

NOTICE OF ANNUAL GENERAL MEETING

FRIDAY 21 OCTOBER 2022

Notice is hereby given that the 2022 Annual General Meeting ("the Meeting") of Coventry Group Ltd (the "Company") will be held as a hybrid meeting as follows:

Date: Friday, 21 October 2022

Time: 10:00am (Melbourne Time)

Venue:

Level 36, Room 15 – Kulin Room

KPMG

Tower Two

727 Collins Street

MELBOURNE VIC 3000 and virtually via Microsoft Teams

Shareholders are strongly encouraged to cast their vote by proxy prior to the Meeting in accordance with the instructions set out on page 6 of this Notice to ensure their votes are counted.

All resolutions to be considered at the Meeting will be decided by a poll based on proxy votes received prior to the commencement of the Meeting and votes cast in person during the Meeting.

The Explanatory Statement that accompanies this Notice provides additional information on the matters to be considered at the Meeting. The Explanatory Statement and Proxy Form are part of this Notice.

ORDINARY BUSINESS

Financial and other reports

To receive and consider the Company's Annual Financial Report including the Reports of the Directors and the Auditor's Report for the year ended 30 June 2022.

Resolution 1: Re-election of Director – Mr Andrew Nisbet

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

"That Mr Andrew Nisbet, having retired by rotation in accordance with Clause 8.1(d)(2)(A) of the Company's constitution, being eligible and offering himself for re-election, be re-elected as a Director of the Company."

Resolution 2: Election of Director – Mr Alex White

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

"That Mr Alex White, a Director appointed as an additional Director and holding office until the next general meeting of the Company after his appointment in accordance with the Company's Constitution and ASX Listing Rule 14.4, be elected as a Director of the Company, effective immediately."

Resolution 3: Adoption of Remuneration Report

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

"That the Remuneration Report of the Company for the financial year ended 30 June 2022 be adopted."

Note: The vote on this resolution is advisory only and does not bind the Directors or the Company. Voting exclusions apply to this Resolution 3.

Resolution 4: Grant of Performance Rights to Mr Robert Bulluss

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

"That for the purposes of section 208 of the Corporations Act, ASX Listing Rule 10.14 and for all other purposes, the Directors are authorised to issue up to a maximum of 205,508 Performance Rights to Mr Robert Bulluss (a Director of the Company) or his nominee, as soon as practicable following the conclusion of the Company's 2022 Annual General Meeting, and in any case, by no later than 12 months after the conclusion of the Company's 2022 Annual General Meeting, on the terms and conditions set out pursuant to the Coventry Group Executive Incentive Plan

(the “Plan”) and the terms and conditions set out in the Explanatory Statement accompanying the Notice of Meeting.”

Note: Voting exclusions apply to this Resolution 4.

Resolution 5: Amendments to Constitution

To consider and, if thought fit, to pass the following as a **special resolution**:

“That, for the purposes of section 136(2) of the Corporations Act 2001 (Cth), the Constitution of the Company be modified by making the amendments set out in the Explanatory Statement, with effect from the close of this meeting.”

VOTING EXCLUSION STATEMENTS

Resolution 3 – Adoption of Remuneration Report

The Company will disregard any votes cast on Resolution 3 by or on behalf of:

- a member of the Company’s Key Management Personnel (KMP) whose remuneration details are disclosed in the remuneration report for the year ended 30 June 2022 or their closely related parties, in any capacity; or
- a proxy by a person who is a member of the Company’s KMP at the date of the meeting or their closely related parties.

However, this does not apply to a vote cast on Resolution 3 by:

- a person as proxy or attorney for a person who is entitled to vote on Resolution 3 in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or
- the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the Chair to vote on the resolution as the Chair decides, even though Resolution 3 is connected with remuneration of a member of the KMP.
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting on the resolution and is not an Associate of the person excluded from voting on the resolution; and
 - the holder votes on the resolution in accordance with directions given to the holder by the beneficiary to vote in that way.

The Chairman intends to vote all available undirected proxies in favour of Resolution 3.

Resolution 4 – Grant of Performance Rights to Mr Robert Bulluss

The Company will disregard any votes cast in favour of Resolution 4 by or on behalf of:

- a person referred to in rule 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the Executive and Director Incentive Plan; or
- an Associate of such person.

However, this does not apply to a vote cast in favour of Resolution 4 by:

- a person as proxy or attorney for a person who is entitled to vote on Resolution 4, in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or
- the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the Chair to vote on the resolution as the Chair decides; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting on the resolution and is not an Associate of the person excluded from voting on the resolution; and
 - the holder votes on the resolution in accordance with directions given to the holder by the beneficiary to the holder to vote in that way.

The Chairman intends to vote on all available undirected proxies in favour of Resolution 4.

In accordance with section 250BD of the Corporations Act, a vote must not be cast on Resolution 4 as a proxy by a member of the Key Management Personnel (KMP) at the date of the Meeting, or a closely related party of those persons, unless it is cast as proxy for a person entitled to vote in accordance with their directions. This restriction on voting undirected proxies does not apply to the Chairman if the Meeting where the proxy appointment expressly authorises the Chairman of the Meeting to exercise undirected proxies even if the resolution is connected, directly or indirectly with the remuneration of the KMP.

Please read the attached Proxy Form, which contains voting entitlement instructions. If you have any questions regarding this Notice of Meeting or Explanatory Statement please call the Company Secretary on +61 3 8689 9997.

By order of the Board of Coventry Group Limited.



Mark Licciardo
Company Secretary
20 September 2022

FURTHER INFORMATION

MEETING LOCATION

The health and safety of members and personnel, and other stakeholders, is of the highest priority and the Company is acutely aware of the current circumstances resulting from COVID-19. While the COVID-19 situation remains volatile and uncertain, based on the best information available to the Company at the time of preparing this Notice, the Company has decided that the Meeting will be held as a hybrid meeting at 10.00am (Melbourne Time) on Friday, 21 October 2022 at KPMG, Level 36, Room 15 – Kulin Room, Tower Two, 727 Collins Street, MELBOURNE VIC 3000 and virtually via live webcast (see instructions below).

HOW TO JOIN THE MEETING ONLINE:

Shareholders will be able to attend the Meeting by going to Microsoft Teams using their web browser or internet enabled device. To join the webinar facility shareholders need to follow the following information:

- 1) Enter the following link into your browser: <https://www.microsoft.com/en-au/microsoft-teams/join-a-meeting>
- 2) Enter the meeting ID and Passcode to access the meeting:

Meeting ID: 416 552 204 164

Passcode: mFnLpa

Attendee registration by the above webinar teleconferencing facility will be available 30 minutes prior to the beginning of the meeting being 9:30am (Melbourne time) on the day of the Meeting.

HOW TO VOTE

Shareholders wishing to attend virtually will have the opportunity to vote and ask questions at the Meeting, however, in order to provide for an efficient virtual meeting, we request that any questions from Shareholders are provided to the Company Secretary at least 24 hours in advance of the Meeting by email to the Company Secretary at m.licciardo@acclime.com

Online voting will take place via the Computershare Meeting platform.

Securityholders must use the Computershare Meeting Platform to vote in the meeting.

To vote in the meeting, you can log in by entering the following URL <https://meetnow.global/MYSVV4T> on your computer, tablet or smartphone.

Online registration will open 30 minutes before the meeting.

To make the registration process quicker, please have your SRN/HIN and registered postcode or country code ready. Proxyholders will need to contact the call centre before the meeting to obtain their login details.

To vote at the meeting online follow the instructions below.

1. Click on 'Join Meeting Now'.
2. Enter your SRN/HIN. Proxyholders will need to contact Computershare on +61 3 9415 4024 one hour prior to the meeting to obtain their login details.
3. Enter your postcode registered to your holding if you are an Australian securityholder. If you are an overseas securityholder select the country of your registered holding from the drop-down list.

4. Accept the Terms and Conditions and 'Click Continue'.

You can cast votes at the appropriate times while the meeting is in progress.

Online Meeting Guide: www.computershare.com.au/onlinevotingguide

Voting in person

A shareholder who is an individual may attend and vote in person at the Meeting. If you wish to attend the Meeting, please bring the enclosed proxy form to assist with registration. Please arrive 20 minutes prior to the start of the Meeting to facilitate this registration process.

All Resolutions by Poll

Pursuant to the fourth edition of the ASX Corporate Governance Council's Principles and Recommendations (Recommendation 6.4), all votes will be taken on a Poll.

Voting by corporate representative

A shareholder that is a corporation may appoint an individual to act as its representative to vote at the Meeting, in accordance with section 250D of the Corporations Act 2001 (Cth) ("Corporations Act"). The representative should submit evidence of his or her appointment, including any authority under which the appointment is signed, by emailing web.queries@computershare.com.au. This form may be obtained from the Company's share registry.

Voting by proxy

If you are unable to or do not wish to attend the meeting, you may appoint a proxy to attend and vote on your behalf. A body corporate may also appoint a proxy. A proxy need not be a shareholder. If a representative of a corporate proxy is to attend the meeting, you must ensure that the appointment of the representative is in accordance with section 250D of the Corporations Act. The corporate representative should submit to the share registry, evidence of his or her appointment, including any authority under which the appointment is signed. A form of the certificate may be obtained from the Company's share registry.

To be valid, your proxy form (and any power of attorney under which it is signed) must be received at the address given below by 10:00am (Melbourne time) on 19 October 2022. Any proxy form received after that time will **not be valid** for the scheduled meeting.

WHERE TO VOTE

Online At www.investorvote.com.au

By mail Share Registry

Computershare Investor Services Pty Limited,
GPO Box 242, Melbourne, Victoria 3001, Australia

By fax 1800 783 447 (within Australia)
+61 3 9473 2555 (outside Australia)

By mobile Scan the QR Code on your proxy form and follow the prompts

Custodian For Intermediary Online subscribers only (custodians) please visit www.intermediaryonline.com to submit your voting intentions

ELIGIBILITY TO ATTEND AND VOTE

The Directors have determined that, for the purpose of voting at the Meeting, members eligible are those persons who are registered holders of Shares at 7:00pm (Melbourne time) on Wednesday 19 October 2022.

QUESTIONS AND COMMENTS BY SHAREHOLDERS AT THE MEETING

In accordance with the Corporations Act, shareholders will be given a reasonable opportunity at the Annual General Meeting to ask questions or make comments regarding the management of the Company. Shareholders may also lodge written questions by completing the enclosed Shareholder Questions Form.

Similarly, a reasonable opportunity will be given to shareholders to ask the Company's external auditor, KPMG, questions relevant to:

- (a) the conduct of the audit;
- (b) the preparation and content of the auditor's report;
- (c) the accounting policies adopted by the Company in relation to the preparation of its financial statements; and
- (d) the independence of the auditor in relation to the conduct of the audit.

Shareholders may also submit written questions to KPMG if the questions are relevant to the content of KPMG's audit report or the conduct of its audit of the Company's financial report for the year ended 30 June 2022 by completing the relevant section of the enclosed Shareholder Questions Form.

Relevant written questions for the Company or KPMG must be received by no later than 5:00pm (Melbourne time) on Wednesday 19 October 2022 - by mail to Computershare Investor Services Pty Ltd, GPO Box 242, Melbourne, Victoria 3001, Australia; or by fax to +61 3 9473 2555.

2022 ANNUAL REPORT

In line with the company's environmental policy, a copy of the Company's 2022 Annual Report is available at www.cgl.com.au/investors/Annual_Report. If however you wish to receive a hard copy please contact the company on +61 3 9205 8290 or at secretariat@cgl.com.au.

EXPLANATORY STATEMENT ON AGENDA ITEMS

Financial and other reports

The Company is required by the Corporations Act to table the Financial Report and the Reports of the Directors and the Auditors for the year ended 30 June 2022. Shareholders are not required to vote on these reports but will have an opportunity to raise questions on the Reports and on the performance of the Company generally at the Meeting.

Resolution 1 – Re-election of Director – Mr Andrew Nisbet

Mr Nisbet is due to retire from the Board in accordance with the Company's Constitution, but, being eligible, offers himself for re-election.

Mr Nisbet was last re-elected at the Annual General Meeting in 2019.

Mr Nisbet has an extensive career in senior management roles at Reece Ltd and is a graduate of the Australian Institute of Company Directors and advisor to a number of private companies.

The Board (with Mr Nisbet abstaining in respect of his own re-election) unanimously recommends Shareholders approve the re-election of Mr Nisbet as a Director of the Company.

Resolution 2 – Election of Director – Mr Alex White

The Company's Constitution provides that any Director appointed in addition to the existing Directors will hold office until the next annual general meeting and is then eligible for re-election. ASX Listing Rule 14.4 also provides that each additional director appointed during the year is to hold office until the next annual general meeting and is then eligible for election as a Director of the Company.

Mr White was appointed as an additional Director of the Company on 1 March 2022.

Under this Resolution, Mr Alex White seeks election as a Director of the Company at this Annual General Meeting.

Mr White is a Director of Richmond Hill Capital and is jointly responsible for managing its RH High Conviction Fund. Mr White has over fifteen years of corporate and investment management experience and prior to co-founding Richmond Hill Capital, he was jointly responsible for the portfolio management of the VF High Conviction Fund at Viburnum Funds for six years. Richmond Hill Capital and Viburnum Funds are substantial shareholders of the Company holding 15.4% and 28.5% respectively. Both funds have been longstanding and strong supporters of the Company. Previously, Mr White spent three years with Cooper Investors with a focus on investment research and prior to that had roles with Fletcher Building as a Strategy Analyst and Standard and Poor's as a Credit Analyst. Mr White is a Non-Executive Director of MOQ Digital (ASX:MOQ) and HRL Holdings (ASX:HRL).

The Board (with Mr White abstaining in respect of his own election) unanimously recommends Shareholders approve the election of Mr White as a Director of the Company.

Resolution 3 – Adoption of Remuneration Report

General

The Corporations Act requires listed companies to make expanded disclosure in respect of director and executive information. As a result, the Directors' Report must include a section called the

"Remuneration Report". This report is set out in the 2022 Annual Report. Additionally, the Corporations Act requires listed companies to put the Remuneration Report, for each financial year, to a vote of members at the Company's Annual General Meeting.

In summary, the Remuneration Report:

- explains the principles used to determine the nature and amount of remuneration of Key Management Personnel ("KMPs"). The KMPs are the persons who have authority and responsibility for planning, directing and controlling the activities of the Company and Group and comprise the Directors of the Company and certain executives of the Company and Group;
- sets out details of any performance conditions applicable to the remuneration of KMPs;
- sets out the remuneration details for KMPs of the Company; and
- sets out the particulars of short-term and long-term incentives and key employment terms of the relevant KMPs.

Proxy voting restrictions

Key Management Personnel, details of whose remuneration are included in the Remuneration Report, and their closely related parties, are prohibited from voting on Resolution 3, except in the circumstances described in the voting exclusion statement set out in the Notice.

Voting consequences

Under section 250R(3) of the Corporations Act, the vote is advisory only and does not bind the Directors or the Company. The "two strikes" rule in the Corporations Act, 250V, provides that if at least 25% of the votes cast on the resolution (**Spill Resolution**) are voted against adoption of the Remuneration Report at two consecutive Annual General Meetings, shareholders will have the opportunity to vote on a spill resolution at the second of those Annual General Meetings.

If more than 50% of votes cast are in favour of the Spill Resolution, the Company must convene a shareholder meeting (**Spill Meeting**) within 90 days of the second annual general meeting.

All of the directors of the Company who were in office when the directors' report (as included in the company's annual report for the most recent financial year) was approved, other than the managing director of the Company, will cease to hold office immediately before the end of the Spill Meeting but may stand for re-election at the Spill Meeting.

Following the Spill Meeting those persons whose election or re-election as directors of the Company is approved will be the directors of the company.

Previous voting results

The Company is not currently subject to a "first strike" as laid out in 250U of the Corporations Act. A reasonable opportunity will be provided for discussion of the Remuneration Report at the Meeting.

Board Recommendation

The Board does not make any recommendation in respect of Resolution 3.

Resolution 4 – Grant of Performance Rights to Mr Robert Bulluss

Background

Resolution 4 seeks shareholder approval for the issue of Performance Rights to Mr Robert Bulluss, the Company's Managing Director and Chief Executive Officer.

Purpose of Shareholder approval

The Company is required by ASX Listing Rule 10.14 to obtain shareholder approval to grant securities, including Performance Rights, to Mr Bulluss under the Plan.

ASX Listing Rule 10.14 provides that an entity must not permit any of the following persons to acquire equity securities under an employee incentive scheme without the approval of the holders of its ordinary securities:

- (a) A Director of the entity (in the case of a trust, a director of the responsible entity of the trust);
- (b) An associate of a person referred to in (a) above (rule 10.14.1);
- (c) A person whose relationship with the entity or a person referred to in (a) or (b) above (rule 10.14.1 or 10.14.2) is such that, in ASX's opinion, the acquisition should be approved by security holders.

Mr Bulluss is a Director of the entity and therefore is a person that requires shareholder approval for the acquisition of equity securities under an employee incentive plan for the purposes of ASX Listing Rule 10.14.

Mr Bulluss' total remuneration includes a Plan award, which is delivered through a grant of Performance Rights. Accordingly, the Company is seeking approval to grant Performance Rights to Mr Bulluss for his participation in the Plan for FY23.

If shareholder approval is obtained, the Performance Rights, the subject of Resolution 4, will be granted to Mr Bulluss as soon as practicable after the Meeting, and in any event within 12 months of the Meeting.

If shareholder approval is not obtained, the Company will not be able to proceed with the proposed issue and Mr Bulluss will not be entitled to receive any Performance Rights under the Plan for FY23. In relation to FY23, if the issue of performance rights to the CEO/Managing Director is not approved at the 2022 Annual General Meeting of the Company, no LTI will be paid to any other executive of the Company by way of performance rights. At the Board's discretion, a participating executive, having satisfied relevant performance conditions, may have his or her LTI converted to a cash payment.

Exception 14 in ASX Listing Rule 7.2 provides that ASX Listing Rule 7.1 does not apply where shareholder approval for an issue of securities is obtained under ASX Listing Rule 10.14. If shareholder approval is obtained for Resolution 4, approval is not required for the purposes of ASX Listing Rule 7.1.

In accordance with the requirements of ASX Listing Rule 10.15 and for all other purposes, further details in respect of Resolution 4 are provided below.

Persons to whom securities are proposed to be issued	Mr Robert Bulluss Managing Director & Chief Executive Officer of the Company
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<p>Number and class of securities proposed to be issued</p>	<p>205,508 Performance Rights</p> <p>The maximum face value of the CEO's FY23 grant is \$250,000 based on the LTI opportunity of 50% of his fixed annual remuneration of \$500,000</p> <p>The number of Performance Rights to be granted is determined by dividing the maximum value by the 10-day volume weighted average price (VWAP) of the Company's shares preceding the start of the performance period, being the 10 trading days up to and including 30 June 2022.</p> <p>Based on a VWAP of \$1.2165, the maximum number of Performance Rights to be granted under Resolution 4 is 205,508</p>																
<p>Director's current total remuneration package</p>	<p>\$977,523</p>																
<p>Number of securities previously issued to the person under the scheme and the average acquisition price paid for those securities (if any)</p>	<p>In relation to Performance Period ended 30 June 2021 and as approved by shareholders:</p> <table data-bbox="727 810 1403 1136"> <tr> <td>Performance Rights Granted:</td> <td>418,535</td> </tr> <tr> <td>Vested Performance Rights as determined by the Board:</td> <td>279,024</td> </tr> <tr> <td>Unvested Performance Rights subject to a Continuing Employment Condition:</td> <td>139,511</td> </tr> <tr> <td>Performance Rights forfeited</td> <td>0</td> </tr> </table> <p>In relation to Performance Period ended 30 June 2022 and as approved by shareholders:</p> <table data-bbox="727 1251 1403 1577"> <tr> <td>Performance Rights Granted:</td> <td>163,617</td> </tr> <tr> <td>Vested Performance Rights as determined by the Board:</td> <td>54,539</td> </tr> <tr> <td>Unvested Performance Rights subject to a Continuing Employment Condition:</td> <td>109,078</td> </tr> <tr> <td>Performance Rights forfeited</td> <td>0</td> </tr> </table>	Performance Rights Granted:	418,535	Vested Performance Rights as determined by the Board:	279,024	Unvested Performance Rights subject to a Continuing Employment Condition:	139,511	Performance Rights forfeited	0	Performance Rights Granted:	163,617	Vested Performance Rights as determined by the Board:	54,539	Unvested Performance Rights subject to a Continuing Employment Condition:	109,078	Performance Rights forfeited	0
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<p>Summary of the material terms of the securities</p>	<p>The Board considers Performance Rights remains the most appropriate form of employee incentive plan, as it:</p> <ul data-bbox="776 1696 1403 1917" style="list-style-type: none"> • provides appropriate level of reward to eligible employees for achieving certain performance objectives; • better aligns Company's remuneration structure with that of its market competitors in order to attract, motivate, retain and reward key Company executives; and 																

	<ul style="list-style-type: none"> • better aligns the interests of the Company's executives and Directors with shareholders in the medium to long term. <p>Each Performance Right entitles Mr Bulluss to acquire one fully paid ordinary share in the Company if the applicable performance hurdles are met, subject to Board discretion.</p> <p>The Performance Rights will be granted on the same terms as Performance Rights granted to other executives participating in the Plan for FY23.</p>
Date of issue	Immediately following shareholder approval at the Annual General Meeting, but no later than 12 months after the date of the meeting.
Price at which the securities be issued	No consideration is payable at the time of grant of the Performance Rights issued to Mr Bulluss or for the issue or transfer of shares upon vesting of those Performance Rights.
Material terms of the scheme	<p>The Performance Rights proposed to be issued to Mr Bulluss will be granted in accordance with the terms of the Plan. These include specific terms that relate to the treatment of those rights on cessation of employment, on a change of control in the Company and the adjustment of the terms in certain prescribed circumstances.</p> <p>A copy of the Plan is available at https://www.cgl.com.au/index.php/investors/corporate-governance</p>
Performance Period	Financial year from 1 July 2022 to 30 June 2023 (FY23)
Performance Conditions	<ol style="list-style-type: none"> 1. 65% of awards under the Plan are based on achieving internal Group EBIT per share year on year growth targets subject to Board discretion. 2. 35% of awards under the Plan are based on the performance of the Coventry share price as measured over the performance period against the ASX Small Ords index. <p>Due to continuing market uncertainty, the Company is not providing FY23 earnings guidance.</p> <p>In relation to condition 1, the Board's best view of what might occur in FY23 is subjective and does not lend itself to setting and disclosing fair, reasonable and robust absolute targets. The Board will exercise its discretion in relation to the vesting of Performance</p>

	Rights for FY23 if it deems it appropriate and as provided for in the Plan.
Employment Condition	100% of the Performance Rights are subject to ongoing employment obligations.
Vesting	<p>Continuity of employment is a key element of the I Performance Rights. If the Performance Conditions have been met, the Performance Rights will vest in 3 separate vesting events over 3 years in equal lots. Any Performance Right that does not vest in accordance with the Plan will automatically lapse unless otherwise determined by the Board in its absolute discretion.</p> <p>Shares allocated to Mr Bulluss upon exercise of his Performance Rights will rank equally with other shares on issue.</p> <p>No dividends will be payable on the Performance Rights prior to vesting.</p>
Material terms of any loan (if applicable)	<p>No loans have been or will be made by the Company in connection with Performance Rights proposed to be granted to Mr Bulluss.</p> <p>No funds were or will be raised through the grant of Performance Rights to Mr Bulluss or on the conversion of those rights into shares.</p>
A voting exclusion statement	Included in the Notice of Meeting.

Mr Bulluss is the only person referred to in Listing Rule 10.14 to participate in the Plan. Any additional people referred to in Listing Rule 10.14 who become entitled to participate in an issue of securities under the Plan after the resolution is approved and who were not named in the notice of meeting will not participate until approval is obtained under that rule.

Details of any securities issued under the Plan will be published in the Annual Report relating to the period in which the securities were issued along with a statement that approval for the issue was obtained under Listing Rule 10.14.

Resolution 5 – Amendments to Constitution

Under section 136(2) of the Corporations Act 2001, a company can modify its constitution or a provision of its constitution by special resolution of its members. Accordingly, the Company seeks Shareholder approval by special resolution to amend its Constitution as set out below.

Background

It is proposed that the Company's Constitution be amended to reflect changes in law, regulation and market practice since the Constitution was adopted in 2002.

Four main changes are proposed to the Company's Constitution:

1. to set out the circumstances in which the Company may charge fees in connection with a share transfer and associated forms in accordance with ASX Listing Rule 8.14.1 by amending rule 5.1(c);
2. to update the Company's Constitution in relation to Joint holders of shares to not register more than the maximum number of persons permitted to be registered under the ASX settlement Rules as joint holders of any Share by amending rule 2.5;
3. to update the article in relation to restricted securities (as defined in the ASX Listing Rules) to align the Company's constitution with updated ASX Listing Rule 15.12 by amending rule 2.7; and
4. to allow the Company to hold general meetings using virtual meeting technology by amending rule 7.1.

The Board believe these amendments are not material nor will they have any significant impact on Shareholders.

A copy of the modified Constitution is available for review by Shareholders at the office of the Company. A copy of the modified Constitution can also be sent to Shareholders upon request to the Company Secretary at m.licciardo@acclime.com. Shareholders are invited to contact the Company if they have any queries or concerns.

Summary of material proposed changes

The amendments to the Company's Constitution are set out below.

1. Proposed modification to rule 5.1(c):

Prior to modification:

5.1(c) *The company must not charge a fee for the registration of a transfer of shares.*

After modification:

5.1(c) *The company must not charge a fee for the registration of a transfer of shares, however, the company may charge a reasonable fee for any of the following:*

- (i) *issuing a certificate to replace one that is lost or destroyed;*
- (ii) *marking a transfer form, or making a renunciation and transfer form, within 2 business days after the form is lodged;*
- (iii) *a statement of transaction in a member's account issued by the entity at the request of the member; or*
- (iv) *registering a paper-based transfer form in registrable form.*

2. Proposed modification to rule 2.5:

Prior to modification:

2.5 *Where 2 or more persons are registered as the holders of a share they hold it as joint tenants with rights of survivorship subject to the following provisions:*

- (a) *they and their respective legal personal representatives are liable severally as well as jointly for all payments, including calls, which ought to be made in respect of the share;*
- (b) *subject to rule 2.5(a), on the death of any 1 of them the survivor or survivors are the only person or persons the company will recognise as having any title to the share;*
- (c) *any 1 of them may give effectual receipts for any dividend, interest or other distribution or payment in respect of the share;*
- (d) *except where otherwise required under the SCH Business Rules, the company is not bound to register more than 3 persons as joint holders of the share;*
- (e) *the company is not bound to issue more than 1 certificate in respect of the share; and*
- (f) *delivery of a certificate for the share to any 1 of them is sufficient delivery to all of them.*

After modification:

2.5 *Where 2 or more persons are registered as the holders of a share they hold it as joint tenants with rights of survivorship subject to the following provisions:*

- (a) *they and their respective legal personal representatives are liable severally as well as jointly for all payments, including calls, which ought to be made in respect of the share;*
- (b) *subject to rule 2.5(a), on the death of any 1 of them the survivor or survivors are the only person or persons the company will recognise as having any title to the share;*
- (c) *any 1 of them may give effectual receipts for any dividend, interest or other distribution or payment in respect of the share;*
- (d) *the company is not bound to register more than 4 persons as joint holders of the share;*
- (e) *only the person whose name appears first in the register as one of the joint holders of the share is entitled, if the company determines to issue certificates for shares, to delivery of a certificate relating to the share or to receive notices from the company and any notice given to that person is notice to all joint holders;;*
- (f) *delivery of a certificate for the share to any 1 of them is sufficient delivery to all of them; and*
- (g) *any one of the joint holders may vote at any meeting of the company either personally or by properly authorised representative, proxy or attorney, in respect of the share as if that joint holder was solely entitled to the share. If more than one of the joint holders are present at any meeting personally or by properly authorised representative, proxy or attorney, the joint holder who is present whose name appears first in the register in respect of the share is entitled alone to vote in respect of the share.*

3. Proposed modification to rule 2.7:

Prior to modification:

2.7 *Despite any other provision of this constitution:*

- (a) *restricted securities cannot be disposed of during the escrow period except as permitted by the Listing Rules or the ASX:*

- (b) *the company will refuse to acknowledge a disposal (including registering a transfer) of restricted securities during the escrow period except as permitted by the Listing Rules or the ASX; and*
- (c) *during a breach of the Listing Rules relating to restricted securities, or a breach of a restriction agreement, the holder of restricted securities is not entitled to any dividend or distribution, or voting rights, in respect of the restricted securities.*

After modification:

2.7 *Despite any other provision of this constitution:*

- (a) *restricted securities cannot be disposed of during the escrow period except as permitted by the Listing Rules or the ASX;*
- (b) *if the restricted securities are in the same class as quoted securities, the member will be taken to have agreed in writing that the restricted securities are to be kept on the company's issuer sponsored sub-register and are to have a holding lock applied for the duration of the escrow period applicable to those securities;*
- (c) *the company will refuse to acknowledge a disposal (including registering a transfer) of restricted securities during the escrow period except as permitted by the Listing Rules or the ASX;*
- (d) *a holder of restricted securities will not be entitled to participate in any return of capital on those securities during the escrow period applicable to those securities except as permitted by the Listing Rules or the ASX; and*
- (e) *during a breach of the Listing Rules relating to restricted securities, or a breach of a restriction agreement, the holder of restricted securities is not entitled to any dividend or distribution, or voting rights, in respect of the restricted securities.*

4. Proposed new rule 7.1A:

New rule 7.1A:

7.1A *Technology at general meetings*

The company may hold a general meeting:

- (a) *at one or more physical venues;*
- (b) *at one or more physical venues and using virtual technology that gives all persons entitled to attend, as a whole, a reasonable opportunity to participate;*
or
- (c) *using virtual meeting technology that gives all persons entitled to attend, as a whole, a reasonable opportunity to participate in the meeting without being physically present in the same place.*

Additional information

Resolution 5 is a special resolution and therefore requires the approval of 75% of the votes cast by Shareholders present and eligible to vote (in person, by proxy, by attorney or, in the case of a corporate Shareholder, by a corporate representative).

Board Recommendation

The Board unanimously recommends Shareholders vote in favour of Resolution 5.

GLOSSARY

In the Notice and Explanatory Statement, the following terms have the following meaning unless the context otherwise requires:

Annual General Meeting or Meeting	The Annual General Meeting of Shareholders of the Company or any adjournment therefor, convened in accordance with the Notice.
Associate	Has the meaning given in sections 12 and 16 of the Corporations Act. Section 12 is to be applied as if paragraph 12(1)(a) included a reference to the Listing Rules and on the basis that the Company is a “designated body” for the purposes of that section. A related party of a Director or officer of the Company is to be taken to be an associate of the Director or officer unless the contrary is established.
ASX	ASX Limited (ACN 008 624 691).
Board	Board of Directors of the Company.
Chairman	The Chair of the Meeting.
Company	Coventry Group Ltd (ACN 008 670 102).
Corporations Act	<i>Corporations Act 2001</i> (Cth).
Director	A Director of the Company from time to time.
Explanatory Statement	The Explanatory Statement, which accompany and form part of the Notice of Meeting.
Listing Rules	The listing rules of ASX, as amended from time to time.
Notice or Notice of Annual General Meeting	The notice of Annual General Meeting, which accompanies the Explanatory Statement.
Proxy Form	The proxy form accompanying the Notice.
Related Party	Has the meaning given in section 228 of the Corporations Act and in respect of a public company, it includes the directors of the public company, Directors of an entity that controls the public company, the spouses of these Directors and the relatives (parents and children) of these Directors or their

spouses.

Resolution

A resolution set out in the Notice.

Share

A fully paid ordinary share in the Company.

Shareholder

A registered holder of a Share.

SHAREHOLDER QUESTIONS

The Board of Coventry Group Ltd (the "Company") welcomes questions regarding the Company, the 2022 Annual Report or any matter relating to the Notice.

Shareholders may also ask the Company's external auditor, KPMG, relevant questions (refer to Note 1 below). Appropriate questions will be forwarded to KPMG for response.

If you wish to have a question answered at the Annual General Meeting, please complete this form and return it by 5:00pm (Melbourne time) on Wednesday 19 October and email to m.licciardo@acclime.com.

We will endeavour to address as many as possible of the more frequently raised matters during the course of the Annual General Meeting. If time does not permit us to address all raised issues at the meeting, we will respond, if appropriate, to you directly.

Shareholder Name _____

(Please print)

Address _____

Daytime phone no. _____

Question(s)

Section A- The Company _____

Section B - KPMG _____

Signature _____ **Date** _____

Questions to KPMG must relate to the:

- (a) conduct of the audit;
- (b) preparation and content of the auditor's report;
- (c) accounting policies adopted by the Company in relation to the preparation of its financial statements; and
- (d) independence of the auditor, in relation to the conduct of the audit.

Need assistance?



Phone:

1300 850 505 (within Australia)
+61 3 9415 4000 (outside Australia)



Online:

www.investorcentre.com/contact

CYG

MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030



Coventry Group Ltd Annual General Meeting

The Coventry Group Ltd Annual General Meeting will be held on Friday, 21 October 2022 at 10:00am (Melbourne Time). You are encouraged to participate in the meeting using the following options:



MAKE YOUR VOTE COUNT

To lodge a proxy, access the Notice of Meeting and other meeting documentation visit www.investorvote.com.au and use the below information:



Control Number: 999999

SRN/HIN: I9999999999

PIN: 99999

For Intermediary Online subscribers (custodians) go to www.intermediaryonline.com

For your proxy appointment to be effective it must be received by 10:00am (Melbourne Time) Wednesday 19 October 2022.



ATTENDING THE MEETING VIRTUALLY

To view the live webcast and ask questions on the day of the meeting you will need to visit <https://www.microsoft.com/en-au/microsoft-teams/join-a-meeting> and enter the meeting ID and Passcode below:

Meeting ID: 416 552 204 164

Passcode: mFnLpa

To vote online during the meeting you will need to visit <https://meetnow.global/MYSVV4T>
For instructions refer to the online user guide www.computershare.com.au/onlinevotingguide



ATTENDING THE MEETING IN PERSON

The meeting will be held at:
Level 36, Room 15 - Kulin Room, KPMG, Tower Two, 727 Collins Street, Melbourne VIC 3000

You may elect to receive meeting-related documents, or request a particular one, in electronic or physical form and may elect not to receive annual reports. To do so, contact Computershare.



CYG

MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

Need assistance?

**Phone:**

1300 850 505 (within Australia)
+61 3 9415 4000 (outside Australia)

**Online:**

www.investorcentre.com/contact



YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by **10:00am (Melbourne Time) on Wednesday, 19 October 2022.**

Proxy Form

How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

APPOINTMENT OF PROXY

Voting 100% of your holding: Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote or abstain as they choose (to the extent permitted by law). If you mark more than one box on an item your vote will be invalid on that item.

Voting a portion of your holding: Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

Appointing a second proxy: You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

A proxy need not be a securityholder of the Company.

SIGNING INSTRUCTIONS FOR POSTAL FORMS

Individual: Where the holding is in one name, the securityholder must sign.

Joint Holding: Where the holding is in more than one name, all of the securityholders should sign.

Power of Attorney: If you have not already lodged the Power of Attorney with the registry, 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 sign in the appropriate place to indicate the office held. Delete titles as applicable.

PARTICIPATING IN THE MEETING

Corporate Representative

If a representative of a corporate securityholder or proxy is to participate in the meeting you will need to provide the appropriate "Appointment of Corporate Representative". A form may be obtained from Computershare or online at www.investorcentre.com/au and select "Printable Forms".

Lodge your Proxy Form:

XX

Online:

Lodge your vote online at www.investorvote.com.au using your secure access information or use your mobile device to scan the personalised QR code.

Your secure access information is

**Control Number: 999999****SRN/HIN: I9999999999****PIN: 99999**

For Intermediary Online subscribers (custodians) go to www.intermediaryonline.com

By Mail:

Computershare Investor Services Pty Limited
GPO Box 242
Melbourne VIC 3001
Australia

By Fax:

1800 783 447 within Australia or
+61 3 9473 2555 outside Australia



PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.

You may elect to receive meeting-related documents, or request a particular one, in electronic or physical form and may elect not to receive annual reports. To do so, contact Computershare.

MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

Change of address. If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.



I 9999999999

I ND

Proxy Form

Please mark to indicate your directions

Step 1 Appoint a Proxy to Vote on Your Behalf

XX

I/We being a member/s of Coventry Group Ltd hereby appoint

the Chairman of the Meeting **OR**

PLEASE NOTE: Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the Annual General Meeting of Coventry Group Ltd to be held at Level 36, Room 15 - Kulin Room, KPMG, Tower Two, 727 Collins Street Melbourne VIC 3000 and online on Friday, 21 October 2022 at 10:00am (Melbourne Time) and at any adjournment or postponement of that meeting.

Chairman authorised to exercise undirected proxies on remuneration related resolutions: Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman becomes my/our proxy by default), I/we expressly authorise the Chairman to exercise my/our proxy on Resolutions 3 and 4 (except where I/we have indicated a different voting intention in step 2) even though Resolutions 3 and 4 are connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman.

Important Note: If the Chairman of the Meeting is (or becomes) your proxy you can direct the Chairman to vote for or against or abstain from voting on Resolutions 3 and 4 by marking the appropriate box in step 2.

Step 2 Items of Business

PLEASE NOTE: If you mark the **Abstain** box for an item, you are directing your proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority.

		For	Against	Abstain
Resolution 1	Re-election of Director – Mr Andrew Nisbet	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Election of Director – Mr Alex White	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Grant of Performance Rights to Mr Robert Bulluss	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5	Amendments to Constitution	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business. In exceptional circumstances, the Chairman of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

Step 3 Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1 Securityholder 2 Securityholder 3 / /
Sole Director & Sole Company Secretary Director Director/Company Secretary Date

Update your communication details (Optional)

Mobile Number Email Address By providing your email address, you consent to receive future Notice of Meeting & Proxy communications electronically





Coventry Group Ltd

ABN 37 008 670 102

CYGRM

MR RETURN SAMPLE
123 SAMPLE STREET
SAMPLE SURBURB
SAMPLETOWN VIC 3030

Dear Securityholder,

We have been trying to contact you in connection with your securityholding in Coventry Group Ltd. Unfortunately, our correspondence has been returned to us marked "Unknown at the current address". For security reasons we have flagged this against your securityholding which will exclude you from future mailings, other than notices of meeting.

Please note if you have previously elected to receive a hard copy Annual Report (including the financial report, directors' report and auditor's report) the dispatch of that report to you has been suspended but will be resumed on receipt of instructions from you to do so.

We value you as a securityholder and request that you supply your current address so that we can keep you informed about our Company. Where the correspondence has been returned to us in error we request that you advise us of this so that we may correct our records.

You are requested to include the following;

- > Securityholder Reference Number (SRN);
- > ASX trading code;
- > Name of company in which security is held;
- > Old address; and
- > New address.

Please ensure that the notification is signed by all holders and forwarded to our Share Registry at:

Computershare Investor Services Pty Limited
GPO Box 2975
Melbourne Victoria 3001
Australia

Note: If your holding is sponsored within the CHESS environment you need to advise your sponsoring participant (in most cases this would be your broker) of your change of address so that your records with CHESS are also updated.

Yours sincerely

Coventry Group Ltd