



Investment
Management

13 October 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

{00011825.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

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 11/10/2016

The previous notice was given to the company on 23/08/2016

The previous notice was dated 19/08/2016

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	17,338,311	5.46%	25,357,901	6.87%

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
11/10/2016	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.	16,137,073 Ordinary	6,137,073
BT Investment Management (Institutional) Limited	<p>HSBC Custody Nominees (Australia) Limited.</p> <p>Australia and New Zealand Banking Group Limited</p> <p>State Street Australia Limited</p>	<p>Australia and New Zealand Banking Group Limited</p> <p>HSBC Custody Nominees (Australia) Limited.</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..	9,220,828 Ordinary	9,220,828

* 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 13/10/2016

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 13/10/2016

TRANSACTION HISTORY

Sales & Purchases for the period : 20/08/2016 to 11/10/2016

SECURITY: CVO

BT Investment Management (Fund Services) Limited

Date	Registered Company	Nature of Change	Quantity	Consideration	Class of Securities	Person's votes affected
22/08/2016	HSBC Custody Nominees (Australia) Limited.	Sell	-131,104	-194,033.92	Ordinary	-131,104
22/08/2016	HSBC Custody Nominees (Australia) Limited.	Sell	-59,255	-87,697.40	Ordinary	-59,255
22/08/2016	HSBC Custody Nominees (Australia) Limited.	Sell	-7,023	-10,394.04	Ordinary	-7,023
22/08/2016	HSBC Custody Nominees (Australia) Limited.	Sell	-66,406	-98,280.88	Ordinary	-66,406
22/08/2016	HSBC Custody Nominees (Australia) Limited.	Sell	-72,789	-107,727.72	Ordinary	-72,789
22/08/2016	HSBC Custody Nominees (Australia) Limited.	Sell	-131,104	-194,033.92	Ordinary	-131,104
22/08/2016	HSBC Custody Nominees (Australia) Limited.	Sell	-12,506	-18,508.88	Ordinary	-12,506
22/08/2016	HSBC Custody Nominees (Australia) Limited.	Sell	-100,637	-148,942.76	Ordinary	-100,637
9/09/2016	HSBC Custody Nominees (Australia) Limited.	Buy	83,305	110,795.65	Ordinary	83,305
9/09/2016	HSBC Custody Nominees (Australia) Limited.	Buy	117,061	155,691.13	Ordinary	117,061
12/09/2016	HSBC Custody Nominees (Australia) Limited.	Buy	46,848	61,839.36	Ordinary	46,848
12/09/2016	HSBC Custody Nominees (Australia) Limited.	Buy	111,376	147,016.32	Ordinary	111,376
13/09/2016	HSBC Custody Nominees (Australia) Limited.	Buy	241,317	323,364.78	Ordinary	241,317
13/09/2016	HSBC Custody Nominees (Australia) Limited.	Buy	223,078	296,693.74	Ordinary	223,078
14/09/2016	HSBC Custody Nominees (Australia) Limited.	Buy	102,781	136,698.73	Ordinary	102,781
14/09/2016	HSBC Custody Nominees (Australia) Limited.	Buy	160,254	214,740.36	Ordinary	160,254
15/09/2016	HSBC Custody Nominees (Australia) Limited.	Buy	282,734	390,172.92	Ordinary	282,734
15/09/2016	HSBC Custody Nominees (Australia) Limited.	Buy	14,992	20,539.04	Ordinary	14,992
16/09/2016	HSBC Custody Nominees (Australia) Limited.	Buy	941,708	1,346,642.44	Ordinary	941,708
11/10/2016	HSBC Custody Nominees (Australia) Limited.	Buy	2,331,857	0.00	Ordinary	2,331,857
11/10/2016	HSBC Custody Nominees (Australia) Limited.	Buy	723,723	0.00	Ordinary	723,723
11/10/2016	HSBC Custody Nominees (Australia) Limited.	Buy	199,038	0.00	Ordinary	199,038
	Total		4,999,248	2,344,574.95		

BT Investment Management (Fund Services) Limited Total : 4,999,248 2,344,574.95

BT Investment Management (Institutional) Limited

Date	Registered Company	Nature of Change	Quantity	Consideration	Class of Securities	Person's votes affected
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22/08/2016	Australia and New Zealand Banking Group Limited	Sell	-2,047	-3,029.56	Ordinary	2,047
22/08/2016	Australia and New Zealand Banking Group Limited	Sell	-12,631	-18,693.88	Ordinary	12,631
22/08/2016	Australia and New Zealand Banking Group Limited	Sell	-4,643	-6,871.64	Ordinary	4,643
9/09/2016	Australia and New Zealand Banking Group Limited	Buy	2,742	3,646.86	Ordinary	2,742
9/09/2016	Australia and New Zealand Banking Group Limited	Buy	3,853	5,124.49	Ordinary	3,853
12/09/2016	Australia and New Zealand Banking Group Limited	Buy	1,542	2,035.44	Ordinary	1,542
12/09/2016	Australia and New Zealand Banking Group Limited	Buy	3,666	4,839.12	Ordinary	3,666
13/09/2016	Australia and New Zealand Banking Group Limited	Buy	7,495	9,968.35	Ordinary	7,495
13/09/2016	Australia and New Zealand Banking Group Limited	Buy	8,108	10,864.72	Ordinary	8,108
14/09/2016	Australia and New Zealand Banking Group Limited	Buy	3,301	4,390.33	Ordinary	3,301
14/09/2016	Australia and New Zealand Banking Group Limited	Buy	5,147	6,896.98	Ordinary	5,147
15/09/2016	Australia and New Zealand Banking Group Limited	Buy	9,081	12,531.78	Ordinary	9,081
15/09/2016	Australia and New Zealand Banking Group Limited	Buy	482	660.34	Ordinary	482
16/09/2016	Australia and New Zealand Banking Group Limited	Buy	30,246	43,251.78	Ordinary	30,246
11/10/2016	Australia and New Zealand Banking Group Limited	Buy	77,146	0.00	Ordinary	77,146
	Total		133,488	75,615.11		

Date	Registered Company	Nature of Change	Quantity	Consideration	Class of Securities	Person's votes affected
22/08/2016	HSBC Custody Nominees (Australia) Limited.	Sell	-11,373	-16,832.04	Ordinary	-11,373
22/08/2016	HSBC Custody Nominees (Australia) Limited.	Sell	-12,104	-17,913.92	Ordinary	-12,104
22/08/2016	HSBC Custody Nominees (Australia) Limited.	Sell	-13,728	-20,317.44	Ordinary	-13,728
22/08/2016	HSBC Custody Nominees (Australia) Limited.	Sell	-23,165	-34,284.20	Ordinary	-23,165
22/08/2016	HSBC Custody Nominees (Australia) Limited.	Sell	-15,497	-22,935.56	Ordinary	-15,497
22/08/2016	HSBC Custody Nominees (Australia) Limited.	Sell	-24,885	-36,829.80	Ordinary	-24,885
9/09/2016	HSBC Custody Nominees (Australia) Limited.	Buy	13,828	18,391.24	Ordinary	13,828
9/09/2016	HSBC Custody Nominees (Australia) Limited.	Buy	19,432	25,844.56	Ordinary	19,432
12/09/2016	HSBC Custody Nominees (Australia) Limited.	Buy	18,488	24,404.16	Ordinary	18,488
12/09/2016	HSBC Custody Nominees (Australia) Limited.	Buy	7,777	10,265.64	Ordinary	7,777
13/09/2016	HSBC Custody Nominees (Australia) Limited.	Buy	37,414	50,134.76	Ordinary	37,414
13/09/2016	HSBC Custody Nominees (Australia) Limited.	Buy	34,586	45,999.38	Ordinary	34,586
14/09/2016	HSBC Custody Nominees (Australia) Limited.	Buy	17,681	23,515.73	Ordinary	17,681
14/09/2016	HSBC Custody Nominees (Australia) Limited.	Buy	27,567	36,939.78	Ordinary	27,567
15/09/2016	HSBC Custody Nominees (Australia) Limited.	Buy	48,637	67,119.06	Ordinary	48,637
15/09/2016	HSBC Custody Nominees (Australia) Limited.	Buy	2,579	3,533.23	Ordinary	2,579
16/09/2016	HSBC Custody Nominees (Australia) Limited.	Buy	161,994	231,651.42	Ordinary	161,994
11/10/2016	HSBC Custody Nominees (Australia) Limited.	Buy	401,132	0.00	Ordinary	401,132
11/10/2016	HSBC Custody Nominees (Australia) Limited.	Buy	144,173	0.00	Ordinary	144,173
	Total		834,536	388,686.00		

Date	Registered Company	Nature of Change	Quantity	Consideration	Class of Securities	Person's votes affected
22/08/2016	State Street Australia Limited	Sell	-9,550	-14,134.00	Ordinary	9,550
22/08/2016	State Street Australia Limited	Sell	-56,800	-84,064.00	Ordinary	56,800
22/08/2016	State Street Australia Limited	Sell	-23,755	-35,157.40	Ordinary	23,755
22/08/2016	State Street Australia Limited	Sell	-26,304	-38,929.92	Ordinary	26,304

22/08/2016	State Street Australia Limited	Sell	-63,726	-94,314.48	Ordinary	63,726
22/08/2016	State Street Australia Limited	Sell	-20,371	-30,149.08	Ordinary	20,371
22/08/2016	State Street Australia Limited	Sell	-12,925	-19,129.00	Ordinary	12,925
22/08/2016	State Street Australia Limited	Sell	-10,016	-14,823.68	Ordinary	10,016
22/08/2016	State Street Australia Limited	Sell	-28,034	-41,490.32	Ordinary	28,034
22/08/2016	State Street Australia Limited	Sell	-11,693	-17,305.64	Ordinary	11,693
22/08/2016	State Street Australia Limited	Sell	-31,275	-46,287.00	Ordinary	31,275
22/08/2016	State Street Australia Limited	Sell	-4,654	-6,887.92	Ordinary	4,654
9/09/2016	State Street Australia Limited	Buy	27,061	35,991.13	Ordinary	27,061
9/09/2016	State Street Australia Limited	Buy	38,027	50,575.91	Ordinary	38,027
9/09/2016	State Street Australia Limited	Buy	14,133	18,796.89	Ordinary	14,133
9/09/2016	State Street Australia Limited	Buy	19,860	26,413.80	Ordinary	19,860
12/09/2016	State Street Australia Limited	Buy	15,218	20,087.76	Ordinary	15,218
12/09/2016	State Street Australia Limited	Buy	36,181	47,758.92	Ordinary	36,181
12/09/2016	State Street Australia Limited	Buy	18,896	24,942.72	Ordinary	18,896
12/09/2016	State Street Australia Limited	Buy	7,948	10,491.36	Ordinary	7,948
13/09/2016	State Street Australia Limited	Buy	70,919	95,031.46	Ordinary	70,919
13/09/2016	State Street Australia Limited	Buy	65,558	87,192.14	Ordinary	65,558
13/09/2016	State Street Australia Limited	Buy	40,823	54,702.82	Ordinary	40,823
13/09/2016	State Street Australia Limited	Buy	37,737	50,190.21	Ordinary	37,737
14/09/2016	State Street Australia Limited	Buy	35,070	46,643.10	Ordinary	35,070
14/09/2016	State Street Australia Limited	Buy	54,681	73,272.54	Ordinary	54,681
14/09/2016	State Street Australia Limited	Buy	27,197	36,443.98	Ordinary	27,197
14/09/2016	State Street Australia Limited	Buy	17,443	23,199.19	Ordinary	17,443
15/09/2016	State Street Australia Limited	Buy	5,115	7,007.55	Ordinary	5,115
15/09/2016	State Street Australia Limited	Buy	96,473	133,132.74	Ordinary	96,473
15/09/2016	State Street Australia Limited	Buy	2,544	3,485.28	Ordinary	2,544
15/09/2016	State Street Australia Limited	Buy	47,984	66,217.92	Ordinary	47,984
16/09/2016	State Street Australia Limited	Buy	321,323	459,491.89	Ordinary	321,323
16/09/2016	State Street Australia Limited	Buy	159,820	228,542.60	Ordinary	159,820
11/10/2016	State Street Australia Limited	Buy	795,662	0.00	Ordinary	795,662
11/10/2016	State Street Australia Limited	Buy	395,748	0.00	Ordinary	395,748
	Total		2,052,318	1,156,939.47		
	BT Investment Management (Institutional Limited Total :		3,020,342	1,621,240.58		