

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 CVC Capital Partners SICAV-FIS S.A. (CVC Capital Partners) and its Controlled Entities, being entities controlled by CVC Capital Partners (where "control" has the meaning given in section 50AA of the Corporations Act 2001 (Cth)), including, but not limited to, EV Hospitality NV (EVH) (a shareholder of MTR) and Europe Voyager Holdings Sàrl (the parent company of EVH).

This Form 604 is filed by EVH on behalf of each of CVC Capital Partners and its Controlled Entities.

ACN/ARSN (if applicable) N/A

There was a change in the interests of the substantial holder on 25 June 2014
 The previous notice was given to the company 20 June 2014
 The previous notice was dated 20 June 2014

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 to 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	108,000,000	100%	116,625,318	46.75%

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
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25/06/14	CVC Capital Partners and its Controlled Entities	<p>MTR acquired a power over disposal over an additional 8,625,318 fully paid ordinary shares in MTR (Shares), which were issued to certain directors and senior managers (Management Shareholders) in exchange for options on 25 June 2014. This power over disposal was acquired under an escrow deed entered into on or around 30 May 2014 between MTR and the Management Shareholders, which gives rise to a relevant interest under section 608(1)(c) of the Corporations Act 2001 (Cth) (Corporations Act). A copy of the escrow deed is attached to the Form 604 lodged by MTR on 25 June 2014. Pursuant to section 608(3) of the Corporations Act, EVH has acquired a relevant interest in the above Shares as it has voting power in MTR of above 20%.</p> <p>Pursuant to section 608(3) of the Corporations Act, each of CVC Capital Partners and its Controlled Entities also have a relevant interest in the above Shares as they are associates of EVH and/or have voting power in EVH of above 20%. Note that this does not increase any persons' voting power as they already have voting power of 100%.</p>	N/A	8,625,318 Shares	8,625,318 Shares
25/06/14	CVC Capital Partners and its Controlled Entities	<p>EVH's substantial holding was reduced as a result of dilution arising from the issue by MTR of 132,845,911 New Shares to investors under its initial public offering on 25 June 2014, which, together with the issue of Shares to Management Shareholders, increased the size of MTR's Share capital to 249,471,229 Shares.</p> <p>Pursuant to section 608(3) of the Corporations Act, each of CVC Capital Partners and its Controlled Entities also have a relevant interest in the Shares in which EVH has a relevant interest as they are associates of EVH and/or have voting power in EVH of above 20%. Accordingly, those entities have also experienced a reduction in their substantial Shareholding.</p>	N/A	N/A	N/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
EVH	EVH	EVH	EVH is the registered holder of the Shares (section 608(1)(a) of the Corporations Act)	64,800,000 Shares	25.97%
CVC Capital Partners and its Controlled Entities	EVH	EVH	Pursuant to section 608(3) of the Corporations Act, CVC Capital Partners and its Controlled Entities have a relevant interest in the Shares held by EVH as they are associates of EVH and/or have voting power in EVH of above 20%.	64,800,000 Shares	25.97%
EVH	UBS Australia Holdings Pty Ltd (UBSAHPL)	UBSAHPL	EVH has a power to control the disposal of 43,200,000 Shares held by UBSAHPL (UBSAHPL Shares) pursuant to section 608(1)(c), by virtue of the Co-ordination Agreement with UBSAHPL (which was filed with EVH's Form 603 on 20 June 2014). In addition, MTR has a relevant interest over the UBSAHPL Shares under section 608(1)(c) of the Corporations Act pursuant to an escrow deed entered into with UBSAHPL (attached to MTR's Form 603 filed on 20 June 2014). EVH has a relevant interest in the UBSAHPL Shares under section 608(3) as it has voting power in MTR of over 20%	43,200,000 Shares	17.32%

CVC Capital Partners and its Controlled Entities	UBSAHPL	UBSAHPL	Pursuant to section 608(3) of the Corporations Act, CVC Capital Partners and its Controlled Entities have the same relevant interest in the UBSAHPL Shares that is held by EVH as they have control over EVH and/or have voting power in EVH of above 20%.	43,200,000 Shares	17.32%
EVH	Management Shareholders	Management Shareholders	MTR has a power over disposal in relation to 8,625,318 Shares (Management Shares), arising under an escrow deed, pursuant to section 608(1)(c) of the Corporations Act (which deed is attached to MTR's Form 604 dated 25 June 2014). EVH has a relevant interest in the Management Shares under section 608(3) as it has voting power in MTR of over 20%	8,625,318 Shares	3.46%
CVC Capital Partners and its Controlled Entities	Management Shareholders	Management Shareholders	Pursuant to section 608(3) of the Corporations Act, CVC Capital Partners and its Controlled Entities have the same relevant interest in the Management Shares that is held by EVH as they have control over EVH and/or have voting power in EVH of above 20%.	8,625,318 Shares	3.46%

5. Changes in association

The persons who have become associates (2) of, 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:

Not applicable.

6. Addresses

The addresses of persons named in this form are as follows:

Name	Address
MTR	Level 15, 50 Cavill Avenue, Surfers Paradise QLD 4217
UBS Australia Holdings Pty Ltd (ACN 003 059 498)	Level 16, Chifley Tower, 2 Chifley Square, Sydney NSW 2000
Each of CVC Capital Partners and its Controlled Entities can be contacted c/- Gilbert + Tobin	Gilbert + Tobin 2 Park Street Sydney NSW 2000

Signature

print name

PUTTEMANS JOHN

capacity

DIRECTOR

sign here



date

25/06/14

DIRECTIONS

- (1) If there are a number of substantial holders with similar or related relevant interests (eg. 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 or 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
 - (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 on 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 (eg. if the relevant interest arises because of an option) write "unknown".
- (9) Give details, if appropriate, of the present association and any change in that association since the last substantial holding notice.