



Investment
Management

4 February 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

{00008786.DOC}
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 8253 2999

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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 02/02/2016

The previous notice was given to the company on 13/11/2015

The previous notice was dated 11/11/2015

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	15,892,452	5.00%	19,102,423	6.01%

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
02/02/2016	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.	11,264,711 Ordinary	11,264,711
BT Investment Management (Institutional) Limited	HSBC Custody Nominees (Australia) Limited.	Australia and New Zealand Banking Group Limited HSBC Custody Nominees (Australia) Limited. JP Morgan Chase Bank 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..	7,837,712, Ordinary	7,837,712

* 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 04/02/2016

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 04/02/2016

TRANSACTION HISTORY

Sales & Purchases for the period : 12/11/2015 to 02/02/2016

SECURITY: CVO

BT Investment Management (Fund Services) Limited

Date	Registered Company	Nature of Change	Quantity	Consideration	Class of Securities	Person's votes affected
13/11/2015	HSBC Custody Nominees (Australia) Limited.	Buy	285,360	570,720.00	Ordinary	285,360
13/11/2015	HSBC Custody Nominees (Australia) Limited.	Buy	259,609	527,006.27	Ordinary	259,609
13/11/2015	HSBC Custody Nominees (Australia) Limited.	Buy	280,000	557,200.00	Ordinary	280,000
18/12/2015	HSBC Custody Nominees (Australia) Limited.	Buy	237,681	501,506.91	Ordinary	237,681
5/01/2016	HSBC Custody Nominees (Australia) Limited.	Buy	35,000	74,900.00	Ordinary	35,000
6/01/2016	HSBC Custody Nominees (Australia) Limited.	Buy	333,652	697,332.68	Ordinary	333,652
14/01/2016	HSBC Custody Nominees (Australia) Limited.	Buy	1,847	3,712.47	Ordinary	1,847
19/01/2016	HSBC Custody Nominees (Australia) Limited.	Buy	264,383	520,834.51	Ordinary	264,383
20/01/2016	HSBC Custody Nominees (Australia) Limited.	Buy	143,479	279,784.05	Ordinary	143,479
2/02/2016	HSBC Custody Nominees (Australia) Limited.	Buy	117,381	240,631.05	Ordinary	117,381
	Total		1,958,392	3,973,627.94		

BT Investment Management (Fund Services) Limited Total : 1,958,392 3,973,627.94

BT Investment Management (Institutional) Limited

Date	Registered Company	Nature of Change	Quantity	Consideration	Class of Securities	Person's votes affected
13/11/2015	Australia and New Zealand Banking Group Limited	Buy	12,631	25,262.00	Ordinary	12,631
13/11/2015	Australia and New Zealand Banking Group Limited	Buy	12,796	26,359.76	Ordinary	12,796
19/01/2016	Australia and New Zealand Banking Group Limited	Buy	4,790	9,436.30	Ordinary	4,790
20/01/2016	Australia and New Zealand Banking Group Limited	Buy	4,413	8,605.35	Ordinary	4,413
	Total		34,630	69,663.41		

Date	Registered Company	Nature of Change	Quantity	Consideration	Class of Securities	Person's votes affected
18/12/2015	HSBC Custody Nominees (Australia) Limited.	Buy	81,914	172,838.54	Ordinary	81,914
14/01/2016	HSBC Custody Nominees (Australia) Limited.	Buy	541	1,087.41	Ordinary	541

12/11/2015	HSBC Custody Nominees (Australia) Limited.	Buy	53,429	115,940.93	Ordinary	53,429
13/11/2015	HSBC Custody Nominees (Australia) Limited.	Buy	51,022	102,044.00	Ordinary	51,022
17/12/2015	HSBC Custody Nominees (Australia) Limited.	Buy	101,710	218,676.50	Ordinary	101,710
18/12/2015	HSBC Custody Nominees (Australia) Limited.	Buy	127,194	272,195.16	Ordinary	127,194
14/01/2016	HSBC Custody Nominees (Australia) Limited.	Buy	13,070	26,270.70	Ordinary	13,070
18/01/2016	HSBC Custody Nominees (Australia) Limited.	Buy	9,148	18,204.52	Ordinary	9,148
19/01/2016	HSBC Custody Nominees (Australia) Limited.	Buy	40,413	79,613.61	Ordinary	40,413
20/01/2016	HSBC Custody Nominees (Australia) Limited.	Buy	26,936	52,525.20	Ordinary	26,936
	Total		505,377	1,059,396.57		

Date	Registered Company	Nature of Change	Quantity	Consideration	Class of Securities	Person's votes affected
12/11/2015	JP Morgan Chase Bank	Buy	54,806	118,929.02	Ordinary	54,806
16/12/2015	JP Morgan Chase Bank	Buy	222,700	469,897.00	Ordinary	222,700
14/01/2016	JP Morgan Chase Bank	Buy	17,493	35,160.93	Ordinary	17,493
	Total		294,999	623,986.95		

Date	Registered Company	Nature of Change	Quantity	Consideration	Class of Securities	Person's votes affected
13/11/2015	National Australia Bank Limited	Buy	100,837	201,674.00	Ordinary	100,837
19/01/2016	National Australia Bank Limited	Buy	128,019	252,197.43	Ordinary	128,019
20/01/2016	National Australia Bank Limited	Buy	50,389	98,258.55	Ordinary	50,389
	Total		279,245	552,129.98		

Date	Registered Company	Nature of Change	Quantity	Consideration	Class of Securities	Person's votes affected
13/11/2015	National Australian Custodian Services	Buy	50,150	100,300.00	Ordinary	50,150
19/01/2016	National Australian Custodian Services	Buy	62,395	122,918.15	Ordinary	62,395
20/01/2016	National Australian Custodian Services	Buy	24,783	48,326.85	Ordinary	24,783
	Total		137,328	271,545.00		

BT Investment Management (Institutional Limited Total : **1,251,579 2,576,721.91**