Coventry Group Ltd

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17 April 2024

Re: Coventry Investor Presentation 17 April 2024

The accompanying investor presentation dated 17 April 2024 updates the investor presentation by the Company dated 15 April 2024 as a result of the Company upsizing the fully-underwritten Placement from $25.0 million to $30.0 million as detailed in the Company's announcement dated 17 April 2024.

Yours sincerely

Mark Licciardo
Company Secretary
Coventry Group Limited

Coventry Group

Acquisition of Steelmasters and Equity Raising

INVESTOR PRESENTATION | 17 April 2024

Delivering specialised industrial products, services and customised solutions

Coventry Group Ltd

ASX: CYG

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For more information, please contact:

Robert Bulluss
CEO and Managing Director
Coventry Group Ltd (03) 9205 8219

Authorised for release by the Board of Directors of Coventry Group Limited.

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Transaction Overview

Transaction Highlights

Coventry Group Limited ("**CYG**") is undertaking the acquisition of Steel Masters Auckland Ltd ("**Steelmasters**"), including subsidiaries Galvmasters Ltd, Profast Pty Ltd and Boltmasters Pty Ltd.

Transaction Overview	▪ Coventry Group to acquire the shares of Steel Masters Auckland Ltd ("**Steelmasters**"), a provider of quality fasteners and industrial supply products sold through an Australasian network of 12 branches. ▪ Total consideration of **NZ$45.0m (A$42.1m[5])** with NZ$2.25m held for 18 months against warranties and indemnities (equivalent to 6.1x Steelmasters' FY23A EBITDA of ~NZ$7.35m). (*refer to Page 7 for more details*).
Strategic Rationale	▪ Steelmasters represents a strategically compelling acquisition for CYG, complementing its existing product suite and expanding its customer base across Australia and New Zealand, whilst also enhancing supplier diversity and manufacturing capability.
Scalable business model	▪ The combined CYG and Steelmasters business would deliver forecast pro forma FY24F[1] Revenue of A$400.2m, FY24F[1] EBITDA[2] of A$27.5m (including A$1.1m of synergies[3]). ▪ Expansion of customer base and increased brand presence across Australia and New Zealand.
Track record of delivering growth	▪ Steelmasters has experienced substantial organic growth, achieving a revenue CAGR of 9.2% from FY21A to FY23A. ▪ Over the same period, EBITDA has increased at a 15.1% CAGR, demonstrating Steelmasters' operational leverage. ▪ The outlook for Steelmasters' primary markets are positive. Under CYG's ownership, there are additional avenues to capitalise on this growth.

Acquisition funding	▪ The acquisition of Steelmasters will be funded with a combination of ~A$13.4m[6] through a new NAB Revolving Cash Advance facility and an equity raising consisting of a fully underwritten ~A$30.0 million two-tranche Institutional Placement and a ~A$2.0 million non-underwritten Share Purchase Plan.
	▪ The fully underwritten ~A$30.0m two-tranche Institutional Placement will consist of:
	    ▪ The first tranche raising up to A$20.7m within Coventry's placement capacity under ASX Listing Rule 7.1; and
	    ▪ The second tranche, raising A$9.3m to accommodate participation from related parties, substantial shareholders and CYG Directors, which is subject to shareholder approval via an Extraordinary General Meeting.

Financial Impact	▪ The acquisition will result in pro forma FY24F EPS[4] accretion of approximately 32% (including synergies)[3]. ▪ CYG's EBITDA margin is expected to increase from 5.4% to 6.9% on a pro forma basis. ▪ Leverage of ~1.7x Net Debt[2] / pro forma FY24F EBITDA[2], with Net Debt / EBITDA expected to reduce below 1.5x by 30 June 2025. Net debt to be positively impacted by the completion of the ERP project in December 2024 and the availability of tax losses in Australia.

(1) Pro forma FY24F Revenue and EBITDA comprises Coventry Group and Steelmasters using the midpoint guidance range for CYG FY24F Sales and EBITDA
(2) Net Debt and EBITDA is presented on a pre-AASB16 basis (excluding lease liabilities and occupancy expenses) using the midpoint guidance range for CYG FY24F Sales and EBITDA
(3) Pro forma FY24F metrics include $1.1m of buying synergies
(4) EPS accretion calculation has been performed for the financial year ended 30 June 2024 using the midpoint guidance range for CYG FY24F Sales and EBITDA and includes $1.1m of buying synergies. It also includes the Equity Raising and issuance of 20.7m New Shares as part of the Institutional Placement.
(5) Based on an exchange rate of NZ$1.07
(6) CYG will temporarily fully draw down on the facility to fund the acquisition until Tranche Two Placement funds have been settled (subject to shareholder approval via an EGM on or around 4 June 2024).

Transaction Overview

Transaction Summary

- CYG to acquire 100% of the shares in Steelmasters.
- Consideration comprises:
  - A cash payment of NZ$45.0m with NZ$2.25m held for 18 months against warranties and indemnities (equivalent to 6.1x Steelmasters' FY23A EBITDA of ~NZ$7.35m).
  - There are two Steelmasters directors representing 100.0% of Steelmasters' issued capital who have confirmed that they intend to vote in favour of the transaction.

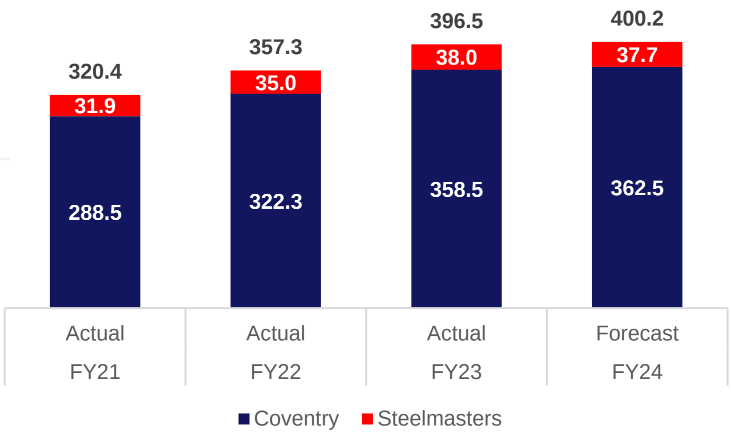
Acquisition funding

- The transaction will be funded through a combination of an equity raising and a new NAB Revolving Cash Advance Facility.
- CYG is undertaking an equity raising ("**Capital Raising**") of new fully paid ordinary shares in the Company ("**New Shares**"). The Capital Raising comprises a:
  - ~A$30.0 million fully underwritten two-tranche placement ("**Institutional Placement"**), of a:
    - First tranche raising up to A$20.7m within Coventry's placement capacity under ASX Listing Rule 7.1; and
    - second tranche, raising A$9.3m to accommodate participation from related parties, substantial shareholders and CYG Directors, which is subject to shareholder approval via an Extraordinary General Meeting
  - ~A$2.0 million non-underwritten Share Purchase Plan ("SPP").
- CYG will fund the remaining ~A$13.4m[4] through a new NAB Revolving Cash Advance facility.

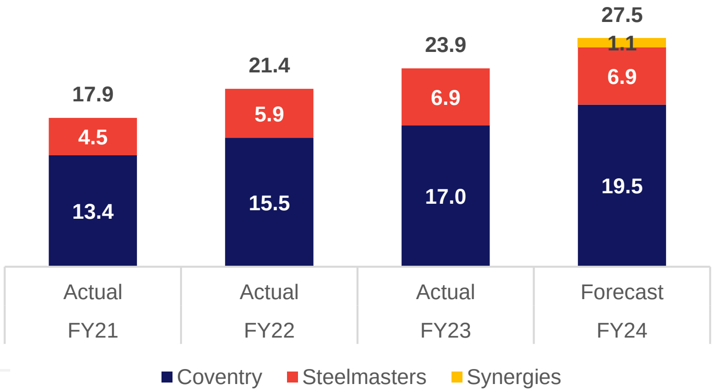
Financial impact

- The acquisition is expected to deliver pro forma FY24F underlying EPS accretion of ~32%[3] (including ~$1.1m of synergies[1]).
- Pro forma leverage of 1.7x at 30 June 2024, with strong cash flow to support debt financing facilities. Proforma Net Debt of A$46.5m. Net debt positively impacted by reduction in cash outflows associated with the new ERP system over the remainder of 2024, combined with organic profit growth, the Steelmasters earnings contributions and the availability of tax losses in Australia.
- Cost synergies of $1.1m from procurement savings (improved trading terms) and logistics savings (leveraging CYG's import capability and freight consolidation). Additional revenue synergies from accelerated growth, cross selling opportunities and expanded product range (not included).
- On an FY24F pro forma basis, revenue of A$400.2m[3] and EBITDA of A$27.5m[3] (including $1.1m of synergies[1]):
  – CYG's EBITDA margins expected to increase 28% from 5.4% to 6.9% post completion

Pro-forma Combined Revenue (A$m)[2,3]



Pro-forma Combined EBITDA (A$m)[1,2,3]



(1) Pro forma FY24F metrics includes $1.1m of buying synergies
(2) Pro forma historical information calculated as if Steelmasters were 100% owned by Coventry since 1 July 2020
(3) Pro forma FY24F Revenue and EBITDA comprises Coventry Group and Steelmasters using the midpoint guidance range for CYG FY24F Sales and EBITDA
(4) CYG will temporarily fully draw down on the facility to fund the acquisition until Tranche Two Placement funds have been settled (subject to shareholder approval via an EGM on or around 4 June 2024).

02

Coventry Overview

About Coventry

1929

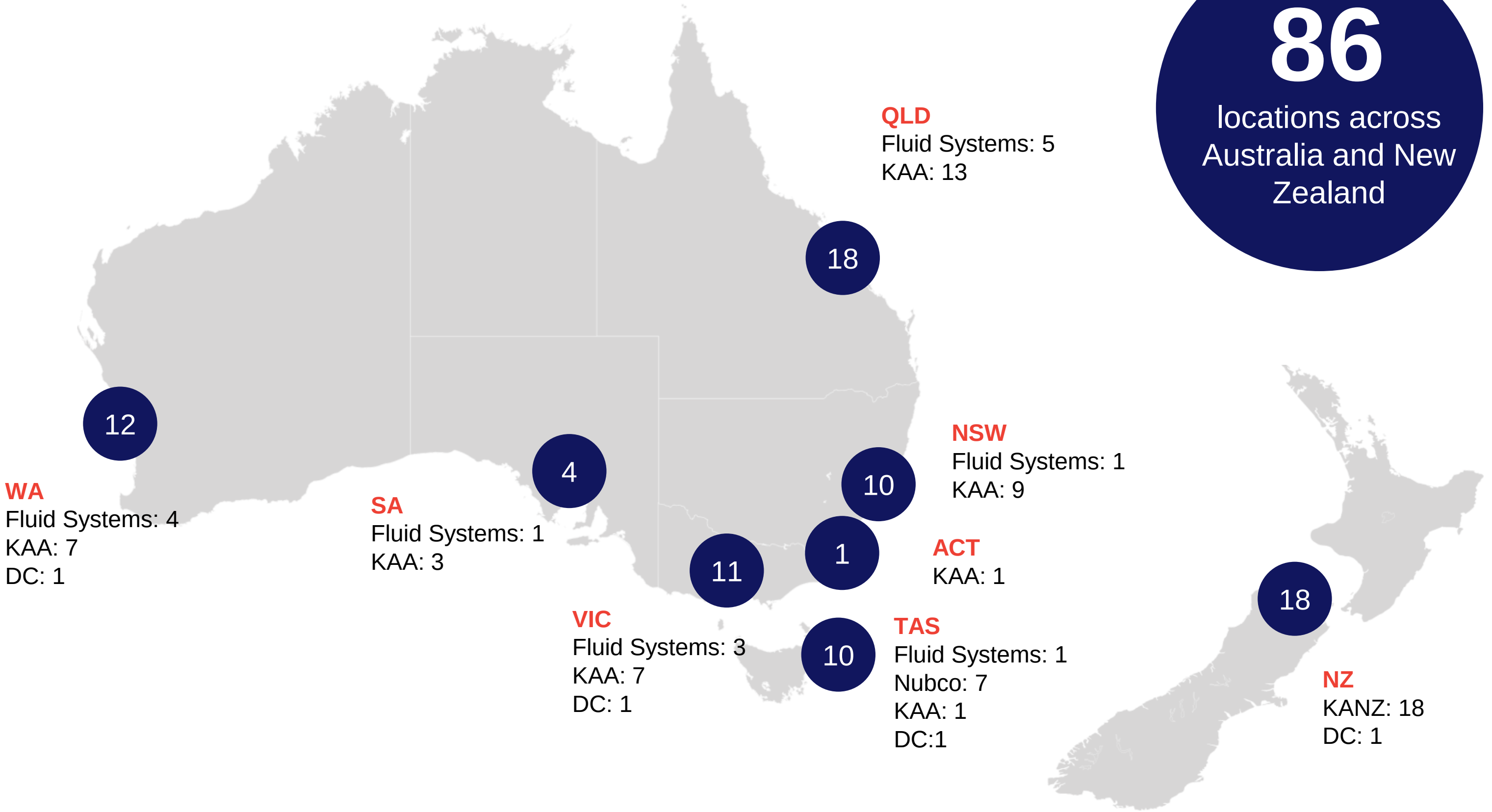
Coventry Group founded

970

people employed
at Coventry Group

86

locations across Australia and New Zealand



15

Fluid Systems branches (AUS)

42

Konnect and Artia branches (AUS)

18

Konnect and Artia branches (NZ)

7

Nubco branches (AUS)

4

Distribution Centres (AUS & NZ)

Coventry Overview

Fluid Systems

Fluid Systems is an innovative service provider to the Mining and Resources, Renewable Energy, Agriculture and Aquaculture, Defence and Food & Beverage Manufacturing and allied industries

Fluid Systems specialises in hydraulics, lubrication, fire suppression, refuelling and fluid transfer systems/products

Trade Distribution

Trade Distribution comprises Konnect and Artia Australia (KAA), Konnect and Artia New Zealand (KANZ) and Nubco supplying a range of fastening systems, cabinet hardware systems, industrial and construction products through a network of 48 branches in Australia and 18 branches in New Zealand

Key markets are Industrial, Manufacturing, Infrastructure, Building and Construction, Roofing and Cladding, Mining and Mining Services, Resources/Oil and Gas and Agriculture and Aquaculture

Corporate Snapshot[1]

Share price (12 April 2024):	**A$1.47**
Shares on issue:	**95.3m**
Market capitalisation:	**A$140.2m**

Substantial shareholders[1]

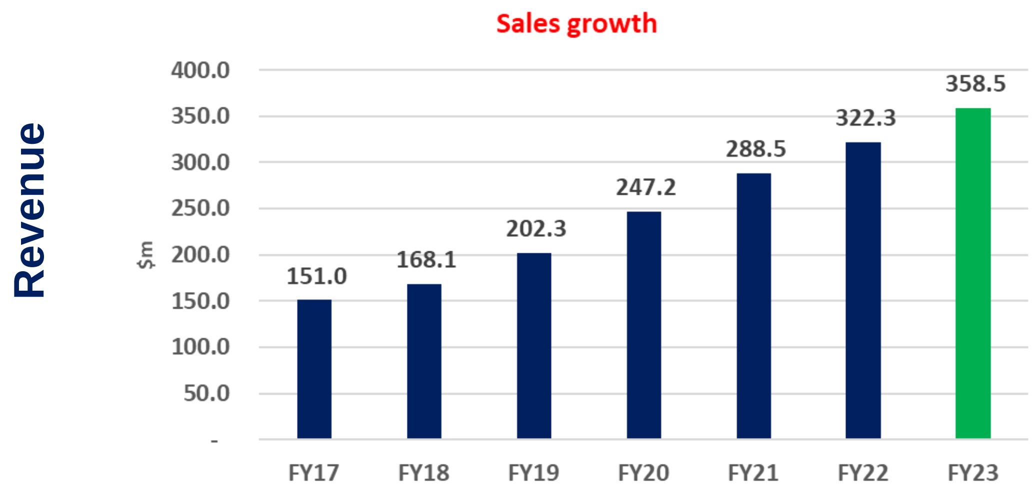
Viburnum Funds 30.0%

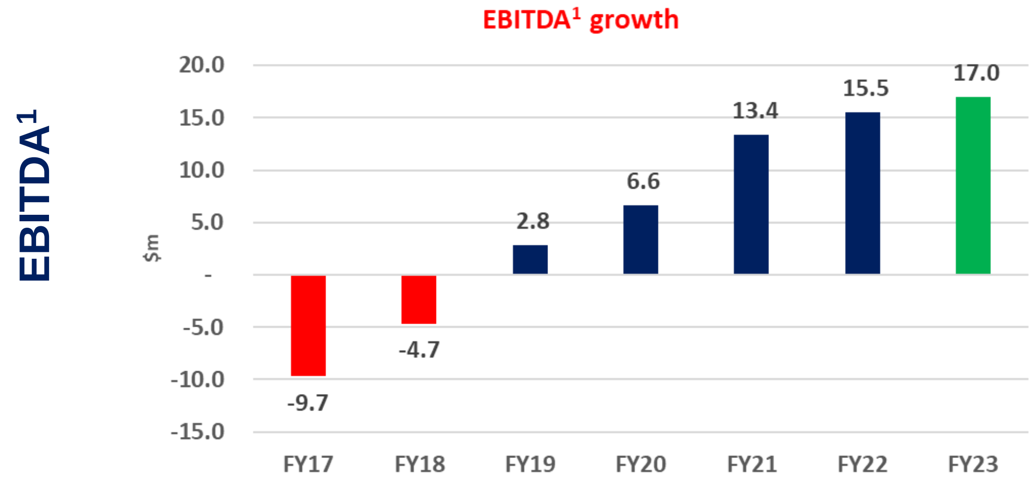
Richmond Hill Capital 19.8%

Sandon Capital 10.8%

(1) As at 12 April 2024

Historical performance – a growth story





Group Revenue
up 11.2% to A$358.5m
(A$322.3m FY22)

Group EBITDA[1]
up 9.7% to A$17.0m
(A$15.5m FY22)

Note 1: EBITDA is earnings before interest, tax, depreciation, amortisation before significant items and has been adjusted to exclude the impact of AASB 16 Leases.

Trading Update and Outlook

FY24F EBITDA of between $19.0m and $20.0m

FY24 Guidance

Forecast FY24 Sales	**$357.5m - $367.5m** (mid-point up 1.2% from prior period)
Forecast FY24 EBITDA[1]	**$19.0m - $20.0m** (mid-point up 14.7% from prior period)
Forecast FY24 NPAT[2,3]	**$9.2m - $10.2m**

- Positive EBITDA growth due to trading and gross margin initiatives and sensible cost control despite lower sales growth

Q3 Trading Update

- Solid YTD Sales and EBITDA[1] growth adversely impacted by current economic conditions in New Zealand
- Q3 had 4 less working days than pcp with 3 additional working days compared to pcp in Q4
- Consolidated YTD Group Sales: $269.9m (1.2% pcp growth)
- Unaudited YTD EBITDA[1] : $13.9m (11.9% pcp growth)

ERP project update

- The ERP upgrade continues to progress broadly to plan, schedule and budget
- On target to complete December 2024
- Cash flows in relation to the ERP project will decline over the remainder of 2024
- The ERP upgrade will provide customer service improvements, productivity gains and improved employee engagement
- Will enable integration of acquired businesses into the Coventry business with confidence

(1) EBITDA is pre-AASB16 and before one-off/significant items
(2) As at 31 December 2023 CYG had $59.9m in tax losses available for use in Australia
(3) NPAT is before one-off significant items

03

Steelmasters Overview

Steelmasters Overview

Steelmasters is a leading supplier of industrial & specialty fasteners in Australia and New Zealand across 4 key brands.

Overview

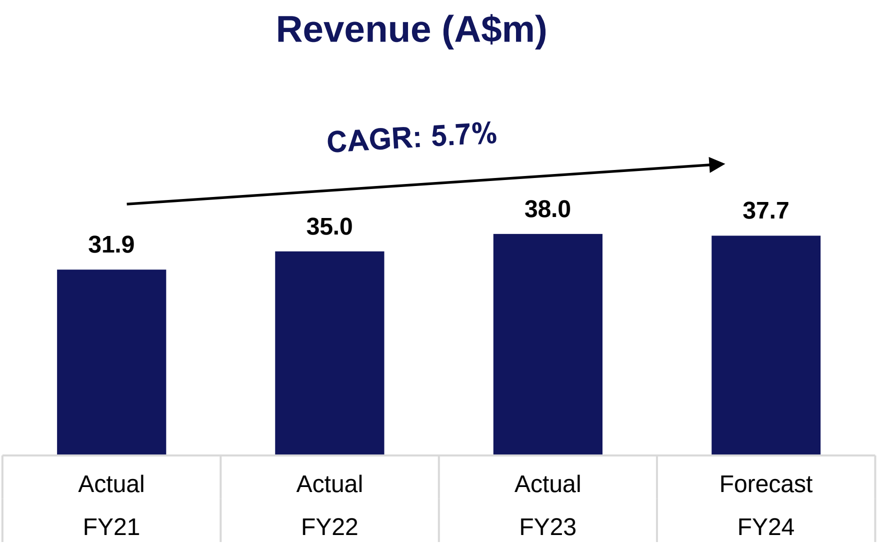
Steelmasters Overview	▪ Founded in 1973, Steelmasters is an Australasian business providing a full range of quality fasteners and industrial supply products sold through an Australasian network of 12 branches (eight in Australia and four in New Zealand).
Steelmasters Product Portfolio	▪ Trades under four different brands (Boltmasters and Profast in Australia, and Steel Masters and Galvmasters in New Zealand) across four key market segments (including manufacturing and engineering, infrastructure and utilities, mining and civil construction). ▪ Core product portfolio includes: ▪ Nuts, bolts and washers; ▪ Socket screws and threaded rod; ▪ Screws and stainless hardware; and ▪ Rivets and tooling.
Strategic rationale	▪ Aligns with company M&A strategy ▪ Immediate geographic expansion ▪ Steelmasters' manufacturing and galvanizing capability ▪ Creates opportunities for further value creation ▪ Attractive financial impact ▪ *Further information on strategic rationale provided on page 18*

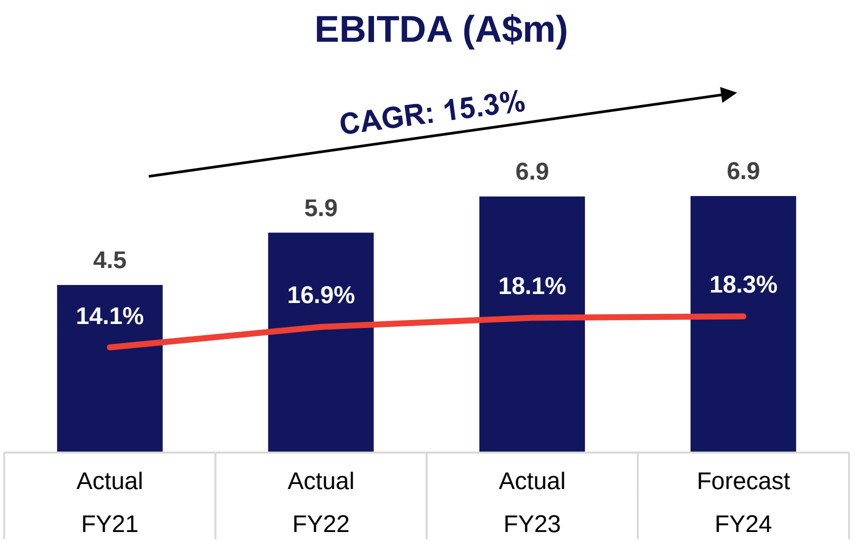
Key Statistics

NZ$40.3m FY24F revenue	**NZ$7.36m** FY24F EBITDA
5.7% FY21 – FY24F revenue CAGR	**18.3%** FY24F EBITDA margin
12 Branches across Australia and NZ	**~117** FTE employees as at Apr 2024

Financial Overview

Steelmasters has a solid growth and cash generation profile.



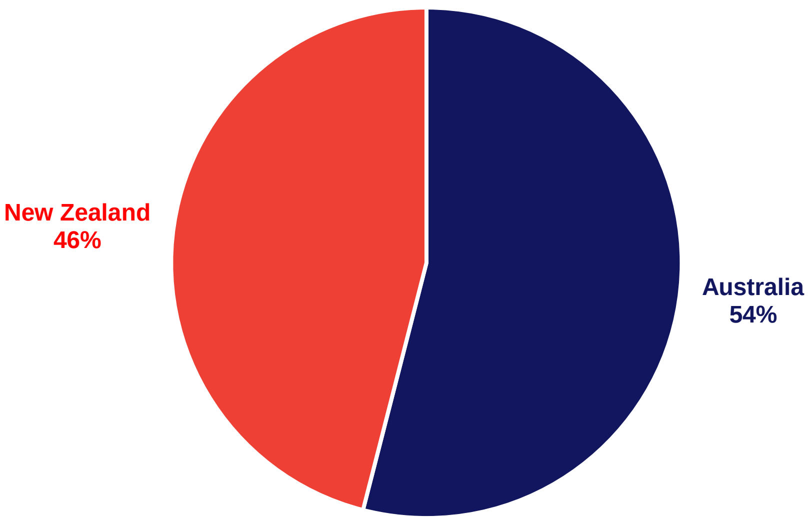


(1) Based on an exchange rate of NZ$1.07

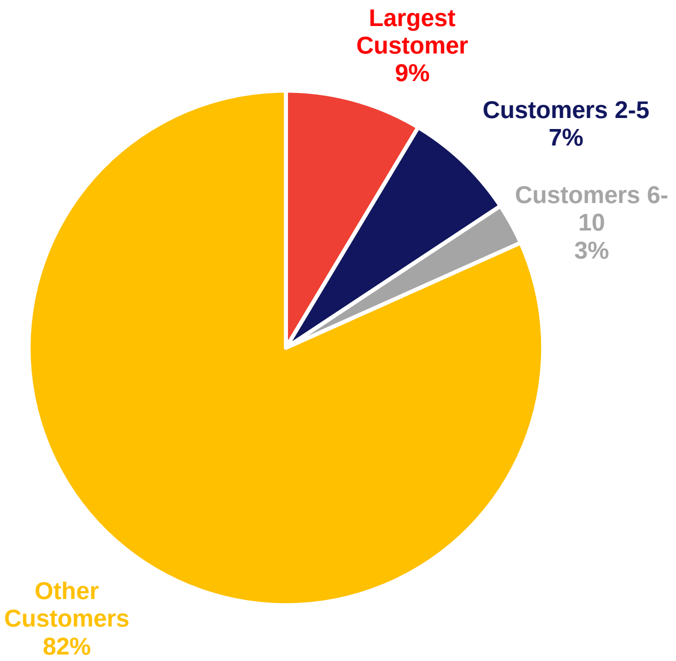
Sales mix

Steelmasters is well diversified by geography, customers and suppliers

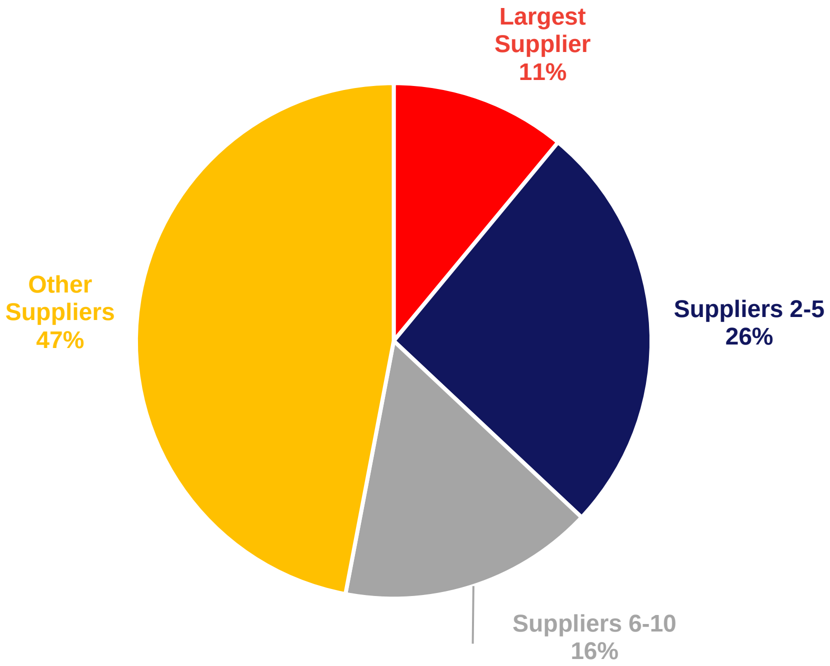
FY23 Revenue Split



FY23 Customer Concentration



FY23 Supplier Concentration



Business and Product Summary

Australia

Boltmasters Pty Ltd

- Six branches in Brisbane, Townsville, Cairns, Emerald, Melbourne, Rockhampton
- Core products include nuts & bolts, screws and stainless fasteners
- Key industries served are mining, infrastructure, marine, engineering, manufacturing and government

Profast Pty Ltd

- Two branches in Brisbane and Perth
- Supplies mainly trade customers and retailers (B2B) with high volumes of structural rivets and tooling
- Core products include specialist rivets & rivet derivatives, two-piece fasteners and installation tooling
- Provides full service and repair facilities on-site

New Zealand

Steelmasters Auckland Ltd

- Four branches in Auckland, Palmerston North, Whangarei, Napier
- Core products include nuts & bolts, screws, stainless fasteners
- Manufactures hot forged fastening products

Galvmasters Ltd

- Based in Auckland
- Hot dipped galvanizing
- Focus on producing high quality coatings
- Diverse range of customers and industry sectors

Core Products

Nuts, Bolts & Washers

Socket Screws & Threaded Rod

Screws & Stainless Hardware

Rivets and Tooling

Other products

Cutting Tools	Masonry	Consumables
Lifting & Rigging	Safety Gear	Abrasives
Hand Tools	Pins	Grease Nipples

Strategic rationale

The acquisition of Steelmasters is consistent with Coventry's strategic priorities and aligns with the Company's M&A strategy. This acquisition is a significant milestone for Coventry and will provide complementary scale and opportunities for further value creation.

1. Aligns with company M&A strategy

- ✓ Industrial supply market focused acquisition.
- ✓ Acquisition multiple of 6.1x FY23A EBITDA of NZ$7.35m.
- ✓ Provides significant size and scale to existing CYG operation.
- ✓ Clear post-acquisition strategy and ability to align with CYG corporate culture. Steelmasters management and all branches and operations to be retained.

2. Geographical expansion

- ✓ Immediate geographical expansion across Australia and New Zealand broadening the Trade Distribution segment scale and reach through 12 additional locations.

3. Complementary manufacturing and galvanising capability

- ✓ Steelmasters' manufacturing and galvanizing capability improves CYG's value proposition and customer service, allowing for the supply of a bespoke product offering and reducing reliance on overseas supply.

4. Opportunities for further value creation

- ✓ Cross selling opportunities.
- ✓ eCommerce expansion and enhanced online direct to consumer channel.
- ✓ Buying synergies through consolidation of purchasing spend.
- ✓ Operating cost synergies.

5. Attractive financial impact

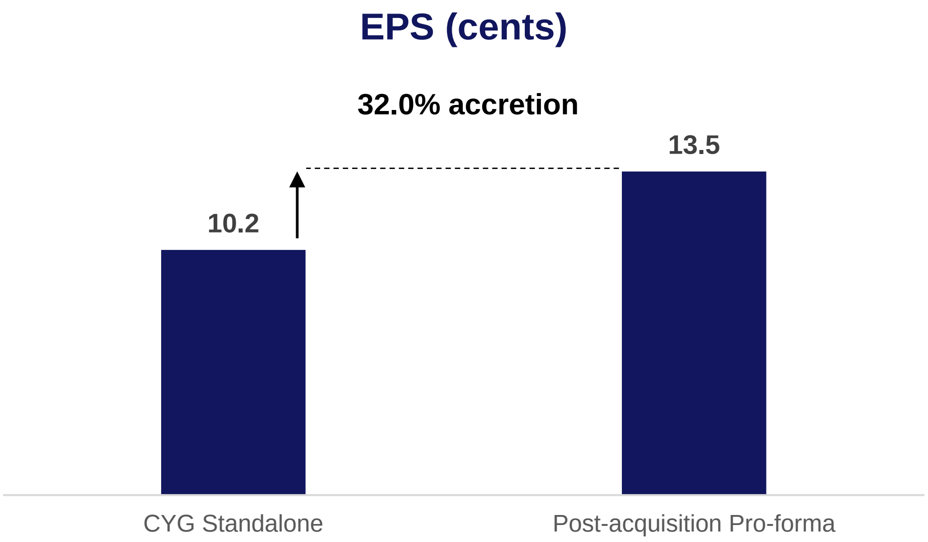
- ✓ Significant EPS accretion of approximately 32% (including synergies).
- ✓ Increased pro forma margins
- ✓ Increased scale of operations.
- ✓ Pro forma Group EBITDA of A$27.5m[1,2].

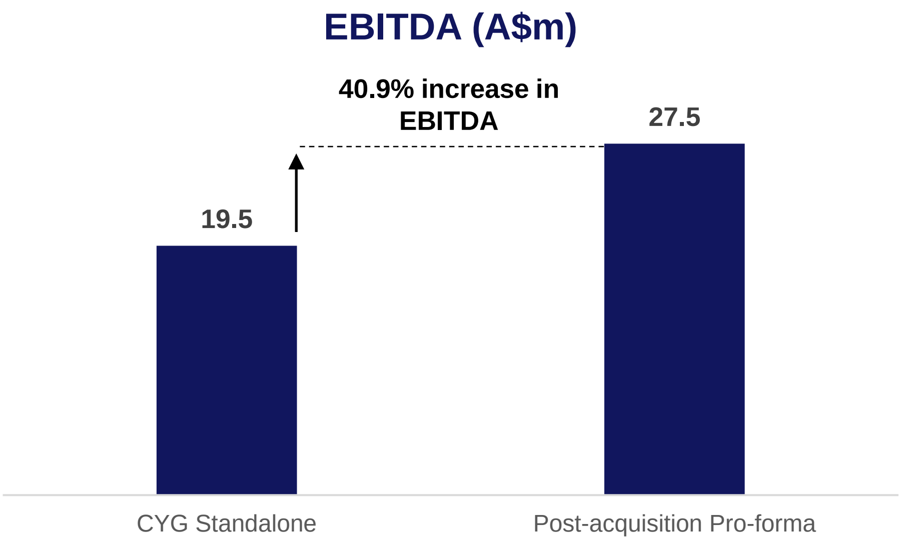
(1) Pro forma FY24F Revenue and EBITDA comprises Coventry Group and Steelmasters using the midpoint guidance range for CYG FY24 Sales and EBITDA
(2) Pro forma FY24F metrics include $1.1m of buying synergies

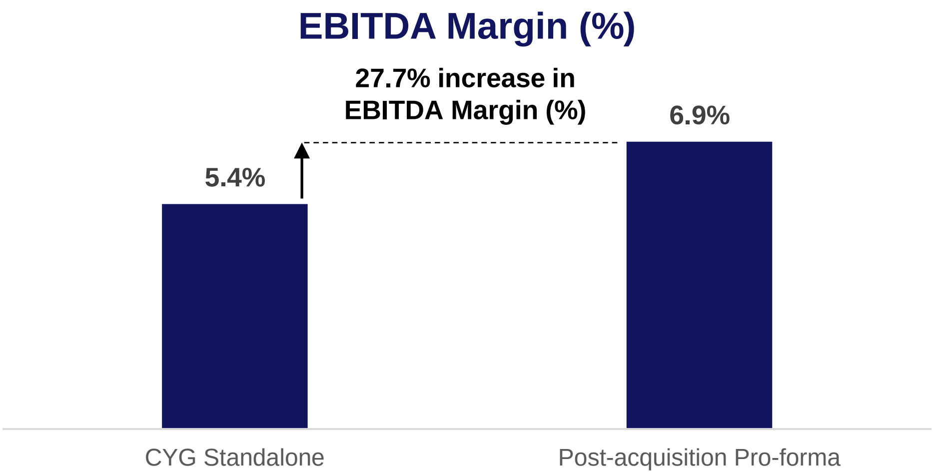
04

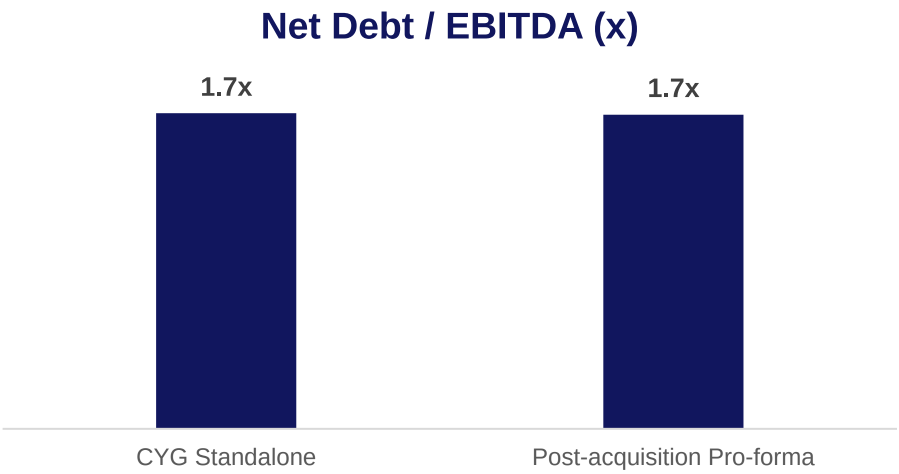
Pro Forma Financials

Pro forma FY24F Financial Metrics









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(2) Net Debt and EBITDA are presented on a pre-AASB16 basis (excluding lease liabilities and occupancy expenses) using the midpoint guidance range for CYG FY24F Sales and EBITDA
(3) Pro forma FY24F metrics include $1.1m of buying synergies
(4) EPS accretion calculation has been performed for the financial year ended 30 June 2024 using the midpoint guidance range for CYG FY24F Sales and EBITDA and includes $1.1m of buying synergies. It also includes the Equity Raising and issuance of 20.7m New Shares as part of the Institutional Placement and Share Purchase Plan.

Pro Forma Balance Sheet

- CYG has established a new NAB Revolving Cash Advance Facility of A$25.0m to accommodate the acquisitions.
  - Maturity date 31/07/2027
  - Minimum $6.0m repayable annually
  - Drawn Margin: BBSY + 2.2%
  - Any undrawn limit or repaid balance, can be redrawn for future Permitted Acquisitions.
- Post the acquisitions and capital raising, pro forma net debt / FY24F EBITDA[3] ratio (leverage ratio) will be approximately 1.7x
- The leverage ratio is expected to decline to below 1.5x by the end of FY25, consistent with the Board of CYG's target leverage ratio.
- Cash outflows associated with the new ERP system will decline over the remainder of 2024. Combined with organic profit growth, the Steelmasters earnings contributions and the availability of tax losses in Australia, CYG expects a high level of cash generation.

1. Pro forma for acquisition of Steelmasters completed on 30 April 2024
2. Equity Raising proceeds of $30.0m (excludes transaction costs of A$1.3m) subsequently paid as part of the consideration for the acquisition of Steelmasters.
3. EBITDA and EBIT are pre AASB16 and before one-off/significant items.
4. Interest expense only includes bank debt interest (excludes interest expense from right of use assets under AASB16)

A$000's	Pro forma CYG Jun-24	Proposed Acquisition	Funding[2]	Pro forma CYG Jun-24
Assets				
Cash & cash equivalents	2,500	-	-	2,500
Receivables	50,000	3,832	-	53,832
Inventory	74,733	9,533	-	84,266
PPE	11,761	1,354	-	13,115
Intangibles	56,718	30,686	-	87,404
Right to use assets	57,890	9,409	-	67,299
Deferred tax assets	21,347	-	-	21,347
Other assets	9,600	467	-	10,067
Total Assets	**284,549**	**55,281**	**-**	**339,830**
Liabilities				
Payables	(54,101)	(2,243)	-	(56,344)
Employee benefits/Provisions	(12,863)	(1,028)	-	(13,891)
Lease liability	(70,215)	(9,910)	-	(80,125)
Bank debt	(35,600)	-	(13,356)	(48,956)
Total Liabilities	**(172,779)**	**(13,181)**	**(13,356)**	**(199,316)**
Net Assets	**111,770**	**42,100**	**(13,356)**	**140,514**
Net debt	(33,100)			(46,456)
Pro forma net debt to FY24F EBITDA[3]				1.7x
Pro forma FY24F EBIT to interest expense[3,4]				5.5x

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Offer Overview

Funding Summary

The acquisition of Steelmasters will be funded with a combination of equity and a new NAB Revolving Cash Advance facility

Transaction Funding

- The acquisition of Steelmasters will be fully funded via the Institutional Placement and new NAB Revolving Cash Advance Facility.
- Equity Raising comprising a:
  - $30.0 million fully underwritten two-tranche Institutional Placement consisting of:
    - First tranche raising up to A$20.7m within Coventry's placement capacity under ASX Listing Rule 7.1; and
    - second tranche, raising a minimum of A$9.3m to accommodate participation from related parties, substantial shareholders and CYG Directors, which is subject to shareholder approval via an Extraordinary General Meeting
  - $2.0 million non-underwritten Share Purchase Plan.
- Credit approval received for new NAB Revolving Cash Advance Facility totalling $25.0m
- CYG intends drawing down ~$13.4m of the new debt financing facilities[5]
- The resulting net debt[2] / FY24F pro forma EBITDA[1] of ~1.7x
- Including synergies[3] of $1.1m, the acquisition is ~32% EPS[4] accretive based on FY24F pro forma financials
- Proceeds from the SPP will be used to reduce net debt

Sources & Uses

Sources (A$m)	A$m
Institutional Placement	$30.0m
Drawn debt facilities[5]	$13.4m
Total Sources	**$43.4m**

Uses (A$m)	A$m
Acquisition of Steelmasters	$42.1m
Transaction costs	$1.3m
Total Uses	**$43.4m**

(1) Pro forma FY24F Revenue and EBITDA comprises Coventry Group and Steelmasters using the midpoint guidance range for CYG FY24F Sales and EBITDA
(2) Net Debt and EBITDA are presented on a pre-AASB16 basis (excluding lease liabilities and occupancy expenses) using the midpoint guidance range for CYG FY24F Sales and EBITDA
(3) Pro forma FY24F metrics include $1.1m of buying synergies
(4) EPS accretion calculation has been performed for the financial year ended 30 June 2024 using the midpoint guidance range for CYG FY24F Sales and EBITDA and includes $1.1m of buying synergies. It also includes the Equity Raising and issuance of 20.7m New Shares as part of the Institutional Placement.
(5) CYG will temporarily fully draw down on the facility to fund the acquisition until Tranche Two Placement funds have been settled (subject to shareholder approval via an EGM on or around 4 June 2024).

Offer Summary

Offer structure and size[1]	• $30.0 million fully underwritten two-tranche placement ("**Institutional Placement**") and a $2.0 million non-underwritten Share Purchase Plan ("**SPP**"), (the "**Equity Raising**"). • Approximately 20.7m New Shares to be issued (approximately 21.7% of current issued capital).
Offer price	• Equity Raising is priced at $1.45 per new share ("Offer Price"), representing: – 1.4% discount to the last traded price of $1.470 on 12 April 2024; – 1.4% discount to the 5-day VWAP of $1.470; and – 2.2% discount to the 10-day VWAP of $1.483.

Institutional Placement	• The fully underwritten two-tranche Institutional Placement to new and existing institutional investors will result in approximately 20.7m New Shares being issued, representing approximately 21.7% of CYG's existing issued share capital.
	• The $30.0 million fully underwritten two-tranche Institutional Placement comprises a:
	  • First tranche raising up to A$20.7m within Coventry's placement capacity under ASX Listing Rule 7.1; and
	  • Second tranche, raising a minimum of A$9.3m to accommodate participation from related parties, substantial shareholders and CYG Directors, which is subject to shareholder approval via an Extraordinary General Meeting.

SPP	• CYG will offer all eligible shareholders the opportunity to participate in a non-underwritten SPP. The SPP is capped at $30,000 per eligible shareholder with a registered address in Australia or New Zealand at 7:00pm (Sydney time) on 12 April 2024. The SPP aims to raise up to $2.0m, with absolute discretion retained to increase this amount. CYG also reserves the right to scale back applications under the SPP on a pro rata basis at its discretion. SPP is scheduled to open on 23 April 2024 and scheduled to close at 5.00pm (Sydney time), 14 May 2024.
Ranking	• All New Shares issued under the Capital Raising will rank equally with existing shares on issue.
Record date	• 7:00pm Sydney time on Friday, 12 April 2024.
Broker Syndicate	• Bell Potter Securities Limited is acting as corporate advisor to the capital raising. • Bell Potter Securities Limited and Petra Capital Pty Ltd are acting as Joint Lead Managers, Underwriters and Bookrunners to the Institutional Placement.

Indicative Timetable

Event	Date[1]
Record Date for SPP	7.00pm Friday, 12 April 2024
Trading halt, Equity Raising announced and investor presentation lodged to the ASX	Monday, 15 April 2024
Institutional Placement bookbuild	Monday, 15 April 2024
Trading halt lifted	Wednesday, 17 April 2024
Settlement of Institutional Placement SPP Offer opens and booklet made available	Tuesday, 23 April 2024
Allotment and normal trading of New Shares under the Institutional Placement	Wednesday, 24 April 2024
Acquisition Completion	Tuesday, 30 April 2024
SPP Offer closes (5.00pm AEST)	Tuesday, 14 May 2024
SPP results announced	Thursday, 16 May 2024
Settlement of funds for SPP	Thursday, 16 May 2024
Allotment of SPP shares Dispatch of holding statements	Friday, 17 May 2024
EGM to approve the issue of Tranche 2 Placement Shares	On or around Tuesday, 4 June 2024
Settlement of funds from Tranche 2 Placement	On or around Friday, 7 June 2024
Allotment of Tranche 2 Placement Shares	On or around Monday, 10 June 2024

(1) The above timetable is indicative only and subject to change. The commencement of trading and quotation of New Shares issued under the Institutional Placement and SPP is subject to confirmation from ASX. Subject to the requirements of the Corporations Act, the ASX Listing Rules and other applicable rules, CYG reserves the right to amend this timetable at any time, including extending the period for the SPP or accepting late applications, either generally or in particular cases, without notice. All times above are to Sydney, Australia time.

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Appendix 1 Other information

Coventry Board of directors

Neil Cathie
Independent Non-Executive Chairman

- Appointed in September 2014.
- Extensive career at Australia's largest and most successful plumbing and bathroom distributor, Reece Ltd.
- Non-executive director of ASX listed Experience Co Ltd; non-executive director of Bowens Timber & Hardware; Board member of Middendorp Electric.
- Graduate of the Institute of Company Directors.

James Todd
Independent Non-Executive Director

- Appointed in September 2018.
- Former Managing Director of Wolseley Private Equity, an independent private equity firm which he co-founded in 1999. Non-executive director of ASX listed companies IVE Group Ltd and Bapcor Limited.
- Member of the Australian Institute of Company Directors.

Robert Bulluss
CEO and MD

- Appointed CEO in May 2017.
- 15 years within the Australian division of Bunzl plc.
- Experience across Finance, Strategy, Human Resources, Health, Safety and Environment, ICT and Technology, Operations, Project Management and all aspects of acquisitions.
- Graduate of the Institute of Company Directors.

Tony Howarth
Non-Executive Director

- Appointed May 2020.
- Strong background in the banking and finance industry having held executive positions in government, regional and major banks.
- He is 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 previously a Non-Executive Director of Wesfarmers Ltd and Chairman of MMA Offshore Ltd and Home Building, Society and Deputy Chairman
- of Bank of Queensland Ltd

Alex White
Non-Executive Director

- Appointed March 2022.
- Director of Richmond Hill Capital with over 15 years of corporate and investment management experience having co-founded Richmond Hill Capital, jointly managing the portfolio of the VF High Conviction Fund at Viburnum Funds as well as investment research, strategy and credit analyst positions with Fletcher Building, Standard and Poor, and Cooper Investors.
- Non-Executive Director of Experience Co Ltd.

Note: Andrew Nisbet is currently on a leave of absence

Coventry Leadership Team

Rod Jackson
Chief Financial Officer

- Rod was appointed Chief Financial Officer in September 2017. He is an ACA qualified and experienced finance professional and prior to joining Coventry Group, spent four years as Finance Director at Bunzl Outsourcing Services Limited.
- For six years prior to that he was Chief Financial Officer and Group Financial Controller at Linfox.
- Rod has also held senior finance roles with Remote Vision Solutions and Jetset Travel following 17 years with Deloitte Touche Tohmatsu.

Renee Monkman-Straub
Chief People Officer

- Appointed in December 2022
- Experienced senior human resources leader with international experience in New Zealand, United States and South East Asia, with industry leaders including Toll Transport, Southern Metropolitan Cemeteries, Murray Goulburn, PZ Cussons and BlueScope Steel.

Ken Lam
Chief Information Officer

- Ken joined the business in August 2018.
- He has extensive IT and Project Management experience, most recently with SWC Management, Amplifon and Amcor.
- Ken will ensure the business has the ability to operate successfully in the digital world.

Mike Wansink
General Manager
Konnect and Artia New Zealand

- Mike is an experienced General Manager with over ten years experience managing Konnect and Artia New Zealand.
- Previously he held General Manager roles with the Extra Mile Company and Rexel Electrical Supplies and Marketing and national sales roles with Steel and Tube.
- His experience has been invaluable in developing strategies for the turnaround of the Australian business.

Brody Sewell
General Manager
Fluid Systems

- Brody was appointed General Manager of Fluid Systems in 2022. Brody helped to grow the Fluids business in the roles of National Sales Manager and Manager of the Western Australian Operations.
- Brody holds a Masters of Business Administration & Graduate Certificate in Business from the University of Western Australia, as well as a Cert IV in Laboratory Techniques, Cert IV in Frontline Management and is a Graduate of the Australian Institute of Company Directors.

Nick Daw
General Manager
Nubco

- Appointed General Manager of Nubco in February 2020, Nick joined Coventry Group in March 2019 with the acquisition of Nubco.
- Formerly the Sales and Marketing Manager at Nubco, Nick has been with the business for 16 years working in customer, purchasing and operational roles.

Chris Smith
General Manager
Konnect and Artia Australia

- Chris was appointed General Manager for Konnect and Artia Australia in July 2021. Chris has an extensive background in the fasteners industry, holding Business Development and Regional Manager roles for Total Fasteners, Blackwoods and the Coventry Group.
- Chris first joined the Coventry business in 2008 where he worked under Coventry Fasteners for five years.
- Chris is an experienced leader with a demonstrated history in the industrial sector.

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Appendix 2
Risk Factors

Key Factors

The risk factors summarised in this section may materially affect the financial performance of CYG and the market price of its shares. To that extent, the shares in CYG carry no guarantee with respect to the payment of dividends or return on capital.

Potential investors should note that risks are associated with any investment in the stock market. Returns from investments in CYG will depend on the conditions of the market as well as the performance of CYG. There are a number of risk factors, both relating to the general business environment and specific to CYG, which may adversely impact on the operating performance, financial position and prospects of CYG. Potential investors should consider that an investment in CYG is speculative and should consult their professional advisers before deciding whether to apply for shares in CYG. Nothing in this presentation is financial product advice and this document has been prepared without taking into account your investment objectives or personal circumstances.

The following is not intended to be an exhaustive list of the risk factors to which CYG is exposed:

A: General risks

General market and share price risks
General economic factors such as interest rates, exchange rates, inflation, business and consumer confidence and general market factors may have an adverse impact on CYG's performance, prospects or value of its assets. The market price of CYG shares will fluctuate due to various factors, many of which are non-specific to CYG, including recommendations by brokers and analysts, Australian and international general economic conditions, inflation rates, interest rates, exchange rates, changes in government, fiscal and monetary and regulatory policies, changes to laws, global investment markets, global geo-political events and hostilities, investor perceptions and other factors that may affect CYG's financial performance and position. In the future, these factors may cause CYG shares to trade at or below their issue price.

B: Risks relating to the Offer

Underwriting risk
CYG has entered into a joint underwriting agreement with [Bell Potter Securities Limited (ACN 006 390 772) and Petra Capital Pty Ltd (ACN 110 952 782)](**Underwriter**) with respect to $20m under the Institutional Placement. The Underwriter's obligation to underwrite the Institutional Placement is subject to customary terms and conditions, including termination rights for the Underwriter in specific circumstances, which are summaries on slide [41]. If the Underwriting Agreement is terminated for any reason, then the CYG may not receive the full amount of $20m underwritten amount, its financial position may change and it may need to take other steps to raise capital to fund the acquisition of Steelmasters Group.

Risk of dilution
Upon completion of the Institutional Placement, the number of the shares in the Company will increase from 95,342,516 to approximately 110m. This equates to approximately 15.4% of all of the issued shares in the CYG immediately following the Institutional Placement. This means to the extent that an eligible shareholder does not participate in the SPP, a shareholder's percentage security holding will be lower following completion of the placement, and further diluted by not participating in the SPP.

Key Factors

C: CYG risks

Work Health & Safety
There may be a workplace incident or accident resulting in serious injury that may result in a fine imposed by a regulatory authority, an interruption to business operations, or a worker's compensation claim, a work health and safety claim or a damages claim against CYG. Such claims or events may not be covered by CYG's insurance or may exceed CYG's insured limits.
Additionally, CYG's operations may be impacted by issues relating to failure to comply with regulatory requirements and obligations such as WorkSafe audits. These issues may also adversely impact CYG's reputation. Any such occurrences could, therefore, adversely impact CYG's operations and profitability.

Reduction in consumer spending
General levels of consumer sentiment and consumer spending in CYG's regions of operation may impact operational and financial performance. Consumer spending and sentiment can, in turn, be influenced by several factors, including the level of general economic growth, employment, population and income growth, interest and inflation rates. A significant or sustained decline in consumer spending may materially impact the performance of CYG.

Supply chain risks
As a distributor of products, CYG is particularly dependent on the continuing operation of its supply chain to ensure the delivery of products to its customers in full and on time. CYG has sought to increase inventory holdings, however there is a risk of supply chain disruption resulting in the delayed or non-delivery of products which is heightened by geopolitical tension and may have a significant impact on the performance of CYG.

Loss of key personnel or skilled workers
CYG ability to remain productive, profitable and competitive and to implement planned growth initiatives depends on the continued employment and performance of senior executives and other key members of management. CYG's performance also depends on its ability to attract and retain skilled workers with the relevant industry and technical experience.

If any one of these individuals resigns or becomes unable to continue in his or her present role and is not adequately replaced in a timely manner, business operations and the ability to implement CYG's strategies could be materially disrupted. The loss of a number of key personnel or the inability to attract additional personnel may have an adverse impact on CYG's financial and operating performance.

There can be no assurance that CYG will be able to attract and retain skilled and experienced employees and, should it lose any of its key management personnel or fail to attract qualified personnel, its business may be harmed and its operational and financial performance could be adversely affected.

Key Factors

C: CYG risks (continued)

Access to finance
Depending on economic and business conditions, equity or debt funding may not be available to CYG, on favourable terms or at all. If adequate funds are not available on acceptable terms, CYG may not be able to take advantage of opportunities or respond to competitive pressure.

Redcliffe property
CYG has a long term lease on a property in Redcliffe with sub tenants. Failure to retain existing tenants or replace existing tenants may have a material adverse effect on future financial performance and position.

Competition risk
Increased competition in the areas in which CYG operates could result in price reductions, under-utilisation of personnel, assets or infrastructure, reduced operating margins and/or loss of market share, which may have a material adverse effect on CYG's future financial performance and position.

Operational risk
CYG is subject to operational risks resulting from inadequate or failed internal processes, systems, policies or policies, in addition to potential hazards normally encountered in the ordinary course of business. If these risks materialise, CYG's operations could be disrupted which may have a material adverse effect on future financial performance and position.

ERP Project
CYG is currently implementing Microsoft Dynamics 365 Finance and Operations as its core Enterprise Resource Planning (ERP) system, to replace its ageing Oracle system. CYG is subject to any operational and financial risks resulting from a delayed implementation of the replacement of the ERP system.

Customer service
CYG's ability to maintain relationships with major customers is integral to its financial performance. This in turn depends on its ability to offer competitive service standards and pricing. Poor performance in either area may lead to a loss of major customers which may have a material impact on CYG's financial performance.

Key Factors

C: CYG risks (continued)

Liability for defective work and performance

CYG's operations carry a risk of liability for losses arising from defective work, including in some instances indirect or consequential losses suffered by third parties. CYG attempts to decrease its exposure to liability contractually and maintains what it considers to be adequate levels of professional indemnity insurance, however, this will not protect CYG from all claims that could be made against it. It is not always possible to obtain insurance against all risks and CYG may decide not to insure against certain risks as a result of high premiums or other reasons. The occurrence of an event that is not fully covered, or covered at all, by insurance could have a materially adverse effect on CYG's financial position.

Litigation and disputes

CYG may become involved in litigation or disputes, which could adversely affect financial performance and reputation.

Intellectual Property

There can be no assurances that the validity, ownership or authorised use of intellectual property (including technology, know-how, trademarks, designs and patents (both owned and licensed) relevant to CYG's business (including those relating to the Acquisitions) will not be challenged, which could adversely affect CYG's financial and operating performance.

Occupational health and safety

If there were to be a failure to comply with the applicable occupational health and safety legislative requirements across the jurisdictions in which CYG operates, there is a risk that non-compliance may result in fines, penalties and/or compensation for damages as well as reputational damage.

Cyber risk

The failure of Coventry's information technology systems and / or security could result in financial loss, disruption or damage to the reputation of the business.

Key Factors

C: CYG risks (continued)

Negative publicity
CYG is subject to the risk that negative publicity, whether true or not, may affect stakeholder perceptions of CYG's past actions and future prospects. Being listed on the ASX means that the CYG is subject to risks relating to market expectations for its business and financial and operating performance. If CYG does not manage these expectations in an effective manner, it could give rise to loss of investor confidence in its business and management and may adversely impact the trading price of CYG shares.

Climate change and environment
Some of CYG's product and market segments may be adversely impacted by climate change. Changes to government regulations, levies, tariffs and introduction of government subsidies to increase the uptake of disruptive technologies could shift consumer trends and increase operational costs (e.g. costs to procure raw materials) which could adversely impact CYG's financial performance and profitability.

CYG's operations (including its supply chain and warehouses) and its customers stores could be impacted by natural disasters (such as floods, drought, bushfires) and other catastrophic events outside of Coventry's controls.

CYG, its suppliers and service providers are required to comply with environmental laws and regulations. The production and transportation of CYG's products and inputs in the production process involve the risk of accidents, spills or contamination. Any of these occurrences could cause harm to the environment, which may lead to disruption in CYG's operations and supply chain, regulatory sanctions and remedial costs, any of which could negatively impact CYG's operating and financial performance.

Key Factors

D: Acquisition risks

Completion risk

CYG may terminate the share acquisition agreements for the Acquisitions in certain circumstances, including in the circumstance where certain conditions precedent have not been satisfied. If such termination rights are exercised, completion of the acquisition may not occur. Further, if completion of the acquisition does not occur, CYG will need to consider alternative uses for the proceeds from the Offer, including applying them towards working capital, reviewing alternative investment opportunities, and/or considering ways to return the proceeds from the Offer to shareholders. Any failure to consummate the acquisition could materially and adversely affect CYG and the price of its shares.

The Acquisitions performance risks

There is an inherent risk that the underlying assets of the Acquisitions do not ultimately produce the financial returns anticipated due to:

- the potential disruption and diversion of management's attention from day-to-day operations;
- the inability to effectively integrate the operations, products, technologies;
- the inability to maintain uniform standards, controls, procedures and policies;
- the impact of unforeseen environmental liabilities;
- the loss of key personnel; and
- the potential impairment of relationships with customers and suppliers, resulting in loss of contracts.

In addition, there is a risk that CYG may suffer loss or damage flowing from unforeseen events in relation to the underlying assets and liabilities of any potentially acquired business, which the CYG may not be able to recover from its vendors.

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Appendix 3 International Offer Restrictions

International Offer Restrictions

Hong Kong

WARNING: This document has not been, and will not be, registered as a prospectus under the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap. 32) of Hong Kong, nor has it been authorised by the Securities and Futures Commission in Hong Kong pursuant to the Securities and Futures Ordinance (Cap. 571) of the Laws of Hong Kong (the “SFO”). Accordingly, this document may not be distributed, and the New Shares may not be offered or sold, in Hong Kong other than to “professional investors” (as defined in the SFO and any rules made under that ordinance).

No advertisement, invitation or document relating to the New Shares has been or will be issued, or has been or will be in the possession of any person for the purpose of issue, in Hong Kong or elsewhere that is directed at, or the contents of which are likely to be accessed or read by, the public of Hong Kong (except if permitted to do so under the securities laws of Hong Kong) other than with respect to New Shares that are or are intended to be disposed of only to persons outside Hong Kong or only to professional investors. No person allotted New Shares may sell, or offer to sell, such securities in circumstances that amount to an offer to the public in Hong Kong within six months following the date of issue of such securities.

The contents of this document have not been reviewed by any Hong Kong regulatory authority. You are advised to exercise caution in relation to the offer. If you are in doubt about any contents of this document, you should obtain independent professional advice.

New Zealand

This document has not been registered, filed with or approved by any New Zealand regulatory authority under the Financial Markets Conduct Act 2013 (the “FMC Act”).

The New Shares are not being offered or sold in New Zealand (or allotted with a view to being offered for sale in New Zealand) other than to a person who:

- is an investment business within the meaning of clause 37 of Schedule 1 of the FMC Act;
- meets the investment activity criteria specified in clause 38 of Schedule 1 of the FMC Act;
- is large within the meaning of clause 39 of Schedule 1 of the FMC Act;
- is a government agency within the meaning of clause 40 of Schedule 1 of the FMC Act; or
- is an eligible investor within the meaning of clause 41 of Schedule 1 of the FMC Act.

Singapore

This document and any other materials relating to the New Shares have not been, and will not be, lodged or registered as a prospectus in Singapore with the Monetary Authority of Singapore. Accordingly, this document and any other document or materials in connection with the offer or sale, or invitation for subscription or purchase, of New Shares, may not be issued, circulated or distributed, nor may the New Shares be offered or sold, or be made the subject of an invitation for subscription or purchase, whether directly or indirectly, to persons in Singapore except pursuant to and in accordance with exemptions in Subdivision (4) Division 1, Part 13 of the Securities and Futures Act 2001 of Singapore (the “SFA”) or another exemption under the SFA.

This document has been given to you on the basis that you are an “institutional investor” or an “accredited investor” (as such terms are defined in the SFA). If you are not such an investor, please return this document immediately. You may not forward or circulate this document to any other person in Singapore.

Any offer is not made to you with a view to the New Shares being subsequently offered for sale to any other party in Singapore. On-sale restrictions in Singapore may be applicable to investors who acquire New Shares. As such, investors are advised to acquaint themselves with the SFA provisions relating to resale restrictions in Singapore and comply accordingly.

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Appendix 4 Placement Agreement Summary

Placement Agreement

The Company has entered into an agreement with the Joint Lead Managers (**Placement Agreement**) with respect of the Placement. The obligation of the Joint Lead Managers to lead manage the Placement and the obligation of the Joint Lead Manger to fully underwrite the Placement Agreement is subject to the terms and conditions of the Placement Agreement, including termination rights for the Joint Lead Managers in specific circumstances. The Lead Manager may, by written notice to the Company, terminate its obligations under this Placement Agreement, without cost or liability, at any time, if any one or more of the following occur before 4.00 pm on the Tranche 2 Settlement Date:

Group means the Company and each subsidiary of the Company.

- The Acquisition Agreement is void or voidable, terminated or rescinded, breached, materially altered or materially amended without the consent of the Joint Lead Managers such consent not to be unreasonably withheld or delayed;
- The NAB Facility Agreement (or any other agreement entered into by a member of the Group for the provision of debt financing to a member of the Group) is void or voidable, terminated or rescinded, breached, materially altered or materially amended without the consent of the Joint Lead Managers such consent not to be unreasonably withheld or delayed;
- The Shareholder Approval is not obtained by the Company on the date specified in the Timetable;
- ASIC makes an application for an order under Part 9.5 of the Corporations Act in relation to the Placement, or the Notice of Meeting; commences, or gives notice of its intention to commence, any investigation or hearing under Part 3 of the Australian Securities and Investments Commission Act 2001 (Cth) in relation to the Placement or the Notice of Meeting; or otherwise issues proceedings in relation to the Placement, SPP or the Notice of Meeting or commences any formal inquiry or investigation into the Placement or the Notice of Meeting;
- At any time the S&P/ASX 300 Index closes at a level that is 10% or more below its level as at the close of trading on the last trading day immediately prior to the date of this Placement Agreement;
- ASX announces that the Shares will be delisted, removed from quotation, withdrawn from admission to trading status or suspended from quotation (which, for the avoidance of doubt, does not include a trading halt requested to facilitate the Placement);
- ASX notifies the Company or a Joint Lead Manager that unconditional approval (or approval conditional only on customary conditions which are acceptable to the Joint Lead Managers,) will not be granted to the official quotation of all of the Tranche 1 Placement Shares or the Tranche 2 Placement Shares on ASX;
- The Company withdraws the Placement or any component of the Placement;
- The Company indicates that it does not intend to or is unable to proceed with the Placement or any component of the Placement;
- There is an application to a Governmental Authority (including the Takeovers Panel) for an order, declaration (including in relation to the Takeovers Panel, a declaration of unacceptable circumstances) or other remedy, or a Governmental Authority commences any investigation or hearing or announces its intention to do so, in each case in connection with the Placement or any agreement entered into in respect of the Placement and such application or commencement of any investigation, prosecution or proceedings (as applicable) becomes public or is not withdrawn within 2 Business Days after it is made;
- Proceedings are commenced or there is a public announcement of an intention to commence proceedings before a court or tribunal of competent jurisdiction in Australia seeking an injunction or other order in relation to the Placement ;
- Any event specified in the Timetable is delayed for more than one Business Day without the prior written approval of the Joint Lead Managers;
- A Certificate which is required to be furnished by the Company under this Placement Agreement is not furnished when required;
- The Announcement, the Investor Presentation and any other documents issued or published by or on behalf of (with its prior approval) the Company in respect of, or relating to, the Placement (each, a Placement Document) includes content that is untrue, inaccurate, misleading or deceptive or likely to mislead or deceive (whether by inclusion or omission);

Placement Agreement

Termination events continued:

- A member of the Group is or becomes Insolvent or there is an act or omission which is likely to result in such member of the Group becoming Insolvent;
- Responses to the DDQ, the Acquisition Due Diligence Reports or any other information supplied by or on behalf of the Company to the Joint Lead Managers in relation to the Group or the Placement, are when provided in final form and when taken as a whole, false, misleading or deceptive in a material respect, or are or become likely to mislead or deceive (including, by omission) in a material respect;
- A director of the Company is charged with an indictable offence or any regulatory body commences any public action against the director or announces that it intends to take any such action; or is disqualified from managing a corporation under sections 206B, 206C, 206D, 206E, 206F or 206G of the Corporations Act;
- There is an event or occurrence, including any statute, order, rule, regulation, directive or request (including one compliance with which is in accordance with the general practice of persons to whom the directive or request is addressed) of any Governmental Authority which makes it illegal for a Joint Lead Manager to satisfy an obligation under this Placement Agreement;
- The Company or any of its directors or officers (as that term is defined in the Corporations Act) engage in any fraudulent conduct or activity whether or not in connection with the Placement;
- The Company fails to perform or observe any of its obligations (including, for the avoidance of doubt, undertakings) under this Placement Agreement;
- Any representation or warranty made or given by the Company in this Placement Agreement is or becomes misleading or deceptive, or is not true or correct;
- A Certificate which is required to be furnished by the Company under this Placement Agreement when given is untrue, incorrect or misleading or deceptive;
- There is introduced into the Parliament of the Commonwealth of Australia or any State or Territory of Australia a law or any new regulation is made under any law, or a Governmental Authority adopts a policy which affects or regulates the Placement or its settlement or the issue or taxation treatment of the Placement Shares, or there is any official announcement on behalf of the Government of the Commonwealth of Australia or any State or Territory of Australia or a Governmental Authority that such a law or regulation will be introduced or policy adopted (as the case may be);
- A change to the CEO or the CFO or the board of directors of the Company occurs without prior written notice to the Joint Lead Managers by the Company;
- A a change to the CEO of Steel Masters Auckland Ltd (currently Colin Smith) occurs without the prior written consent of the Joint Lead Managers;
- If there is an outbreak or an escalation of hostilities not presently existing or a major escalation in existing hostilities occurs (in each case, whether or not a war is declared or not); if a declaration is made of a a national emergency or war, excluding any war or hostilities presently existing as at the date of this document; or if a significant terrorist attack is perpetrated; in any one or more of Australia, New Zealand, Japan, Hong Kong, Russia, Israel, Syria, the United States or China or any diplomatic, military, commercial or political establishment of any of these listed countries.
- If a general moratorium on commercial banking activities in Australia, Hong Kong, Singapore, the United Kingdom, or the United States is declared by the relevant central banking authority in those countries, or there is a disruption in commercial banking or security settlement or clearance services in any of those countries; or if trading in all securities quoted or listed on ASX, the London Stock Exchange, Hong Kong Stock Exchange or New York Stock Exchange is suspended or limited in a material respect; or if any adverse change or disruption to the existing financial markets, political or economic conditions of Australia, New Zealand the United Kingdom, the United States or China, or any change in national or international political, financial or economic conditions;
- Any adverse change occurs in the assets, liabilities, financial position or performance, profits, losses or prospects of the Company and the Group (insofar as the position in relation to an entity in the Group affects the overall position of the Company), including any adverse change in the assets, liabilities, financial position or performance, profits, losses or prospects of the Company or the Group from those respectively fully and fairly disclosed in any Placement Document or the Announcement.