



Investment
Management

14 March 2016

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 Cover-More Group Limited.

Yours faithfully,

A handwritten signature in black ink, appearing to read 'Chris Millard'.

Chris Millard
Company Secretary

Form 604

Corporations Act 2001
Section 671B

Notice of change of interests of substantial holder

To Company Name/Scheme COVER-MORE GROUP LIMITED (CVO)

ACN/ARSN ACN 166 776 334

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 10/03/2016

The previous notice was given to the company on 23/02/2016

The previous notice was dated 19/02/2016

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	22,412,874	7.05%	25,756,686	8.10%

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
10/03/2016	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.	14,540,766 Ordinary	14,540,766
BT Investment Management (Institutional) Limited	HSBC Custody Nominees (Australia) Limited. Australia and New Zealand Banking Group Limited National Australian Custodian Services National Australia Bank Limited	Australia and New Zealand Banking Group Limited HSBC Custody Nominees (Australia) Limited. National Australia Bank Limited National Australian Custodian Services.	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..	11,215,920 Ordinary	11,215,920

* 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

6. Addresses

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

Name	Address
BT Investment Management Limited (BTT)	Level 14, Chifley Tower, 2 Chifley Square, Sydney NSW 2000
BT Investment Management (Fund Services) Limited	Level 14, Chifley Tower, 2 Chifley Square, Sydney NSW 2000
BT Investment Management (Institutional) Limited	Level 14, Chifley Tower, 2 Chifley Square SYDNEY NSW 2000
COVER-MORE GROUP LIMITED (CVO)	The Company Secretary, COVER-MORE GROUP LIMITED (CVO) Level 2, 60 Miller Street NORTH SYDNEY NSW 2060 Tel: +61 2 8907 5301

Signature

Print name Chris Millard Capacity Company Secretary

Sign here _____ Date 14/03/2016

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

Chris Millard – Company Secretary, BT Investment Management Limited 14/03/2016

TRANSACTION HISTORY

Sales & Purchases for the period : 20/02/2016 to 10/03/2016

SECURITY: CVO

BT Investment Management (Fund Services) Limited

Date	Registered Company	Nature of Change	Quantity	Consideration	Class of Securities	Person's votes affected
4/03/2016	HSBC Custody Nominees (Australia) Limited.	Buy	294,634	427,219.30	Ordinary	294,634
4/03/2016	HSBC Custody Nominees (Australia) Limited.	Buy	135,804	196,915.80	Ordinary	135,804
4/03/2016	HSBC Custody Nominees (Australia) Limited.	Buy	429,913	623,373.85	Ordinary	429,913
10/03/2016	HSBC Custody Nominees (Australia) Limited.	Buy	508,905	727,734.15	Ordinary	508,905
10/03/2016	HSBC Custody Nominees (Australia) Limited.	Buy	550,506	787,223.58	Ordinary	550,506
Total			1,919,762	2,762,466.68		

BT Investment Management (Fund Services) Limited Total : 1,919,762 2,762,466.68

BT Investment Management (Institutional) Limited

Date	Registered Company	Nature of Change	Quantity	Consideration	Class of Securities	Person's votes affected
4/03/2016	Australia and New Zealand Banking Group Limited	Buy	13,099	18,993.55	Ordinary	13,099
4/03/2016	Australia and New Zealand Banking Group Limited	Buy	4,138	6,000.10	Ordinary	4,138
4/03/2016	Australia and New Zealand Banking Group Limited	Buy	8,978	13,018.10	Ordinary	8,978
10/03/2016	Australia and New Zealand Banking Group Limited	Buy	15,683	22,426.69	Ordinary	15,683
10/03/2016	Australia and New Zealand Banking Group Limited	Buy	14,497	20,730.71	Ordinary	14,497
Total			56,395	81,169.15		

Date	Registered Company	Nature of Change	Quantity	Consideration	Class of Securities	Person's votes affected
4/03/2016	HSBC Custody Nominees (Australia) Limited.	Buy	78,816	114,283.20	Ordinary	78,816
4/03/2016	HSBC Custody Nominees (Australia) Limited.	Buy	24,897	36,100.65	Ordinary	24,897
4/03/2016	HSBC Custody Nominees (Australia) Limited.	Buy	54,015	78,321.75	Ordinary	54,015
10/03/2016	HSBC Custody Nominees (Australia) Limited.	Buy	101,982	145,834.26	Ordinary	101,982
10/03/2016	HSBC Custody Nominees (Australia) Limited.	Buy	94,276	134,814.68	Ordinary	94,276
Total			353,986	509,354.54		

Date	Registered Company	Nature of Change	Quantity	Consideration	Class of Securities	Person's votes affected
4/03/2016	National Australia Bank Limited	Buy	152,977	221,816.65	Ordinary	152,977
4/03/2016	National Australia Bank Limited	Buy	48,324	70,069.80	Ordinary	48,324
4/03/2016	National Australia Bank Limited	Buy	104,840	152,018.00	Ordinary	104,840
10/03/2016	National Australia Bank Limited	Buy	179,367	256,494.81	Ordinary	179,367
10/03/2016	National Australia Bank Limited	Buy	194,030	277,462.90	Ordinary	194,030
Total			679,538	977,862.16		

Date	Registered Company	Nature of Change	Quantity	Consideration	Class of Securities	Person's votes affected
4/03/2016	National Australian Custodian Services	Buy	75,195	109,032.75	Ordinary	75,195
4/03/2016	National Australian Custodian Services	Buy	23,753	34,441.85	Ordinary	23,753
4/03/2016	National Australian Custodian Services	Buy	51,533	74,722.85	Ordinary	51,533
10/03/2016	National Australian Custodian Services	Buy	88,219	126,153.17	Ordinary	88,219
10/03/2016	National Australian Custodian Services	Buy	95,431	136,466.33	Ordinary	95,431
Total			334,131	480,816.95		

BT Investment Management (Institutional Limited Total :	1,424,050	2,049,202.80
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