

**Form 604
Corporations Act 2001
Section 671B**

Notice of Change of Interests of Substantial Holder

To: **Cover-More Group Ltd**

ACN/ARSN:

1. Details of substantial holder (s)

Name: FIL Limited and the entities listed in Annexure A ("FIL")

ACN/ARSN (if applicable)

There was a change in the interests of the substantial holder on	4 September 2014
The previous notice was given to the company on	19 December 2013
The previous notice was dated	19 December 2013

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 to the company or scheme, are as follows:

Class of Securities (4)	Previous Notice Person's votes	Previous Notice Voting Power (5)	Present Notice Person's votes	Present Notice Voting Power (5)
Common Stock	25,000,000	7.87%	28,216,912	8.88%

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
			AUD \$	Common Stock	Common Stock
05/09/2014	FIL	SELL	2.22	5,217	5,217
07/23/2014	FIL	SELL	1.83	152,718	152,718
08/28/2014	FIL	BUY	2.27	112,870	112,870

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08/28/2014	FIL	BUY	2.27	29,499	29,499
08/28/2014	FIL	BUY	2.27	2,362	2,362
08/28/2014	FIL	BUY	2.27	133,602	133,602
08/28/2014	FIL	BUY	2.27	2,362	2,362
08/28/2014	FIL	BUY	2.27	56,379	56,379
08/28/2014	FIL	BUY	2.27	44,746	44,746
08/28/2014	FIL	BUY	2.27	34,668	34,668
08/28/2014	FIL	BUY	2.27	9,995	9,995
08/28/2014	FIL	BUY	2.27	12,298	12,298
08/29/2014	FIL	BUY	2.29	93,179	93,179
08/29/2014	FIL	BUY	2.29	24,353	24,353
08/29/2014	FIL	BUY	2.29	2,333	2,333
08/29/2014	FIL	BUY	2.29	110,294	110,294
08/29/2014	FIL	BUY	2.29	2,333	2,333
08/29/2014	FIL	BUY	2.29	46,544	46,544
08/29/2014	FIL	BUY	2.29	36,940	36,940
08/29/2014	FIL	BUY	2.29	28,620	28,620
08/29/2014	FIL	BUY	2.29	8,251	8,251
08/29/2014	FIL	BUY	2.29	10,153	10,153
09/01/2014	FIL	BUY	4.53	321,832	321,832
09/01/2014	FIL	BUY	4.53	84,111	84,111
09/01/2014	FIL	BUY	2.26	1,971	1,971
09/01/2014	FIL	BUY	4.53	380,944	380,944
09/01/2014	FIL	BUY	4.53	2,228	2,228
09/01/2014	FIL	BUY	4.53	160,757	160,757
09/01/2014	FIL	BUY	4.53	127,588	127,588
09/01/2014	FIL	BUY	4.53	98,850	98,850
09/01/2014	FIL	BUY	4.53	28,500	28,500
09/01/2014	FIL	BUY	4.53	35,066	35,066
09/02/2014	FIL	BUY	4.51	319,834	319,834
09/02/2014	FIL	BUY	4.51	83,590	83,590
09/02/2014	FIL	BUY	4.51	378,581	378,581
09/02/2014	FIL	BUY	2.25	1,251	1,251
09/02/2014	FIL	BUY	4.51	159,759	159,759
09/02/2014	FIL	BUY	4.51	126,796	126,796
09/02/2014	FIL	BUY	4.51	98,236	98,236
09/02/2014	FIL	BUY	4.51	28,323	28,323
09/02/2014	FIL	BUY	4.51	34,849	34,849
09/04/2014	FIL	BUY	2.26	24,672	24,672
09/04/2014	FIL	BUY	2.26	6,448	6,448
09/04/2014	FIL	BUY	2.26	3,098	3,098
09/04/2014	FIL	BUY	2.26	29,203	29,203
09/04/2014	FIL	BUY	2.26	1,835	1,835
09/04/2014	FIL	BUY	2.26	12,324	12,324
09/04/2014	FIL	BUY	2.26	9,781	9,781
09/04/2014	FIL	BUY	2.26	7,578	7,578

09/04/2014	FIL	BUY	2.26	2,373	2,373
09/04/2014	FIL	BUY	2.26	2,688	2,688
				Total Buys	3,374,847
				Total Sells	157,935
				Overall Increase	3,216,912

4. Present Relevant Interest

Particulars of each relevant interest of the substantial holder in voting securities after the change are as follows:

Refer to Annexure A

5. Changes in Association

The persons who have become associates (2) of, 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:

NA

6. Addresses

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

Refer to Annexure A

Sign Here



Dated: 8 September 2014

Philip Alexander

Regulatory Reporting Manager, Asia Pacific

Duly authorized under Powers of Attorney by and on behalf of FIL Limited

Annexure A

Name	Address	Registered Holder of Securities	Nature of Relevant Interest	Total
FIL INVESTMENT MANAGEMENT (AUSTRALIA) LIMITED	Level 11, 167 Macquarie Street, Sydney, NSW, 2000	BROWN BROTHERS HARRIMAN AND CO	Investment Discretion/ Voting Power	34,461
		CITIBANK LONDON		3,307,585
		CITIBANK LTD MELBOURNE (C)		1,911,930
		JP MORGAN, BOURNEMOUTH (C)		19,365,524
		NATIONAL ASTL BK MELBOURNE (S)		3,540,425
		NORTHERN TRUST LONDON (C)		56,987