

Appendix 3B

New issue announcement, application for quotation of additional securities and agreement

Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.

Introduced 01/07/96 Origin: Appendix 5 Amended 01/07/98, 01/09/99, 01/07/00, 30/09/01, 11/03/02, 01/01/03, 24/10/05, 01/08/12, 04/03/13

Name of entity

Cover-More Group Limited (Cover-More)

ABN

79 166 776 334

We (the entity) give ASX the following information.

Part 1 - All issues

You must complete the relevant sections (attach sheets if there is not enough space).

- | | | |
|---|---|---|
| 1 | +Class of +securities issued or to be issued | Ordinary shares |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued | <p>Cover-More proposes to issue fully paid ordinary shares (New Shares) pursuant to an accelerated non-renounceable entitlement offer (the Entitlement Offer) described in the announcement and investor presentation lodged with ASX on 27 September 2016 (the ASX Materials).</p> <p>The offer price and exact number of New Shares to be issued pursuant to the Entitlement Offer, including the exact breakdown of New Shares to be issued pursuant to the institutional component of the Entitlement Offer (the Institutional Entitlement Offer) and the retail component of the Entitlement Offer (the Retail Entitlement Offer), is not known at the date of this Appendix 3B as it remains subject to determination by the underwriter of the Entitlement Offer,</p> |

Macquarie Capital (Australia) Limited (ABN 79 123 199 548) (**Macquarie**), in consultation with Cover-More, after the book build process in respect of the Institutional Entitlement Offer has been completed (as well as the reconciliation of shareholder entitlements and the effects of rounding). An indicative maximum number of New Shares to be issued based on the indicative issue price set out in section 5 below is 61,115,532, however, as noted above, this is subject to change in accordance with the underwriting agreement in respect of the Entitlement Offer between Cover-More and Macquarie.

- 3 Principal terms of the +securities (e.g. if options, exercise price and expiry date; if partly paid +securities, the amount outstanding and due dates for payment; if +convertible securities, the conversion price and dates for conversion)

The New Shares will have the same terms as existing fully paid ordinary shares.

- 4 Do the +securities rank equally in all respects from the +issue date with an existing +class of quoted +securities?

Yes, the New Shares will rank equally with existing fully paid ordinary shares from the date of allotment.

If the additional +securities do not rank equally, please state:

- the date from which they do
- the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment
- the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment

+ See chapter 19 for defined terms.

5	Issue price or consideration	The issue price for the New Shares to be issued under the Entitlement Offer is not known at the date of this Appendix 3B as it remains subject to determination by Macquarie in consultation with Cover-More after the book build process in respect of the Institutional Entitlement Offer has been completed. An indicative issue price is \$1.20 per New Share, however, as noted above, this is subject to change in accordance with the underwriting agreement in respect of the Entitlement Offer between Cover-More and Macquarie.
6	Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)	The proceeds from the Entitlement Offer will be used to partially fund the acquisition of Travelex Insurance Services Inc.
6a	Is the entity an *eligible entity that has obtained security holder approval under rule 7.1A? If Yes, complete sections 6b – 6h in relation to the *securities the subject of this Appendix 3B, and comply with section 6i	No
6b	The date the security holder resolution under rule 7.1A was passed	N/A
6c	Number of *securities issued without security holder approval under rule 7.1	N/A
6d	Number of *securities issued with security holder approval under rule 7.1A	N/A
6e	Number of *securities issued with security holder approval under rule 7.3, or another specific security holder approval (specify date of meeting)	N/A

6f	Number of +securities issued under an exception in rule 7.2	N/A
6g	If +securities issued under rule 7.1A, was issue price at least 75% of 15 day VWAP as calculated under rule 7.1A.3? Include the +issue date and both values. Include the source of the VWAP calculation.	N/A
6h	If +securities were issued under rule 7.1A for non-cash consideration, state date on which valuation of consideration was released to ASX Market Announcements	N/A
6i	Calculate the entity's remaining issue capacity under rule 7.1 and rule 7.1A – complete Annexure 1 and release to ASX Market Announcements	N/A
7	<p>+Issue dates</p> <p>Note: The issue date may be prescribed by ASX (refer to the definition of issue date in rule 19.12). For example, the issue date for a pro rata entitlement issue must comply with the applicable timetable in Appendix 7A.</p> <p>Cross reference: item 33 of Appendix 3B.</p>	<p>11 October 2016 for the New Shares to be issued under the Institutional Entitlement Offer.</p> <p>24 October 2016 for the New Shares to be issued under the Retail Entitlement Offer.</p>

Number	+Class
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+ See chapter 19 for defined terms.

8	Number and ⁺ class of all ⁺ securities quoted on ASX (including the ⁺ securities in section 2 if applicable)	The number of ordinary shares that will be on issue in Cover-More immediately after completion of the Entitlement Offer is not known at the date of this Appendix 3B as the exact number of New Shares to be issued pursuant to the Entitlement Offer remains subject to determination by Macquarie in consultation with Cover-More after the book build process in respect of the Institutional Entitlement Offer has been completed.	Ordinary shares
9	Number and ⁺ class of all ⁺ securities not quoted on ASX (including the ⁺ securities in section 2 if applicable)	Number	⁺ Class
		N/A	N/A
10	Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)	Shares rank equally in all respects with existing fully paid ordinary shares of Cover-More Group Limited. The dividend policy remains the same.	

Part 2 - Pro rata issue

11	Is security holder approval required?	No, shareholder is not required for the Entitlement Offer.
12	Is the issue renounceable or non-renounceable?	Non-renounceable

13	Ratio in which the ⁺ securities will be offered	The offer ratio for the Entitlement Offer is not known at the date of this Appendix 3B as it remains subject to determination by Macquarie in consultation with Cover-More after the book build process in respect of the Institutional Entitlement offer has been completed. An indicative offer ratio is 1 New Share for every 5.2 ordinary shares at the record date, however, as noted above, this is subject to change in accordance with the underwriting agreement in respect of the Entitlement Offer between Cover-More and Macquarie.
14	⁺ Class of ⁺ securities to which the offer relates	Fully paid ordinary shares
15	⁺ Record date to determine entitlements	7:00pm (Sydney Time) 29 September 2016
16	Will holdings on different registers (or subregisters) be aggregated for calculating entitlements?	No
17	Policy for deciding entitlements in relation to fractions	Where fractions arise in the calculation of shareholders' entitlements under the Entitlement Offer they will be rounded up to the next whole number of New Shares.
18	Names of countries in which the entity has security holders who will not be sent new offer documents <small>Note: Security holders must be told how their entitlements are to be dealt with. Cross reference: rule 7.7.</small>	United States of America
19	Closing date for receipt of acceptances or renunciations	5.00pm (Sydney time) on 17 October 2016
20	Names of any underwriters	Macquarie Capital (Australia) Limited (ABN 79 123 199 548)

⁺ See chapter 19 for defined terms.

21	Amount of any underwriting fee or commission	Total fees of A\$2,016,812.56 are payable to Macquarie in connection with the Entitlement Offer. In addition, Cover-More may, in its sole discretion and based on the success of the Entitlement Offer and Macquarie's contribution to the success of the Entitlement Offer, pay Macquarie a discretionary fee of 0.50% of the total amount to be raised under the Entitlement Offer.
22	Names of any brokers to the issue	N/A
23	Fee or commission payable to the broker to the issue	N/A
24	Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of security holders	N/A
25	If the issue is contingent on security holders' approval, the date of the meeting	N/A
26	Date entitlement and acceptance form and offer documents will be sent to persons entitled	No prospectus is being prepared in connection with the Entitlement Offer. A retail offer document and personalised entitlement and acceptance form will be sent to eligible retail shareholders on 4 October 2016.
27	If the entity has issued options, and the terms entitle option holders to participate on exercise, the date on which notices will be sent to option holders	N/A
28	Date rights trading will begin (if applicable)	N/A
29	Date rights trading will end (if applicable)	N/A
30	How do security holders sell their entitlements <i>in full</i> through a broker?	N/A

31	How do security holders sell <i>part</i> of their entitlements through a broker and accept for the balance?	N/A
32	How do security holders dispose of their entitlements (except by sale through a broker)?	N/A
33	⁺ Issue date	<p>11 October 2016 for the Institutional Entitlement Offer.</p> <p>24 October 2016 for the Retail Entitlement Offer.</p>

⁺ See chapter 19 for defined terms.

Part 3 - Quotation of securities

You need only complete this section if you are applying for quotation of securities

34 Type of ⁺securities
(tick one)

(a) ☒ ⁺Securities described in Part 1

(b) ☐ All other ⁺securities

Example: restricted securities at the end of the escrowed period, partly paid securities that become fully paid, employee incentive share securities when restriction ends, securities issued on expiry or conversion of convertible securities

Entities that have ticked box 34(a)

Additional securities forming a new class of securities

Tick to indicate you are providing the information or documents

35 ☐ If the ⁺securities are ⁺equity securities, the names of the 20 largest holders of the additional ⁺securities, and the number and percentage of additional ⁺securities held by those holders

36 ☐ If the ⁺securities are ⁺equity securities, a distribution schedule of the additional ⁺securities setting out the number of holders in the categories

- 1 - 1,000
- 1,001 - 5,000
- 5,001 - 10,000
- 10,001 - 100,000
- 100,001 and over

37 ☐ A copy of any trust deed for the additional ⁺securities

Entities that have ticked box 34(b)

38	Number of +securities for which +quotation is sought	N/A	
39	+Class of +securities for which quotation is sought	N/A	
40	<p>Do the +securities rank equally in all respects from the +issue date with an existing +class of quoted +securities?</p> <p>If the additional +securities do not rank equally, please state:</p> <ul style="list-style-type: none"> the date from which they do the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment 	N/A	
41	<p>Reason for request for quotation now</p> <p>Example: In the case of restricted securities, end of restriction period</p> <p>(if issued upon conversion of another +security, clearly identify that other +security)</p>	N/A	
42	Number and +class of all +securities quoted on ASX (including the +securities in clause 38)	Number	+Class
		N/A	N/A

+ See chapter 19 for defined terms.

Quotation agreement

- 1 +Quotation of our additional +securities is in ASX's absolute discretion. ASX may quote the +securities on any conditions it decides.
- 2 We warrant the following to ASX.
 - The issue of the +securities to be quoted complies with the law and is not for an illegal purpose.
 - There is no reason why those +securities should not be granted +quotation.
 - An offer of the +securities for sale within 12 months after their issue will not require disclosure under section 707(3) or section 1012C(6) of the Corporations Act.
Note: An entity may need to obtain appropriate warranties from subscribers for the securities in order to be able to give this warranty
 - Section 724 or section 1016E of the Corporations Act does not apply to any applications received by us in relation to any +securities to be quoted and that no-one has any right to return any +securities to be quoted under sections 737, 738 or 1016F of the Corporations Act at the time that we request that the +securities be quoted.
 - If we are a trust, we warrant that no person has the right to return the +securities to be quoted under section 1019B of the Corporations Act at the time that we request that the +securities be quoted.
- 3 We will indemnify ASX to the fullest extent permitted by law in respect of any claim, action or expense arising from or connected with any breach of the warranties in this agreement.
- 4 We give ASX the information and documents required by this form. If any information or document is not available now, we will give it to ASX before +quotation of the +securities begins. We acknowledge that ASX is relying on the information and documents. We warrant that they are (will be) true and complete.

Sign here:
(Director/Company secretary)

Date: 27 September 2016

Print name:

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+ See chapter 19 for defined terms.