



Investment
Management

23 August 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

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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 8253 2999

www.btim.com.au

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 19/08/2016

The previous notice was given to the company on 08/08/2016

The previous notice was dated 04/08/2016

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	22,230,594	6.99%	17,338,311	5.46%

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
19/08/2016	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	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.	11,137,825 Ordinary	11,137,825
BT Investment Management (Institutional) Limited	<p>HSBC Custody Nominees (Australia) Limited.</p> <p>Australia and New Zealand Banking Group Limited</p> <p>JP Morgan Chase Bank</p> <p>State Street Australia Limited</p>	<p>Australia and New Zealand Banking Group Limited</p> <p>HSBC Custody Nominees (Australia) Limited.</p> <p>JP Morgan Chase Bank</p> <p>State Street Australia Limited</p>	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..	6,200,486 Ordinary	6,200,486

* 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 23/08/2016

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 23/08/2016

TRANSACTION HISTORY

Sales & Purchases for the period : 05/08/2016 to 19/08/2016

SECURITY: CVO

BT Investment Management (Fund Services) Limited

Date	Registered Company	Nature of Change	Quantity	Consideration	Class of Securities	Person's votes affected
19/08/2016	HSBC Custody Nominees (Australia) Limited.	Sell	-13,220	-18,508.00	Ordinary	13,220
19/08/2016	HSBC Custody Nominees (Australia) Limited.	Sell	-876,209	-1,244,216.78	Ordinary	876,209
19/08/2016	HSBC Custody Nominees (Australia) Limited.	Sell	-133,994	-187,591.60	Ordinary	133,994
19/08/2016	HSBC Custody Nominees (Australia) Limited.	Sell	-1,361	-1,905.40	Ordinary	1,361
19/08/2016	HSBC Custody Nominees (Australia) Limited.	Sell	-33,572	-47,672.24	Ordinary	33,572
19/08/2016	HSBC Custody Nominees (Australia) Limited.	Sell	-142,113	-198,958.20	Ordinary	142,113
19/08/2016	HSBC Custody Nominees (Australia) Limited.	Sell	-16,526	-23,136.40	Ordinary	16,526
19/08/2016	HSBC Custody Nominees (Australia) Limited.	Sell	-70,273	-99,084.93	Ordinary	70,273
19/08/2016	HSBC Custody Nominees (Australia) Limited.	Sell	-13,437	-18,946.17	Ordinary	13,437
19/08/2016	HSBC Custody Nominees (Australia) Limited.	Sell	-75,001	-105,751.41	Ordinary	75,001
19/08/2016	HSBC Custody Nominees (Australia) Limited.	Sell	-238,583	-338,787.86	Ordinary	238,583
19/08/2016	HSBC Custody Nominees (Australia) Limited.	Sell	-69,192	-97,560.72	Ordinary	69,192
19/08/2016	HSBC Custody Nominees (Australia) Limited.	Sell	-107,784	-153,053.28	Ordinary	107,784
19/08/2016	HSBC Custody Nominees (Australia) Limited.	Sell	-20,552	-28,978.32	Ordinary	20,552
19/08/2016	HSBC Custody Nominees (Australia) Limited.	Sell	-171,288	-243,228.96	Ordinary	171,288
19/08/2016	HSBC Custody Nominees (Australia) Limited.	Sell	-5,863	-8,266.83	Ordinary	5,863
19/08/2016	HSBC Custody Nominees (Australia) Limited.	Sell	-48,208	-68,455.36	Ordinary	48,208
19/08/2016	HSBC Custody Nominees (Australia) Limited.	Sell	-110,184	-154,257.60	Ordinary	110,184
19/08/2016	HSBC Custody Nominees (Australia) Limited.	Sell	-13,254	-18,555.60	Ordinary	13,254
19/08/2016	HSBC Custody Nominees (Australia) Limited.	Sell	-150,171	-210,239.40	Ordinary	150,171
19/08/2016	HSBC Custody Nominees (Australia) Limited.	Sell	-1,847	-2,622.74	Ordinary	1,847
19/08/2016	HSBC Custody Nominees (Australia) Limited.	Sell	-11,296	-16,040.32	Ordinary	11,296
19/08/2016	HSBC Custody Nominees (Australia) Limited.	Sell	-81,604	-115,061.64	Ordinary	81,604
19/08/2016	HSBC Custody Nominees (Australia) Limited.	Sell	-140,964	-198,759.24	Ordinary	140,964
	Total		-2,546,496	-3,599,639.00		

BT Investment Management (Fund Services) Limited Total : -856,445 -1,878,364.62

BT Investment Management (Institutional) Limited

Date	Registered Company	Nature of Change	Quantity	Consideration	Class of Securities	Person's votes affected
19/08/2016	Australia and New Zealand Banking Group Limited	Sell	-4,247	-6,030.74	Ordinary	4,247
19/08/2016	Australia and New Zealand Banking Group Limited	Sell	-5,607	-7,849.80	Ordinary	5,607
19/08/2016	Australia and New Zealand Banking Group Limited	Sell	-329	-467.18	Ordinary	329
19/08/2016	Australia and New Zealand Banking Group Limited	Sell	-2,056	-2,919.52	Ordinary	2,056
19/08/2016	Australia and New Zealand Banking Group Limited	Sell	-1,838	-2,609.96	Ordinary	1,838
19/08/2016	Australia and New Zealand Banking Group Limited	Sell	-1,146	-1,627.32	Ordinary	1,146
19/08/2016	Australia and New Zealand Banking Group Limited	Sell	-4,037	-5,732.54	Ordinary	4,037
19/08/2016	Australia and New Zealand Banking Group Limited	Sell	-419	-594.98	Ordinary	419
19/08/2016	Australia and New Zealand Banking Group Limited	Sell	-7,909	-11,151.69	Ordinary	7,909
19/08/2016	Australia and New Zealand Banking Group Limited	Sell	-7,547	-10,565.80	Ordinary	7,547
19/08/2016	Australia and New Zealand Banking Group Limited	Sell	-4,247	-6,030.74	Ordinary	4,247
19/08/2016	Australia and New Zealand Banking Group Limited	Sell	-1,208	-1,715.36	Ordinary	1,208
19/08/2016	Australia and New Zealand Banking Group Limited	Sell	-504	-715.68	Ordinary	504
19/08/2016	Australia and New Zealand Banking Group Limited	Sell	-35	-49.70	Ordinary	35
19/08/2016	Australia and New Zealand Banking Group Limited	Sell	-1,157	-1,642.94	Ordinary	1,157
19/08/2016	Australia and New Zealand Banking Group Limited	Sell	-7,329	-10,407.18	Ordinary	7,329
19/08/2016	Australia and New Zealand Banking Group Limited	Sell	-2,121	-3,011.82	Ordinary	2,121
19/08/2016	Australia and New Zealand Banking Group Limited	Sell	-3,770	-5,353.40	Ordinary	3,770
19/08/2016	Australia and New Zealand Banking Group Limited	Sell	-6,168	-8,635.20	Ordinary	6,168
19/08/2016	Australia and New Zealand Banking Group Limited	Sell	-1,930	-2,740.60	Ordinary	1,930
19/08/2016	Australia and New Zealand Banking Group Limited	Sell	-3,406	-4,836.52	Ordinary	3,406
19/08/2016	Australia and New Zealand Banking Group Limited	Sell	-3,533	-5,016.86	Ordinary	3,533
19/08/2016	Australia and New Zealand Banking Group Limited	Sell	-551	-776.91	Ordinary	551
19/08/2016	Australia and New Zealand Banking Group Limited	Sell	-1,465	-2,080.30	Ordinary	1,465
19/08/2016	Australia and New Zealand Banking Group Limited	Sell	-2,416	-3,430.72	Ordinary	2,416
19/08/2016	Australia and New Zealand Banking Group Limited	Sell	-1,470	-2,087.40	Ordinary	1,470
19/08/2016	Australia and New Zealand Banking Group Limited	Sell	-425	-603.50	Ordinary	425
	Total		-76,870	-108,684.36		

Date	Registered Company	Nature of Change	Quantity	Consideration	Class of Securities	Person's votes affected
19/08/2016	HSBC Custody Nominees (Australia) Limited.	Sell	-210,657	-299,132.94	Ordinary	210,657
19/08/2016	HSBC Custody Nominees (Australia) Limited.	Sell	-134,144	-190,484.48	Ordinary	134,144
19/08/2016	HSBC Custody Nominees (Australia) Limited.	Sell	-9,148	-12,990.16	Ordinary	9,148
19/08/2016	HSBC Custody Nominees (Australia) Limited.	Sell	-114,280	-162,277.60	Ordinary	114,280
19/08/2016	HSBC Custody Nominees (Australia) Limited.	Sell	-13,070	-18,559.40	Ordinary	13,070
19/08/2016	HSBC Custody Nominees (Australia) Limited.	Sell	-14,129	-20,063.18	Ordinary	14,129
19/08/2016	HSBC Custody Nominees (Australia) Limited.	Sell	-27,535	-38,549.00	Ordinary	27,535
19/08/2016	HSBC Custody Nominees (Australia) Limited.	Sell	-4,180	-5,893.80	Ordinary	4,180
19/08/2016	HSBC Custody Nominees (Australia) Limited.	Sell	-117,684	-167,111.28	Ordinary	117,684
19/08/2016	HSBC Custody Nominees (Australia) Limited.	Sell	-27,365	-38,311.00	Ordinary	27,365
19/08/2016	HSBC Custody Nominees (Australia) Limited.	Sell	-15,254	-21,508.14	Ordinary	15,254
19/08/2016	HSBC Custody Nominees (Australia) Limited.	Sell	-20,268	-28,577.88	Ordinary	20,268
19/08/2016	HSBC Custody Nominees (Australia) Limited.	Sell	-3,825	-5,393.25	Ordinary	3,825
19/08/2016	HSBC Custody Nominees (Australia) Limited.	Sell	-13,827	-19,634.34	Ordinary	13,827

19/08/2016	HSBC Custody Nominees (Australia) Limited.	Sell	-9,388	-13,143.20	Ordinary	9,388
19/08/2016	HSBC Custody Nominees (Australia) Limited.	Sell	-2,561	-3,585.40	Ordinary	2,561
19/08/2016	HSBC Custody Nominees (Australia) Limited.	Sell	-1,779	-2,490.60	Ordinary	1,779
19/08/2016	HSBC Custody Nominees (Australia) Limited.	Sell	-588	-829.08	Ordinary	588
19/08/2016	HSBC Custody Nominees (Australia) Limited.	Sell	-46,834	-66,504.28	Ordinary	46,834
19/08/2016	HSBC Custody Nominees (Australia) Limited.	Sell	-266	-372.40	Ordinary	266
19/08/2016	HSBC Custody Nominees (Australia) Limited.	Sell	-3,230	-4,522.00	Ordinary	3,230
19/08/2016	HSBC Custody Nominees (Australia) Limited.	Sell	-28,628	-40,079.20	Ordinary	28,628
19/08/2016	HSBC Custody Nominees (Australia) Limited.	Sell	-63,496	-90,164.32	Ordinary	63,496
	Total		-882,136	-1,250,176.93		

Date	Registered Company	Nature of Change	Quantity	Consideration	Class of Securities	Person's votes affected
19/08/2016	JP Morgan Chase Bank	Sell	-100,361	-142,512.62	Ordinary	100,361
19/08/2016	JP Morgan Chase Bank	Sell	-17,493	-24,840.06	Ordinary	17,493
19/08/2016	JP Morgan Chase Bank	Sell	-78,960	-112,123.20	Ordinary	78,960
	Total		-196,814	-279,475.88		

Date	Registered Company	Nature of Change	Quantity	Consideration	Class of Securities	Person's votes affected
19/08/2016	State Street Australia Limited	Sell	-48,244	-67,541.60	Ordinary	-48,244
19/08/2016	State Street Australia Limited	Sell	-28,241	-39,537.40	Ordinary	-28,241
19/08/2016	State Street Australia Limited	Sell	-373	-529.66	Ordinary	-373
19/08/2016	State Street Australia Limited	Sell	-20,041	-28,458.22	Ordinary	-20,041
19/08/2016	State Street Australia Limited	Sell	-33,990	-47,925.90	Ordinary	-33,990
19/08/2016	State Street Australia Limited	Sell	-21,700	-30,597.00	Ordinary	-21,700
19/08/2016	State Street Australia Limited	Sell	-101,411	-144,003.62	Ordinary	-101,411
19/08/2016	State Street Australia Limited	Sell	-5,695	-8,086.90	Ordinary	-5,695
19/08/2016	State Street Australia Limited	Sell	-3,590	-5,026.00	Ordinary	-3,590
19/08/2016	State Street Australia Limited	Sell	-5,585	-7,819.00	Ordinary	-5,585
19/08/2016	State Street Australia Limited	Sell	-4,488	-6,283.20	Ordinary	-4,488
19/08/2016	State Street Australia Limited	Sell	-339,492	-482,078.64	Ordinary	-339,492
19/08/2016	State Street Australia Limited	Sell	-60,390	-84,546.00	Ordinary	-60,390
19/08/2016	State Street Australia Limited	Sell	-15,651	-22,224.42	Ordinary	-15,651
19/08/2016	State Street Australia Limited	Sell	-26,742	-37,973.64	Ordinary	-26,742
19/08/2016	State Street Australia Limited	Sell	-49,508	-69,311.20	Ordinary	-49,508
19/08/2016	State Street Australia Limited	Sell	-5,898	-8,316.18	Ordinary	-5,898
19/08/2016	State Street Australia Limited	Sell	-25,039	-35,304.99	Ordinary	-25,039
19/08/2016	State Street Australia Limited	Sell	-460	-644.00	Ordinary	-460
19/08/2016	State Street Australia Limited	Sell	-1,166	-1,644.06	Ordinary	-1,166
19/08/2016	State Street Australia Limited	Sell	-2,131	-3,026.02	Ordinary	-2,131
19/08/2016	State Street Australia Limited	Sell	-43,171	-60,871.11	Ordinary	-43,171
19/08/2016	State Street Australia Limited	Sell	-67,883	-95,036.20	Ordinary	-67,883
19/08/2016	State Street Australia Limited	Sell	-1,708	-2,425.36	Ordinary	-1,708
19/08/2016	State Street Australia Limited	Sell	-176	-249.92	Ordinary	-176
19/08/2016	State Street Australia Limited	Sell	-18,367	-26,081.14	Ordinary	-18,367
19/08/2016	State Street Australia Limited	Sell	-1,340	-1,876.00	Ordinary	-1,340

19/08/2016	State Street Australia Limited	Sell	-18,892	-26,826.64	Ordinary	-18,892
19/08/2016	State Street Australia Limited	Sell	-91,171	-129,462.82	Ordinary	-91,171
19/08/2016	State Street Australia Limited	Sell	-118,050	-167,631.00	Ordinary	-118,050
19/08/2016	State Street Australia Limited	Sell	-29,374	-41,123.60	Ordinary	-29,374
	Total		-1,189,967	-1,682,461.44		
	BT Investment Management (Institutional Limited Total :		-2,345,787	-3,320,798.61		