Coventry Group Ltd

CORP 120 – Securities Trading Policy

Purpose

Coventry Group Ltd ("CGL" or "the Company") is committed to ensuring that the Company and its employees act lawfully and ethically at all times when dealing with the Company securities and inside information.

This policy ensures that CGL complies with the Corporations Act 2001 (Cth) and ASX Listing Rules regarding insider trading. It establishes clear rules for directors, executives, and employees to prevent trading in CGL securities while in possession of inside information, protecting CGL's integrity and shareholder trust.

The purpose of this policy is to:

a) Create an awareness of conduct in relation to dealings in the Company securities that is prohibited by law and by the Company; and
b) Establish robust procedures for buying, selling and otherwise dealing in the Company securities which protects the persons to whom this policy applies and the Company.

Authority

This policy was prepared by the Chief Financial Officer and has been approved by the CGL Board of Directors.

Definitions

Inside Information means information that is not generally available and if it were generally available, a reasonable person would expect it to have a material effect on the price or value of CGL securities.

Relevant Person means directors, Coventry Leadership Team (CLT) members, all employees of CGL, and others with potential access to inside information (collectively, Employees).

Connected Person means, in relation to an Employee:

a) a family member who may be expected to influence, or be influenced by the Employee in his or her dealings with CGL or its securities.
b) a company, trust, partnership or any other entity which the Employee or Connected Person has an ability to control or significantly influence.

Persons to whom this Policy applies

This Policy applies to:

- all Directors of CGL;
- the Coventry Leadership Team (CLT);
- the Company Secretary.
- all employees, contractors and consultants; and
- Connected Persons of the above individuals.

Each person to whom this policy applies ("relevant person") must take reasonable steps to ensure that their connected persons comply with this Policy.

Policy

General Prohibition (Insider Trading)
No Relevant Person is permitted to trade in CGL's securities if they are in possession of market sensitive information which, when disclosed publicly, would be likely to materially affect the market price of CGL's securities. This reinforces the prohibition on insider trading as contained in the Corporations Act.

A Relevant Person in possession of inside information cannot procure any other person to deal in CGL securities or directly or indirectly communicate this information to another person who is likely to deal in CGL securities.

A Relevant Person who possesses Inside Information must keep that information confidential and must not disclose it except in the proper performance of their duties.

Closed Periods and Permitted Trading Period
Subject to the general prohibition clause, Relevant Persons are not permitted to trade in CGL's securities during the following Closed Periods:
- the period from 1 January until 9am (AEDT) on the first business day after the release of CGL's half year results;
- the period from 1 July until 9am (AEST) on the first business day after the release of CGL's full year results; and
- any other period the Board determines.

All other days constitute a Permitted Trading Period, provided the Relevant Person is not in position of inside information and has obtained the required approvals.

Required Approvals
Prior to trading in CGL's securities within a Permitted Trading Period:
- The CLT must obtain approval from the CEO & Managing Director or Chief Financial Officer;
- Directors must obtain approval from the Chairman; and
- the Chairman must obtain approval from the Chair of the Audit and Risk Committee.

A clearance request must:
- Be in writing.
- State the number of securities and the proposed date of the trade.
- Confirm the applicant is not in possession of inside information; and
- State whether exceptional circumstances apply (if relevant).

A clearance is valid for 5 business days only from grant date. If a trade is not completed within the period, a new approval is required. Clearence is automatically withdrawn if the relevant person becomes aware of inside information prior to trading.

Clearance to trade under this Policy does not relieve a Relevant Person from their obligation to comply with insider trading laws.

Exceptional Circumstances
A Relevant Person who is not in possession of any inside information and who needs to deal in CGL securities during a Closed Period due to exceptional circumstances, may apply in writing to the CEO & Managing Director or Chairman for approval. In the case of the Chairman, approval is to be sought from the Chair of the Audit and Risk Committee.

Hedging, Short-Term Trading and Margin Loans
No Director or CLT member is permitted to:
- Enter into a transaction that is designed or intended to hedge that person's exposure to a CGL security that is subject to retention arrangements or an unvested option;
- Engage in short-term or speculative trading in CGL securities;
- Grant security interest over any CGL securities they own, including any margin loan without first receiving the written consent of the Chairman, and in the case of the Chairman, written consent from the Chair of the Audit and Risk Committee.

Exclusions
Forms of trading in securities in CGL not subject to this policy are:
- Participating in a dividend reinvestment plan;
- Participation in a rights or similar issue as announced from time to time;
- Dealings which result in no change to the beneficial interest in the securities;
- The acceptance of a take-over offer; and
- Share buy-backs by CGL during a share buy-back period – provided the securities are in a class to which the buy-back applies.

Breaches
A breach of this policy may result in:
- Disciplinary action, including termination of employment
- Referral to regulatory authorities
- Civil or criminal penalties under the Corporations Act

Review
This policy will be reviewed annually or as required to ensure ongoing compliance with:
- Corporations Act 2001
- ASX listing rules
- ASX corporate governance principles

Policy History

Description	Reference #	Date	Authority
Original Policy	CORP 120 01	DEC 2010	Board
Revision #1	CORP 120 02	FEB 2016	Board
Revision #2	CORP 120 03	FEB 2018	Board
Revision #3	CORP 120 04	MAY 2019	Board
Minor Update	CORP 120 04	OCT 2020	Board
Revision #4	CORP 120 05	OCT 2022	Chairman
Values Logo Update	CORP 120 05	AUG 2023	
Revision #5	CORP 120 06	OCT 2023	Board
Revision #6	CORP 120 07	FEB 2026	Board
Next Review Due		FEB 2027	