



Investment
Management

15 February 2018

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 black ink, appearing to read 'Joanne Hawkins'.

Joanne Hawkins
Company Secretary

BT Investment Management Limited
ABN 28 126 385 822

GPO Box 7072
Sydney NSW 2001
Australia

The Chifley Tower
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 126 385 822

There was a change in the interests of the substantial holder on 13/02/2018

The previous notice was given to the company on 09/11/2017

The previous notice was dated 06/11/2017

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	18,963,508	6.38%	15,747,833	5.29%

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
13/02/2018	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.	7,425,015 Ordinary	7,425,015
BT Investment Management (Institutional) Limited	Australia and New Zealand Banking Group Citicorp Nominees Pty Limited HSBC Custody Nominees (Australia) Limited. JP Morgan Chase Bank State Street Australia Limited	Australia and New Zealand Banking Group Citicorp Nominees Pty Limited HSBC Custody Nominees (Australia) Limited. JP Morgan Chase Bank 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..	8,322,818 Ordinary	8,322,818

* 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 126 385 822

Joanne Hawkins – Company Secretary, BT Investment Management Limited 15/02/2018

TRANSACTION HISTORY

Sales & Purchases for the period : 08/11/2017 to 13/02/2018

SECURITY: MTR

BT Investment Management (Fund Services) Limited

Date	Registered Company	Nature of Change	Quantity	Consideration	Class of Securities	Person's votes affected
28/11/2017	HSBC Custody Nominees (Australia) Limited.	Sell	-84,193	-329,194.63	Ordinary	84,193
7/02/2018	HSBC Custody Nominees (Australia) Limited.	Sell	-118,469	-459,659.72	Ordinary	118,469
7/02/2018	HSBC Custody Nominees (Australia) Limited.	Sell	-63,792	-247,512.96	Ordinary	63,792
9/02/2018	HSBC Custody Nominees (Australia) Limited.	Sell	-156,702	-608,003.76	Ordinary	156,702
9/02/2018	HSBC Custody Nominees (Australia) Limited.	Sell	-29,246	-113,474.48	Ordinary	29,246
9/02/2018	HSBC Custody Nominees (Australia) Limited.	Sell	-130,511	-506,382.68	Ordinary	130,511
9/02/2018	HSBC Custody Nominees (Australia) Limited.	Sell	-85,046	-329,978.48	Ordinary	85,046
9/02/2018	HSBC Custody Nominees (Australia) Limited.	Sell	-136,840	-530,939.20	Ordinary	136,840
9/02/2018	HSBC Custody Nominees (Australia) Limited.	Sell	-149,760	-581,068.80	Ordinary	149,760
9/02/2018	HSBC Custody Nominees (Australia) Limited.	Sell	-27,316	-105,986.08	Ordinary	27,316
9/02/2018	HSBC Custody Nominees (Australia) Limited.	Sell	-16,066	-62,336.08	Ordinary	16,066
9/02/2018	HSBC Custody Nominees (Australia) Limited.	Sell	-15,355	-59,577.40	Ordinary	15,355
9/02/2018	HSBC Custody Nominees (Australia) Limited.	Sell	-12,032	-46,804.48	Ordinary	12,032
9/02/2018	HSBC Custody Nominees (Australia) Limited.	Sell	-113,594	-440,744.72	Ordinary	113,594
13/02/2018	HSBC Custody Nominees (Australia) Limited.	Sell	-139,273	-540,379.24	Ordinary	139,273
13/02/2018	HSBC Custody Nominees (Australia) Limited.	Sell	-21,703	-84,207.64	Ordinary	21,703
13/02/2018	HSBC Custody Nominees (Australia) Limited.	Sell	-190,786	-740,249.68	Ordinary	190,786
13/02/2018	HSBC Custody Nominees (Australia) Limited.	Sell	-109,422	-424,557.36	Ordinary	109,422
13/02/2018	HSBC Custody Nominees (Australia) Limited.	Sell	-260,629	-1,011,240.52	Ordinary	260,629
13/02/2018	HSBC Custody Nominees (Australia) Limited.	Sell	-67,793	-263,036.84	Ordinary	67,793
	Total		-1,928,528	-7,485,334.75		
	BT Investment Management (Fund Services) Limited Total :		-1,928,528	-7,485,334.75		

BT Investment Management (Institutional) Limited

Date	Registered Company	Nature of Change	Quantity	Consideration	Class of Securities	Person's votes affected
31/01/2018	Australia and New Zealand Banking Group Limited	Sell	-5,925	-23,048.25	Ordinary	5,925
31/01/2018	Australia and New Zealand Banking Group Limited	Sell	-8,393	-32,648.77	Ordinary	8,393
31/01/2018	Australia and New Zealand Banking Group	Sell	-8,867	-34,492.63	Ordinary	8,867

	Limited					
31/01/2018	Australia and New Zealand Banking Group Limited	Sell	-174	-676.86	Ordinary	174
31/01/2018	Australia and New Zealand Banking Group Limited	Sell	-10,408	-40,487.12	Ordinary	10,408
9/02/2018	Australia and New Zealand Banking Group Limited	Sell	-1,460	-5,664.80	Ordinary	1,460
9/02/2018	Australia and New Zealand Banking Group Limited	Sell	-561	-2,176.68	Ordinary	561
9/02/2018	Australia and New Zealand Banking Group Limited	Sell	-23,655	-91,781.40	Ordinary	23,655
9/02/2018	Australia and New Zealand Banking Group Limited	Sell	-555	-2,153.40	Ordinary	555
9/02/2018	Australia and New Zealand Banking Group Limited	Sell	-2,549	-9,890.12	Ordinary	2,549
9/02/2018	Australia and New Zealand Banking Group Limited	Sell	-402	-1,563.78	Ordinary	402
13/02/2018	Australia and New Zealand Banking Group Limited	Sell	-13,401	-51,995.88	Ordinary	13,401
13/02/2018	Australia and New Zealand Banking Group Limited	Sell	-9,426	-36,572.88	Ordinary	9,426
13/02/2018	Australia and New Zealand Banking Group Limited	Sell	-2,047	-7,942.36	Ordinary	2,047
13/02/2018	Australia and New Zealand Banking Group Limited	Sell	-376	-1,458.88	Ordinary	376
	Total		-88,199	-342,553.81		

Date	Registered Company	Nature of Change	Quantity	Consideration	Class of Securities	Person's votes affected
7/02/2018	Citicorp Nominees Pty Ltd	Sell	-37,679	-146,571.31	Ordinary	37,679
7/02/2018	Citicorp Nominees Pty Ltd	Sell	-10,270	-39,950.30	Ordinary	10,270
	Total		-47,949	-186,521.61		

Date	Registered Company	Nature of Change	Quantity	Consideration	Class of Securities	Person's votes affected
19/12/2017	HSBC Custody Nominees (Australia) Limited.	Buy	51,346	200,762.86	Ordinary	51,346
19/12/2017	HSBC Custody Nominees (Australia) Limited.	Buy	1,900	7,429.00	Ordinary	1,900
7/02/2018	HSBC Custody Nominees (Australia) Limited.	Sell	-29,166	-113,164.08	Ordinary	29,166
9/02/2018	HSBC Custody Nominees (Australia) Limited.	Sell	-11,435	-44,367.80	Ordinary	11,435
9/02/2018	HSBC Custody Nominees (Australia) Limited.	Sell	-25,543	-99,106.84	Ordinary	25,543
9/02/2018	HSBC Custody Nominees (Australia) Limited.	Sell	-9,469	-36,739.72	Ordinary	9,469
9/02/2018	HSBC Custody Nominees (Australia) Limited.	Sell	-3,145	-12,202.60	Ordinary	3,145
9/02/2018	HSBC Custody Nominees (Australia) Limited.	Sell	-42,410	-164,550.80	Ordinary	42,410
9/02/2018	HSBC Custody Nominees (Australia) Limited.	Sell	-29,287	-113,633.56	Ordinary	29,287
9/02/2018	HSBC Custody Nominees (Australia) Limited.	Sell	-1,902	-7,398.78	Ordinary	1,902
9/02/2018	HSBC Custody Nominees (Australia) Limited.	Sell	-14,760	-57,268.80	Ordinary	14,760
13/02/2018	HSBC Custody Nominees (Australia) Limited.	Sell	-20,653	-80,133.64	Ordinary	20,653
13/02/2018	HSBC Custody Nominees (Australia) Limited.	Sell	-21,134	-81,999.92	Ordinary	21,134
13/02/2018	HSBC Custody Nominees (Australia) Limited.	Sell	-34,364	-133,332.32	Ordinary	34,364
13/02/2018	HSBC Custody Nominees (Australia) Limited.	Sell	-11,183	-43,390.04	Ordinary	11,183
13/02/2018	HSBC Custody Nominees (Australia) Limited.	Sell	-5,145	-19,962.60	Ordinary	5,145
13/02/2018	HSBC Custody Nominees (Australia) Limited.	Sell	-2,834	-10,995.92	Ordinary	2,834
13/02/2018	HSBC Custody Nominees (Australia) Limited.	Sell	-6,198	-24,048.24	Ordinary	6,198
13/02/2018	HSBC Custody Nominees (Australia) Limited.	Sell	-28,919	-112,205.72	Ordinary	28,919

Total **-244,301** **-946,309.52**

Date	Registered Company	Nature of Change	Quantity	Consideration	Class of Securities	Person's votes affected
9/11/2017	JP Morgan Chase Bank	Sell	-11,696	-46,082.24	Ordinary	11,696
9/11/2017	JP Morgan Chase Bank	Sell	-46,754	-184,210.76	Ordinary	46,754
9/11/2017	JP Morgan Chase Bank	Sell	-35,349	-139,275.06	Ordinary	35,349
9/11/2017	JP Morgan Chase Bank	Sell	-687	-2,706.78	Ordinary	687
9/11/2017	JP Morgan Chase Bank	Sell	-851	-3,352.94	Ordinary	851
9/11/2017	JP Morgan Chase Bank	Sell	-9,339	-36,795.66	Ordinary	9,339
9/11/2017	JP Morgan Chase Bank	Sell	-534	-2,103.96	Ordinary	534
	Total		-105,210	-414,527.40		

Date	Registered Company	Nature of Change	Quantity	Consideration	Class of Securities	Person's votes affected
7/12/2017	State Street Australia Limited	Buy	-94,040	-367,696.40	Ordinary	94,040
7/12/2017	State Street Australia Limited	Buy	94,040	367,696.40	Ordinary	94,040
7/12/2017	State Street Australia Limited	Buy	94,040	367,696.40	Ordinary	94,040
7/12/2017	State Street Australia Limited	Buy	44,645	174,561.95	Ordinary	44,645
7/12/2017	State Street Australia Limited	Buy	-44,645	-174,561.95	Ordinary	44,645
7/12/2017	State Street Australia Limited	Buy	44,645	174,561.95	Ordinary	44,645
9/02/2018	State Street Australia Limited	Sell	-7,031	-27,280.28	Ordinary	7,031
9/02/2018	State Street Australia Limited	Sell	-4,471	-17,392.19	Ordinary	4,471
9/02/2018	State Street Australia Limited	Sell	-32,344	-125,494.72	Ordinary	32,344
9/02/2018	State Street Australia Limited	Sell	-79,505	-308,479.40	Ordinary	79,505
9/02/2018	State Street Australia Limited	Sell	-41,739	-161,947.32	Ordinary	41,739
9/02/2018	State Street Australia Limited	Sell	-44,691	-173,401.08	Ordinary	44,691
9/02/2018	State Street Australia Limited	Sell	-51,144	-198,438.72	Ordinary	51,144
9/02/2018	State Street Australia Limited	Sell	-5,502	-21,347.76	Ordinary	5,502
9/02/2018	State Street Australia Limited	Sell	-11,565	-44,872.20	Ordinary	11,565
9/02/2018	State Street Australia Limited	Sell	-46,190	-179,217.20	Ordinary	46,190
9/02/2018	State Street Australia Limited	Sell	-21,975	-85,263.00	Ordinary	21,975
9/02/2018	State Street Australia Limited	Sell	-8,344	-32,374.72	Ordinary	8,344
9/02/2018	State Street Australia Limited	Sell	-2,224	-8,651.36	Ordinary	2,224
9/02/2018	State Street Australia Limited	Sell	-25,198	-97,768.24	Ordinary	25,198
9/02/2018	State Street Australia Limited	Sell	-2,189	-8,493.32	Ordinary	2,189
9/02/2018	State Street Australia Limited	Sell	-39,310	-152,522.80	Ordinary	39,310
9/02/2018	State Street Australia Limited	Sell	-59,332	-230,208.16	Ordinary	59,332
9/02/2018	State Street Australia Limited	Sell	-2,705	-10,495.40	Ordinary	2,705
13/02/2018	State Street Australia Limited	Sell	-9,465	-36,724.20	Ordinary	9,465
13/02/2018	State Street Australia Limited	Sell	-38,537	-149,523.56	Ordinary	38,537
13/02/2018	State Street Australia Limited	Sell	-70,494	-273,516.72	Ordinary	70,494
13/02/2018	State Street Australia Limited	Sell	-106,332	-412,568.16	Ordinary	106,332
13/02/2018	State Street Australia Limited	Sell	-17,445	-67,686.60	Ordinary	17,445
13/02/2018	State Street Australia Limited	Sell	-5,799	-22,500.12	Ordinary	5,799
13/02/2018	State Street Australia Limited	Sell	-50,110	-194,426.80	Ordinary	50,110

13/02/2018	State Street Australia Limited	Sell	-5,475	-21,243.00	Ordinary	5,475
13/02/2018	State Street Australia Limited	Sell	-29,099	-112,904.12	Ordinary	29,099
13/02/2018	State Street Australia Limited	Sell	-2,851	-11,061.88	Ordinary	2,851
13/02/2018	State Street Australia Limited	Sell	-28,486	-110,525.68	Ordinary	28,486
13/02/2018	State Street Australia Limited	Sell	-34,722	-134,721.36	Ordinary	34,722
13/02/2018	State Street Australia Limited	Sell	-4,653	-18,053.64	Ordinary	4,653
13/02/2018	State Street Australia Limited	Sell	-24,736	-95,975.68	Ordinary	24,736
13/02/2018	State Street Australia Limited	Sell	-7,560	-29,332.80	Ordinary	7,560
13/02/2018	State Street Australia Limited	Sell	-18,950	-73,526.00	Ordinary	18,950
	Total		-801,488	-3,105,679.84		

BT Investment Management (Institutional) Limited Total : -1,287,147 -4,995,592.18