



Investment
Management

28 June 2017

Company Announcements Platform
Australian Securities Exchange Limited
20 Bridge Street
SYDNEY NSW 2000

Dear Sir/Madam,

Notice of change of interests of substantial holder

In accordance with section 671B of the Corporations Act 2001 (Cth), we attach a Notice of Change of Interests of Substantial Holder (Form 604) in respect of Mantra Group Limited (MTR).

Yours faithfully,

A handwritten signature in cursive script, appearing to read 'Joanne Hawkins'.

Joanne Hawkins
Company Secretary

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BT Investment Management Limited
ABN 28 126 385 822

GPO Box 7072
Sydney NSW 2001
Australia

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Level 15, 2 Chifley Square
Sydney NSW 2000
Australia
Tel 612 9220 2000

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Form 604

Corporations Act 2001
Section 671B

Notice of change of interests of substantial holder

To Company Name/Scheme MANTRA GROUP LIMITED (MTR)

ACN/ARSN ACN 137 639 395

1. Details of substantial holder(1)

Name BT INVESTMENT MANAGEMENT LIMITED (BTT)

ACN/ARSN (if applicable) ACN 126 365 822

There was a change in the interests of the substantial holder on 26/06/2017

The previous notice was given to the company on 21/06/2017

The previous notice was dated 19/06/2017

2. Previous and present voting power

The total number of votes attached to all the voting shares in the company or voting interests in the scheme that the substantial holder or an associate (2) had a relevant interest (3) in when last required, and when now required, to give a substantial holding notice in the company or scheme, are as follows:

Class of securities (4)	Previous Notice		Present Notice	
	Person's votes	Voting Power (5)	Person's votes	Voting Power (5)
ORDINARY SHARES	35,094,866	11.80%	32,123,266	10.80%

3. Changes in relevant interests

Particulars of each change in, or change in the nature of, a relevant interest of the substantial holder or an associate in voting securities of the company or scheme, since the substantial holder was last required to give a substantial holding notice to the company or scheme are as follows:

Date of change	Person whose relevant interest changed	Nature of change (6)	Consideration given in relation to change (7)	Class and number of securities affected	Person's votes affected
26/06/2016	BTT & its Associates, BT Investment Management (Fund Services) Limited, BT Investment Management (Institutional) Limited	See Annexure 'A'	See Annexure 'A'	See Annexure 'A'	See Annexure 'A'

4. Present relevant interests

Particulars of each relevant interest of the substantial holder in voting securities after the change are as follows:

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder (8)	Nature of relevant interest (6)	Class and Number of securities	Person's votes
BT Investment Management (Fund Services) Limited *	HSBC Custody Nominees (Australia) Limited	HSBC Custody Nominees (Australia) Limited.	BT Investment Management (Fund Services) Limited is the trustee or responsible entity of various managed investment schemes and, in that capacity, can exercise the power to vote or dispose of the shares.	15,474,884 Ordinary	15,474,884
BT Investment Management (Institutional) Limited	Australia and New Zealand Banking Group HSBC Custody Nominees (Australia) Limited. JP Morgan Chase Bank National Australia Bank Limited State Street Australia Limited	Australia and New Zealand Banking Group HSBC Custody Nominees (Australia) Limited. JP Morgan Chase Bank National Australia Bank Limited State Street Australia Limited	BT Investment Management (Institutional) Limited is the investment manager appointed by various superannuation funds, institutional investors and unit trusts and, in that capacity, can exercise the power to vote or dispose of the shares..	16,648,382 Ordinary	16,648,382

* BT Investment Management (Fund Services) Limited has appointed BT Investment Management (Institutional) Limited to act as the investment manager of the trusts of which it is responsible entity, giving BT Investment Management (Institutional) Limited the capacity to exercise the power to vote or dispose of the shares. BT Investment (Institutional) Limited therefore also has a relevant interest in shares in which BT Investment Management (Fund Services) Limited has a relevant interest.

5. Changes in association

The persons who have become associates (2) of, or ceased to be associates of, or have changed the nature of their association (9) with, the substantial holder in relation to voting interests in the company or scheme are as follows:

Name and ACN/ARSN (if applicable)	Nature of association

DIRECTIONS

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

See the definition of “relevant agreement” in section 9 of the Corporations Act 2001.

- (7) Details of the consideration must include any and all benefits, money and other, that any person from whom a relevant interest was acquired has, or may, become entitled to receive in relation to that acquisition. Details must be included even if the benefit is conditional on the happening or not of a contingency. Details must be included of any benefit paid on behalf of the substantial holder or its associate in relation to the acquisitions, even if they are not paid directly to the person from whom the relevant interest was acquired.
- (8) If the substantial holder is unable to determine the identity of the person (e.g. if the relevant interest arises because of an option) write “unknown”.
- (9) Give details, if appropriate, of the present association and any changes in that association since the last substantial holding notice.

ANNEXURE A

This is annexure 'A' referred to in Form 604, Notice of change of interests of substantial holder, lodged for BT Investment Management Limited ACN 126 365 822

Joanne Hawkins – Company Secretary, BT Investment Management Limited 28/06/2017

TRANSACTION HISTORY

Sales & Purchases for the period : 20/06/2017 to 26/06/2017

SECURITY: MTR

BT Investment Management (Fund Services) Limited

Date	Registered Company	Nature of Change	Quantity	Consideration	Class of Securities	Person's votes affected
20/06/2017	HSBC Custody Nominees (Australia) Limited.	Sell	-12,840	-39,804.00	Ordinary	12,840
20/06/2017	HSBC Custody Nominees (Australia) Limited.	Sell	-3,004	-9,312.40	Ordinary	3,004
20/06/2017	HSBC Custody Nominees (Australia) Limited.	Sell	-1,266	-3,924.60	Ordinary	1,266
21/06/2017	HSBC Custody Nominees (Australia) Limited.	Sell	-17,671	-53,896.55	Ordinary	17,671
21/06/2017	HSBC Custody Nominees (Australia) Limited.	Sell	-32,525	-99,201.25	Ordinary	32,525
21/06/2017	HSBC Custody Nominees (Australia) Limited.	Sell	-304,568	-928,932.40	Ordinary	304,568
21/06/2017	HSBC Custody Nominees (Australia) Limited.	Sell	-7,687	-23,445.35	Ordinary	7,687
21/06/2017	HSBC Custody Nominees (Australia) Limited.	Sell	-13,881	-42,337.05	Ordinary	13,881
21/06/2017	HSBC Custody Nominees (Australia) Limited.	Sell	-18,755	-57,202.75	Ordinary	18,755
21/06/2017	HSBC Custody Nominees (Australia) Limited.	Sell	-11,325	-34,541.25	Ordinary	11,325
22/06/2017	HSBC Custody Nominees (Australia) Limited.	Sell	-155,391	-478,604.28	Ordinary	155,391
22/06/2017	HSBC Custody Nominees (Australia) Limited.	Sell	-8,169	-25,160.52	Ordinary	8,169
22/06/2017	HSBC Custody Nominees (Australia) Limited.	Sell	-13,073	-40,264.84	Ordinary	13,073
23/06/2017	HSBC Custody Nominees (Australia) Limited.	Sell	-78,919	-241,492.14	Ordinary	78,919
23/06/2017	HSBC Custody Nominees (Australia) Limited.	Sell	-61,771	-189,019.26	Ordinary	61,771
23/06/2017	HSBC Custody Nominees (Australia) Limited.	Sell	-129,667	-396,781.02	Ordinary	129,667
23/06/2017	HSBC Custody Nominees (Australia) Limited.	Sell	-38,042	-116,408.52	Ordinary	38,042
23/06/2017	HSBC Custody Nominees (Australia) Limited.	Sell	-18,123	-55,456.38	Ordinary	18,123
23/06/2017	HSBC Custody Nominees (Australia) Limited.	Sell	-9,600	-29,376.00	Ordinary	9,600
23/06/2017	HSBC Custody Nominees (Australia) Limited.	Sell	-7,473	-22,867.38	Ordinary	7,473
23/06/2017	HSBC Custody Nominees (Australia) Limited.	Sell	-6,081	-18,607.86	Ordinary	6,081
26/06/2017	HSBC Custody Nominees (Australia) Limited.	Sell	-222,327	-686,990.43	Ordinary	222,327
26/06/2017	HSBC Custody Nominees (Australia) Limited.	Sell	-175,624	-542,678.16	Ordinary	175,624
26/06/2017	HSBC Custody Nominees (Australia) Limited.	Sell	-83,548	-258,163.32	Ordinary	83,548
26/06/2017	HSBC Custody Nominees (Australia) Limited.	Sell	-33,205	-102,603.45	Ordinary	33,205
	Total		-1,464,535	-4,497,071.16		
	BT Investment Management (Fund Services) Limited Total :		-1,464,535	-4,497,071.16		

BT Investment Management (Institutional) Limited

Date	Registered Company	Nature of Change	Quantity	Consideration	Class of Securities	Person's votes affected
20/06/2017	Australia and New Zealand Banking Group Limited	Sell	-609	-1,887.90	Ordinary	609
21/06/2017	Australia and New Zealand Banking Group Limited	Sell	-6,864	-20,935.20	Ordinary	6,864
21/06/2017	Australia and New Zealand Banking Group Limited	Sell	-7,593	-23,158.65	Ordinary	7,593
22/06/2017	Australia and New Zealand Banking Group Limited	Sell	-6,283	-19,351.64	Ordinary	6,283
23/06/2017	Australia and New Zealand Banking Group Limited	Sell	-3,032	-9,277.92	Ordinary	3,032
23/06/2017	Australia and New Zealand Banking Group Limited	Sell	-2,373	-7,261.38	Ordinary	2,373
23/06/2017	Australia and New Zealand Banking Group Limited	Sell	-4,981	-15,241.86	Ordinary	4,981
26/06/2017	Australia and New Zealand Banking Group Limited	Sell	-15,288	-47,239.92	Ordinary	15,288
	Total		-47,023	-144,354.47		

Date	Registered Company	Nature of Change	Quantity	Consideration	Class of Securities	Person's votes affected
20/06/2017	HSBC Custody Nominees (Australia) Limited.	Sell	-2,693	-8,348.30	Ordinary	2,693
21/06/2017	HSBC Custody Nominees (Australia) Limited.	Sell	-5,144	-15,689.20	Ordinary	5,144
21/06/2017	HSBC Custody Nominees (Australia) Limited.	Sell	-24,100	-73,505.00	Ordinary	24,100
21/06/2017	HSBC Custody Nominees (Australia) Limited.	Sell	-34,725	-105,911.25	Ordinary	34,725
22/06/2017	HSBC Custody Nominees (Australia) Limited.	Sell	-27,802	-85,630.16	Ordinary	27,802
23/06/2017	HSBC Custody Nominees (Australia) Limited.	Sell	-10,500	-32,130.00	Ordinary	10,500
23/06/2017	HSBC Custody Nominees (Australia) Limited.	Sell	-13,415	-41,049.90	Ordinary	13,415
23/06/2017	HSBC Custody Nominees (Australia) Limited.	Sell	-22,040	-67,442.40	Ordinary	22,040
26/06/2017	HSBC Custody Nominees (Australia) Limited.	Sell	-51,052	-157,750.68	Ordinary	51,052
26/06/2017	HSBC Custody Nominees (Australia) Limited.	Sell	-16,591	-51,266.19	Ordinary	16,591
	Total		-208,062	-638,723.08		

Date	Registered Company	Nature of Change	Quantity	Consideration	Class of Securities	Person's votes affected
20/06/2017	JP Morgan Chase Bank	Sell	-308	-954.80	Ordinary	308
21/06/2017	JP Morgan Chase Bank	Sell	-4,966	-15,146.30	Ordinary	4,966
21/06/2017	JP Morgan Chase Bank	Sell	-618	-1,884.90	Ordinary	618
21/06/2017	JP Morgan Chase Bank	Sell	-1,731	-5,279.55	Ordinary	1,731
22/06/2017	JP Morgan Chase Bank	Sell	-3,179	-9,791.32	Ordinary	3,179
23/06/2017	JP Morgan Chase Bank	Sell	-4,634	-14,180.04	Ordinary	4,634
23/06/2017	JP Morgan Chase Bank	Sell	-5,921	-18,118.26	Ordinary	5,921
23/06/2017	JP Morgan Chase Bank	Sell	-9,728	-29,767.68	Ordinary	9,728
26/06/2017	JP Morgan Chase Bank	Sell	-17,807	-54,845.56	Ordinary	17,807
26/06/2017	JP Morgan Chase Bank	Sell	-12,048	-37,107.84	Ordinary	12,048

Total **-60,940** **-187,076.25**

Date	Registered Company	Nature of Change	Quantity	Consideration	Class of Securities	Person's votes affected
20/06/2017	National Australia Bank Limited	Sell	-2,679	-8,304.90	Ordinary	2,679
21/06/2017	National Australia Bank Limited	Sell	-14,100	-43,005.00	Ordinary	14,100
21/06/2017	National Australia Bank Limited	Sell	-49,527	-151,057.35	Ordinary	49,527
22/06/2017	National Australia Bank Limited	Sell	-813	-2,504.04	Ordinary	813
22/06/2017	National Australia Bank Limited	Sell	-26,840	-82,667.20	Ordinary	26,840
23/06/2017	National Australia Bank Limited	Sell	-84,569	-258,781.14	Ordinary	84,569
23/06/2017	National Australia Bank Limited	Sell	-40,287	-123,278.22	Ordinary	40,287
23/06/2017	National Australia Bank Limited	Sell	-51,472	-157,504.32	Ordinary	51,472
26/06/2017	National Australia Bank Limited	Sell	-157,759	-485,897.72	Ordinary	157,759
26/06/2017	National Australia Bank Limited	Sell	-101,785	-313,497.80	Ordinary	101,785
	Total		-529,831	-1,626,497.69		

Date	Registered Company	Nature of Change	Quantity	Consideration	Class of Securities	Person's votes affected
20/06/2017	State Street Australia Limited	Sell	-5,716	-17,719.60	Ordinary	5,716
20/06/2017	State Street Australia Limited	Sell	-2,843	-8,813.30	Ordinary	2,843
21/06/2017	State Street Australia Limited	Sell	-8,556	-26,095.80	Ordinary	8,556
21/06/2017	State Street Australia Limited	Sell	-1,353	-4,126.65	Ordinary	1,353
21/06/2017	State Street Australia Limited	Sell	-40,177	-122,539.85	Ordinary	40,177
21/06/2017	State Street Australia Limited	Sell	-37,378	-114,002.90	Ordinary	37,378
21/06/2017	State Street Australia Limited	Sell	-20,458	-62,396.90	Ordinary	20,458
21/06/2017	State Street Australia Limited	Sell	-27,832	-84,887.60	Ordinary	27,832
21/06/2017	State Street Australia Limited	Sell	-67,534	-205,978.70	Ordinary	67,534
22/06/2017	State Street Australia Limited	Sell	-59,001	-181,723.08	Ordinary	59,001
22/06/2017	State Street Australia Limited	Sell	-29,352	-90,404.16	Ordinary	29,352
23/06/2017	State Street Australia Limited	Sell	-46,775	-143,131.50	Ordinary	46,775
23/06/2017	State Street Australia Limited	Sell	-7,962	-24,363.72	Ordinary	7,962
23/06/2017	State Street Australia Limited	Sell	-22,282	-68,182.92	Ordinary	22,282
23/06/2017	State Street Australia Limited	Sell	-3,428	-10,489.68	Ordinary	3,428
23/06/2017	State Street Australia Limited	Sell	-17,079	-52,261.74	Ordinary	17,079
23/06/2017	State Street Australia Limited	Sell	-23,269	-71,203.14	Ordinary	23,269
23/06/2017	State Street Australia Limited	Sell	-11,085	-33,920.10	Ordinary	11,085
23/06/2017	State Street Australia Limited	Sell	-14,163	-43,338.78	Ordinary	14,163
26/06/2017	State Street Australia Limited	Sell	-34,596	-106,901.64	Ordinary	34,596
26/06/2017	State Street Australia Limited	Sell	-108,956	-336,674.04	Ordinary	108,956
26/06/2017	State Street Australia Limited	Sell	-71,414	-220,669.26	Ordinary	71,414
	Total		-661,209	-2,029,825.06		

BT Investment Management (Institutional Limited Total : **-1,507,065** **-4,626,476.55**