

# Notice of Annual General Meeting

## **Mantra Group Limited ABN 69 137 639 395 (the Company) (ASX Code: MTR)**

The 2016 Annual General Meeting (the Meeting) of Mantra Group Limited will be held as follows:

Date: Thursday 17 November 2016

Time: 11.30 am (QLD time)

Venue: Mantra on Queen, 570 Queen Street, Brisbane, QLD

## **ORDINARY BUSINESS**

### **FINANCIAL REPORT**

To receive and consider the financial report of the Company for the financial year ended 30 June 2016 and the related Directors' Report and Audit Report.

### **RESOLUTION 1: RE-ELECTION OF ANDREW CUMMINS AS A DIRECTOR**

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

*"That Andrew Cummins who retires in accordance with rule 6.1(f)(i)(A) of the Company's Constitution and, being eligible, offers himself for re-election, be re-elected as a Director of the Company."*

Details of the Director 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 2016.

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

### **RESOLUTION 3: GRANT OF PERFORMANCE RIGHTS TO THE CHIEF EXECUTIVE OFFICER UNDER THE MANTRA GROUP LIMITED LONG TERM INCENTIVE PLAN**

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

*"That approval be given for all purposes, including ASX Listing Rule 10.14, for the participation of Kerry Robert East (**Bob East**) in the Mantra Group Limited Long Term Incentive Plan (**Plan**) and for the grant of 154,585 Performance Rights to Bob East, in accordance with the rules of the Plan and on the terms summarised in the Explanatory Notes included in this Notice of Meeting."*

### **RESOLUTION 4: RATIFICATION OF PREVIOUS ISSUE OF SHARES**

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

*"That, for the purposes of Listing Rule 7.4 to refresh the Company's placement capacity and for all other purposes, the shareholders ratify the prior issue of 27,027,028 fully paid ordinary shares on 24 May 2016 under the completion of an institutional placement, as further described in the Explanatory Notes included in this Notice of Meeting."*

Voting restrictions apply to resolutions 2, 3 and 4. See 'Voting Information' for details.

By Order of the Board



Fiona van Wyk  
Company Secretary  
13 October 2016

## 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 (**the Auditor**), relevant to the business of the Annual General Meeting, or in relation to the conduct of the external audit or the content of the audit report for the year ended 30 June 2016, 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

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 Thursday 10 November 2016.

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 13 October 2016.

### **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 3), 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, 3 and 4.

## RESOLUTION 2 – ADOPTION OF REMUNERATION REPORT

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 2016;
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

the vote is not cast on behalf of a person described in paragraph (1) or (2) above.

## RESOLUTION 3 – GRANT OF PERFORMANCE RIGHTS TO THE CHIEF EXECUTIVE OFFICER OF THE COMPANY UNDER THE MANTRA GROUP LIMITED LONG TERM INCENTIVE PLAN

In accordance with the Listing Rules, the Company will disregard and not count any vote cast on resolution 3 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.

## RESOLUTION 4 – RATIFICATION OF PREVIOUS ISSUE OF SHARES

The Company will disregard any votes cast on resolution 4 by any shareholder who was issued a share pursuant to the issue of 27,027,028 fully paid ordinary shares on 24 May 2016 (and any Associates of such person). However, the Company will not disregard a vote if:

- (a) it is cast by a person excluded from voting as a 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.

## VOTING BY PROXY OR ATTORNEY

- 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 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 intends to vote all available proxies, in favour, for all resolutions. 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 3 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, 3 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.
- 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 Tuesday 15 November 2016.

### COMPANY'S REGISTRY: BY MAIL:

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

### DELIVERY:

Mantra Group Limited  
C/- Link Market Services Limited  
1A Homebush Bay Drive  
Rhodes NSW 2138  
Australia

or

Level 12  
680 George Street  
Sydney NSW 2000  
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

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 7.00 pm (QLD time) on Tuesday 15 November 2016. Accordingly, share transfers registered after that time will be disregarded in determining entitlements to attend and vote at the Meeting.

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

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 dated 13 October 2016.

### FINANCIAL REPORT

The financial report for consideration at the Meeting will be the full financial report of the Company for the financial year ended 30 June 2016, including the reports of the Directors and Auditor and the financial statements of the Company for the year ended 30 June 2016.

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 Auditor questions relevant to the conduct of the audit and the preparation and content of the Auditor's report.

## RESOLUTION 1 – RE-ELECTION OF DIRECTOR

The Company's Constitution prescribes a process by which Directors regularly retire from office. In particular, under section 6.1(f)(i)(A) of the Constitution, one third of the Company's directors (rounded down, and excluding CEO, Bob East), must retire at each Annual General Meeting.

Retiring Directors may offer themselves for re-election. Andrew Cummins is retiring by rotation in accordance with rule 6.1(f)(i)(A) of the Constitution and offers himself for re-election as a Director.

Andrew Cummins' profile is set out below.

### ANDREW CUMMINS (ANDREW) INDEPENDENT NON-EXECUTIVE DIRECTOR

Andrew, who was first appointed to the Board on 31 July 2009 (and was reappointed at the Company's 2014 Annual General Meeting) retires in accordance with rule 6.1(f)(i)(A) of the Company's Constitution and is standing for re-election as a Director of the Company at the Annual General Meeting.

Andrew has been a Director of a number of global companies in a broad range of industries including Inchape Plc, Pacific Brands Limited and Nine Entertainment Co Pty Ltd. Andrew worked as an advisor to CVC Capital Partners from 1998 and joined CVC Asia Pacific as a partner in 2000. He was an advisor to CVC working with the Pan Asia team as well as a Director of a number of CVC investment companies from which he retired in February 2015.

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.

Andrew's long standing tenure on the Board provides an in-depth understanding of the Company's business. Coupled with his extensive business knowledge across a number of international businesses, Andrew brings significant knowledge, experience and expertise to the Board.

The Board considers that Andrew has always exercised independent judgement in his contribution to the Board and deliberations regarding Board decisions. Andrew has previously been classified as a Non-Independent Director given the perceived conflict which could arise because of his association with EV Hospitality NV (a CVC associated company and a former substantial shareholder of the Company).

Following the disposal by EV Hospitality NV of its entire remaining interest in the Company in September 2015, the Board has determined, after considering the director independence tests outlined in the Company's Board Charter and in the ASX Corporate Governance Principles and Recommendations, that Andrew is free from any business or other relationship that could materially interfere with or influence (or reasonably be perceived to interfere with or influence) the independent exercise of his judgement. Andrew is, therefore, now considered to be an Independent Non-Executive Director of the Company.

*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.*

## RESOLUTION 2 – ADOPTION OF REMUNERATION REPORT

The Annual Report for the financial year ended 30 June 2016 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.

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 2016 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 – GRANT OF PERFORMANCE RIGHTS TO THE CHIEF EXECUTIVE OFFICER (CEO) UNDER THE MANTRA GROUP LIMITED LONG TERM INCENTIVE PLAN (PLAN)

### Background

Shareholder approval was granted at the Annual General Meeting held on 26 November 2014 under Listing Rule 7.2 (Exception 9(b)) for the establishment of the Company's Long Term Incentive Plan. A summary setting out the key terms of the Plan was included in the explanatory notes attached to the Notice of the 2014 Annual General Meeting.

A copy of the Plan rules is available for inspection by shareholders at the Company's registered office during business hours, or may be obtained free of charge by contacting the Company Secretary at [fiona.vanwyk@mantragroup.com.au](mailto:fiona.vanwyk@mantragroup.com.au).

The Company's Long Term Incentive Plan is designed to assist with attraction, motivation and retention of key 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 September 2016, the Board approved the allocation of Performance Rights under the Plan to key executives including, subject to shareholder approval, the CEO of the Company.

Listing Rule 10.14 states that a listed company must not permit a Director to acquire securities under an employee incentive scheme without the prior approval of shareholders by an ordinary resolution.

As the Company's CEO, Kerry Robert East (Bob East) is also an Executive Director of the Company, the purpose of resolution 3 is for shareholders to approve the proposed grant of Performance Rights under the Plan to Bob East.

The Board believes that part of the rewards for Bob East's services to the Company should be performance-based and at risk and should involve equity interests in the Company. This approach is consistent with best practice in executive remuneration and corporate governance.

In determining appropriate allocation of Performance Rights under the Plan, in 2015 the Board engaged the services of an expert to ensure that the Performance Rights allocated are in line with industry standard. The Board is of the opinion that the allocation of Performance Rights continues to be in line with industry standard and considered market practice among comparable companies listed on the ASX. For the purposes of the exception contained in section 211(1) of the Corporation Act, the financial benefit given by the proposed grant of the Performance Rights to Bob East is considered to constitute reasonable remuneration to Bob East given the circumstances of the Company and Bob East's role and responsibilities.

On that basis therefore, the Company is not seeking shareholder approval pursuant to section 208 of the Corporations Act in addition to the approval being sought under the Listing Rules.

## REQUIREMENTS OF LISTING RULES 10.14 AND 10.15

The following information in relation to the Performance Rights proposed to be granted to Bob East pursuant to resolution 3 is provided in accordance with Listing Rule 10.15:

- (a) **Number of securities:** The proposed grant of 154,585 Performance Rights to Bob East is calculated by dividing \$525,000 (being 75% of Bob East's current annual fixed remuneration) by \$3.3962 (the volume weighted average market price (VWAP) per share of all the Company's shares traded on the ASX during the five trading days prior to the commencement of the Performance Period i.e. 1 July 2016).
- (b) **Price of securities:** The Performance Rights will be granted for no consideration. No fee is payable upon exercise of the Performance Rights.
- (c) **Securities granted under the Long Term Incentive Plan since the last approval:** At the 2015 Annual General Meeting, the Shareholders approved the grant of 148,131 Performance Rights to Bob East which were granted to Bob East on 15 December 2015. With the exception of the above, the Company has not previously sought shareholder approval under Listing Rule 10.14 for the grant of Performance Rights.
- (d) **Eligible participants:** Bob East is the only Director, or associate of a Director, who is entitled to participate in the Company's Long Term Incentive Plan.
- (e) **Voting exclusion statement:** A voting exclusion statement in relation to this resolution is set out in the Notice of Annual General Meeting under the heading 'Voting Information'.
- (f) **No loans given to acquire securities:** No loan will be provided by the Company in connection with the grant of the Performance Rights to Bob East.
- (g) **Issue of Performance Rights:** Following approval, the Company will grant the Performance Rights to Bob East as soon as practical and in any event within 12 months after the date of this Annual General Meeting.

If approval is given for the abovementioned issue of the Performance Rights to Bob East under Listing Rule 10.14, further approval is not required (and will not be sought) under Listing Rule 7.1 for this issue of the securities.

Each Performance Right entitles Bob East to receive, upon vesting and exercise, one fully paid ordinary share in the Company. Details of the relevant vesting conditions are summarised below.

## VESTING CONDITIONS

Bob East's Performance Rights will be divided into two tranches. Each tranche will be subject to separate vesting conditions, as set out below.

**Relative Total Shareholder Return (TSR) Vesting Condition:** 50% of Bob East's Performance Rights will be subject to a vesting condition relating to the Company's TSR performance over a 3 year performance period from 1 July 2016 to 30 June 2019 (**Performance Period**), when ranked against the TSR of the ASX 200 Industrials Index (excluding Resources) (collectively, the **Comparator Group**).

TSR for the Company will be determined by reference to:

- the changes in VWAP of the shares of the Company traded on the ASX in the 5 trading days up to and including the trading day prior to 1 July 2016, to the VWAP of the shares of the Company on the ASX in the 5 trading days up to and including 30 June 2019; and
- the value (on a basis determined by the Board from time to time) of any shareholder benefits (including dividends or any other benefits that the Board determines from time to time are to be taken into account) paid or otherwise made available generally to shareholders in the Company during the Performance Period.

Based on the following, the Board will determine at the end of the Performance Period what proportion (if any) of the Performance Rights that are subject to this Relative TSR Vesting Condition, will vest:

The Company's relative TSR percentile ranking across the TSR Performance Period against the Comparator Group	Proportion of the relevant Performance Rights that satisfy the Relative TSR Vesting Condition
Less than 50th percentile	0%
At the 50th percentile	50%
Between the 50th percentile and the 75th percentile	Between 50% and 100%, as determined on a straight line basis
At or above 75th percentile	100%

**Earnings Per Share (EPS) Vesting Condition:** The remaining 50% of Bob East's Performance Rights will be subject to a vesting condition relating to the growth in the Company's EPS over the Performance Period, compounded annually.

EPS is determined by reference to the underlying net profit attributable to the Company during the Performance Period. The Board may from time to time adjust the EPS to exclude the effects of material business acquisitions or divestments and for certain one-off costs. The baseline EPS for the year ended 30 June 2016 is 16.2 cents per share.

Based on the following, the Board will determine at the end of the Performance Period what proportion (if any) of the Performance Rights that are subject to this EPS Vesting Condition, will vest:

The Company's EPS compound annual growth rate (CAGR)	Proportion of the relevant Performance Rights that satisfy the EPS Vesting Condition
Below 5% CAGR	0%
At 5% CAGR	50%
Between 5% CAGR and 10% CAGR	Between 50% and 100%, as determined on a straight line basis
10% or above CAGR	100%

In addition to satisfying the TSR and EPS Vesting Conditions above, Bob East's Performance Rights will also be subject to him continuing to be employed by a member of the Group up to and including 30 June 2019, and not have given or received notice of termination of his employment, on or prior to 30 June 2019.

*Each of the Directors (other than Bob East) recommends the grant of Performance Rights to Bob East for the reasons set out above and 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.*

#### **RESOLUTION 4 – RATIFICATION OF PREVIOUS ISSUE OF SHARES**

This resolution seeks ratification by shareholders for the purposes of Listing Rule 7.4 for the issue of 27,027,028 fully paid ordinary shares in the Company on 24 May 2016. The shares were issued to institutional and sophisticated investors as part of an A\$107 million institutional placement relating to the acquisition of the Ala Moana hotel business by a subsidiary of the Company.

Listing Rule 7.4 permits the ratification of previous issues of securities made without prior shareholder approval, provided the issue did not breach the 15% threshold set by Listing Rule 7.1. The effect of the ratification is to restore the Company's maximum discretionary power ('placement capacity') under Listing Rule 7.1 to issue further shares up to 15% of the issued capital of the Company without requiring further shareholder approval.

For the purposes of Listing Rule 7.5, we have set out below prescribed information in relation to the share issue:

<b>Number of securities allotted</b>	27,027,028 shares at A\$3.95 per share
<b>Allottees</b>	Sophisticated and professional investors
<b>Terms of the securities</b>	Fully paid ordinary shares (carrying the rights set out in the Company's Constitution)
<b>Use of funds</b>	To fund the Company's acquisition of ALM Management Services LLC which operates the Ala Moana Hotel, as well as providing the Company with additional capital to fund pipeline opportunities.  For further details, please refer to the Company's announcement made on 18 May 2016 and the Appendix 3B lodged on 24 May 2016.

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


## LODGE YOUR VOTE

 **ONLINE**  
www.linkmarketservices.com.au

 **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**  
Link Market Services Limited  
1A Homebush Bay Drive, Rhodes NSW 2138

 **ALL ENQUIRIES TO**  
Telephone: +61 1300 554 474

## PROXY FORM

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

### 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 you are appointing as your proxy

STEP 1

or 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 act on my/our behalf (including to vote in accordance with the following directions or, if no directions have been given and to the extent permitted by the law, as the proxy sees fit) at the Annual General Meeting of the Company to be held at **11:30am on Thursday, 17 November 2016 at Mantra on Queen, 570 Queen Street, Brisbane, QLD 4000 (the Meeting)** and at any postponement or adjournment of the Meeting.

**Important for Resolution 2:** If the Chairman of the Meeting is your proxy, either by appointment or by default, and you have not indicated your voting intention below, you expressly authorise the Chairman of the Meeting to exercise the proxy in respect of Resolution 2, even though the Resolution is connected directly or indirectly with the remuneration of a member of the Company's Key Management Personnel (**KMP**).

**The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business.**

### VOTING DIRECTIONS


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

#### Resolutions

	For	Against	Abstain*
1 Re-election of Andrew Cummins as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 Grant of Performance Rights to the Chief Executive Officer under the Mantra Group Limited Long Term Incentive Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4 Ratification of Previous Issue of Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

STEP 2

 \* 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.

### SIGNATURE OF SHAREHOLDERS – THIS MUST BE COMPLETED

Shareholder 1 (Individual)

Joint Shareholder 2 (Individual)

Joint Shareholder 3 (Individual)




Sole Director and Sole Company Secretary

Director/Company Secretary (Delete one)

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).

STEP 3



## HOW TO COMPLETE THIS SHAREHOLDER 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 PROXY

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box in Step 1. If you wish to appoint someone other than the Chairman of the Meeting as your proxy, please write the name of that individual or body corporate in Step 1. A proxy need not be a shareholder of the Company.

### DEFAULT TO CHAIRMAN OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chairman of the Meeting, who is required to vote those proxies as directed. Any undirected proxies that default to the Chairman of the Meeting will be voted according to the instructions set out in this Proxy Form, including where the Resolution is connected directly or indirectly with the remuneration of KMP.

### 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 telephoning 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 on Tuesday, 15 November 2016**, 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

\* During business hours (Monday to Friday, 9:00am–5:00pm)

**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.**