

Form 603Corporations Act 2001
Section 671B**Notice of initial substantial holder**To Company Name/Scheme COVER MORE GROUP LTDACN/ARSN 166 776 334**1. Details of substantial holder (1)**Name BlackRock Group (BlackRock Inc. and subsidiaries named in Annexures
ACN/ARSN (if applicable) to this form)The holder became a substantial holder on 26 / 06 / 14**2. Details of 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 on the date the substantial holder became a substantial holder are as follows:

Class of securities (4)	Number of securities	Person's votes (5)	Voting power (6)
Ord	15,909,427	15,909,427	5.00

3. Details of relevant interests

The nature of the relevant interest the substantial holder or an associate had in the following voting securities on the date the substantial holder became a substantial holder are as follows:

Holder of relevant interest	Nature of relevant interest (7)	Class and number of securities
Annexure A		

4. Details of present registered holders

The persons registered as holders of the securities referred to in paragraph 3 above are as follows:

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder (8)	Class and number of securities
see Annexure A			

5. Consideration

The consideration paid for each relevant interest referred to in paragraph 3 above, and acquired in the four months prior to the day that the substantial holder became a substantial holder is as follows:

Holder of relevant interest	Date of acquisition	Consideration (9)		Class and number of securities
		Cash	Non-cash	
see Annexure B				

6. Associates

The reasons the persons named in paragraph 3 above are associates of the substantial holder are as follows:

Name and ACN/ARSN (if applicable)	Nature of association
see Annexure A	

7. Addresses

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

Name	Address
see Annexure C	

Signature

print name Dennis Ivers

capacity Authorised Signatory*

sign here

date 30 / 06 / 2014

* At a meeting of the Board on 22 November 2013, the Directors resolved to approve the delegation of the preparation and lodgement of substantial shareholder notices on behalf of BlackRock Investment Management (Australia) Limited.

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 7 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 total number of votes attached to all the voting shares in the company or voting interests in the scheme (if any) that the person or an associate has a relevant interest in.
- (6) The person's votes divided by the total votes in the body corporate or scheme multiplied by 100.
- (7) Include details of:
 - (a) any relevant agreement or other circumstances by which the relevant interest was acquired. 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.
- (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) 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.

30-Jun-14

Dennis Ivers,
Authorised Signatory

Date

3. Details of Relevant Interests

4. Details of present registered holders

6. Associates

Holder of Relevant Interests Name and ACN / ARSN (if applicable) (Section 3, 4 and 6)	Nature of Relevant Interest (Section 3)	Registered Holder of Securities (Section 4)	Person entitled to be registered as holder (Section 4)	Class and number of Securities (Sections 3 and 4)		Nature of Association (Section 6)
BlackRock (Hong Kong) Limited	Power to control the exercise of a right to vote attached to securities and/or the power to dispose of securities as investment manager or trustee.	BNYM-BONY LUXEMBOURG		ord	4,942,888	subsidiary of BlackRock Inc.
BlackRock Advisors (UK) Limited	Power to control the exercise of a right to vote attached to securities and/or the power to dispose of securities as investment manager or trustee.	BNYM-ABN AMRO MELLON - AMSTERDAM		ord	25,517	subsidiary of BlackRock Inc.
BlackRock Advisors (UK) Limited	Power to control the exercise of a right to vote attached to securities and/or the power to dispose of securities as investment manager or trustee.	NT-NORTHERN TRUST UK		ord	28,767	subsidiary of BlackRock Inc.
BlackRock Advisors, LLC	Power to control the exercise of a right to vote attached to securities and/or the power to dispose of securities as investment manager or trustee.	BBH-BROWN BROTHERS HARRIMAN & CO - NEW YORK		ord	1,631,298	subsidiary of BlackRock Inc.
BlackRock Fund Advisors	Power to control the exercise of a right to vote attached to securities and/or the power to dispose of securities as investment manager or trustee.	SSB-STATE STREET BANK, BOSTON		ord	774	subsidiary of BlackRock Inc.
BlackRock Fund Advisors	Power to control the exercise of a right to vote attached to securities and/or the power to dispose of securities as investment manager or trustee.	SSB-STATE STREET SACRAMENTO		ord	508,194	subsidiary of BlackRock Inc.
BlackRock Institutional Trust Company, N.A.	Power to control the exercise of a right to vote attached to securities and/or the power to dispose of securities as investment manager or trustee.	BNYM-MELLON TRUST - NEW YORK		ord	38,838	subsidiary of BlackRock Inc.
BlackRock Institutional Trust Company, N.A.	Power to control the exercise of a right to vote attached to securities and/or the power to dispose of securities as investment manager or trustee.	JPM-JP MORGAN CHASE - NEW YORK		ord	16,801	subsidiary of BlackRock Inc.

Holder of Relevant Interests Name and ACN / ARSN (if applicable) (Section 3, 4 and 6)	Nature of Relevant Interest (Section 3)	Registered Holder of Securities (Section 4)	Person entitled to be registered as holder (Section 4)	Class and number of Securities (Sections 3 and 4)		Nature of Association (Section 6)
BlackRock Institutional Trust Company, N.A.	Power to control the exercise of a right to vote attached to securities and/or the power to dispose of securities as investment manager or trustee.	SSB-SSB NEW YORK INSTITUTIONAL		ord	259,530	subsidiary of BlackRock Inc.
BlackRock Institutional Trust Company, N.A.	Power to control the exercise of a right to vote attached to securities and/or the power to dispose of securities as investment manager or trustee.	SSB-STATE STREET SACRAMENTO		ord	1,208,325	subsidiary of BlackRock Inc.
BlackRock Investment Management (Australia) Limited	Power to control the exercise of a right to vote attached to securities and/or the power to dispose of securities held in its capacity as investment manager.	CITI-Citigroup Australia - SYDNEY		ord	165,454	subsidiary of BlackRock Inc.
BlackRock Investment Management (Australia) Limited	Power to control the exercise of a right to vote attached to securities and/or the power to dispose of securities held in its capacity as investment manager.	JPM-JPM CHASE - SYDNEY		ord	1,596,760	subsidiary of BlackRock Inc.
BlackRock Investment Management (Australia) Limited	Power to control the exercise of a right to vote attached to securities and/or the power to dispose of securities held in its capacity as responsible entity.	JPM-JPM CHASE - SYDNEY		ord	4,736,562	subsidiary of BlackRock Inc.
BlackRock Investment Management (Australia) Limited	Power to control the exercise of a right to vote attached to securities and/or the power to dispose of securities held in its capacity as investment manager.	NAB-NATIONAL AUSTRALIA BANK LIMITED - MELBOURNE		ord	466,525	subsidiary of BlackRock Inc.
BlackRock Investment Management (Australia) Limited	Power to control the exercise of a right to vote attached to securities and/or the power to dispose of securities held in its capacity as investment manager.	NT-NORTHERN TRUST CO. - CHICAGO		ord	104,290	subsidiary of BlackRock Inc.
BlackRock Investment Management (Australia) Limited	Power to control the exercise of a right to vote attached to securities and/or the power to dispose of securities held in its capacity as investment manager.	UBS- UBS- ZURICH		ord	155,081	subsidiary of BlackRock Inc.
BlackRock Investment Management, LLC	Power to control the exercise of a right to vote attached to securities and/or the power to dispose of securities as investment manager or trustee.	BNYM-THE BANK OF NEW YORK		ord	23,823	subsidiary of BlackRock Inc.

This is Annexure B of 3 pages referred to in form 603 Notice of initial substantial shareholder

30-Jun-14

Dennis Ivers,
Authorised Signatory

Date

5. Consideration

COVER MORE GROUP LTD (CVO)						
Holder of Relevant Interest	Date of Acquisition / Trans on a prescribed fin'l mkt		Consideration		Class and number of securities affected	
			Cash	Non-cash		
BlackRock Investment Management (Australia) Limited	21-Mar-14	yes	2.04	on mkt buy	ord	625,779
BlackRock Investment Management (Australia) Limited	21-Mar-14	yes	2.04	on mkt buy	ord	104,290
BlackRock Investment Management (Australia) Limited	21-Mar-14	yes	2.04	on mkt buy	ord	125,293
BlackRock Investment Management (Australia) Limited	21-Mar-14	yes	2.04	on mkt buy	ord	169,152
BlackRock Investment Management (Australia) Limited	21-Mar-14	yes	2.04	on mkt buy	ord	73,059
BlackRock Investment Management, LLC	21-Mar-14	yes	2.04	on mkt buy	ord	23,823
BlackRock (Hong Kong) Limited	26-Mar-14	yes	2.09	on mkt buy	ord	21,636
BlackRock Investment Management (Australia) Limited	26-Mar-14	no	n/a	in specie	ord	8,337
BlackRock Investment Management (Australia) Limited	11-Apr-14	yes	2.15	on mkt buy	ord	38,469
BlackRock Investment Management (Australia) Limited	24-Apr-14	yes	2.16	on mkt buy	ord	47,683
BlackRock Investment Management (Australia) Limited	28-Apr-14	yes	2.15	on mkt buy	ord	1,216
BlackRock Investment Management (Australia) Limited	01-May-14	yes	2.15	on mkt buy	ord	4,495
BlackRock Investment Management (Australia) Limited	01-May-14	yes	2.15	on mkt buy	ord	16,190
BlackRock Investment Management (Australia) Limited	02-May-14	yes	2.14	on mkt buy	ord	10,426
BlackRock Investment Management (Australia) Limited	02-May-14	yes	2.14	on mkt buy	ord	37,549
BlackRock Investment Management (Australia) Limited	05-May-14	yes	2.14	on mkt buy	ord	16,784
BlackRock Advisors (UK) Limited	07-May-14	yes	2.29	on mkt buy	ord	18,000
BlackRock Investment Management (Australia) Limited	07-May-14	yes	2.20	on mkt buy	ord	27,815
BlackRock Investment Management (Australia) Limited	07-May-14	yes	2.20	on mkt buy	ord	13,216
BlackRock Investment Management (Australia) Limited	07-May-14	yes	2.20	on mkt buy	ord	536
BlackRock Advisors (UK) Limited	13-May-14	yes	2.29	on mkt buy	ord	72,367
BlackRock Advisors (UK) Limited	14-May-14	yes	2.39	on mkt buy	ord	61,854
BlackRock Investment Management (Australia) Limited	15-May-14	yes	2.46	on mkt buy	ord	143,420
BlackRock Investment Management (Australia) Limited	16-May-14	yes	2.41	on mkt buy	ord	112,972
BlackRock Investment Management (Australia) Limited	19-May-14	yes	2.39	on mkt buy	ord	82,453
BlackRock Investment Management (Australia) Limited	19-May-14	yes	2.39	on mkt buy	ord	3,863
BlackRock Investment Management (Australia) Limited	20-May-14	yes	2.39	on mkt buy	ord	11,075

Holder of Relevant Interest	Date of Acquisition / Trans on a prescribed fin'l mkt		Consideration		Class and number of securities affected	
			Cash	Non-cash		
BlackRock Investment Management (Australia) Limited	20-May-14	yes	2.39	on mkt buy	ord	520
BlackRock Investment Management (Australia) Limited	21-May-14	yes	2.40	on mkt buy	ord	51,886
BlackRock Investment Management (Australia) Limited	21-May-14	yes	2.40	on mkt buy	ord	35,388
BlackRock Investment Management (Australia) Limited	22-May-14	yes	2.42	on mkt buy	ord	11,508
BlackRock Investment Management (Australia) Limited	22-May-14	yes	2.42	on mkt buy	ord	7,849
BlackRock Investment Management (Australia) Limited	23-May-14	yes	2.43	on mkt buy	ord	18,208
BlackRock Investment Management (Australia) Limited	23-May-14	yes	2.43	on mkt buy	ord	11,201
BlackRock Investment Management (Australia) Limited	23-May-14	yes	2.43	on mkt buy	ord	32,199
BlackRock Investment Management (Australia) Limited	27-May-14	yes	2.43	on mkt buy	ord	4,067
BlackRock Investment Management (Australia) Limited	27-May-14	yes	2.43	on mkt buy	ord	82,421
BlackRock Investment Management (Australia) Limited	27-May-14	yes	2.43	on mkt buy	ord	2,311
BlackRock Investment Management (Australia) Limited	27-May-14	yes	2.43	on mkt buy	ord	56,425
BlackRock Institutional Trust Company, N.A.	27-May-14	yes	2.44	on mkt buy	ord	19,243
BlackRock Investment Management (Australia) Limited	27-May-14	yes	2.43	on mkt buy	ord	2,114
BlackRock Investment Management (Australia) Limited	27-May-14	yes	2.43	on mkt buy	ord	4,226
BlackRock Institutional Trust Company, N.A.	28-May-14	yes	2.40	on mkt buy	ord	32,071
BlackRock Investment Management (Australia) Limited	29-May-14	yes	2.39	on mkt buy	ord	16
BlackRock Investment Management (Australia) Limited	29-May-14	yes	2.39	on mkt buy	ord	148
BlackRock Investment Management (Australia) Limited	29-May-14	yes	2.39	on mkt buy	ord	1,019
BlackRock Institutional Trust Company, N.A.	29-May-14	yes	2.39	on mkt buy	ord	79,333
BlackRock Investment Management (Australia) Limited	29-May-14	yes	2.39	on mkt buy	ord	52
BlackRock Investment Management (Australia) Limited	30-May-14	yes	2.30	on mkt buy	ord	2,097
BlackRock Fund Advisors	30-May-14	yes	2.35	on mkt buy	ord	510,292
BlackRock Investment Management (Australia) Limited	30-May-14	yes	2.30	on mkt buy	ord	19,926
BlackRock Investment Management (Australia) Limited	30-May-14	yes	2.30	on mkt buy	ord	137,205
BlackRock Institutional Trust Company, N.A.	30-May-14	yes	2.35	on mkt buy	ord	266,584
BlackRock Institutional Trust Company, N.A.	30-May-14	yes	2.35	on mkt buy	ord	613,177
BlackRock Institutional Trust Company, N.A.	30-May-14	yes	2.35	on mkt buy	ord	99,991
BlackRock Institutional Trust Company, N.A.	30-May-14	yes	2.35	on mkt buy	ord	259,530
BlackRock Investment Management (Australia) Limited	30-May-14	yes	2.35	on mkt buy	ord	70,065
BlackRock Institutional Trust Company, N.A.	30-May-14	yes	2.35	on mkt buy	ord	38,838
BlackRock Institutional Trust Company, N.A.	30-May-14	yes	2.35	on mkt buy	ord	16,801
BlackRock Fund Advisors	30-May-14	yes	2.35	on mkt buy	ord	4,512
BlackRock Investment Management (Australia) Limited	30-May-14	yes	2.30	on mkt buy	ord	7,048
BlackRock Advisors (UK) Limited	30-May-14	yes	2.35	on mkt buy	ord	25,517
BlackRock Institutional Trust Company, N.A.	02-Jun-14	yes	2.29	on mkt buy	ord	97,926
BlackRock (Hong Kong) Limited	10-Jun-14	yes	2.23	on mkt buy	ord	112,319
BlackRock Investment Management (Australia) Limited	10-Jun-14	no	n/a	in specie	ord	760
BlackRock Fund Advisors	10-Jun-14	no	n/a	in specie	ord	774

Holder of Relevant Interest	Date of Acquisition / Trans on a prescribed fin'l mkt		Consideration		Class and number of securities affected	
			Cash	Non-cash		
BlackRock Investment Management (Australia) Limited	13-Jun-14	no	n/a	in specie	ord	8,337
BlackRock Advisors (UK) Limited	18-Jun-14	yes	2.00	on mkt buy	ord	28,767
BlackRock (Hong Kong) Limited	23-Jun-14	yes	1.99	on mkt buy	ord	93,925
BlackRock (Hong Kong) Limited	25-Jun-14	yes	1.91	on mkt buy	ord	134,975
BlackRock (Hong Kong) Limited	26-Jun-14	yes	1.95	on mkt buy	ord	66,640

Annexure C

This is Annexure C of 1 page referred to in form 603 Notice of initial substantial shareholder

Dennis Ivers, Authorised Signatory	30-Jun-14 Date
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7. Addresses

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

Name	Address
BlackRock Group	
BlackRock Inc.	55 East 52nd Street New York NY 10055 USA
BlackRock Advisors (UK) Ltd.	Murray House 1Royal Mint Court London, EC3N 4HH, UK
BlackRock (Hong Kong) Limited	16/F, Cheung Kong Center, 2 Queen's Road Central, Hong Kong
BlackRock Advisors, LLC	100 Bellevue Parkway Wilmington, DE 19809
BlackRock Fund Advisors	400 Howard Street San Francisco, CA, 94105
BlackRock Institutional Trust Company, N.A.	400 Howard Street San Francisco, CA, 94105
BlackRock Investment Management (Aust) Ltd	Level 26, 101 Collins St Melbourne Australia
BlackRock Investment Management, LLC	1 University Square Drive, Princeton, NJ 08540