

Cover•More GROUP LIMITED
ACN 166 776 334 (THE COMPANY)

NOTICE OF ANNUAL GENERAL MEETING



12 October 2015

Dear Shareholder

I am pleased to invite you to the second Annual General Meeting (AGM) of Cover-More Group Limited ACN 166 776 334 ("the Company") which will be held at the InterContinental Hotel, 117 Macquarie Street, NSW 2000 on **Friday, 13 November 2015, at 10.00am** (Sydney time) ("AGM").

If you are not able to attend the AGM in person, you will be able to view a live webcast of the event at <http://www.covermore.com/media-releases.html>.

At the AGM, you will have the opportunity to consider and vote on:

- the re-election of Lisa McIntyre as a Director;
- the election of William Easton as a Director;
- the adoption of the Company's Remuneration Report;
- approval of the Cover-More Group Incentive Plan ("Incentive Plan"); and
- the grant of Rights and issue of shares to the Group CEO, Peter Edwards, pursuant to the terms of the Incentive Plan.

Accordingly, the following documents are enclosed:

- the Notice of Annual General Meeting (including Explanatory Notes);
- a proxy form;
- a questionnaire form;
- a communications preference form; and
- a reply paid envelope for lodging your proxy form and/or sending any written questions to the Company prior to the AGM.

Business of the AGM

The business of the AGM is set out in the Notice of Annual General Meeting (the "Notice"). The Notice and Explanatory Notes set out important information in relation to the matters to be considered by Shareholders at the meeting.

If you are attending the AGM, please bring your personalised proxy form to allow the Registrar to promptly register your attendance at the meeting. The registration desk will be open from 9.00am.

Attendance

If you are unable to attend in person you may wish to appoint a proxy to attend and vote at the meeting in your place. Please refer to the Notice and proxy form regarding the appointment of a proxy.

Shareholder Questions

Shareholders attending the AGM will have the opportunity to ask questions at the meeting. If you have an issue or question that you would like to be discussed at the meeting, please submit the enclosed questionnaire form to our Registrar, Link Market Services, using the pre-paid envelope provided. Written questions must be received by 5.00pm (Sydney time) on 6 November 2015.

I look forward to meeting as many Shareholders as possible at the AGM and invite you to join the Directors for refreshments afterwards.

Yours sincerely



Chairman of the Board

DETAILS OF THE MEETING

Notice is given that the Company's 2015 Annual General Meeting will be held on Friday, 13 November 2015, commencing at 10.00am at the InterContinental Hotel, 117 Macquarie Street, NSW 2000. Registration will open at 9.00am.

Webcast of meeting

If you are unable to attend, a webcast of the meeting will be streamed at:
<http://www.covermore.com/media-releases.html>

Cover-More 2015 Annual Report

A copy of the Annual Report (including the Financial Statements, Director's Report and Independent Auditor's Report) for the year ended 30 June 2015 is available at: <http://www.covermore.com/content/21/en/asx-announcements.html>.

Business of the Meeting

A. Consideration of Financial Statements

To receive and consider the Financial Statements, the Directors' Report and the Independent Auditor's Report for the year ended 30 June 2015.

B. Items for Shareholder Approval

Resolution 1 – Re-Election of Ms Lisa McIntyre as a Director

To consider and, if thought fit, pass the following as an ordinary resolution:

"That Ms Lisa McIntyre, a Director retiring by rotation in accordance with the Company's Constitution, and being eligible for re-election, is elected as a director of the Company".

Resolution 2 – Election of Mr William Easton as a Director

To consider and, if thought fit, pass the following as an ordinary resolution:

"That Mr William Easton having been appointed by the Board since the last Annual General Meeting of the Company, in accordance with the Company's Constitution, ceases to hold office and being eligible, is elected as a director of the Company."

Resolution 3 – Adoption of Remuneration Report (non-binding resolution)

To consider and, if thought fit, pass the following as an advisory resolution:

"That the Remuneration Report (which forms part of the Directors' Report) for the financial year ended 30 June 2015 be adopted."

Note that, in accordance with section 250R(3) of the Corporations Act 2001 (Cth) the vote on this item is advisory only and does not bind the Directors of the Company.

Resolution 4 – Approval of Cover-More Group Incentive Plan

To consider and, if thought fit, pass the following resolution as an ordinary resolution:

"That the Cover-More Group Incentive Plan ("Incentive Plan") be approved for all purposes, on the terms set out in the Explanatory Notes that accompanies this Notice of Meeting."

This is the first time the Company has sought Shareholder approval under Listing Rule 7.2 exception 9 for the Incentive Plan.

Resolution 5 – FY15 Deferred STI: Grant of Rights and issue of Shares to the Group Chief Executive Officer (Group CEO), Mr Peter Edwards

To consider and, if thought fit, pass the following resolution as an ordinary resolution:

"That, for the purposes of ASX Listing Rule 10.14 and for all other purposes, approval is given for the grant of 22,682 Rights and for the issue of shares upon the vesting of those Rights, to the Group CEO, Mr Edwards, as the deferred component of his FY15 Short Term Incentive award under the Incentive Plan on the terms set out in the Explanatory Notes that accompanies this Notice of Meeting."

This is the first time the Company has sought Shareholder approval under Listing Rule 10.14 for the Incentive Plan.

Resolution 6 – FY15 LTI: Grant of Rights and issue of Shares to the Group CEO, Mr Peter Edwards

To consider and, if thought fit, pass the following resolution as an ordinary resolution:

“That, for the purposes of ASX Listing Rule 10.14 and for all other purposes, approval is given for the grant of 201,794 Rights and for the issue of shares upon the vesting of those Rights, to the Group CEO, Mr Edwards, as his FY15 Long Term Incentive award under the Incentive Plan on the terms set out in the Explanatory Notes that accompanies this Notice of Meeting.”

This is the first time the Company has sought Shareholder approval under Listing Rule 10.14 for the Incentive Plan.

Resolution 7 – FY16 LTI: Grant of Rights and issue of Shares to the Group CEO, Mr Peter Edwards

To consider and, if thought fit, pass the following resolution as an ordinary resolution of the Group:

“That, for the purposes of ASX Listing Rule 10.14 and for all other purposes, approval is given for the grant of 186,895 Rights and for the issue of shares upon the vesting of those Rights, to the Group CEO, Mr Edwards, as his FY16 Long Term Incentive award under the Incentive Plan on the terms set out in the Explanatory Notes that accompanies this Notice of Meeting.”

This is the first time the Company has sought Shareholder approval under Listing Rule 10.14 for the Incentive Plan.

Voting Exclusion Statement

Resolutions 3, 4, 5, 6 and 7

The Company will disregard:

- any votes cast on resolutions 3, 4, 5, 6 and 7 in any capacity by Mr Edwards and any of his associates;
- any votes cast on resolution 3 or 4 by any Director of the Company (except one who is ineligible to participate in any employee incentive scheme in relation to the Company), any Key Management Personnel (“KMP”) and any of their respective associates;
- any vote cast on resolutions 3, 4, 5, 6 and 7 by a KMP or any of their associates pursuant to an undirected proxy.

The Company need not disregard a vote on resolutions 3, 4, 5, 6 and 7 (and that person is not prohibited from voting) if the vote is cast by:

- a Director, KMP, or any of their associates as proxy for a person who is entitled to vote on the

resolution and the vote is cast in accordance with a direction on the proxy form;

- the Chair of the Meeting (who may be a KMP) as proxy for a person who is entitled to vote on the resolution, and the proxy appointment expressly authorises the Chair of the Meeting to exercise the proxy even if the resolution is connected, directly or indirectly, with the remuneration of the KMP;
- in relation to resolutions 5, 6 and 7: by a KMP (excluding Mr Edwards) or any of their associates in their capacity as a Shareholder.

However, the Company need not disregard a vote if:

- it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- it is cast by the Chair of the Meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

How to vote

Determination of entitlement to attend and vote

In accordance with Regulation 7.11.37 of the Corporations Regulations 2001 (Cth), the Board has determined that persons who are registered holders of shares of the Company at 7.00pm (Sydney time) on Wednesday 11 November 2015 will be entitled to attend and vote at the AGM as a shareholder.

If more than one joint holder of shares is present at the AGM (whether personally, by proxy or by attorney or by representative) and tenders a vote, only the vote of the joint holder whose name appears first on the register will be counted.

Voting at the meeting

Voting on each of the proposed resolutions at the meeting will be conducted by poll.

Proxies

A Shareholder entitled to attend and vote is entitled to appoint one or two proxies. Where two proxies are appointed, you may specify the number or proportion of votes that each may exercise, failing which each may exercise half of the votes. A proxy need not be a Shareholder of the Company. Shareholders may appoint an individual or a body corporate as a proxy. If a body corporate is appointed as a proxy, that body corporate must ensure that it appoints a corporate representative in accordance with s250D of the Corporations Act to exercise its powers as a proxy at the AGM.

If you appoint a proxy who is also a Shareholder or is also a proxy for another Shareholder, your directions may not be effective on a show of hands. Your directions will be effective if a poll is taken on the relevant Resolution.

If you sign and return a proxy form and do not nominate a person to act as your proxy, the Chair of the Meeting will be appointed as your proxy by default.

Power of Attorney

If a proxy form is signed under a power of attorney on behalf of a Shareholder then the attorney must ensure that either the original power of attorney or a certified copy is lodged with the proxy form, unless the power of attorney has already been provided to the Company's Registrar. A proxy cannot be appointed under a power of attorney or similar authority online.

Proxy voting by Key Management Personnel

If you appoint a Director (other than the Chair of the Meeting), another member of KMP or any of their associates as your proxy, you should direct them how to vote on Resolution 3, 4, 5, 6 and 7 by marking the appropriate box. An undirected proxy held by any of those persons will not be counted. This does not apply to the Chair of the Meeting, who is able to vote undirected proxies.

Chair of the Meeting as proxy

The Chair of the Meeting intends to vote all undirected proxies in favour of all resolutions. Please note that if you appoint the Chair as your proxy, or the Chair is appointed your proxy by default, you will be taken to authorise the Chair to exercise the proxy in this manner.

If you wish, you can appoint the Chair as your proxy and direct the Chair to cast your votes contrary to the above stated voting intention or to abstain from voting on a resolution. Simply mark your voting directions on the proxy form before you return it.

Where to lodge a proxy

You can submit your proxy form by following the instructions set out on the proxy form accompanying this Notice of Meeting.

To be effective the proxy must be received by the Registrar, Link Market Services, in accordance with the instructions on the proxy form using one of the details below:

By post: Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235

Online: www.linkmarketservices.com.au

By delivery: Link Market Services Limited,
1A Homebush Bay Drive,
Rhodes NSW 2138.
(Office hours are Monday to Friday,
8.30am to 5.00pm)

By facsimile: In Australia (02) 9287 0309
From outside Australia +61 2 9287 0309

Via the Company: Attention: Company Secretary
Cover-More Group Limited
Level 10,
60 Miller Street,
North Sydney NSW 2060

Attending the meeting

If you are attending the meeting, please bring your personalised proxy form with you to assist registration. If a representative of a corporate shareholder or a corporate proxy will be attending the meeting, the representative will need to bring adequate evidence of their appointment to the meeting unless this has previously been provided to the Registrar. A proxy cannot be appointed under a power of attorney or similar authority online.

Questions and comments by Shareholders at the meeting

Opportunity will be given to Shareholders at the meeting to ask questions about, or to make comments on, the management of the Company.

Similarly, a reasonable opportunity will also be given to Shareholders at the meeting to ask PricewaterhouseCoopers (PWC), the Company's auditors, questions relevant to the conduct of the audit, the preparation and content of the Independent Auditor's Report, the accounting policies adopted by the Company in relation to the preparation of the Financial Statements, and the Auditor's independence.

Written questions for the Board or PWC must be received no later than 5.00pm (Sydney time) on 6 November 2015 using the details provided under the heading "Where to lodge a proxy".

By order of the Board,



Mark Steinberg
Company Secretary

Date: 12 October 2015

EXPLANATORY NOTES TO THE NOTICE OF ANNUAL GENERAL MEETING

These explanatory notes have been prepared for the information of Shareholders of the Company in relation to the business to be conducted at the Company's AGM to be held on Friday, 13 November 2015.

The Directors unanimously recommend Shareholders vote in favour of all Resolutions; for reasons of good governance, each Director respectively abstains where that Director has an interest in the outcome of a particular resolution and these interests are identified throughout these Explanatory Notes.

A. Consideration of Financial Statements

As required by section 317 of the Corporations Act 2001 ("Corporations Act") the Annual Report (including Financial Statements, Directors' Report and Independent Auditor's Report) for the financial year ending 30 June 2015 ("FY15") will be presented to the Meeting. The Annual Report contains the financial statements of the consolidated entity consisting of Cover-More Group Limited and its subsidiaries. As permitted by the Corporations Act, a printed copy of the Annual Report has been sent only to those Shareholders who have elected to receive a printed copy.

There is no formal requirement for a formal resolution on this item.

The Chair of the Meeting will allow a reasonable opportunity at the meeting for Shareholders to ask questions of the Directors. Shareholders will also be given a reasonable opportunity at the meeting to question the Company's auditor, PricewaterhouseCoopers ("PWC"), about its Independent Audit Report and the audit process.

Shareholders may submit written questions to PWC to be answered at the meeting, provided the question is relevant to the content of the Independent Audit Report or the conduct of the audit for the year ended 30 June 2015.

Written questions for the Board or PWC must be received no later than 5pm (Sydney time) on 6 November 2015 using the details provided under the heading "Where to lodge a proxy".

B. Items for Shareholder Approval

Resolution 1 - Board endorsed re-election of Ms Lisa McIntyre retiring by rotation

Lisa McIntyre retires by rotation and offers herself for re-election. A brief summary of her qualifications and experience is provided in Appendix A. Ms McIntyre joined the Board of Cover-More Group Limited as an Independent Non-Executive Director on 2 December 2013.

Prior to submitting herself for re-election, Ms McIntyre confirmed that she would continue to have sufficient time to properly fulfil her duties as a Director of the Company. In accordance with the Company's policy on independence for non-executive directors, the Board has determined that Ms McIntyre remains independent.

The Board unanimously recommends that Shareholders vote in favour of Lisa McIntyre's re-election.

Resolution 2 – Board endorsed election of Mr William Easton

William Easton joined the Board of the Company on 1 September 2015 and retires pursuant to Rule 6.1(e) of the Constitution and being eligible, submits himself for election as an Independent Non-Executive Director of Cover-More Group Limited.

A brief summary of Mr Easton's qualifications and experience is provided in Appendix A.

Prior to submitting himself for election, Mr Easton has confirmed that he will have sufficient time to properly fulfil his duties as a Director of the Company. In accordance with the Company's policy on independence for non-executive directors, the Board has determined that Mr Easton is considered by the Board to be independent.

The Board unanimously recommends that Shareholders vote in favour of William Easton's election.

Resolution 3 – Adoption of Remuneration Report (non-binding resolution)

Section 250R(2) of the Act requires that the section of the Directors' Report dealing with the remuneration of Directors and KMP ("Remuneration Report") be put to the vote of Shareholders for adoption by way of a non-binding vote.

If there is a vote of 25% or more against the Remuneration Report at the 2015 AGM, and another vote of 25% or more at the 2016 AGM, then a resolution will be put at the 2016 AGM to put the Board (other than the Group CEO) up for re-election ("Spill Resolution"). If the Spill Resolution passes, then the Company must hold a Spill Meeting within 90 days at which all Directors (other than the Group CEO) who were Directors at the time the Remuneration Report that received the second strike will retire and may resubmit themselves for re-election.

The Company has designed a remuneration framework to support a high performance culture and a team driven focus on achieving agreed business objectives.

The objective of the Company's remuneration framework is to ensure reward for performance is competitive and appropriate for the results delivered. The framework aligns executive reward with achievement of strategic objectives and the creation of value for Shareholders, and conforms to market practice for delivery of reward.

In summary, the Remuneration Report in the Annual Report:

- Explains the principles used for determining the nature and amount of remuneration of Directors and KMP of the Company;
- Outlines the role of the Remuneration Committee;
- Sets out remuneration details for each Director and key senior executives of the Company (including the value of any options granted to those persons);
- Outlines the terms of executive service contracts.

The Report is available on pages 60-75 of the Annual Report available on the Company's website [http:// www.covermore.com/](http://www.covermore.com/).

The Chair of the Meeting will give Shareholders a reasonable opportunity to ask questions about or make comments on the Remuneration Report.

Resolution 3 is an advisory resolution only (as stipulated by section 250R(3) of the Corporations Act) and does not bind the Directors or the Company.

A voting exclusion applies to this resolution, as outlined in the Notice of Meeting in the section titled "Voting Exclusion Statement".

The Directors abstain, in the interests of good corporate governance, from making a recommendation in relation to this Resolution.

Resolution 4 – Approval of Cover-More Group Incentive Plan

During the financial year ending 30 June 2014 ("FY14") the Remuneration Committee undertook a review of the Company's remuneration framework for key management personnel and agreed in principle to implement a new equity based employee incentive plan.

During FY15, the Board approved the adoption of an employee incentive plan for the Cover-More Group ("Incentive Plan"). The Incentive Plan governs both short term and long term equity based incentives.

The Company is seeking Shareholder approval to adopt the Incentive Plan so as to assist the Company in managing its capital requirements in the future, in accordance with Listing Rule 7.2.

This is the first time the Company has sought Shareholder approval under Listing Rule 7.2 exception 9 for the Incentive Plan.

Background

ASX Listing Rule 7.1 provides that an ASX listed entity must not issue equity securities that total more than 15% of its fully paid ordinary shares in a 12 month period without shareholder approval ("15% Rule"). Under Listing Rule 7.2, shareholders may approve the issue of equity securities under an employee incentive scheme as an exception to the 15% Rule. If such shareholder approval is obtained, rights or options granted under an employee incentive plan (and shares allocated upon vesting of those rights or options) would not be counted towards a company's capacity to issue securities under the 15% Rule.

This approval continues for three years, at which time it must be renewed, or it will expire. In the absence of such an approval, issues of securities under an employee incentive plan may still be made, but must fall within the 15% Rule at the time of issue.

In the Board's opinion, approval of Resolution 4 will assist the Company in managing its capital requirements efficiently by ensuring that the 15% Rule is not diminished by issues under the Incentive Plan, leaving that capacity available for capital management initiatives and acquisitions, if necessary and appropriate.

Key terms

A summary of the key terms of the Incentive Plan are set out in Appendix B.

The Incentive Plan is the Company's main vehicle to grant long term and short term incentive awards to employees and forms what the Board considers to be a key element of the Company's total remuneration strategy for KMP.

The primary objectives of the Incentive Plan are to:

- align the interests of employees with those of shareholders;
- attract, motivate and retain employees;
- deliver rewards to employees for individual and Company performance; and,
- allow employees the opportunity to become Shareholders.

Awards under the Incentive Plan may be in the form of Rights or Options.

A Right is a right to acquire one fully paid ordinary share in the Company ("Share") (or receive the cash equivalent value), subject to meeting the applicable vesting conditions ("Right").

An Option is a right to receive one Share in the Company (or the Cash Equivalent Value in respect of the Options that vest), subject to the applicable Vesting Conditions being satisfied and payment of the applicable exercise price.

The Company's obligation to allocate Shares on vesting may be satisfied by issuing new shares, acquiring shares on market or transferring shares from an employee share trust.

Rights or Options granted under the Incentive Plan do not carry any dividend or voting rights or in general, a right to participate in other corporate actions such as bonus issues.

A copy of the full Incentive Plan Rules will be available for inspection at the Company's registered office during normal business hours.

Voting exclusion

A voting exclusion applies to this resolution, as outlined in the Notice of Meeting in the section titled "Voting Exclusion Statement".

Recommendation

The Board unanimously recommend that Shareholders vote in favour of resolution 4.

Resolution 5 – FY15 Deferred STI: Grant of Rights and issue of Shares to the Group Chief Executive Officer (Group CEO), Mr Peter Edwards

Mr Edwards' employment contract entitles him to receive a short term incentive (STI) award each financial year.

It is intended that Mr Edward's FY15 STI award will be delivered 85% in cash and 15% deferred into Rights that vest under the Incentive Plan. The Rights will be issued at no cost to Mr Edwards.

At the time the Rights were granted to Mr Edwards, it was intended that the Company would satisfy the award by acquiring Shares on market. Shareholder approval is not required under the ASX Listing Rules if shares are acquired on market to satisfy awards that vest under an employee incentive plan.

However, ASX Listing Rule 10.14 requires shareholder approval in order for a director to be issued equity securities in a company under an employee incentive plan.

Accordingly, Shareholder approval is being sought for the proposed grant of Rights to Mr Edwards to preserve the flexibility for Shares to be issued by the Company in accordance with ASX Listing Rule 10.14 when those Rights vest.

Approval of this resolution will also result in the Rights granted to Mr Edwards being an exception to ASX Listing Rule 7.1.

Terms and conditions

The Rights were granted as part of Mr Edward's FY15 STI component of remuneration, pursuant to the terms of his contract of employment and the Incentive Plan.

A summary of the key terms of the Incentive Plan are set out in Resolution 4 above.

Performance condition

Mr Edward's FY15 STI award is subject to the achievement of an Earnings Before Interest, Tax, Depreciation and Amortization ("EBITDA") target over a one year performance period. The EBITDA target for Mr Edwards was set in early FY15 and was tested in August 2015 to determine his FY15 STI award outcome.

Number of Share Rights to be granted

The number of Rights the Company is proposing to grant to Mr Edwards under the deferred equity component of the STI Plan is 22,682.

This has been calculated by dividing the portion of his STI award outcome for the 2015 financial year subject to deferral (\$56,250) by the market value of the Company's shares at the time of grant, being the Volume Weighted Average Price ("VWAP") over the five trading days immediately following the announcement of the Company's FY15 annual results (\$2.48).

Deferral period and vesting

Rights are deferred for two years and subject to a service condition over that period (1 July 2015 to 30 June 2017).

Rights vest subject only to Mr Edward's continued employment over the two year deferral period. If service conditions are met the Rights will vest and upon vesting, one Share will be allocated for each Right that vests (or he will be provided with the cash equivalent value).

Upon vesting of Mr Edward's Rights he is entitled to receive a cash payment that is equivalent to the gross cash dividends (including any cash dividends plus the value of any franking credits where a dividend is franked) payable during the period from the grant to vesting in respect of the number of Rights that vest.

Shares allocated upon vesting will not be subject to any further trading restrictions, subject to complying with the Company's Share Trading Policy.

Cessation of employment

Deferred STI is an earned but yet unpaid component of Mr Edward's remuneration. Unvested Rights will lapse in the event Mr Edwards resigns or is terminated for cause/gross misconduct during the deferral period.

In all other cases, Rights will not lapse on cessation and will vest in full at the original Vesting Date.

Change of control

In the event of a change of control, unless the Board determines otherwise, Rights will vest in full.

Other information required by the ASX Listing Rules

In relation to STI awards under the Incentive Plan:

- Mr Edwards is the only Director entitled to participate in the Incentive Plan.
- There is no loan scheme in relation to the Rights.
- This is the first year the Company is seeking approval of grants of Rights to the Group CEO in relation to his STI.

- If Shareholder approval is obtained, further details of the Rights granted to the Group CEO under the Incentive Plan in FY15 will be provided in the Remuneration Reports for the year ending 30 June 2016 and 30 June 2017.
- If Shareholder approval is received, it is intended that the Rights will be issued to Mr Edwards as soon as practicable following the AGM, but in any event, no later than 12 months after the AGM.
- This is the first time the Company has sought Shareholder approval under Listing Rule 10.14 for the Incentive Plan.

Voting exclusion

A voting exclusion applies to this resolution, as outlined in the Notice of Meeting in the section titled "Voting Exclusion Statement".

Recommendation

The Board (other than Mr Edwards) unanimously recommend that Shareholders vote in favour of Resolution 5.

Should Shareholder approval not be received in respect of this resolution, the Board will consider alternative remuneration arrangements in order to satisfy Mr Edward's contractual entitlement to an STI award, including offering an equivalent cash based deferred STI award on the same terms.

Resolution 6 – FY15 LTI: Grant of Rights and issue of Shares to the Group CEO, Mr Peter Edwards

Mr Edwards' employment contract entitles him to receive a long term incentive ("LTI") award each financial year.

During FY15, the Company granted 201,794 Rights to Mr Edwards that will vest under the Incentive Plan. The Rights will be issued at no cost to Mr Edwards.

At the time the Rights were granted to Mr Edwards, it was intended that the Company would satisfy the award by acquiring Shares on market. Shareholder approval is not required under the ASX Listing Rules if shares are acquired on market to satisfy awards that vest under an employee incentive plan.

However, ASX Listing Rule 10.14 requires shareholder approval in order for a director to be issued equity securities in a company under an employee incentive scheme.

Accordingly, Shareholder approval is being sought for the proposed grant of Rights to Mr Edwards to preserve the flexibility for Shares to be issued by Company in accordance with ASX Listing Rule 10.14 when those Rights vest.

Approval of this resolution will also result in the Rights granted to Mr Edwards being an exception to ASX Listing Rule 7.1.

Terms and conditions

The Rights were granted as part of Mr Edward's FY15 LTI component of his remuneration, pursuant to the terms of his contract of employment and the Incentive Plan.

A summary of the key terms of the Incentive Plan are set out in Resolution 4 above.

Number of Rights granted

A face value approach is used to determine the number of Rights to be granted. The number of Rights granted to Mr Edwards in relation to his FY15 LTI was 201,794.

This was determined by dividing the FY15 LTI opportunity (\$450,000) by the market value of Shares at the time of grant, being the VWAP of the Shares over the five trading days immediately following the announcement of the Company's FY14 annual results (\$2.23).

Performance period and Vesting

50% of the LTI award is subject to a two-year performance period (from 1 July 2014 to 30 June 2016), and 50% of the LTI award is subject to a three-year performance period (from 1 July 2014 to 30 June 2017). This transitional arrangement was considered appropriate for the FY15 LTI grant to ensure continued alignment to Shareholders during the initial period post Initial Public Offering.

If the performance conditions are met (see below), the Rights will vest. Upon vesting, one Share will be allocated for each Right that vests (or provided with the cash equivalent value). There is no re-testing of performance conditions, any Performance Rights that do not vest will lapse.

Upon vesting of the Rights Mr Edward's is entitled to receive a cash payment that is equivalent to the gross cash dividends (including any cash dividends plus the value of any franking credits where a dividend is franked) payable during the period from the grant to vesting in respect of the number of Rights that vest.

Shares allocated upon vesting will not be subject to any further trading restrictions, subject to complying with the Company's share trading policy.

Performance condition

All of the Rights to be granted to Mr Edwards in relation to LTI are subject to one performance condition, Earnings Per Share ("EPS").

EPS is defined as Net Profit After Tax prior to the amortisation of acquisition related intangibles (net of tax effect) ("NPATA") divided by the average number of shares on issue in the relevant year (excluding treasury shares).

Performance is measured based on growth in EPS over the period; focusing participants on year-on-year growth in earnings. For the FY15 LTI grant, FY14 will be the base year for the purpose of the EPS performance hurdle. EPS in FY14 was 8.9 cents per share. EPS in FY16 and FY17 will be compared against EPS in FY14 to determine whether the EPS hurdles have been met in respect of the FY15 grant.

EPS targets are selected based on consideration of Shareholder and analyst expectations and the earnings and EPS targets set in the Company's business plan. As the EPS target for each year is considered commercially sensitive information, the EPS target will be retrospectively disclosed for the performance period along with performance outcomes.

For the FY15 grant, no vesting occurs for compound annual growth in EPS less than 10% per annum over the performance period.

While the Board believes the EPS targets and vesting schedule strike an appropriate balance between being achievable yet sufficiently challenging, the Board retains the discretion to adjust the EPS performance hurdle as required to ensure that the Group CEO (and all other Incentive Plan participants) is neither advantaged nor disadvantaged by matters outside management's control that materially affect EPS (for example, by excluding one-off non-recurrent items or the impact of significant acquisitions or disposals).

Cessation of employment

Unvested Rights will lapse in the event Mr Edwards resigns or is terminated for cause/gross misconduct prior to vesting.

In all other cases, a pro-rata number of unvested Rights (pro-rated for time elapsed since the start of the performance period) will continue to be performance tested on the normal vesting date and vest to the extent the performance condition is met.

Change of control

In the event of a change of control, unless the Board determines otherwise, a pro-rata number of Rights will vest (based on time elapsed at the time of the event), subject to the satisfaction of the performance conditions to the date of the event.

Clawback

Unvested Rights will be subject to clawback (at the discretion of the Board) where a participant's conduct may lead, or may have led, to termination for cause (if the actions of the participant were known prior to the participant's cessation of employment) or in the event of a material misstatement in the company's financial statements that impacted results.

Other information required by the ASX Listing Rules

In relation to LTI awards under the Incentive Plan:

- Mr Edwards is the only Director entitled to participate in the Incentive Plan.
- There is no loan scheme in relation to the Rights.
- This is the first year the Company is seeking approval of grants of Rights to the Group CEO in relation to his LTI.
- If Shareholder approval is obtained, further details of the Rights granted to the Group CEO in relation to LTI under the Incentive Plan in FY15 will be provided in the Remuneration Reports for the year ending 30 June 2016 and 30 June 2017.
- If Shareholder approval is received, it is intended that the Rights will be issued to Mr Edwards as soon as practicable following the AGM, but in any event, no later than 12 months after the AGM.
- This is the first time the Company has sought Shareholder approval under Listing Rule 10.14 for the Incentive Plan.

Voting exclusion

A voting exclusion applies to this resolution, as outlined in the Notice of Meeting in the section titled "Voting Exclusion Statement".

Recommendation

The Board (other than Mr Edwards) unanimously recommend that shareholders vote in favour of Resolution 6.

Should Shareholder approval not be received in respect of Resolution 6, Mr Edwards' current LTI grant will remain in place on the same terms and his FY15 LTI award that vests will be satisfied by purchasing shares on-market (or by payment of the cash equivalent value, as per the terms of the grant), in order to satisfy his contractual LTI entitlement.

Resolution 7 – FY16 LTI: Grant of Performance Rights and issue of Shares to the Group CEO, Mr Peter Edwards

As set out above, Mr Edwards' employment contract entitles him to receive a long term incentive (LTI) award each financial year.

In FY16, the Company will grant 186,895 Rights to Mr Edwards that will vest under the Incentive Plan. The Rights will be issued to Mr Edwards at no cost to him.

Shareholder approval is not required under the ASX Listing Rules if shares are acquired on market to satisfy awards that vest under an employee incentive plan.

However, ASX Listing Rule 10.14 requires shareholder approval in order for a director to be issued equity securities in a company under an employee incentive scheme.

Accordingly, Shareholder approval is being sought for the proposed grant of Rights to Mr Edwards to preserve the flexibility for Shares to be issued by the Company in accordance with ASX Listing Rule 10.14 when those Rights vest.

Approval of this resolution will also result in the Rights granted to Mr Edwards being an exception to ASX Listing Rule 7.1.

Terms and conditions

The Rights will be granted as part of Mr Edwards' FY16 LTI component of his remuneration, pursuant to the terms of his contract of employment and the Incentive Plan.

A summary of the key terms of the Incentive Plan are set out in Resolution 4 above.

Number of Rights to be granted

A face value approach is used to determine the number of Rights to be granted. The number of Rights the Company is proposing to grant to Mr Edwards is 186,895. This is determined by dividing the FY16 LTI opportunity (\$463,500) by the market value of Shares at the time of grant, being the VWAP of the Shares over the five trading days immediately following the announcement of the Company's FY15 annual results (\$2.48).

Performance period and vesting

Rights are subject to a three-year performance period commencing on 1 July 2015 and ending on 30 June 2018.

If the performance conditions are met (see below), Rights will vest. Upon vesting, one Share will be allocated for each Right that vests (or he will be provided with the cash equivalent value).

Upon vesting of the Rights Mr Edwards is entitled to receive a cash payment that is equivalent to the gross cash dividends (including any cash dividends plus the value of any franking credits where a dividend is franked) payable during the period from the grant to vesting in respect of the number of Rights that vest.

Shares allocated upon vesting will not be subject to any further trading restriction, subject to complying with the Company's share trading policy.

There is no re-testing of performance conditions, any Rights that do not vest will lapse.

Performance condition

All of the Rights to be granted to Mr Edwards in relation to LTI are subject to one performance condition, Earnings Per Share ("EPS").

EPS is defined as Net Profit After Tax prior to the amortisation of acquisition related intangibles (net of tax effect) ("NPATA") divided by the average number of shares on issue in the relevant year (excluding treasury shares).

Performance is measured based on growth in EPS over the period; focusing participants on year-on-year growth in earnings. For the FY16 LTI grant, FY15 will be the base year for the purpose of the EPS performance hurdle. EPS in FY18 will be compared against EPS in FY15 to determine whether the EPS hurdles have been met in respect of the FY16 grant.

EPS targets are selected based on consideration of Shareholder and analyst expectations and the earnings

and EPS targets set in the Company's business plan. As the EPS target is considered commercially sensitive information, the EPS target will be retrospectively disclosed for the performance period along with performance outcomes.

For the FY16 grant, no vesting occurs for compound annual growth in EPS less than 10% per annum over the performance period.

While the Board believes the EPS targets and vesting schedule strike an appropriate balance between being achievable yet sufficiently challenging, the Board retains a discretion to adjust the EPS performance hurdle as required to ensure that the Group CEO (and all other participants) is neither advantaged nor disadvantaged by matters outside management's control that materially affect EPS (for example, by excluding one-off non-recurrent items or the impact of significant acquisitions or disposals).

Cessation of employment

Unvested Rights will lapse in the event Mr Edwards resigns or is terminated for cause/gross misconduct prior to vesting.

In all other cases, a pro-rata number of unvested Rights (pro-rated for time elapsed since the start of the performance period) will continue to be performance tested on the normal vesting date and vest to the extent the performance condition is met.

Change of control

In the event of a change of control, unless the Board determined otherwise, a pro-rata number of Rights will vest (based on time elapsed at the time of the event), subject to the satisfaction of the performance conditions to the date of the event.

Clawback

Unvested Rights will be subject to clawback (at the discretion of the Board) where a participant's conduct may lead, or may have led, to termination for cause (if the actions of the participant were known prior to the participant's cessation of employment) or in the event of a material misstatement in the Company's financial statements that impacted results.

Other information required by the ASX Listing Rules

In relation to LTI awards under the Incentive Plan:

- Mr Edwards is the only Director entitled to participate in the Incentive Plan.
- This is the first year the Company is seeking approval of grants of Rights to the Group CEO in relation to his LTI.
- There is no loan scheme in relation to the Rights.
- If Shareholder approval is obtained, further details of the Rights granted to the Group CEO under the Incentive Plan in FY16 will be provided in the Remuneration Reports for the years ending 30 June 2016, 30 June 2017 and 30 June 2018.
- If Shareholder approval is received, it is intended that the Rights will be issued to Mr Edwards as soon as practicable following the AGM, but in any event, no later than 12 months after the AGM.
- This is the first time the Company has sought Shareholder approval under Listing Rule 10.14 for the Incentive Plan.

Voting exclusion

A voting exclusion applies to this resolution, as outlined in the Notice of Meeting in the section titled “Voting Exclusion Statement”.

Recommendation

The Board (other than Mr Edwards) unanimously recommend that Shareholders vote in favour of Resolution 7.

Should Shareholder approval not be received in respect of Resolution 7, the Board will consider alternative remuneration arrangements in order to satisfy Mr Edward’s contractual entitlements to an LTI grant, including offering an equivalent cash based LTI award on the same terms.

APPENDIX A – DIRECTORS

Name:	Lisa McIntyre (Appointed on 2 December 2013)
Title:	Independent Non-Executive Director
Qualifications:	PhD in physical chemistry from Cambridge University, BSc in biochemistry and mathematics from the University of Sydney.
Experience and expertise:	Lisa is an experienced company director with more than 25 years of experience providing strategic, commercial and operational advice to leading companies in the healthcare and technology sectors in Australia and overseas. She is Chairman of Silex Systems Limited, a publicly listed technology company; director of HCF Group, the largest member-based private health insurance organisation in Australia; director of Genesis Care Ltd; and Chairman of Tutoring Australasia.
Other current directorships:⁽¹⁾	Silex Systems Limited
Former directorships (in the last three years):⁽²⁾	None
Special responsibilities:	Member of the Audit and Risk Management Committee
Interests in shares:	15,000 ordinary shares
Interests in options:	None

Name:	William Easton (appointed 1 September 2015)
Title:	Independent Non-Executive Director
Qualifications:	Financial Services, BA Hons from University of West of England
Experience and expertise:	<p>William is Managing Director of Emerging Markets for Facebook after three successful years as Managing Director for Facebook in Australia and New Zealand. Before joining Facebook in 2013, William worked with Google for six years in executive management roles, most recently as the Managing Director of Mobile and Social across the APAC region.</p> <p>Before joining Google in 2007, William worked in executive leadership roles with Microsoft Corporation and Coca Cola. In addition to William's corporate responsibilities over the last 5 years, he has held positions as a Non Executive Director of Dimmi Pty Ltd and sat on the boards of the APAC Mobile Marketing Association and the Starlight Foundation.</p>
Other current directorships:⁽¹⁾	None
Former directorships (in the last three years):⁽²⁾	None
Special responsibilities:	None
Interests in shares:	None
Interests in options:	None

(1) Current directorships of listed entities on the ASX only and excludes directorships of all other types of entities, unless otherwise stated.

(2) Directorships held in the last 3 years of listed entities on the ASX only and exclude directorships of all other types of entities, unless otherwise stated.

APPENDIX B – SUMMARY OF COVER-MORE GROUP INCENTIVE PLAN (INCENTIVE PLAN)

Term	Detail
Purpose	<p>The Plan will operate to allow the Board to grant equity awards in the form of Rights or Options as part of:</p> <ul style="list-style-type: none"> the long term incentive component of remuneration, as determined by the Board from time to time. the deferred component of short term incentive awards earned in a particular period in respect of remuneration, as determined by the Board.
Rights and Options	<p>Each Right is a right to receive one Share in the Company (or the Cash Equivalent Value in respect of the Rights that vest), subject to the applicable Vesting Conditions being satisfied.</p> <p>Each Option is a right to receive one Share in the Company (or the Cash Equivalent Value in respect of the Options that vest), subject to the applicable Vesting Conditions being satisfied and payment of the applicable exercise price.</p>
Eligible Participants	<p>The Board may grant Rights and/or Options to executives and other selected employees of the Company. In general, the Board will invite those executives and employees who are key to the long-term success of the Company.</p>
Vesting Conditions and performance period	<p>The Board may determine vesting conditions, which may include performance and/or service conditions that must be satisfied before the Rights and/or Options vest.</p> <p>The vesting conditions will be measured and tested over a period determined by the Board.</p> <p>For the long term incentive, it is intended that the performance period will be a minimum period of three years.</p> <p>For the short term incentive, it is intended that the service (deferral) period will be a minimum of two years.</p>
Other terms	<p>The Board may determine the terms of the Rights and/or Options, including whether any price is payable for the grant of Rights or Options, the exercise price of Options, and any other vesting or lapsing conditions.</p>
Entitlements	<p>Rights and Options do not carry a right to vote or a right to dividends, or in general, a right to participate in other corporate actions such as bonus issues.</p> <p>Rights and Options are non-transferable, except in limited circumstances or with the consent of the Board.</p> <p>Upon vesting of Rights and/or Options, the Company may provide participants with an entitlement to receive a cash payment that is equivalent to the gross cash dividends (includes any cash dividends plus the value of any franking credits where a dividend is franked) payable during the period from the Grant Date to the Vesting Date in respect of the number of Rights/Options that vest (Dividend Equivalent Payment).</p>
Allocation of shares upon vesting	<p>The Company may issue new shares or procure the acquisition of shares on-market to satisfy vested Rights or Options that have been exercised.</p> <p>The Company may also operate an employee share trust to acquire, hold or provide shares for the purposes of the Plan.</p> <p>No trading restriction will be placed on shares allocated following vesting, subject to the Company's Share Trading Policy, unless the Board determines otherwise.</p>

Term	Detail
Cessation of employment	<p>Where a participant ceases employment with the Company prior to the end of the vesting period, the treatment will depend on the circumstances of cessation.</p> <p>In the event of resignation, termination for cause or gross misconduct, all unvested Rights and Options will lapse at cessation.</p> <p>Where a participant ceases employment for any other reason prior to the Rights or Options vesting, a pro-rata portion of unvested Rights or Options (pro-rated for time elapsed since the start of the performance period) will generally continue on-foot and be tested at the end of the normal vesting date against the relevant vesting conditions (ignoring any service related conditions).</p> <p>However, the Board has discretion to determine that a different treatment should apply at the time of cessation, if applicable.</p>
Change of control	<p>Where a change of control occurs prior to vesting of Rights or Options, unless the Board determines otherwise, a pro-rata number of the Rights and Options may vest (based on the vesting period elapsed) to the extent to which vesting conditions have been met at the time of the event.</p> <p>The Company also has specific rules in relation to divestments, with the Board having the discretion to determine an appropriate treatment for participants in the event of the divestment of a material part of the business (as determined by the Board).</p>
Clawback	<p>In events like fraud, dishonesty or material misstatement of financial statements, the Board may make a determination, including lapsing unvested Rights and Options or 'clawing back' shares allocated upon vesting of Rights and Options, to ensure that no unfair benefit is obtained by a participant.</p>
Adjustment of awards	<p>The Board has discretion to adjust the number of Rights and Options in the event of a variation of capital or other corporate transaction to ensure participants do not enjoy a windfall gain or suffer a material detriment as a result of the variation (and in accordance with the ASX Listing Rules).</p>
Administration of Plan	<p>The Plan may be administered either by the Board or an external party, including using a trust to acquire, hold or provide shares to satisfy the awards.</p> <p>The Board has the power to make all required determinations under the Plan and to waive or modify the application of the terms of the Plan and the Rights and Options granted under it as it considers appropriate.</p>

LODGE YOUR VOTE



ONLINE

www.linkmarketservices.com.au



BY MAIL

Cover-More Group Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235 Australia



BY FAX

+61 2 9287 0309



BY HAND

Link Market Services Limited
1A Homebush Bay Drive, Rhodes NSW 2138



ALL ENQUIRIES TO

Telephone: +61 1300 554 474



X99999999999

PROXY FORM

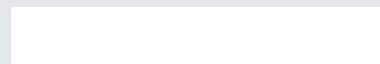
I/We being a member(s) of Cover-More Group Limited and entitled to attend and vote hereby appoint:

APPOINT A PROXY



the Chairman of the Meeting (mark box)

OR if you are **NOT** appointing the Chairman of the Meeting as your proxy, please write the name of the person or body corporate you are appointing as your proxy



or failing the person or body corporate named, or if no person or body corporate is named, the Chairman of the Meeting, as my/our proxy to act on my/our behalf (including to vote in accordance with the following directions or, if no directions have been given and to the extent permitted by the law, as the proxy sees fit) at the Annual General Meeting of the Company to be held at **10:00am on Friday, 13 November 2015 at InterContinental Hotel, 117 Macquarie Street, Sydney NSW 2000** (the **Meeting**) and at any postponement or adjournment of the Meeting.

Important for Resolution 3: If the Chairman of the Meeting is your proxy, either by appointment or by default, and you have not indicated your voting intention below, you expressly authorise the Chairman of the Meeting to exercise the proxy in respect of Resolution 3, even though the Resolution is connected directly or indirectly with the remuneration of a member of the Company's Key Management Personnel (**KMP**).

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business.

VOTING DIRECTIONS

Proxies will only be valid and accepted by the Company if they are signed and received no later than 48 hours before the Meeting.

Please read the voting instructions overleaf before marking any boxes with an ☒

Resolutions

1 Re-Election of Ms Lisa McIntyre as a Director

For Against Abstain*

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
--------------------------	--------------------------	--------------------------

2 Election of Mr William Easton as a Director

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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3 Adoption of Remuneration Report (non-binding resolution)

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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4 Approval of Cover-More Group Incentive Plan

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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5 FY15 Deferred STI: Grant of Rights and issue of Shares to the Group Chief Executive Officer (Group CEO), Mr Peter Edwards

For Against Abstain*

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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6 FY15 LTI: Grant of Rights and issue of Shares to the Group CEO, Mr Peter Edwards

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
--------------------------	--------------------------	--------------------------

7 FY16 LTI: Grant of Rights and issue of Shares to the Group CEO, Mr Peter Edwards

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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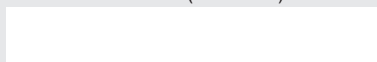
* If you mark the Abstain box for a particular Item, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

SIGNATURE OF SHAREHOLDERS – THIS MUST BE COMPLETED

Shareholder 1 (Individual)



Joint Shareholder 2 (Individual)



Joint Shareholder 3 (Individual)



Sole Director and Sole Company Secretary

Director/Company Secretary (Delete one)

Director

This form should be signed by the shareholder. If a joint holding, either shareholder may sign. If signed by the shareholder's attorney, the power of attorney must have been previously noted by the registry or a certified copy attached to this form. If executed by a company, the form must be executed in accordance with the company's constitution and the *Corporations Act 2001* (Cth).

HOW TO COMPLETE THIS SHAREHOLDER PROXY FORM

YOUR NAME AND ADDRESS

This is your name and address as it appears on the Company's share register. If this information is incorrect, please make the correction on the form. Shareholders sponsored by a broker should advise their broker of any changes. **Please note: you cannot change ownership of your shares using this form.**

APPOINTMENT OF PROXY

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box in Step 1. If you wish to appoint someone other than the Chairman of the Meeting as your proxy, please write the name of that individual or body corporate in Step 1. A proxy need not be a shareholder of the Company.

DEFAULT TO CHAIRMAN OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chairman of the Meeting, who is required to vote those proxies as directed. Any undirected proxies that default to the Chairman of the Meeting will be voted according to the instructions set out in this Proxy Form, including where the Resolution is connected directly or indirectly with the remuneration of KMP.

VOTES ON ITEMS OF BUSINESS – PROXY APPOINTMENT

You may direct your proxy how to vote by placing a mark in one of the boxes opposite each item of business. All your shares will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of shares you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on the items of business, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

APPOINTMENT OF A SECOND PROXY

You are entitled to appoint up to two persons as proxies to attend the Meeting and vote on a poll. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by telephoning the Company's share registry or you may copy this form and return them both together.

To appoint a second proxy you must:

- (a) on each of the first Proxy Form and the second Proxy Form state the percentage of your voting rights or number of shares applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded; and
- (b) return both forms together.

SIGNING INSTRUCTIONS

You must sign this form as follows in the spaces provided:

Individual: where the holding is in one name, the holder must sign.

Joint Holding: where the holding is in more than one name, either shareholder may sign.

Power of Attorney: to sign under Power of Attorney, you must lodge the Power of Attorney with the registry. If you have not previously lodged this document for notation, please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the *Corporations Act 2001*) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please indicate the office held by signing in the appropriate place.

CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting the appropriate "Certificate of Appointment of Corporate Representative" should be produced prior to admission in accordance with the Notice of Meeting. A form of the certificate may be obtained from the Company's share registry or online at www.linkmarketservices.com.au.

LODGEMENT OF A PROXY FORM

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below by **10:00am on Wednesday, 11 November 2015**, being not later than 48 hours before the commencement of the Meeting. Any Proxy Form received after that time will not be valid for the scheduled Meeting.

Proxy Forms may be lodged using the reply paid envelope or:



ONLINE

www.linkmarketservices.com.au

Login to the Link website using the holding details as shown on the Proxy Form. Select 'Voting' and follow the prompts to lodge your vote. To use the online lodgement facility, shareholders will need their "Holder Identifier" (Securityholder Reference Number (SRN) or Holder Identification Number (HIN) as shown on the front of the Proxy Form).



BY MAIL

Cover-More Group Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235
Australia



BY FAX

+61 2 9287 0309



BY HAND

delivering it to Link Market Services Limited*
1A Homebush Bay Drive
Rhodes NSW 2138

* During business hours (Monday to Friday, 9:00am–5:00pm)

**IF YOU WOULD LIKE TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING, PLEASE BRING THIS FORM WITH YOU.
THIS WILL ASSIST IN REGISTERING YOUR ATTENDANCE.**