

MANTRA GROUP LIMITED

ASX RELEASE

18 May 2018

ASX Market Announcements
 Australian Securities Exchange

Mantra Shareholders vote in favour of Scheme

Mantra Group Limited (ASX:MTR) (**Mantra**) is pleased to announce that Mantra Shareholders today voted in favour of the scheme of arrangement (**Scheme**) under which all Mantra Shares will be acquired by AAPC Limited (a subsidiary of Accor S.A.) (**AccorHotels**).

Mantra advises that the Scheme Resolution as set out in the Notice of Scheme Meeting was passed by the requisite majorities of Mantra shareholders, with:

- 95.96% of Mantra Shareholders present and voting at the Scheme Meeting (in person or by proxy) being in favour of the Scheme Resolution; and
- 99.90% of the total number of votes cast on the Scheme Resolution being in favour of the Scheme Resolution.

The results for the poll were as follows.

	Number of Mantra Shareholders	%	Number of votes	%
For	1,187	95.96%	157,390,056	99.90%
Against	50	4.04%	151,124	0.10%
Total	1,237	100%	157,541,180	100%
Abstain	4		55,859	

The proxies received were as follows.

	Number of Mantra Shareholders	%	Number of votes	%
For	1,012	82.61%	155,475,142	99.24%
Against	50	4.08%	151,124	0.10%
Open	163	13.31%	1,028,095	0.66%
Total	1,225	100%	156,654,361	100%
Abstain	4		55,859	

Mantra will seek orders from the Federal Court of Australia (**Court**) for the approval of the Scheme at the Second Court Hearing, scheduled for Wednesday, 23 May 2018.

If the Court approves the Scheme, Mantra expects to lodge the Court orders with the Australian Securities and Investments Commission (**ASIC**) on the same date so that the Scheme becomes legally effective on Wednesday, 23 May 2018. If this occurs, Mantra Shares will be suspended from trading with effect from the close of trading on ASX on Wednesday, 23 May 2018. In accordance with the terms of the Scheme, Mantra Shareholders will receive a Total Cash Consideration of \$3.96 for each Mantra Share they hold, provided they are registered in the Register on both the Scheme Record Date and the Special Dividend Record Date. The Total Cash Consideration of \$3.96 is comprised of:

- a fully franked Special Dividend of \$0.16 per Mantra Share; and
- the Scheme Consideration of \$3.80 per Mantra Share.

The key dates for implementation of the Scheme are set out below.

Event	Date
Second Court Date for approval of the Scheme	23 May 2018
Effective Date Mantra shares suspended from trading on ASX from close of trade	23 May 2018
Special Dividend Record Date for determining entitlement to the Special Dividend	7:00 pm (Sydney time) on 25 May 2018
Scheme Record Date for determining entitlement to the Scheme Consideration	7:00 pm (Sydney time) on 28 May 2018
Special Dividend Payment Date	30 May 2018
Implementation Date Payment of Scheme Consideration	31 May 2018

This timetable is indicative only and subject to change. Any variation to the timetable set out above will be announced to ASX.

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