

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

**Notice of Change of Interests of Substantial Holder**

To: **Cover-More Group Limited**

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	16 September 2015
The previous notice was given to the company on	19 September 2014
The previous notice was dated	19 September 2014

**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	31,416,337	9.89%	23,584,798	7.42%

**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 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
9/19/2014	FIL	BUY	2.27	89,887	89,887
9/19/2014	FIL	BUY	2.27	24,420	24,420
9/19/2014	FIL	BUY	2.27	113,140	113,140
9/19/2014	FIL	BUY	2.27	1,465	1,465
9/19/2014	FIL	BUY	2.27	47,092	47,092
9/19/2014	FIL	BUY	2.27	38,494	38,494
9/19/2014	FIL	BUY	2.27	29,243	29,243
9/19/2014	FIL	BUY	2.27	6,379	6,379
9/19/2014	FIL	BUY	2.27	8,543	8,543

2/3/2015	FIL	SELL	1.89	(9,764)	(9,764)
9/1/2015	FIL	SELL	2.35	(369,754)	(369,754)
9/1/2015	FIL	SELL	2.35	(292,758)	(292,758)
9/1/2015	FIL	SELL	2.35	(85,440)	(85,440)
9/1/2015	FIL	SELL	2.35	(67,649)	(67,649)
9/1/2015	FIL	SELL	2.35	(424,164)	(424,164)
9/1/2015	FIL	SELL	2.35	(335,837)	(335,837)
9/1/2015	FIL	SELL	2.35	(2,995)	(2,995)
9/1/2015	FIL	SELL	2.35	(2,995)	(2,995)
9/1/2015	FIL	SELL	2.35	(35,362)	(35,362)
9/1/2015	FIL	SELL	2.35	(27,998)	(27,998)
9/1/2015	FIL	SELL	2.35	(145,798)	(145,798)
9/1/2015	FIL	SELL	2.35	(115,438)	(115,438)
9/1/2015	FIL	SELL	2.35	(124,356)	(124,356)
9/1/2015	FIL	SELL	2.35	(98,460)	(98,460)
9/1/2015	FIL	SELL	2.35	(27,357)	(27,357)
9/1/2015	FIL	SELL	2.35	(21,660)	(21,660)
9/1/2015	FIL	SELL	2.35	(40,502)	(40,502)
9/1/2015	FIL	SELL	2.35	(32,069)	(32,069)
9/2/2015	FIL	SELL	2.31	(43,434)	(43,434)
9/2/2015	FIL	SELL	2.32	(97,032)	(97,032)
9/2/2015	FIL	SELL	2.31	(10,037)	(10,037)
9/2/2015	FIL	SELL	2.32	(22,421)	(22,421)
9/2/2015	FIL	SELL	2.31	(49,826)	(49,826)
9/2/2015	FIL	SELL	2.32	(111,310)	(111,310)
9/2/2015	FIL	SELL	2.31	(3,083)	(3,083)
9/2/2015	FIL	SELL	2.32	(3,083)	(3,083)
9/2/2015	FIL	SELL	2.31	(4,154)	(4,154)
9/2/2015	FIL	SELL	2.32	(9,280)	(9,280)
9/2/2015	FIL	SELL	2.31	(17,126)	(17,126)
9/2/2015	FIL	SELL	2.32	(38,261)	(38,261)
9/2/2015	FIL	SELL	2.31	(14,608)	(14,608)
9/2/2015	FIL	SELL	2.32	(32,634)	(32,634)
9/2/2015	FIL	SELL	2.31	(3,214)	(3,214)
9/2/2015	FIL	SELL	2.32	(7,179)	(7,179)
9/2/2015	FIL	SELL	2.31	(4,759)	(4,759)
9/2/2015	FIL	SELL	2.32	(10,628)	(10,628)
9/16/2015	FIL	SELL	2.28	(1,602,197)	(1,602,197)
9/16/2015	FIL	SELL	2.31	(4,464)	(4,464)
9/16/2015	FIL	SELL	2.28	(371,256)	(371,256)
9/16/2015	FIL	SELL	2.28	(1,837,962)	(1,837,962)
9/16/2015	FIL	SELL	2.31	(5,121)	(5,121)
9/16/2015	FIL	SELL	2.28	(4,383)	(4,383)
9/16/2015	FIL	SELL	2.28	(153,654)	(153,654)
9/16/2015	FIL	SELL	2.28	(630,454)	(630,454)
9/16/2015	FIL	SELL	2.31	(3,070)	(3,070)

9/16/2015	FIL	SELL	2.28	(540,353)	(540,353)
9/16/2015	FIL	SELL	2.28	(118,872)	(118,872)
9/16/2015	FIL	SELL	2.28	(175,991)	(175,991)
			<b>Total Buys</b>	<b>358,663</b>	<b>358,663</b>
			<b>Totals Sells</b>	<b>(8,190,202)</b>	<b>(8,190,202)</b>
			<b>Total Net Sell</b>	<b>(7,831,539)</b>	<b>(7,831,539)</b>

#### 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: 18 September 2015

Kelvin Lo

Head of Regulatory Reporting, Asia Pacific

Duly authorized under Powers of Attorney on behalf of FIL Limited

Annexure A				
Investment Manager	Address	Custodian	Nature of Relevant Interest	Sum of Numerator Shares
FIL INVESTMENT MANAGEMENT (AUSTRALIA) LIMITED	Level 11, 167 Macquarie Street, Sydney, NSW 2000	BROWN BROTHERS HARRIMAN AND CO CITIBANK LONDON CITIBANK LTD MELBOURNE (C) JP MORGAN, BOURNEMOUTH (C) NATIONAL ASTL BK MELBOURNE (S) NORTHERN TRUST LONDON (C)	Investment Discretion/ Voting Power	18,800 2,717,618 1,592,572 16,230,112 2,944,396 80,700
Grand Total				23,584,798