

NOTICE OF ANNUAL GENERAL MEETING

FRIDAY 20 OCTOBER 2023

Notice is hereby given that the 2023 Annual General Meeting (the "Meeting") of Coventry Group Ltd (the "Company") will be held as a hybrid meeting as follows:

Date: Friday 20 October 2023

Time: 9:00am (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 2023.

Resolution 1:

Re-election of Director – Mr James Todd

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

"That Mr James Todd, 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:

Re-election of Director – Mr Anthony (Tony) Howarth

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

"That Mr Tony Howarth, 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 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 2023 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:

Approval of Amended Executive and Director Incentive Plan

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

"That, for the purposes of ASX Listing Rule 7.2 Exception 13(b) and for all other purposes the Company approves:

(a) the Company's amended Executive and Director Incentive Plan (**Plan**); and

(b) for the issue of up to 4,617,793 securities under that Plan during a three year period from the date of the Meeting,

on the terms and conditions set out in the Explanatory Memorandum accompanying this notice of Meeting."

Note: Voting exclusions apply to this Resolution 4.

**Resolution 5:
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 252,771 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 2023 Annual General Meeting, and in any case, by no later than 12 months after the conclusion of the Company's 2023 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 5.

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 2023 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 - Approval of Amended Executive and Director Incentive Plan

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

- a person who is eligible to participate in the Plan; or
- an associate of that person or those persons.

However, the Company will not disregard a vote if it is cast by;

- a person as a proxy or attorney for a person who is entitled to vote on Resolution 4, in accordance with the 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, and is not an associate of a person excluded from voting, on the resolution; and
 - the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

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

Resolution 5 – 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 5.

In accordance with section 250BD of the Corporations Act, a vote must not be cast on Resolution 5 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.

A handwritten signature in black ink, appearing to read 'Mark Licciardo', is written over a faint, light-colored rectangular stamp or watermark.

Mark Licciardo
Company Secretary
19 September 2023

FURTHER INFORMATION

MEETING LOCATION

The Company has decided that the Meeting will be held as a hybrid meeting at 9.00am (Melbourne Time) on Friday 20 October 2023 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: 482 252 802 560

Passcode: 3veSLV

Attendee registration by the above webinar teleconferencing facility will be available 30 minutes prior to the beginning of the meeting being 8:30am (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/MNQD2HK> 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 9:00am (Melbourne time) on Wednesday 18 October 2023. 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 5:00pm (Melbourne time) on Wednesday 18 October 2023.

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 2023 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 18 Wednesday 2023 - by mail to Computershare Investor Services Pty Ltd, GPO Box 242, Melbourne, Victoria 3001, Australia; or by fax to +61 3 9473 2555.

2023 ANNUAL REPORT

A copy of the Company's 2023 Annual Report is available at www.cgl.com.au/investors/annual-reports
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 2023. 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 James Todd

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

Mr Todd was last re-elected at the Annual General Meeting in 2020.

Mr Todd was appointed as a Director of the Company on 3 September 2018.

Mr Todd is an experienced company director, corporate adviser and investor. He commenced his career in investment banking, and has taken active roles with, and invested in, a range of public and private companies. He was until recently Managing Director of Wolseley Private Equity, an independent private equity firm which he co-founded in 1999.

He is also a Non-Executive Director of three other ASX listed companies; IVE Group Limited (since June 2015), and Bapcor Limited (since September 2020), and was a Non-Executive Director of HRL Holdings Limited between March 2018 and August 2022.

Other than those listed above, he held no other listed company directorships during the past three financial years.

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

Resolution 2 – Re-election of Director – Mr Anthony (Tony) Howarth

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

Mr Howarth was elected at the Annual General Meeting in 2020.

Mr Howarth was appointed as a Director of the Company on 4 May 2020.

Mr Howarth has a strong background in the banking and finance industry having held executive positions in government, regional and major banks as well as building societies and stockbroking companies. He has broad based industry experience from his time as President of the Australian Chamber of Commerce and Industry and Australian International Chamber of Commerce, as well as Chair of Catholic Health Australia. He has had a long involvement with the University of Western Australia and is an Adjunct Professor at the UWA Business School.

He is also the Chairman of Alinta Energy, BWP Management Ltd and St John of God Foundation Inc, as well as a Non-Executive Director at Viburnum Funds.

Mr Howarth was a Non-Executive Director of Wesfarmers Ltd from 2007 to 2019 and Chairman of MMA Offshore Ltd from 2006 to 2017. Previously he had been Chairman of Home Building Society

and Deputy Chairman of Bank of Queensland Ltd. He has held no other listed company directorships during the past three financial years.

The Board (with Mr Howarth abstaining in respect of his own election) unanimously recommends shareholders approve the election of Mr Howarth 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 2023 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 - Approval of Amended Executive and Director Incentive Plan

The Company considers that it is desirable to adopt an updated executive and director incentive scheme (the **Plan**) due to changes to the Corporations Act that came into effect in October 2022 for employee share schemes (**New ESS Laws**).

The Plan is intended to provide an opportunity to eligible participants to participate in the Company’s future. Further, the Plan acts as a mechanism to ensure the interests of Shareholders and the management and employees of the Company are aligned.

Resolution 4 seeks Shareholder approval for the adoption of the amended Plan in accordance with ASX Listing Rule 7.2 Exception 13(b).

A summary of the Plan is set out in Schedule 1.

Summary of New ESS Laws

The *Treasury Laws Amendment (Cost of Living Support and Other Measures) Act 2022* (Cth) introduced a new Division 1A into Part 7.12 of the Corporations Act in relation to employee share schemes. The New ESS Laws came into effect on 1 October 2022.

The New ESS Laws have replaced the existing ASIC Class Order [CO 14/1000] for listed companies and ASIC Class Order [CO 14/1001] for unlisted companies (together, the **Class Orders**).

A summary of the key changes applicable to the Company under the New ESS Laws are set out below.

(a) Expanded eligibility

Class Order relief was only available for issues to directors, full time and part time employees and casual employees or contractors that are 40% or more full time equivalent.

The New ESS Law contains a broader category of eligible participants, namely “primary participants” (being directors, employees and service providers, with no minimum requirements of hours of service provided) or certain related persons of a primary participant (including a spouse, parent, child or sibling of the primary participant; controlled bodies corporate of the primary participant or bodies corporate that are trustees of the primary participant’s self-managed superannuation fund).

(b) Issue cap

The Class Orders previously provided for an issue cap of 5% of a listed entity’s fully paid shares over a rolling period of 3 years (irrespective of whether monetary consideration is required).

Under the New ESS Laws, there is no cap on issues made for no monetary consideration. Caps only apply to issues made for monetary consideration (being the cap set out in the company’s constitution or if there is no such cap in the constitution, then 5% for listed entities unless a higher cap is specified in the relevant regulations (if any)).

Further, offers of eligible interests to participants under an employee securities incentive plan which would not ordinarily require disclosure, such as offers to senior managers or small-scale offerings are not required to comply with the issue cap.

(c) Disclosure requirements

The Class Orders did not distinguish between offers for monetary consideration and those without, with the same disclosure requirements for both types of offers.

Under the New ESS Laws, offers made for no monetary consideration do not have any specific disclosure requirements. In the case of offers made for monetary consideration, an offer document is required (with specific disclosure requirements) and participants cannot acquire their interests until 14 days after receiving the necessary offer disclosure from the entity.

(d) Quotation and suspension requirements

Class Order relief was only available where an entity meets the minimum quotation period of 3 months prior to making an offer of eligible interests. In addition, relief was prohibited if an entity was suspended from quotation for over 5 days in the preceding 12-month period.

Under the New ESS Laws, listed entities can offer eligible interests without first meeting any minimum quotation period, and regardless of any suspensions to the trading of securities.

(e) On sale relief

The Class Order provided relief from the on-sale provisions for securities issued under the Class Order.

The New ESS Laws provide for an Issuer Purpose Test to determine whether an exemption to the disclosure requirements applies for secondary sales of financial products that are quoted on a financial market. This effectively provides a broad relief from the on-sale provisions in circumstances where:

- the issuer operates an employee share scheme;
- the ESS interest is listed (i.e. it is in a class of financial products that is able to be traded on a financial market covered by s 1100K of the Corporations Act);
- the ESS interest was issued in connection with an employee share scheme; and
- the issuer did not make the offer with the purpose of the participant selling or transferring the ESS interest or granting, issuing or transferring interests in, or options or warrants over, the ESS interest.

As such, a cleansing notice will generally not be required to be issued by the Company when shares are acquired under the Plan in order for those shares to be on-sold within 12 months.

(f) ASIC involvement

Previously a 'Notice of Reliance' had to be submitted to ASIC to rely on the Class Order relief.

Under the New ESS Laws, there are no ASIC lodgement requirements, however, ASIC has been granted certain enforcement powers such as the ability to issue 'stop orders'. It also has the power to request documents to form an opinion as to the Company's compliance with the New ESS Laws.

(g) Criminal offences

A number of new offences created under the New ESS Laws, including misleading and deceptive statement offences and offences relating to holding participants' money.

Information required for Listing Rules 7.1 and 7.2 Exception 13(b)

Shareholder approval is being sought to allow the Company to rely on an exception to the calculation of the Listing Rules 7.1 and 7.1A on the number of securities that may be issued without Shareholder Approval. Listing Rule 7.2 exception 13(b) provides that Listing Rules 7.1 and 7.1A do not apply to an issue of securities under an employee incentive scheme that has been approved by Shareholders, where the issue of securities is within 3 years from that date of Shareholder approval of the issue of securities under the employee incentive scheme.

The Plan participation is limited to Directors, employees and service providers of the Company. If an issue is to be made to Directors, then separate Shareholder approval will need to be obtained.

Pursuant to and in accordance with ASX Listing Rule 7.2 Exception 13, the following information is provided in relation to this Resolution:

- (a) a summary of the key terms of the Plan is set out in Schedule 1;
- (b) Since 29 October 2020 (the date on which the Plan was last approved by Shareholders), the Company has issued 2,715,670 performance rights in reliance on Listing Rule 7.2 Exception 13. As at the date of this Notice, 1,651,454 of those performance rights have vested and been exercised by employees into Shares and a further 1,470,174 have forfeited/lapsed;
- (c) the Company is seeking Shareholder approval to adopt the Plan to include the new terms and conditions required by Division 1A of Part 7.12 of the Corporations Act;
- (d) a maximum of 4,617,793 Securities would be available to be issued under the Plan if approved by Shareholders (representing approximately 5% of the number of Shares on issue as at the date of this Notice). This maximum number is not intended to be a prediction of the actual number of Securities to be issued under the Plan, but simply a maximum number for the purposes of setting a ceiling on the number of Securities to be issued under the Plan for the purposes of Listing Rule 7.2, exception 13(b); and
- (e) the passing of Resolution 4 will allow the Company to issue securities for the benefit of participants of the Plan whilst preserving the Company's placement limits for issuing securities and provide flexibility in the manner in which the Plan is managed.

If Resolution 4 is not passed, the Company may still issue securities to key personnel other than Directors on the terms as set out in Schedule 1, however those securities will count towards the Company's 15% placement capacity under ASX Listing Rule 7.1.

Technical information requirement by Listing Rule 14.1A

Resolution 4 seeks Shareholder approval for the issue of Securities under the Plan to be an exception from Listing Rule 7.1 for a period of 3 years.

If Shareholders approve this Resolution, any issue of Securities under the Plan over the 3 years after the date of the Meeting (up to the maximum number set out above) will not use up a portion of the Company's Placement Capacity when that issue is made. This means that the Company will preserve its flexibility to issue Securities without seeking Shareholder approval if and when it issues Securities under the Plan.

It should be noted that if the Resolution is passed, the Company will only be able to issue Securities under the Plan to eligible participants who are unrelated parties without seeking prior Shareholder approval. Any proposed issue of Securities to a Director or other related party, or any of their associates, under the Plan will require prior Shareholder approval under Listing Rule 10.14.

If Shareholders do not approve this Resolution, the Company may still decide in future to issue Securities to eligible employees and consultants who are unrelated parties under the Plan, but each such issue will not be exempt from Listing Rule 7.1 and will use up a portion of the Company's Placement Capacity at the relevant time made (unless another exemption from Listing Rule 7.1 is applicable). The issue of Securities under the Plan in those circumstances would therefore reduce the Company's ability to issue equity without seeking Shareholder approval.

Voting restrictions

A voting exclusion statement applies to this Resolution and is included in this Notice.

Termination benefits under the Plan

Section 200B of the Corporations Act requires shareholder approval by ordinary resolution, and in accordance with the special provisions of s 200E of the Corporations Act, in order to access the exemption from the prohibition on a company giving a person a benefit in connection with that person's retirement from an office or position of employment in that company where that person is, or was in the three years prior to his or her retirement, in a managerial or executive office in that company.

The Plan allows the Board, in its discretion and subject to the Listing Rules, to allow an acceleration of vesting of share entitlements on a retirement, which could constitute a benefit otherwise prohibited under s 200B. In order to give the Board flexibility to exercise its discretions under the Plan to the extent that an acceleration of vesting could be regarded as providing a person a benefit in connection with that person's retirement from an office or position of employment (**Employment Retirement Benefit**), shareholder approval for the purposes of ss 200B and 200E of the Corporations Act 2001 is also being sought.

The period in which the Board discretion will be valid following approval of this resolution commences on the day of the Meeting and ends at the close of business on the date of the 2026 AGM (three years). If the Plan is amended during this period, the approval will remain valid provided the Plan contains the Board's discretion at the time it is exercised by the Board.

For a s 200B benefit to be allowed, s 200E requires that this Notice of Meeting provide Shareholders with either the value of the proposed benefits or, where the value of the proposed benefits cannot currently be ascertained, the manner in which the value of the proposed benefits is calculated, and the matters, events and circumstances that will, or are will likely to, affect the calculation of the value.

Value of termination benefits

The Board has not determined that it will exercise discretion to grant any Employment Retirement Benefits. In the circumstances of a possible Employment Retirement Benefit, the value of the benefits that the Board may give under the Plan cannot be determined in advance, as many of the factors that will or are likely to affect that value will not be known until the time the benefit is decided to be awarded (if at all).

Specifically, the value of an Employment Retirement Benefit will depend on a number of factors, including:

- the Company's share price at the time;

- the circumstances in which termination occurs, including the length of service of the participant and the portion of any relevant performance periods that have expired at the time they leave employment;
- the participant's total fixed remuneration at the time grants are made under the Plan and at the time they leave employment; and
- the number of unvested performance rights that the participant holds at the time they leave employment.

Board recommendation

Approval of this Resolution will enable the Company to preserve its flexibility under its Placement Capacity when it issues Securities under the Plan for a period of 3 years after the Meeting. Directors are eligible to be offered Securities under the Plan, however, any proposed issue of Securities to a Director or their associates requires prior Shareholder approval under Listing Rule 10.14 before it can be made, and the passing of this Resolution will not enable the Company to issue any equity securities to a Director or their associates.

The Directors recommend that Shareholders vote in favour of this Resolution.

Resolution 5 – Grant of Performance Rights to Mr Robert Bulluss

Background

Resolution 5 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 FY24.

If Shareholder approval is obtained, the Performance Rights, the subject of Resolution 5, 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 FY24. In relation to FY24, if the issue of performance rights to the CEO/Managing Director is not approved at the 2023 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 5 are provided below.

Persons to whom securities are proposed to be issued	Mr Robert Bulluss Managing Director & Chief Executive Officer of the Company
Number and class of securities proposed to be issued	252,771 Performance Rights The maximum face value of the CEO's FY24 grant is \$260,000 based on the LTI opportunity of 50% of his fixed annual remuneration of \$520,000. 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 2023. Based on a VWAP of \$1.0286, the maximum number of Performance Rights to be granted under Resolution 5 is 252,771
Director's current total remuneration package	\$835,135
Number of securities previously issued to the person under the scheme and the average acquisition price paid for those securities (if any)	<i>In relation to Performance Period ended 30 June 2022 and as approved by shareholders:</i> Performance Rights Granted: 163,617 Vested Performance Rights as determined by the Board: 109,078 Unvested Performance Rights subject to a Continuing Employment Condition: 54,539 Performance Rights forfeited: 0 <i>In relation to Performance Period ended 30 June 2023 and as approved by shareholders:</i> Performance Rights Granted: 205,508 Vested Performance Rights as determined by the Board: 0 Unvested Performance Rights subject to a Continuing Employment Condition: 0

	Performance Rights forfeited	205,508
Summary of the material terms of the securities	<p>The Board considers Performance Rights remains the most appropriate form of employee incentive plan, as it:</p> <ul 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 • 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 FY24.</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	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.	
Performance Period	Financial year from 1 July 2023 to 30 June 2024 (FY24).	
Performance Condition	100% of awards under the Plan are based on achieving an internal Group pre-AASB16 EBITDA target subject to Board Discretion.	
Employment Condition	100% of the Performance Rights are subject to on-going employment obligations.	
Vesting	<p>Continuity of employment is a key element of the Performance Rights.</p> <p>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.

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 2023 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, 18 October 2023 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.

Schedule 1:

Executive and Director Incentive Plan

A summary of the terms of the Plan is set out below:

- (a) **(Eligible Participant):** Eligible Participant means a person that:
- (i) is a director of a Group Company who is declared by the Board, and approved by Shareholders by ordinary resolution, to be eligible to receive a grant of Performance Rights under the Plan; or
 - (ii) is an employee of a Group Company who is declared by the Board to be eligible to receive a grant of Performance Rights under the Plan.
- (b) **(Purpose):** The Plan is:
- (i) an integral part of the Company's overall approach to competitive performance-based remuneration;
 - (ii) designed to develop a clear line of sight between business objectives and reward; and
 - (iii) an executive and director incentive aimed at creating a stronger link between executive and director performance and reward and increasing shareholder value by enabling Eligible Participants to have a greater involvement with, and share in the future growth and profitability of, the Company.
- (c) **(Plan administration):** The Plan will be administered by the Board. The Board may exercise any power or discretion conferred on it by the Plan rules in its sole and absolute discretion except to the extent that it prevents the Company relying on the deferred tax concessions under Subdivision B3A-C of the *Income Tax Assessment Act 1997* (Cth). The Board may delegate its powers and discretion.
- (d) **(Eligibility, invitation and application):** The Board may from time to time determine that an Eligible Participant may participate in the Plan and make an invitation to that Eligible Participant to apply for Performance Rights on such terms and conditions as the Board decides.
- On receipt of an invitation, an Eligible Participant may apply for the Performance Rights the subject of the invitation by sending a completed application form to the Company. The Board may accept an application from an Eligible Participant in whole or in part. If an Eligible Participant is permitted in the invitation, the Eligible Participant may, by notice in writing to the Board, nominate a party in whose favour the Eligible Participant wishes to renounce the invitation.
- (e) **(Grant of Performance Rights):** The Company will, to the extent that it has accepted a duly completed application, grant the Participant the relevant number of Performance Rights, subject to the terms and conditions set out in the invitation, the Plan rules and any ancillary documentation required.
- (f) **(Terms of Performance Rights):** Each Performance Right represents a right to acquire one Share, subject to the terms and conditions of the Plan.

Prior to a Performance Right vesting a Participant does not have any interest (legal, equitable or otherwise) in any Share the subject of the Performance Right by virtue of holding the Performance Right. Unless with the prior consent of the Board, a Participant may not sell,

assign, transfer, grant a security interest over, collateralise a margin loan against, utilise for the purposes of short selling, enter into a Derivative with reference to, or otherwise deal with a Performance Right that has been granted to them. A Participant must not enter into any arrangement for the purpose of hedging their economic exposure to a Performance Right that has been granted to them.

- (g) **(Vesting of Performance Rights):** Any vesting conditions applicable to the grant of Performance Rights will be described in the invitation. If all the vesting conditions are satisfied and/or otherwise waived by the Board, a vesting notice will be sent to the Participant by the Company informing them that the relevant Performance Rights have vested. Unless and until the vesting notice is issued by the Company, the Performance Rights will not be considered to have vested. For the avoidance of doubt, if the vesting conditions relevant to a Performance Right are not satisfied and/or otherwise waived by the Board, that Performance Right will lapse.
- (h) **(Allocation of Shares on vesting of Performance Rights):** On vesting of a Performance Right, the Company must issue to or procure the transfer to the Participant (or his or her personal representative) of the number of Shares in respect of which Performance Rights have vested. The number of Shares in respect of which a Performance Right vests will be determined by the Board and notified to a Participant at the Time of Grant.

The Company must issue or procure the transfer of Shares to the Participant pursuant to the Plan within the time period during which Directors and executives may deal in the Company's securities, as determined by the Company's Share Trading Policy.

The Company will apply for quotation of Shares issued under the Plan within the period required by ASX.

- (i) **(Forfeiture of Performance Rights):** Where a Participant who holds Performance Rights ceases to be an Eligible Participant or becomes insolvent, all unvested Performance Rights will automatically be forfeited by the Participant, unless the Board otherwise determines in its discretion to permit some or all of the Performance Rights to vest.

Where the Board determines that a Participant has acted fraudulently or dishonestly, acted negligently, acted in contravention of a Company policy or wilfully breached his or her duties to the Company, the Board will deem all unvested Performance Rights held by that Participant to have been forfeited.

Unless the Board otherwise determines, or as otherwise set out in the Plan rules:

- (i) any Performance Rights which have not yet vested will be forfeited immediately on the date that the Board determines (acting reasonably and in good faith) that any applicable vesting conditions have not been met or cannot be met by the relevant date; and
 - (ii) any Performance Rights which have not yet vested will be automatically forfeited on the expiry date specified in the invitation.
- (j) **(Change of control):** If a change of control event occurs in relation to the Company, or the Board determines that such an event is likely to occur, the Board may in its discretion determine the manner in which any or all of the Participant's Performance Rights will be dealt with, including, without limitation, in a manner that allows the Participant to participate in and/or benefit from any transaction arising from or in connection with the change of control event.
 - (k) **(Rights attaching to Plan Shares):** All Shares issued under the Plan upon vesting of a Performance Right will rank equally in all respects with other Shares for the time being on issue except that as regards any rights attaching to such Shares by reference to a record date prior to the date of their allotment.

- (l) **(Disposal restrictions on Plan Shares):** If the invitation provides that any Shares allocated on vesting of Performance Rights are subject to any restrictions as to the disposal or other dealing by a Participant for a period, the Board may implement any procedure it deems appropriate to ensure the compliance by the Participant with this restriction.

For so long as a Share is subject to any disposal restrictions under the Plan, the Participant will not:

- (i) transfer, encumber or otherwise dispose of, or have a security interest granted over that Share; or
- (ii) take any action or permit another person to take any action to remove or circumvent the disposal restrictions without the express written consent of the Company.

- (m) **(Adjustment of Performance Rights):** If:

- (i) Shares are issued pro rata to the Company's shareholders generally by way of bonus issue (other than an issue in lieu of dividends or by way of dividend reinvestment) involving capitalisation of reserves or distributable profits; or
- (ii) any reorganisation (including consolidation, subdivision, reduction or return) of the issued capital of the Company is effected,

the number of Performance Rights to which each Participant is entitled will be adjusted in the manner determined by the Board to ensure that no advantage or disadvantage accrues to the Participant as a result of such corporate actions.

If Shares are offered pro rata for subscription by the Company's shareholders generally by way of a rights issue during the currency of and prior to the vesting of any Performance Rights the Board may, in its discretion, adjust the number of Performance Rights (or Shares subject to either) to take account of the rights issue.

- (n) **(Participation in new issues):** There are no participation rights or entitlements inherent in the Performance Rights and holders are not entitled to participate in any new issue of Shares of the Company during the currency of the Performance Rights without the vesting of the Performance Rights.
- (o) **(Compliance with Applicable Laws):** Notwithstanding the Plan rules or any terms of a Performance Right, no Performance Right may be offered, granted, vested or exercised, and no Share may be issued or transferred, if to do so would contravene any applicable laws.
- (p) **(Amendment of Plan):** Subject to the following paragraph, the Board may at any time amend any provisions of the Plan rules, including (without limitation) the terms and conditions upon which any Securities have been granted under the Plan and determine that any amendments to the Plan rules be given retrospective effect, immediate effect or future effect.

No amendment to any provision of the Plan rules may be made if the amendment materially reduces the rights of any Participant as they existed before the date of the amendment, other than an amendment introduced primarily for the purpose of complying with legislation or to correct manifest error or mistake, amongst other things, or is agreed to in writing by all Participants.

- (q) **(Plan duration):** The Plan continues in operation until the Board decides to end it. The Board may from time to time suspend the operation of the Plan for a fixed period or indefinitely, and may end any suspension. If the Plan is terminated or suspended for any reason, that termination or suspension must not prejudice the accrued rights of the Participants.

If a Participant and the Company (acting by the Board) agree in writing that some or all of the Securities granted to that Participant are to be cancelled on a specified date or on the occurrence of a particular event, then those Securities may be cancelled in the manner agreed between the Company and the Participant.

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, 20 October 2023 at 9:00am (AEDT). 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 9:00am (AEDT) on Wednesday, 18 October 2023.



ATTENDING THE MEETING VIRTUALLY

To view the live webcast and ask questions on the day of the meeting you will need to visit **insert link to webcast**

To vote online during the meeting you will need to visit <https://meetnow.global/MNQD2HK>
For instructions refer to the online user guide www.computershare.com.au/onlinevotinguide



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.



Coventry Group Ltd

ABN 37 008 670 102



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 **9:00am (AEDT) on Wednesday, 18 October 2023.**

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 as a virtual meeting on Friday, 20 October 2023 at 9:00am (AEDT) 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, 4 and 5 (except where I/we have indicated a different voting intention in step 2) even though Resolutions 3, 4 and 5 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, 4 and 5 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 James Todd	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Re-election of Director – Mr Anthony (Tony) Howarth	<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	Approval of Amended Executive and Director Incentive Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5	Grant of Performance Rights to Mr Robert Bulluss	<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

Sole Director & Sole Company Secretary

Securityholder 2

Director

Securityholder 3

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

CY G

3 0 2 7 2 0 A



Computershare





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