



Investment
Management

22 August 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

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 126 365 822

There was a change in the interests of the substantial holder on 18/08/2017

The previous notice was given to the company on 24/07/2017

The previous notice was dated 20/07/2017

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	29,009,510	9.75%	25,935,050	8.72%

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
18/08/2016	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 UBS Wealth Management	HSBC Custody Nominees (Australia) Limited. UBS Wealth Management	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.	11,636,815 Ordinary	11,636,815
BT Investment Management (Institutional) Limited	Australia and New Zealand Banking Group Citicorp Nominees Pty Limited HSBC Custody Nominees (Australia) Limited. JP Morgan Chase Bank National Australia Bank Limited National Nominees Limited State Street Australia Limited	Australia and New Zealand Banking Group Citicorp Nominees Pty Limited HSBC Custody Nominees (Australia) Limited. JP Morgan Chase Bank National Australia Bank Limited National Nominees 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..	14,298,235 Ordinary	14,298,235

* 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 22/08/2017

TRANSACTION HISTORY

Sales & Purchases for the period : 21/07/2017 to 18/08/2017

SECURITY: MTR

BT Investment Management (Fund Services) Limited

Date	Registered Company	Nature of Change	Quantity	Consideration	Class of Securities	Person's votes affected
21/07/2017	HSBC Custody Nominees (Australia) Limited.	Sell	-113,825	-347,166.25	Ordinary	113,825
21/07/2017	HSBC Custody Nominees (Australia) Limited.	Sell	-177,156	-550,955.16	Ordinary	177,156
24/07/2017	HSBC Custody Nominees (Australia) Limited.	Sell	-977	-3,018.93	Ordinary	977
25/07/2017	HSBC Custody Nominees (Australia) Limited.	Sell	-5,600	-17,416.00	Ordinary	5,600
25/07/2017	HSBC Custody Nominees (Australia) Limited.	Sell	-264,983	-826,746.96	Ordinary	264,983
26/07/2017	HSBC Custody Nominees (Australia) Limited.	Sell	-736,186	-2,341,071.48	Ordinary	736,186
27/07/2017	HSBC Custody Nominees (Australia) Limited.	Sell	-77,283	-244,214.28	Ordinary	77,283
17/08/2017	HSBC Custody Nominees (Australia) Limited.	Sell	-18,889	-57,611.45	Ordinary	18,889
17/08/2017	HSBC Custody Nominees (Australia) Limited.	Sell	-67,873	-206,333.92	Ordinary	67,873
17/08/2017	HSBC Custody Nominees (Australia) Limited.	Sell	-80,589	-244,990.56	Ordinary	80,589
17/08/2017	HSBC Custody Nominees (Australia) Limited.	Sell	-40,983	-124,998.15	Ordinary	40,983
18/08/2017	HSBC Custody Nominees (Australia) Limited.	Sell	-55,489	-167,576.78	Ordinary	55,489
18/08/2017	HSBC Custody Nominees (Australia) Limited.	Sell	-155,500	-469,610.00	Ordinary	155,500
	Total		-1,795,333	-5,601,709.92		

Date	Registered Company	Nature of Change	Quantity	Consideration	Class of Securities	Person's votes affected
9/08/2017	UBS Wealth Management	Sell	-14,926	-43,882.44	Ordinary	14,926
9/08/2017	UBS Wealth Management	Sell	-15,644	-45,993.36	Ordinary	15,644
9/08/2017	UBS Wealth Management	Sell	-13,237	-38,916.78	Ordinary	13,237
9/08/2017	UBS Wealth Management	Sell	-118,900	-349,566.00	Ordinary	118,900
	Total		-162,707	-478,358.58		

BT Investment Management (Fund Services) Limited Total : -1,958,040 -6,080,068.50

BT Investment Management (Institutional) Limited

Date	Registered Company	Nature of Change	Quantity	Consideration	Class of Securities	Person's votes affected
21/07/2017	Australia and New Zealand Banking Group Limited	Sell	-2,511	-7,809.21	Ordinary	2,511
21/07/2017	Australia and New Zealand Banking Group Limited	Sell	-2,977	-9,079.85	Ordinary	2,977
21/07/2017	Australia and New Zealand Banking Group Limited	Sell	-4,005	-12,455.55	Ordinary	4,005
21/07/2017	Australia and New Zealand Banking Group Limited	Sell	-1,058	-3,226.90	Ordinary	1,058
24/07/2017	Australia and New Zealand Banking Group Limited	Sell	-35	-108.15	Ordinary	35
25/07/2017	Australia and New Zealand Banking Group Limited	Sell	-228	-709.08	Ordinary	228
25/07/2017	Australia and New Zealand Banking Group Limited	Sell	-10,768	-33,596.16	Ordinary	10,768
26/07/2017	Australia and New Zealand Banking Group Limited	Sell	-9,951	-31,644.18	Ordinary	9,951
26/07/2017	Australia and New Zealand Banking Group Limited	Sell	-19,367	-61,587.06	Ordinary	19,367
27/07/2017	Australia and New Zealand Banking Group Limited	Sell	-2,734	-8,639.44	Ordinary	2,734
17/08/2017	Australia and New Zealand Banking Group Limited	Sell	-3,403	-10,345.12	Ordinary	3,403
17/08/2017	Australia and New Zealand Banking Group Limited	Sell	-2,384	-7,247.36	Ordinary	2,384
17/08/2017	Australia and New Zealand Banking Group Limited	Sell	-4,194	-12,749.76	Ordinary	4,194
17/08/2017	Australia and New Zealand Banking Group Limited	Sell	-6,103	-18,614.15	Ordinary	6,103
17/08/2017	Australia and New Zealand Banking Group Limited	Sell	-1,326	-4,031.04	Ordinary	1,326
17/08/2017	Australia and New Zealand Banking Group Limited	Sell	-3,828	-11,637.12	Ordinary	3,828
18/08/2017	Australia and New Zealand Banking Group Limited	Sell	-3,226	-9,742.52	Ordinary	3,226
18/08/2017	Australia and New Zealand Banking Group Limited	Sell	-373	-1,126.46	Ordinary	373
18/08/2017	Australia and New Zealand Banking Group Limited	Sell	-1,962	-5,925.24	Ordinary	1,962
18/08/2017	Australia and New Zealand Banking Group Limited	Sell	-24	-72.48	Ordinary	24
18/08/2017	Australia and New Zealand Banking Group Limited	Sell	-1,968	-5,943.36	Ordinary	1,968
	Total		-82,425	-256,290.19		

Date	Registered Company	Nature of Change	Quantity	Consideration	Class of Securities	Person's votes affected
24/07/2017	Citicorp Nominees Pty Ltd	Sell	14,875	45,963.75	Ordinary	14,875
27/07/2017	Citicorp Nominees Pty Ltd	Sell	35,938	111,048.42	Ordinary	35,938
	Total		50,813	157,012.17		

Date	Registered Company	Nature of Change	Quantity	Consideration	Class of Securities	Person's votes affected
21/07/2017	HSBC Custody Nominees (Australia) Limited.	Sell	-28,815	-89,614.65	Ordinary	28,815
21/07/2017	HSBC Custody Nominees (Australia) Limited.	Sell	-19,085	-58,209.25	Ordinary	19,085
24/07/2017	HSBC Custody Nominees (Australia) Limited.	Sell	-164	-506.76	Ordinary	164
24/07/2017	HSBC Custody Nominees (Australia) Limited.	Sell	91,585	282,997.65	Ordinary	91,585
25/07/2017	HSBC Custody Nominees (Australia) Limited.	Sell	-979	-3,044.69	Ordinary	979
25/07/2017	HSBC Custody Nominees (Australia) Limited.	Sell	-46,310	-144,487.20	Ordinary	46,310
26/07/2017	HSBC Custody Nominees (Australia) Limited.	Sell	-125,155	-397,992.90	Ordinary	125,155
27/07/2017	HSBC Custody Nominees (Australia) Limited.	Sell	-12,937	-40,880.92	Ordinary	12,937

27/07/2017	HSBC Custody Nominees (Australia) Limited.	Sell	28,024	86,594.16	Ordinary	28,024
27/07/2017	HSBC Custody Nominees (Australia) Limited.	Sell	91,129	281,588.61	Ordinary	91,129
27/07/2017	HSBC Custody Nominees (Australia) Limited.	Sell	4,388	13,558.92	Ordinary	4,388
17/08/2017	HSBC Custody Nominees (Australia) Limited.	Sell	-9,100	-27,755.00	Ordinary	9,100
17/08/2017	HSBC Custody Nominees (Australia) Limited.	Sell	-22,566	-68,600.64	Ordinary	22,566
18/08/2017	HSBC Custody Nominees (Australia) Limited.	Sell	-16,473	-49,748.46	Ordinary	16,473
18/08/2017	HSBC Custody Nominees (Australia) Limited.	Sell	-9,612	-29,028.24	Ordinary	9,612
18/08/2017	HSBC Custody Nominees (Australia) Limited.	Sell	-9,308	-28,110.16	Ordinary	9,308
	Total		-85,378	-273,239.53		

Date	Registered Company	Nature of Change	Quantity	Consideration	Class of Securities	Person's votes affected
24/07/2017	JP Morgan Chase Bank	Sell	32,810	101,382.90	Ordinary	32,810
24/07/2017	JP Morgan Chase Bank	Sell	16,813	51,952.17	Ordinary	16,813
27/07/2017	JP Morgan Chase Bank	Sell	73,647	227,569.23	Ordinary	73,647
27/07/2017	JP Morgan Chase Bank	Sell	37,421	115,630.89	Ordinary	37,421
	Total		160,691	496,535.19		

Date	Registered Company	Nature of Change	Quantity	Consideration	Class of Securities	Person's votes affected
27/07/2017	National Australia Bank Limited	Sell	4,782	14,776.38	Ordinary	4,782
	Total		4,782	14,776.38		

Date	Registered Company	Nature of Change	Quantity	Consideration	Class of Securities	Person's votes affected
10/08/2017	National Nominees Ltd	Sell	-15,173	0.00	Ordinary	15,173
10/08/2017	National Nominees Ltd	Sell	-22,161	0.00	Ordinary	22,161
10/08/2017	National Nominees Ltd	Sell	-10,049	0.00	Ordinary	10,049
10/08/2017	National Nominees Ltd	Sell	-12,293	0.00	Ordinary	12,293
10/08/2017	National Nominees Ltd	Sell	-2,587	0.00	Ordinary	2,587
10/08/2017	National Nominees Ltd	Sell	-14,100	0.00	Ordinary	14,100
10/08/2017	National Nominees Ltd	Sell	-37,107	0.00	Ordinary	37,107
10/08/2017	National Nominees Ltd	Sell	-14,028	0.00	Ordinary	14,028
10/08/2017	National Nominees Ltd	Sell	-10,402	0.00	Ordinary	10,402
10/08/2017	National Nominees Ltd	Sell	-86,503	0.00	Ordinary	86,503
10/08/2017	National Nominees Ltd	Sell	-7,839	0.00	Ordinary	7,839
	Total		-232,242	0.00	Ordinary	

Date	Registered Company	Nature of Change	Quantity	Consideration	Class of Securities	Person's votes affected
21/07/2017	State Street Australia Limited	Sell	-42,105	-128,420.25	Ordinary	42,105
21/07/2017	State Street Australia Limited	Sell	-63,985	-198,993.35	Ordinary	63,985
21/07/2017	State Street Australia Limited	Sell	-20,950	-63,897.50	Ordinary	20,950

21/07/2017	State Street Australia Limited	Sell	-31,837	-99,013.07	Ordinary	31,837
24/07/2017	State Street Australia Limited	Sell	-361	-1,115.49	Ordinary	361
24/07/2017	State Street Australia Limited	Sell	-180	-556.20	Ordinary	180
25/07/2017	State Street Australia Limited	Sell	-2,101	-6,534.11	Ordinary	2,101
25/07/2017	State Street Australia Limited	Sell	-99,447	-310,274.64	Ordinary	99,447
25/07/2017	State Street Australia Limited	Sell	-1,046	-3,253.06	Ordinary	1,046
25/07/2017	State Street Australia Limited	Sell	-49,492	-154,415.04	Ordinary	49,492
26/07/2017	State Street Australia Limited	Sell	-275,951	-877,524.18	Ordinary	275,951
26/07/2017	State Street Australia Limited	Sell	-34,334	-109,182.12	Ordinary	34,334
26/07/2017	State Street Australia Limited	Sell	-102,966	-327,431.88	Ordinary	102,966
27/07/2017	State Street Australia Limited	Sell	-28,555	-90,233.80	Ordinary	28,555
27/07/2017	State Street Australia Limited	Sell	5,725	17,690.25	Ordinary	5,725
27/07/2017	State Street Australia Limited	Sell	-14,207	-44,894.12	Ordinary	14,207
27/07/2017	State Street Australia Limited	Sell	2,863	8,846.67	Ordinary	2,863
17/08/2017	State Street Australia Limited	Sell	-26,315	-79,997.60	Ordinary	26,315
17/08/2017	State Street Australia Limited	Sell	-10,612	-32,366.60	Ordinary	10,612
17/08/2017	State Street Australia Limited	Sell	-5,007	-15,221.28	Ordinary	5,007
17/08/2017	State Street Australia Limited	Sell	-5,370	-16,378.50	Ordinary	5,370
17/08/2017	State Street Australia Limited	Sell	-8,307	-25,253.28	Ordinary	8,307
18/08/2017	State Street Australia Limited	Sell	-58,136	-175,570.72	Ordinary	58,136
18/08/2017	State Street Australia Limited	Sell	-3,238	-9,778.76	Ordinary	3,238
18/08/2017	State Street Australia Limited	Sell	-5,401	-16,311.02	Ordinary	5,401
18/08/2017	State Street Australia Limited	Sell	-12,106	-36,560.12	Ordinary	12,106
18/08/2017	State Street Australia Limited	Sell	-10,320	-31,166.40	Ordinary	10,320
18/08/2017	State Street Australia Limited	Sell	-28,920	-87,338.40	Ordinary	28,920
	Total		-932,661	-2,915,144.57		

BT Investment Management (Institutional) Limited

Total : -1,116,420 -2,776,350.55