

**Cleansing Statement for Institutional Entitlement Offer and for Retail Entitlement Offer**

27 September 2016

The Manager  
Company Announcements Office  
ASX Limited  
Level 6, 20 Bridge Street  
Sydney NSW 2000

Dear Sir/Madam

**Cover-More Group Limited (ASX: CVO)**  
**Notice under section 708AA(2)(f) of the Corporations Act**

This notice is given by Cover-More Group Limited (ASX: CVO) (the **Company**) under section 708AA(2)(f) of the *Corporations Act 2001* (Cth) (the **Corporations Act**) as modified by ASIC *Corporations (Non-Traditional Rights Issues) Instrument 2016/84* (**Instrument 2016/84**).

Where applicable, references in this notice to sections of the Corporations Act are to those sections as modified by Instrument 2016/84.

The Company advises as follows:

- (a) the Company has today announced an accelerated, non-renounceable entitlement offer. The offer price and number of new shares in the Company to be issued (**Offer Shares**) will be determined and announced on 29 September 2016. Each shareholder's entitlement will be based on shareholdings held as at 7:00pm (Sydney time) on 29 September 2016 by eligible shareholders with a registered address in Australia or New Zealand or any other jurisdiction into which the Company has decided to make the offer (the **Offer**).
- (b) the Company will offer the Offer Shares for issue under the Offer without disclosure under Part 6D.2 of the Corporations Act;
- (c) as at the date of this notice, the Company has complied with:
  - (i) the provisions of Chapter 2M of the Corporations Act as they relate to the Company; and
  - (ii) section 674 of the Corporations Act;
- (d) as at the date of this notice, there is no "excluded information" which is required to be set out in this notice pursuant to section 708AA(7)(d) of the Corporations Act;
- (e) the potential effect of the Offer on the control of the Company, and the consequences of that effect, will depend on a number of factors, including investor demand and existing shareholdings. However, given the structure of the Offer as a pro-rata issue and the current level of holdings of substantial holders (based on substantial holding notices that have been

given to the Company and lodged with ASX on or prior to the date of this notice), the Offer is not expected to have any material effect or consequence on the control of the Company; and

(f) the Offer is underwritten by Macquarie Capital (Australia) Limited (ABN 79 123 199 548).

Yours sincerely

**Cover-More Group Limited**

A handwritten signature in black ink, appearing to read 'Michael Emmett', is written over the printed name.

**Michael Emmett**

Group Chief Executive Officer