out the terms of their appointment.	... the fact that we follow this recommendation: <input checked="" type="checkbox"/> Corporate Governance Statement (Section 1)
1.4	The company secretary of a listed entity should be accountable directly to the board, through the chair, on all matters to do with the proper functioning of the board.	... the fact that we follow this recommendation: <input checked="" type="checkbox"/> Corporate Governance Statement (Section 1) <input checked="" type="checkbox"/> Mantra Group Board Charter on the Company's website www.mantragroup.com.au
1.5	A listed entity should: (a) have a diversity policy which includes requirements for the board or a relevant committee of the board to set measurable objectives for achieving gender diversity and to assess annually both the objectives and the entity's progress in achieving them; (b) disclose that policy or a summary of it; and (c) disclose as at the end of each reporting period the measurable objectives for achieving gender diversity set by the board or a relevant committee of the board in accordance with the entity's diversity policy and its progress towards achieving them and either: (1) the respective proportions of men and women on the board, in senior executive positions and across the whole organisation (including how the entity has defined "senior executive" for these purposes); or (2) if the entity is a "relevant employer" under the Workplace Gender Equality Act, the entity's most recent "Gender Equality Indicators", as defined in and published under that Act.	... the fact that we have a diversity policy that complies with paragraph (a): <input checked="" type="checkbox"/> Corporate Governance Statement (Section 1) ... and a copy of our diversity policy or a summary of it: <input checked="" type="checkbox"/> on the Company's website – www.mantragroup.com.au ... and the measurable objectives for achieving gender diversity set by the board or a relevant committee of the board in accordance with our diversity policy and our progress towards achieving them: <input checked="" type="checkbox"/> in our Corporate Governance Statement (Section 1) ... and the information referred to in paragraphs (c)(1) or (2): <input checked="" type="checkbox"/> Corporate Governance Statement (Section 1)

Corporate Governance Council recommendation		We have followed the recommendation in full for the whole of the period above. We have disclosed ...
1.6	<p>A listed entity should:</p> <p>(a) have and disclose a process for periodically evaluating the performance of the board, its committees and individual directors; and</p> <p>(b) disclose, in relation to each reporting period, whether a performance evaluation was undertaken in the reporting period in accordance with that process.</p>	<p>... the evaluation process referred to in paragraph (a):</p> <p><input checked="" type="checkbox"/> in our Corporate Governance Statement (Section 1)</p> <p>... and the information referred to in paragraph (b):</p> <p><input checked="" type="checkbox"/> Corporate Governance Statement (Section 1)</p>
1.7	<p>A listed entity should:</p> <p>(a) have and disclose a process for periodically evaluating the performance of its senior executives; and</p> <p>(b) disclose, in relation to each reporting period, whether a performance evaluation was undertaken in the reporting period in accordance with that process.</p>	<p>... the evaluation process referred to in paragraph (a):</p> <p><input checked="" type="checkbox"/> Corporate Governance Statement (Section 1)</p> <p>... and the information referred to in paragraph (b):</p> <p><input checked="" type="checkbox"/> Corporate Governance Statement (Section 1)</p>
2.1	<p>The board of a listed entity should:</p> <p>(a) have a nomination committee which:</p> <p>(1) has at least three members, a majority of whom are independent directors; and</p> <p>(2) is chaired by an independent director,</p> <p>and disclose:</p> <p>(3) the charter of the committee;</p> <p>(4) the members of the committee; and</p> <p>(5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or</p> <p>(b) if it does not have a nomination committee, disclose that fact and the processes it employs to address board succession issues and to ensure that the board has the appropriate balance of skills, knowledge, experience, independence and diversity to enable it to discharge its duties and responsibilities effectively.</p>	<p>[If the entity complies with paragraph (a):]</p> <p>... the fact that we have a nomination committee that complies with paragraphs (1) and (2):</p> <p><input checked="" type="checkbox"/> Corporate Governance Statement (Section 2)</p> <p>... and a copy of the charter of the committee:</p> <p><input checked="" type="checkbox"/> on the Company's website – www.mantragroup.com.au</p> <p>... and the information referred to in paragraphs (4) and (5):</p> <p><input checked="" type="checkbox"/> Corporate Governance Statement (Section 2) and in the Director's Report included in the Company's Annual Report for the year ended 30 June 2015</p>
2.2	<p>A listed entity should have and disclose a board skills matrix setting out the mix of skills and diversity that the board currently has or is looking to achieve in its membership.</p>	<p>... our board skills matrix:</p> <p><input checked="" type="checkbox"/> Corporate Governance Statement (Section 2)</p>

Corporate Governance Council recommendation		We have followed the recommendation in full for the whole of the period above. We have disclosed ...
2.3	A listed entity should disclose: (a) the names of the directors considered by the board to be independent directors; (b) if a director has an interest, position, association or relationship of the type described in Box 2.3 but the board is of the opinion that it does not compromise the independence of the director, the nature of the interest, position, association or relationship in question and an explanation of why the board is of that opinion; and (c) the length of service of each director.	... the names of the directors considered by the board to be independent directors: <input checked="" type="checkbox"/> Corporate Governance Statement (Section 2) ... and, where applicable, the information referred to in paragraph (b): <input checked="" type="checkbox"/> Corporate Governance Statement (Section 2) ... and the length of service of each director: <input checked="" type="checkbox"/> in the Directors' Report included in the Company's Annual Report for the year ended 30 June 2015
2.4	A majority of the board of a listed entity should be independent directors.	... the fact that we follow this recommendation: <input checked="" type="checkbox"/> Corporate Governance Statement (Section 2)
2.5	The chair of the board of a listed entity should be an independent director and, in particular, should not be the same person as the CEO of the entity.	... the fact that we follow this recommendation: <input checked="" type="checkbox"/> Corporate Governance Statement (Section 2)
2.6	A listed entity should have a program for inducting new directors and provide appropriate professional development opportunities for directors to develop and maintain the skills and knowledge needed to perform their role as directors effectively.	... the fact that we follow this recommendation: <input checked="" type="checkbox"/> Corporate Governance Statement (Section 2)
3.1	A listed entity should: (a) have a code of conduct for its directors, senior executives and employees; and (b) disclose that code or a summary of it.	... our code of conduct or a summary of it: <input checked="" type="checkbox"/> Corporate Governance Statement (Section 3) <input checked="" type="checkbox"/> on the Company's website – www.mantragroup.com.au

Corporate Governance Council recommendation		We have followed the recommendation in full for the whole of the period above. We have disclosed ...
4.1	<p>The board of a listed entity should:</p> <p>(a) have an audit committee which:</p> <p>(1) has at least three members, all of whom are non-executive directors and a majority of whom are independent directors; and</p> <p>(2) is chaired by an independent director, who is not the chair of the board, and disclose:</p> <p>(3) the charter of the committee;</p> <p>(4) the relevant qualifications and experience of the members of the committee; and</p> <p>(5) in relation to each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or</p> <p>(b) if it does not have an audit committee, disclose that fact and the processes it employs that independently verify and safeguard the integrity of its corporate reporting, including the processes for the appointment and removal of the external auditor and the rotation of the audit engagement partner.</p>	<p>[If the entity complies with paragraph (a):]</p> <p>... the fact that we have an audit committee that complies with paragraphs (1) and (2):</p> <p><input checked="" type="checkbox"/> Corporate Governance Statement (Section 4)</p> <p>... and a copy of the charter of the committee:</p> <p><input checked="" type="checkbox"/> on the Company's website – www.mantragroup.com.au</p> <p>... and the information referred to in paragraphs (4) and (5):</p> <p><input checked="" type="checkbox"/> Corporate Governance Statement (Section 4) and in the Directors' Report in the Company's Annual Report for the year ended 30 June 2015</p>
4.2	<p>The board of a listed entity should, before it approves the entity's financial statements for a financial period, receive from its CEO and CFO a declaration that, in their opinion, the financial records of the entity have been properly maintained and that the financial statements comply with the appropriate accounting standards and give a true and fair view of the financial position and performance of the entity and that the opinion has been formed on the basis of a sound system of risk management and internal control which is operating effectively.</p>	<p>... the fact that we follow this recommendation:</p> <p><input checked="" type="checkbox"/> Corporate Governance Statement (Section 4)</p>
4.3	<p>A listed entity that has an AGM should ensure that its external auditor attends its AGM and is available to answer questions from security holders relevant to the audit.</p>	<p>... the fact that we follow this recommendation:</p> <p><input checked="" type="checkbox"/> Corporate Governance Statement (Section 4)</p>
5.1	<p>A listed entity should:</p> <p>(a) have a written policy for complying with its continuous disclosure obligations under the Listing Rules; and</p> <p>(b) disclose that policy or a summary of it.</p>	<p>... our continuous disclosure compliance policy or a summary of it:</p> <p><input checked="" type="checkbox"/> Corporate Governance Statement (Section 4)</p> <p><input checked="" type="checkbox"/> on the Company's website – www.mantragroup.com.au</p>
6.1	<p>A listed entity should provide information about itself and its governance to investors via its website.</p>	<p>... information about us and our governance on our website:</p> <p><input checked="" type="checkbox"/> on the Company's website – www.mantragroup.com.au</p>
6.2	<p>A listed entity should design and implement an investor relations program to facilitate effective two-way communication with investors.</p>	<p>... the fact that we follow this recommendation:</p> <p><input checked="" type="checkbox"/> Corporate Governance Statement (Section 6)</p>

Corporate Governance Council recommendation		We have followed the recommendation in full for the whole of the period above. We have disclosed ...
6.3	A listed entity should disclose the policies and processes it has in place to facilitate and encourage participation at meetings of security holders.	... our policies and processes for facilitating and encouraging participation at meetings of security holders: <input checked="" type="checkbox"/> Corporate Governance Statement (Section 6)
6.4	A listed entity should give security holders the option to receive communications from, and send communications to, the entity and its security registry electronically.	... the fact that we follow this recommendation: <input checked="" type="checkbox"/> Corporate Governance Statement (Section 6) <input checked="" type="checkbox"/> information on the Company's website www.mantragroup.com.au
7.1	The board of a listed entity should: (a) have a committee or committees to oversee risk, each of which: (1) has at least three members, a majority of whom are independent directors; and (2) is chaired by an independent director, and disclose: (3) the charter of the committee; (4) the members of the committee; and (5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or (b) if it does not have a risk committee or committees that satisfy (a) above, disclose that fact and the processes it employs for overseeing the entity's risk management framework.	[If the entity complies with paragraph (a):] ... the fact that we have a committee or committees to oversee risk that comply with paragraphs (1) and (2): <input checked="" type="checkbox"/> Corporate Governance Statement (Section 7) ... and a copy of the charter of the committee: <input checked="" type="checkbox"/> on the Company's website – www.mantragroup.com.au ... and the information referred to in paragraphs (4) and (5): <input checked="" type="checkbox"/> in our Corporate Governance Statement (Section 7) and in the Directors' Report included in the Company's Annual Report for the year ended 30 June 2015
7.2	The board or a committee of the board should: (a) review the entity's risk management framework at least annually to satisfy itself that it continues to be sound; and (b) disclose, in relation to each reporting period, whether such a review has taken place.	... the fact that board or a committee of the board reviews the entity's risk management framework at least annually to satisfy itself that it continues to be sound: <input checked="" type="checkbox"/> Corporate Governance Statement (Section 7) ... and that such a review has taken place in the reporting period covered by this Appendix 4G: <input checked="" type="checkbox"/> Corporate Governance Statement (Section 7)

Corporate Governance Council recommendation		We have followed the recommendation in full for the whole of the period above. We have disclosed ...
7.3	A listed entity should disclose: (a) if it has an internal audit function, how the function is structured and what role it performs; or (b) if it does not have an internal audit function, that fact and the processes it employs for evaluating and continually improving the effectiveness of its risk management and internal control processes.	[If the entity complies with paragraph (b):] ... the fact that we do not have an internal audit function and the processes we employ for evaluating and continually improving the effectiveness of our risk management and internal control processes: <input checked="" type="checkbox"/> Corporate Governance Statement (Section 7)
7.4	A listed entity should disclose whether it has any material exposure to economic, environmental and social sustainability risks and, if it does, how it manages or intends to manage those risks.	... whether we have any material exposure to economic, environmental and social sustainability risks and, if we do, how we manage or intend to manage those risks: <input checked="" type="checkbox"/> Corporate Governance Statement Section 7)
8.1	The board of a listed entity should: (a) have a remuneration committee which: (1) has at least three members, a majority of whom are independent directors; and (2) is chaired by an independent director, and disclose: (3) the charter of the committee; (4) the members of the committee; and (5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or (b) if it does not have a remuneration committee, disclose that fact and the processes it employs for setting the level and composition of remuneration for directors and senior executives and ensuring that such remuneration is appropriate and not excessive.	[If the entity complies with paragraph (a):] ... the fact that we have a remuneration committee that complies with paragraphs (1) and (2): <input checked="" type="checkbox"/> Corporate Governance Statement (Section 8) ... and a copy of the charter of the committee: <input checked="" type="checkbox"/> on the Company's website – www.mantragroup.com.au ... and the information referred to in paragraphs (4) and (5): <input checked="" type="checkbox"/> Corporate Governance Statement (Section 8) and in the Directors' Report included in the Company's Annual report for the year ended 30 June 2015
8.2	A listed entity should separately disclose its policies and practices regarding the remuneration of non-executive directors and the remuneration of executive directors and other senior executives.	... separately our remuneration policies and practices regarding the remuneration of non-executive directors and the remuneration of executive directors and other senior executives: <input checked="" type="checkbox"/> Corporate Governance Statement (Section 8) and in the Remuneration Report included in the Directors' Report of the Company's Annual Report for the year ended 30 June 2015

Corporate Governance Council recommendation		We have followed the recommendation in full for the whole of the period above. We have disclosed ...
8.3	A listed entity which has an equity-based remuneration scheme should: (a) have a policy on whether participants are permitted to enter into transactions (whether through the use of derivatives or otherwise) which limit the economic risk of participating in the scheme; and (b) disclose that policy or a summary of it.	... our policy on this issue or a summary of it: <input checked="" type="checkbox"/> Corporate Governance Statement (Section 8) <input checked="" type="checkbox"/> on the Company's website – www.mantragroup.com.au

Corporate Governance Statement (Summary)

This statement sets out the extent to which Mantra Group Limited (the Company) has complied with the 3rd edition of the ASX Corporate Governance Principles and Recommendations (ASX Principles) during the financial year ended 30 June 2015

ASX Principle	Reference	Compliant	
Principle 1 – Lay solid foundations for management and oversight			
1.1	Disclose respective roles and responsibilities reserved for the Board and its management and those expressly reserved to the Board and those delegated to management	1	Complies
1.2	Undertake appropriate checks before appointing or putting forward to Security Holders a candidate for election as a director and provide Security Holders with all material information relevant to a decision on election or re-election of a director	1	Complies
1.3	Have a written agreement with each director and senior executive setting out the terms of their appointment	1	Complies
1.4	The Company Secretary should be accountable directly to the Board, through the Chair on all matters to do with the proper functioning of the Board	1	Complies
1.5	Have a diversity policy which includes the requirement for the Board or a relevant Committee to establish measurable objectives for achieving gender diversity and to assess annually both the objectives and progress; Disclose the diversity policy or a summary of it; Disclose at the end of each reporting period the measurable objectives for achieving gender diversity set by the Board in accordance with the diversity policy and the respective proportion of men and women employees in the whole organisation, women in Senior Management positions and women on the Board.	1	Complies
1.6	Disclose the process for evaluating the performance of the Board, its committees and individual directors and whether a performance evaluation was undertaken in the reporting period	1	Complies
1.7	Have and disclose the process for periodically evaluating the performance of its Senior Management and in relation to each reporting period whether a performance evaluation was undertaken	1	Complies
Principle 2 – Structure the Board to add value			
2.1	Have a nomination committee established in accordance with the ASX Principles	2	Complies
2.2	Establish and disclose a Board skills matrix setting out the skills and diversity it currently possesses	2	Complies
2.3	Disclose the names of the directors considered by the Board to be independent and the length of service of each director	2	Complies
2.4	The majority of the Board should comprise independent directors	2	Complies
2.5	The roles of Chair and Chief Executive Officer (CEO) should not be exercised by the same individual.	2	Complies
2.6	Have a director induction program and provide appropriate opportunities for professional development for directors	2	Complies
Principle 3 – Act ethically and responsibly			
3.1	Have a code of conduct and disclose the code or a summary of the code	3	Complies
Principle 4 – Safeguard integrity in corporate reporting			
4.1	Have an audit committee established in accordance with the ASX Principles and disclose the audit committee charter or a summary of it	4	Complies
4.2	Prior to approving the financial statements of the company for a financial period, receive from its CEO and CFO in compliance with Section 295A of the Corporations Act and the ASX Principles	4	Complies
4.3	Ensure representation by the Company's external auditor at the Company's Annual General Meeting	4	Complies
Principle 5 – Make timely and balanced disclosure			
5.1	Have a written policy to ensure compliance with the continuous disclosure requirements obligations under the ASX Listing Rules and disclose those policies or a summary of those policies	5	Complies
Principle 6 – Respect the rights of Security Holders			
6.1	Provide information about itself and its governance to investors via its website	6	Complies
6.2	Have an investor relations program to facilitate effective two-way communication with investors	6	Complies
6.3	Disclose policies and processes it has in place to facilitate and encourage participation at meetings of Security Holders	6	Complies
6.4	Provide Security Holders with the option to receive communications from and send communications to the entity and its security registry electronically	6	Complies
Principle 7 – Recognise and manage risk			
7.1	Have a committee in accordance with the ASX Principles responsible for overseeing and managing material business risks and disclose its charter or a summary thereof	7	Complies
7.2	The Board should review the company's risk management framework at least annually to satisfy itself that it continues to be sound and disclose in each reporting period whether such a review has been undertaken	7	Complies
7.3	Disclose if it has an internal audit function or if not, the processes for evaluating and improving the effectiveness of its risk management and internal control processes	7	Complies
7.4	Disclose whether it has any material exposure to economic, environmental and social sustainability risks and if so, how it manages these risks	7	Complies
Principle 8 – Remunerate fairly and responsibly			
8.1	Have a remuneration committee established in accordance with the ASX Principles	8	Complies
8.2	Disclose its policies regarding the remuneration of the non-executive directors and the remuneration of the executive directors and senior management	8	Complies
8.3	Have a policy on whether participants of an equity-based remuneration scheme are permitted to enter into transactions which limit the economic risk of participating in the scheme and disclose the policy or a summary thereof	8	Complies

This statement includes Mantra Group Limited and/or its controlled entities, as relevant, and referred to in this statement as (the **Company**).

The Board of Directors (**Board**) of the Company is responsible to its Security Holders for the overall corporate governance of the Company including monitoring key performance goals and ensuring the Company is properly managed to protect and enhance Security Holder value. The Board and Management are committed to managing the Company's business in accordance with high standards of corporate governance. The Company has reviewed its corporate governance practices against the 3rd edition of the ASX Corporate Governance Principles and Recommendations (**ASX Principles**) published by the ASX Corporate Governance Council and this statement sets out the extent to which the Company has complied with the ASX Principles during the financial year ended 30 June 2015.

This Corporate Governance Statement:

- outlines the key aspects of the Company's corporate governance framework;
- is structured and numbered in order of the principles set out in the ASX Principles;
- includes cross-references to other relevant information in this Corporate Governance Statement and the Company's charters, policies and codes, details of which are available under the Investor section of the Company's website www.mantragroup.com.au (**Company's corporate website**); and
- should be read in conjunction with the Directors' Report and the Remuneration Report (contained in the Company's Annual Report).

The information in this statement is current as at 26 August 2015 (unless otherwise indicated), and the Board approved this statement on 26 August 2015.

1. Lay solid foundations for management and oversight

Functions reserved to the Board and those delegated to Senior Management

The Board acknowledges its role and responsibility in building and maintaining Security Holder value in the short and longer term while protecting the assets and reputation of the Company and ensuring the Company is properly managed.

Roles and responsibilities reserved for the Board and those roles and responsibilities delegated to Senior Management are set out in the Company's Board Charter, which is available on the Company's corporate website.

The Board Charter provides for the Board to delegate powers and responsibilities to Committees established by the Board. With the guidance of the Audit and Risk Management Committee and the Nomination and Remuneration Committee, the Board is responsible for overseeing those matters delegated to each Committee as set out in sections 4, 7 and 8 of this statement.

The Board Charter provides for the delegation of authority and power to the Chief Executive Officer (**CEO**) to conduct and manage the Company's business within levels of authority agreed from time to time by the Board. The CEO may delegate aspects of his authority and power but remains accountable to the Board for the operation and performance of the business. The CEO's role includes responsibility for the effective leadership of the Senior Management Team, the day to day management of the Company's operations and the development and implementation of strategic objectives for the business aimed at delivering increased Security Holder value.

The Board's policy with respect to the appointment and re-election of directors including the process to undertake appropriate checks including providing all material information relevant to Security Holders in relation to election and re-election of Directors, as appropriate, is set out in the Company's Board Charter, which is available on the Company's corporate website.

Terms and conditions of appointment including rights and obligations of Senior Management and the CEO are included in their respective employment contracts.

Terms and conditions of appointment including roles, responsibilities, powers, rights and obligations of Non-Executive Directors are set out in their respective letters of appointment.

The Board Charter provides that the Company Secretary is accountable to the Board through the Board Chair and to the CEO on all corporate governance matters.

The Board Charter setting out the responsibilities, structure, guidelines for independence and other obligations of the Board is available on the Company's corporate website.

Diversity and Anti-discrimination

Diversity of skills, backgrounds, perspectives and experiences of the Company's employees is encouraged, recognised, valued and respected by the Board.

The Company acknowledges the positive outcomes achieved through a diverse workforce and recognises, utilises and harnesses the contribution of diverse skills and talents. Diversity encompasses, without limitation, diversity of gender, age, ethnicity, cultural background, impairment or disability, sexual orientation and religion.

The Board is responsible, on an annual basis, for setting and reviewing objectives in relation to gender and other aspects of diversity, to measure progress and report thereon in the Company's annual report.

As at 30 June 2015, the Company's workforce comprised 61.5% female employees. 41% of Management which includes the CEO, the Senior Management Team and other General and Key Managers is made up of females (**General and Key Managers** are Managers who report directly to Senior Management). The Company acknowledges gender diversity in its approach to increasing and retaining high quality employees and enhancing corporate image and reputation. The Company reports under and continues to be compliant with the Workplace Gender Equality Act 2012.

The Company conducts regular in-house surveys which enable Management to develop and implement workplace satisfaction objectives. Workplace surveys conducted in the 2015 financial year included, overall internal communication, equality, learning and development and workplace health and safety. The Company continues to follow best practice recruitment processes which base all key selection criteria on experience, merit and competency for each role, aimed at ensuring gender bias does not occur.

The Women in Mantra program continues to gain momentum focussing on key factors including education and workplace flexibility. During the 2015 financial year the following measures aimed at promoting gender diversity were implemented:

- a workplace flexibility policy available throughout the Company;
- established a network aimed at informing, assisting and driving core strategies to support the Women in Mantra program;
- a program to identify and mentor potential female Managers.

Women in Mantra initiatives and focus for 2016 include:

- tracking and monitoring the number of applications received from men vs from women in relation to senior roles;
- gender based salary comparison review; and
- implementing unconscious bias training to further support the Women in Mantra program.

	Actual – No. of Females 30 June 2015	Actual – % of Females 30 June 2015
No. of females on the Board (Non-Executive Directors Only)	1	25%
No. of females in Management positions - CEO, all Senior Managers, General and other Key Managers (General and other Key Managers are Managers who report directly to Senior Management)	62	41%
No. of females employed (whole Company)	2,682	61.5%

The Company does not condone or tolerate unlawful behaviour or any form of discrimination, harassment or victimisation of employees or guests or any of its stakeholders.

A copy of the Diversity and Anti-Discrimination Policy is available on the Company's corporate website.

Evaluating the performance of the Board, its Committees and individual Directors

An internal survey to evaluate and assess the performance and effectiveness of the Board, its Committees and individual Directors was undertaken in May 2015.

Senior Management performance evaluation

On an annual basis, in consultation with the CEO and CFO and considering the objectives of the business, Key Performance Indicators (**KPIs**) for the CEO and CFO are set by the Board and their performance is assessed and evaluated against these performance targets. In accordance with this process, KPIs for FY2016 were established in July 2015. A performance evaluation for the CEO and CFO, which included an evaluation of FY2015 KPIs, was performed by the Board in August 2015.

KPIs for Senior Management (other than the CEO and CFO), which align with objectives and strategies of the business, are set on an annual basis and performance is assessed and evaluated by the CEO against these performance targets. KPIs for Senior Management for FY2016 were established in July 2015. A performance evaluation of Senior Management was performed by the CEO in August 2015.

Selection, appointment process and re-election of Directors

With guidance from the Nomination and Remuneration Committee and, where necessary, external consultants, the Board is responsible for identifying candidates with appropriate skills, experience, expertise and diversity in order to discharge its mandate effectively and to maintain the necessary mix of expertise on the Board.

The Nomination and Remuneration Committee will regularly compare the skill base of existing Directors with that required for the future strategy of the Company to identify skills or attributes required in new Directors.

2. Structure the Board to add value

The Board is comprised of Non-Executive Directors and the CEO of the Company.

The Board aims to ensure that its membership has the appropriate mix of skills, experience, expertise and diversity relevant to the Company's business and Board responsibilities and that the size of the Board is appropriate to meet the strategic objectives of the Company and to ensure that it is conducive to effective discussion and efficient decision-making.

Board Committees

An Audit and Risk Management Committee and Nomination and Remuneration Committee have been established to assist the Board in carrying out its duties. Each of these Committees is comprised entirely of Non-Executive Directors, a majority of Independent Non-Executive Directors and is chaired by an Independent Non-Executive Director. Each Committee has a written charter setting out its roles and responsibilities, composition and structure which are reviewed on an annual basis. Each Committee reports to the Board in relation to its respective activities and recommendations following each Committee meeting. The charters are available on the Company's corporate website.

Refer to Sections 4, 7, and 8 of this statement for additional information relating to the Audit and Risk Management Committee and the Nomination and Remuneration Committee.

The Board regards the number of directors and mix of skills as a group appropriate for the size and nature of the Company's business which enables the Board to discharge its obligations effectively, oversee Management and contribute to and facilitate the strategic growth of the Company aimed at increasing Security Holder value.

The table below provides a summary overview of the key skills and experience of the Board on a collective basis:

SKILL/EXPERIENCE/KNOWLEDGE/EXPERTISE	Number of Directors
Leadership (including Executive and Non-Executive roles in listed and Non-listed companies)	5
Governance including membership or Chair of Audit, Risk Management, Remuneration and Nomination Committee's of listed and Non-listed companies	5
Specific Industry (Hospitality and Tourism) related including: <ul style="list-style-type: none"> • <i>experience and or knowledge - Executive / Non-Executive roles; and</i> • <i>memberships of Associations/Government Bodies/Organisations</i> 	4
International experience or knowledge or expertise in: <ul style="list-style-type: none"> • <i>Global markets</i> • <i>Asia region</i> 	5
Strategy experience or knowledge or expertise in: <ul style="list-style-type: none"> • <i>Property management</i> • <i>Growth and business diversification</i> • <i>Mergers, Acquisitions</i> • <i>Strategic development and implementation</i> 	5
Possessing experience, expertise, knowledge in the broad aspects of business acumen incorporating the following:	
<i>Financial, Risk, Workplace Health and Safety</i>	5
<i>Legal, Compliance</i>	4
<i>Ecommerce</i>	3
<i>Marketing and Product Distribution</i>	5
<i>HR, Diversity, Corporate Social Responsibility</i>	4
<i>Investor Relations</i>	4

Independence of Directors

A majority of the Board is independent which enables independent judgement in respect of its decision-making process. In addition, the following measures promote and maintain independent judgement in relation to decision-making:

- a standard item on each Board Meeting agenda requires Directors to declare any conflicts of interest in addition to those already declared;
- Directors and Board Committee Members are permitted to seek independent professional advice at the Company's expense, subject to the approval of the Board Chair; and
- all Directors must act in the best interests of the Company at all times.

The Board considers thresholds of materiality for the purpose of determining 'independence' on a case-by-case basis. Factors to be considered in determining the independence status of Directors are detailed in the Board Charter, which is available on the Company's corporate website.

The Company's independent directors are Peter Bush (Board Chair), David Gibson, and Melanie Willis.

Peter Bush is free from any business or other relationship that could materially interfere with, or reasonably be perceived to interfere with the independent exercise of his judgement and is therefore an Independent Non-Executive Director.

David Gibson is free from any business or other relationship that could materially interfere with or reasonably be perceived to interfere with the independent exercise of his judgement and is therefore an Independent Non-Executive Director.

Melanie Willis is free from any business or other relationship that could materially interfere with or reasonably be perceived to interfere with the independent exercise of her judgement and is therefore an Independent Non-Executive Director.

Andrew Cummins (Non-Executive Director) is currently considered not to be independent, given his association with EV Hospitality NV, until recently.

Bob East (Executive Director) is the CEO of the Company and therefore is not independent.

Additional information including experience, Directors in office at the date of this statement and the length of service of each Director, are set out in the Directors' Report on pages 14 to 16 of the Company's Annual Report.

Newly appointed Directors undergo a practical induction in the form of meetings with the Chairman, the Board, the CEO and Senior Management and are provided with relevant Company information including corporate governance material and policies.

At Board Meetings during the year, the Board is regularly updated in relation to ongoing governance and industry related information needed to perform their role as Directors effectively.

Board and Committee Meeting Attendance

The Board held twelve Board meetings, six Audit and Risk Management Committee Meetings and two Nomination and Remuneration Committee Meetings during the financial year ended 30 June 2015. The number of meetings of the Board and of each Board Committee held during the financial year ended 30 June 2015 and the number of meetings attended by each Director and Committee Member is disclosed in the Directors' Report on page 17 of the Company's Annual Report.

3. Act ethically and responsibly

Code of Conduct

The Company is committed to and promotes the highest standard of corporate values, practice and business conduct to ensure the Company conducts its business honestly and fairly and in strict compliance with all laws and regulations. These values are incorporated into the Company's core philosophies. The Code of Conduct endorsed by the Board is designed to provide a benchmark for Directors, Officers, Employees, Contractors, Consultants and all other people who work at the Company (**Mantra Team Members**). The Code of Conduct clearly sets out the Company's commitment to behaving honestly and fairly and outlines the obligations of Mantra Team Members in carrying out their duties ethically. Responsibilities include protection of the Company's business, using the Company's resources in an appropriate manner, protecting confidential information and avoiding conflicts of interest.

All Mantra Team Members are required to understand and comply with their obligations under the Code of Conduct.

A copy of the Code of Conduct is available on the Company's corporate website.

4. Safeguard integrity in corporate reporting

Audit and Risk Management Committee - Members at reporting date:

- Melanie Willis (appointed on 27 October 2014) (Chair)
- David Gibson
- Peter Bush
- Andrew Cummins

Additional information including the relevant skills, qualifications and experience of the Committee Members at the date of this statement are set out in the Directors' Report on pages 14 to 16 of the Company's Annual Report.

At the reporting date and for the duration of the reporting period, the structure of the Committee:

- comprises only Non-Executive Directors;
- is chaired by an independent Director (who is not the Chairman of the Board); and
- has at least three members.

The Board is of the opinion that, given its size, the current members of the Committee, having regard to their experience and skills, as a group, have the appropriate accounting and financial expertise and sufficient understanding of the business and industry to be able to discharge its objectives and that each member brings independent judgement to the Audit and Risk Management Committee's deliberations.

The Audit and Risk Management Committee assists the Board in fulfilling its corporate governance responsibilities as well as overseeing the Company's internal control structure and risk management systems. The Committee's role, duties and responsibilities are set out in the Audit and Risk Management Committee Charter which is available on the Company's corporate website.

The Audit and Risk Management Committee undertakes to meet at least twice a year and as frequently as is required to undertake its role effectively. In FY2015, the Audit and Risk Management Committee met six times.

A copy of the Audit and Risk Management Committee Charter is available on the Company's corporate website.

Certification of Financial Reports

In relation to FY2015, the CEO and CFO provided a declaration to the Board, prior to the Board's approval of the Company's financial statements confirming that, in their opinion, the Company's financial records have been:

- properly maintained;
- that the financial statements comply with the appropriate accounting standards and present a true and fair view of the financial position and performance of the Company; and
- the opinion has been formed on the basis of a sound system of risk management and internal control which is operating effectively.

External Auditors

The external auditor (PricewaterhouseCoopers) has declared its independence to the Board through its representations to the Audit and Risk Management Committee and has provided a Statement of Independence to the Board, confirming that they have maintained their independence in accordance with the provisions of APES 110 Code of Ethics for Professional Accountants and the applicable provisions of the Corporations Act 2001. It is PricewaterhouseCoopers' policy to rotate audit engagement partners on listed companies at least every five years. The current external audit engagement partner was appointed during the financial year ended 30 June 2014.

The policy relating to services that the Company may obtain from its external auditor is set out in the Audit and Risk Management Committee Charter. The Audit and Risk Management Committee is responsible for making recommendations to the Board on the appointment, re-appointment or replacement of the external auditor (subject to Security Holder ratification (as required)). An analysis of fees paid to the external auditor, including a breakdown of fees for non-audit services, is provided in the Directors' Report of the Company's Annual Report and in the notes to the financial statements. The performance of the external auditor is reviewed annually.

The external auditor is required to attend the Annual General Meeting and to be available to respond to Security Holder questions about the conduct of the audit and the preparation and content of the audit report. This requirement was complied with in respect of the Company's 2014 Annual General Meeting.

5. Make timely and balanced disclosure

The Board aims to ensure that Security Holders and other stakeholders are informed of all material matters and developments affecting the Company's state of affairs, and that the Company complies with its disclosure obligations under the Corporations Act and the ASX Listing Rules. As such, the Company has adopted a Disclosure Policy which establishes procedures to ensure that Directors and Senior Management are aware of and fulfil their obligations in relation to, providing timely, full and accurate disclosure of all matters concerning the Company that a reasonable person would expect to have a material effect on the price or value of the Company's securities.

A copy of the Disclosure Policy is available on the Company's corporate website.

6. Respect the rights of Security Holders

The Board promotes and encourages effective communication with its Security Holders such that it provides appropriate information and facilities to enable Security Holders to exercise their rights effectively and efficiently. Information is communicated to Security Holders through the lodgement of all relevant financial and other information with the ASX in accordance with its continuous disclosure obligations as well as in the Investor section of the Company's corporate website following release to the ASX. The Company's corporate website also contains general information relating to the Company and its business.

The Company encourages its Security Holders to opt to receive communications from and send communications to the Company and its share registry electronically.

To encourage participation, the Notice of each Annual General Meeting invites Security Holders to submit relevant questions to the Company prior to the Company's Annual General Meeting being held.

The Board acknowledges the importance and benefit of maintaining ongoing investor relations to allow investors and other market participants to gain a greater understanding of the Company's business and to facilitate effective communication between the Company and investors. The above processes facilitate two-way communication with Security Holders and together with scheduled and ad hoc interactions and meetings with analysts and institutional investors, form the basis of the Company's investor relations program.

A copy of the Shareholder Communication Policy is available on the Company's corporate website.

7. Recognise and manage risk

The Board acknowledges the importance of identification and management of the Company's key risks. The Company has adopted a risk management policy appropriate for its business (which is incorporated in the Audit and Risk Management Committee's Charter).

The Board is responsible for overseeing and approving risk management strategies and policies. The Board has delegated to the Audit and Risk Management Committee responsibility for risk management to provide assurance that material business risks are identified, assessed and appropriately addressed.

In accordance with the Company's risk management framework, Senior Management regularly identifies and assesses the Company's risk profile and implements and monitors risk mitigation measures. The Board reviews the Company's risk framework and profile annually. A risk assessment was undertaken by Senior Management in July 2015 and provided to the Board for review in August 2015 which concluded that the level of risk and mitigating measures adopted by Management were appropriate for the business. The risk management process enables the CEO and CFO to provide the required declaration under section 295A of the Corporations Act.

The Board is currently of the view that a formal internal audit function is not required as internal procedures and processes can be relied on to ensure ongoing operational, corporate and financial compliance obligations are met. These processes include internal compliance management teams as well as the audit of respective property trust and body corporate accounts by independent external auditors. If required, specific internal audit functions can be outsourced.

The Board does not consider that it has any material exposure to economic, environmental and social responsibility risks, however, acknowledges that material exposure outside of its control may arise.

The Audit and Risk Management Committee Charter which incorporates the Risk Management Policies is available on the Company's corporate website.

8. Remunerate fairly and responsibly

Nomination and Remuneration Committee - Members at reporting date:

- David Gibson (Chair)
- Peter Bush
- Andrew Cummins
- Melanie Willis

At the reporting date and for the duration of the reporting period, the structure of the Committee:

- comprises only of Non-Executive Directors
- is chaired by an independent Director; and
- has at least three members.

The Board believes that, given its size, the current members of the Committee are appropriate to achieve its objectives (having regard to their experience and skills) and that each member brings independent judgement to the Nomination and Remuneration Committee's deliberations.

Directors and Key Management Personnel Remuneration

The total annual amount of Directors' Fees payable to Non-Executive Directors is set by the Company's Security Holders and allocated by the Board on the basis of the roles undertaken by the Directors. Full details of Directors' remuneration appear in the Remuneration Report on pages 18 to 26 of the Company's Annual Report.

The Nomination and Remuneration Committee assists the Board in fulfilling its corporate governance responsibilities as well as overseeing the Company's nomination and remuneration policies and practices which aim to attract, retain and motivate high quality senior executives and ensure that their interests are aligned with those of Security Holders.

As predicated by the Prospectus on IPO and the Annual General Meeting held on 25 November 2014, following the release of the FY2015 financial statements and subject to compliance with the Corporations Act, 2001 and ASX Listing Rule requirements, the Board expects to consider the grant of performance rights to nominated executives, in accordance with the Company's Long Term Incentive Plan and in line with industry standard terms and conditions.

The Nomination and Remuneration Committee undertakes to meet at least twice a year and as frequently as is required to undertake its role effectively. In FY2015, the Nomination and Remuneration Committee met twice.

The Committee's role, duties and responsibilities are set out in the Nomination and Remuneration Committee Charter which is available on the Company's corporate website.

Securities Trading Policy

The Company's Securities Trading Policy, aimed at minimising the risk of actual or the appearance of insider trading, applies to the Company and its Directors, Company Secretary, Senior Management and other persons nominated by the Board from time to time (**Mantra Persons**).

The Company's Securities Trading Policy outlines conduct, procedures and restrictions (including restrictions which limit entry by equity-based remuneration scheme participants into transactions which limit the economic risk of participating in the scheme) in relation to dealings in the Company's securities by Mantra Persons.

A copy of the Securities Trading Policy is available on the Company's corporate website.