



Investment
Management

24 July 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 20/07/2017

The previous notice was given to the company on 28/06/2017

The previous notice was dated 26/06/2017

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	32,123,266	10.80%	29,009,510	9.75%

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
20/07/2016	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.	13,594,855 Ordinary	13,594,855
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..	15,414,655 Ordinary	15,414,655

* 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 24/07/2017

TRANSACTION HISTORY

Sales & Purchases for the period : 27/06/2017 to 20/07/2017

SECURITY: MTR

**BT Investment Management (Fund Services)
Limited**

Date	Registered Company	Nature of Change	Quantity	Consideration	Class of Securities	Person's votes affected
27/06/2017	HSBC Custody Nominees (Australia) Limited.	Sell	-42892	-133,394.12	Ordinary	42892
27/06/2017	HSBC Custody Nominees (Australia) Limited.	Sell	-14459	-44,967.49	Ordinary	14459
27/06/2017	HSBC Custody Nominees (Australia) Limited.	Sell	-4	-12.44	Ordinary	4
28/06/2017	HSBC Custody Nominees (Australia) Limited.	Sell	-86942	-266,911.94	Ordinary	86942
28/06/2017	HSBC Custody Nominees (Australia) Limited.	Sell	-86690	-266,138.30	Ordinary	86690
28/06/2017	HSBC Custody Nominees (Australia) Limited.	Sell	-32428	-99,553.96	Ordinary	32428
28/06/2017	HSBC Custody Nominees (Australia) Limited.	Sell	-32333	-99,262.31	Ordinary	32333
29/06/2017	HSBC Custody Nominees (Australia) Limited.	Sell	-73588	-225,915.16	Ordinary	73588
29/06/2017	HSBC Custody Nominees (Australia) Limited.	Sell	-16464	-50,544.48	Ordinary	16464
29/06/2017	HSBC Custody Nominees (Australia) Limited.	Sell	-19433	-59,659.31	Ordinary	19433
29/06/2017	HSBC Custody Nominees (Australia) Limited.	Sell	-90114	-276,649.98	Ordinary	90114
30/06/2017	HSBC Custody Nominees (Australia) Limited.	Sell	-38637	-117,456.48	Ordinary	38637
30/06/2017	HSBC Custody Nominees (Australia) Limited.	Sell	-66161	-201,129.44	Ordinary	66161
4/07/2017	HSBC Custody Nominees (Australia) Limited.	Sell	-45774	-138,695.22	Ordinary	45774
4/07/2017	HSBC Custody Nominees (Australia) Limited.	Sell	-83659	-253,486.77	Ordinary	83659
4/07/2017	HSBC Custody Nominees (Australia) Limited.	Sell	-100000	-303,000.00	Ordinary	100000
4/07/2017	HSBC Custody Nominees (Australia) Limited.	Sell	-104948	-317,992.44	Ordinary	104948
4/07/2017	HSBC Custody Nominees (Australia) Limited.	Sell	-6130	-18,573.90	Ordinary	6130
4/07/2017	HSBC Custody Nominees (Australia) Limited.	Sell	-36959	-111,985.77	Ordinary	36959
4/07/2017	HSBC Custody Nominees (Australia) Limited.	Sell	-43287	-131,159.61	Ordinary	43287
4/07/2017	HSBC Custody Nominees (Australia) Limited.	Sell	-45651	-138,322.53	Ordinary	45651
4/07/2017	HSBC Custody Nominees (Australia) Limited.	Sell	-147217	-446,067.51	Ordinary	147217
4/07/2017	HSBC Custody Nominees (Australia) Limited.	Sell	-5701	-17,274.03	Ordinary	5701
4/07/2017	HSBC Custody Nominees (Australia) Limited.	Sell	-7849	-23,782.47	Ordinary	7849
4/07/2017	HSBC Custody Nominees (Australia) Limited.	Sell	-68431	-207,345.93	Ordinary	68431
4/07/2017	HSBC Custody Nominees (Australia) Limited.	Sell	-12555	-38,041.65	Ordinary	12555

4/07/2017	HSBC Custody Nominees (Australia) Limited.	Sell	-20824	-63,096.72	Ordinary	20824
4/07/2017	HSBC Custody Nominees (Australia) Limited.	Sell	-80105	-242,718.15	Ordinary	80105
19/07/2017	HSBC Custody Nominees (Australia) Limited.	Sell	-356678	-1,073,600.78	Ordinary	356678
20/07/2017	HSBC Custody Nominees (Australia) Limited.	Sell	-114116	-344,630.32	Ordinary	114116
	Total		-1,880,029	-5,711,369.21		
	BT Investment Management (Fund Services) Limited Total :		-1,880,029	-5,711,369.21		

BT Investment Management (Institutional) Limited

Date	Registered Company	Nature of Change	Quantity	Consideration	Class of Securities	Person's votes affected
28/06/2017	Australia and New Zealand Banking Group Limited	Sell	-3,048	-9,357.36	Ordinary	3,048
28/06/2017	Australia and New Zealand Banking Group Limited	Sell	-3,057	-9,384.99	Ordinary	3,057
29/06/2017	Australia and New Zealand Banking Group Limited	Sell	-2,587	-7,942.09	Ordinary	2,587
30/06/2017	Australia and New Zealand Banking Group Limited	Sell	-1,359	-4,131.36	Ordinary	1,359
19/07/2017	Australia and New Zealand Banking Group Limited	Sell	-5,826	-17,536.26	Ordinary	5,826
20/07/2017	Australia and New Zealand Banking Group Limited	Sell	-963	-2,908.26	Ordinary	963
20/07/2017	Australia and New Zealand Banking Group Limited	Sell	-3,453	-10,428.06	Ordinary	3,453
	Total		-20,293	-61,688.38		

Date	Registered Company	Nature of Change	Quantity	Consideration	Class of Securities	Person's votes affected
28/06/2017	HSBC Custody Nominees (Australia) Limited.	Sell	-17,132	-52,595.24	Ordinary	-17,132
28/06/2017	HSBC Custody Nominees (Australia) Limited.	Sell	-17,181	-52,745.67	Ordinary	-17,181
29/06/2017	HSBC Custody Nominees (Australia) Limited.	Sell	-14,543	-44,647.01	Ordinary	-14,543
30/06/2017	HSBC Custody Nominees (Australia) Limited.	Sell	-7,635	-23,210.40	Ordinary	-7,635
19/07/2017	HSBC Custody Nominees (Australia) Limited.	Sell	-70,156	-211,169.56	Ordinary	-70,156
20/07/2017	HSBC Custody Nominees (Australia) Limited.	Sell	-19,260	-58,165.20	Ordinary	-19,260
	Total		-145,907	-442,533.08		

Date	Registered Company	Nature of Change	Quantity	Consideration	Class of Securities	Person's votes affected
27/06/2017	JP Morgan Chase Bank	Sell	-5,223	-16,243.53	Ordinary	5,223
27/06/2017	JP Morgan Chase Bank	Sell	-1	-3.11	Ordinary	1
27/06/2017	JP Morgan Chase Bank	Sell	-9,675	-30,089.25	Ordinary	9,675
28/06/2017	JP Morgan Chase Bank	Sell	-8,423	-25,858.61	Ordinary	8,423
28/06/2017	JP Morgan Chase Bank	Sell	-8,399	-25,784.93	Ordinary	8,399
29/06/2017	JP Morgan Chase Bank	Sell	-2,193	-6,732.51	Ordinary	2,193

29/06/2017	JP Morgan Chase Bank	Sell	-25,340	-77,793.80	Ordinary	25,340
29/06/2017	JP Morgan Chase Bank	Sell	-5,142	-15,785.94	Ordinary	5,142
30/06/2017	JP Morgan Chase Bank	Sell	-17,155	-52,151.20	Ordinary	17,155
Total			-81,551	-250,442.88		

Date	Registered Company	Nature of Change	Quantity	Consideration	Class of Securities	Person's votes affected
27/06/2017	National Australia Bank Limited	Sell	-42,580	-132,423.80	Ordinary	42,580
27/06/2017	National Australia Bank Limited	Sell	-8	-24.88	Ordinary	8
27/06/2017	National Australia Bank Limited	Sell	-86,920	-270,321.20	Ordinary	86,920
28/06/2017	National Australia Bank Limited	Sell	-73,008	-224,134.56	Ordinary	73,008
28/06/2017	National Australia Bank Limited	Sell	-73,221	-224,788.47	Ordinary	73,221
29/06/2017	National Australia Bank Limited	Sell	-43,975	-135,003.25	Ordinary	43,975
29/06/2017	National Australia Bank Limited	Sell	-219,712	-674,515.84	Ordinary	219,712
29/06/2017	National Australia Bank Limited	Sell	-20,300	-62,321.00	Ordinary	20,300
30/06/2017	National Australia Bank Limited	Sell	-149,103	-453,273.12	Ordinary	149,103
Total			-708,827	-2,176,806.12		

Date	Registered Company	Nature of Change	Quantity	Consideration	Class of Securities	Person's votes affected
28/06/2017	State Street Australia Limited	Sell	-29,888	-91,756.16	Ordinary	29,888
28/06/2017	State Street Australia Limited	Sell	-29,974	-92,020.18	Ordinary	29,974
28/06/2017	State Street Australia Limited	Sell	-14,874	-45,663.18	Ordinary	14,874
28/06/2017	State Street Australia Limited	Sell	-14,918	-45,798.26	Ordinary	14,918
29/06/2017	State Street Australia Limited	Sell	-25,371	-77,888.97	Ordinary	25,371
29/06/2017	State Street Australia Limited	Sell	-12,626	-38,761.82	Ordinary	12,626
30/06/2017	State Street Australia Limited	Sell	-13,321	-40,495.84	Ordinary	13,321
30/06/2017	State Street Australia Limited	Sell	-6,629	-20,152.16	Ordinary	6,629
19/07/2017	State Street Australia Limited	Sell	-45,219	-136,109.19	Ordinary	45,219
19/07/2017	State Street Australia Limited	Sell	-22,121	-66,584.21	Ordinary	22,121
20/07/2017	State Street Australia Limited	Sell	-41,541	-125,453.82	Ordinary	41,541
20/07/2017	State Street Australia Limited	Sell	-20,667	-62,414.34	Ordinary	20,667
Total			-277,149	-843,098.13		

BT Investment Management (Institutional Limited Total :

-1,233,727 -3,774,568.59