

NOTICE OF ANNUAL GENERAL MEETING

FRIDAY 22 OCTOBER 2021

Notice is hereby given that the 2021 Annual General Meeting ("the Meeting") of Coventry Group Ltd (the "Company") will be held as follows:

Date: Friday, 22 October 2021

Time: 10:00am (Melbourne time)

Venue: virtually by going to <https://us02web.zoom.us/j/89626032018>

The AGM will be held as a fully virtual meeting, whereby shareholders can attend virtually by going to <https://us02web.zoom.us/j/89626032018>. Accordingly, shareholders will be able to participate, ask questions and cast direct votes at the appropriate times whilst the meeting is in progress.

Online voting will take place via the Lumi platform.

- Meeting ID: 323-409-540
- <https://web.lumiagm.com/323409540>

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 via the online platform during the Meeting.

The Company is pleased to provide Shareholders with the opportunity to participate in the Meeting via the online platform. Further information on how to participate and vote during the Meeting via the online platform is set out on pages 5 and 6 of this Notice and the online guide.

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

Should circumstances further change between the date of this Notice of Meeting and the proposed time of the Meeting, the Directors will further update Shareholders with the proposed next steps.

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 2021.

Resolution 1:

Re-election of Director – Mr Neil Cathie

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

"That Mr Neil Cathie, 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:

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 2021 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 2.

Resolution 3:

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 163,617 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 2021 Annual General Meeting, and in any case, by no later than 12 months after the conclusion of the Company's 2021 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 3.

VOTING EXCLUSION STATEMENTS

Resolution 2 – Adoption of Remuneration Report

The Company will disregard any votes cast on Resolution 2 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 2021 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 2 by:

- a person as proxy or attorney for a person who is entitled to vote on Resolution 2 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 2 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 2.

Resolution 3: Grant of Performance Rights to Mr Robert Bulluss

The Company will disregard any votes cast in favour of Resolution 3 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 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; 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 3.

In accordance with section 250BD of the Corporations Act, a vote must not be cast on Resolution 3 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 Notes please call the Company Secretary on +61 3 8689 9997.

By order of the Board of Coventry Group Limited.



Mark Licciardo
Company Secretary
21 September 2021

FURTHER INFORMATION

HOW TO JOIN THE MEETING ONLINE

Shareholders will be able to attend the Meeting by going to <https://us02web.zoom.us/j/89626032018> using their web browser or internet enabled device. To join the webinar facility shareholder need to follow the following information:

Link: <https://us02web.zoom.us/j/89626032018>

Meeting ID: 896 2603 2018

One tap mobile

+61731853730,,89626032018# Australia

+61861193900,,89626032018# Australia

Dial by your location

+61 7 3185 3730 Australia

+61 8 6119 3900 Australia

+61 8 7150 1149 Australia

+61 2 8015 6011 Australia

+61 3 7018 2005 Australia

Find your local number: <https://us02web.zoom.us/u/kb6ZXJH7Cj>

Attendee registration by the above webinar teleconferencing facility will be available 30 minutes prior to the beginning for the meeting being 10.00am (Melbourne time) on the day of the Meeting. Shareholders attending 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 questions@mertons.com.

Online voting will take place via the Lumi platform.

- Meeting ID: 323-409-540
- <https://web.lumiagm.com/323409540>
- Online Voting Guide: www.computershare.com.au/onlinevotingguide
- To log in you must have the following information:

Australian Residents	Overseas Residents	Appointed Proxy
Username (SRN or HIN) and Password (postcode of your registered address).	Username (SRN or HIN) and Password (three-character country code) eg. New Zealand – NZL; United Kingdom – GBR; United States of America – USA; Canada – CAN. A full list is provided at www.investorvote.com.au/E88U	To receive your username and password, please contact Admin on www.investorvote.com.au/E88U during the online registration period which will be open 1 hour before the start of the meeting.

HOW TO VOTE

Voting

Ordinarily, shareholders would be able to participate in the Meeting of the Company by attending and voting in person at the meeting venue, however, due to the current exceptional and uncertain circumstances, and with the health, wellbeing of shareholders, employees and the broader community in mind, the Annual General Meeting will be held virtually at <https://us02web.zoom.us/j/89626032018>.

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

To be valid, your proxy form (and any power of attorney under which it is signed) must be received at the address given below by 10:00am (Melbourne time) on Wednesday, 20 October 2021. 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

Voting using the Online Platform during the Meeting

Due to the virtual nature of the event, Computershare will facilitate voting during the meeting via an application downloadable on your desktop or any other mobile device. If you wish to cast your vote during the meeting, please follow the steps below to register your interest.

Step 1: Visit <https://web.lumiagm.com/323409540> on your desktop or mobile device.

Step 2: Enter username (SRN or HIN) and Password (Postcode or Country Code)

Step 3: When the poll is open, the vote icon  will be accessible by selecting the voting icon at the top of your screen.

Step 4: Select your voting option (For/Against/Abstain) for each resolution.

A message will appear at the top of the screen indicating the number of resolutions that you have voted on.

Voting will close at the conclusion of the Meeting. At the close of the Meeting, any votes you have placed will automatically be submitted to the registry.

ELIGIBILITY TO ATTEND AND VOTE

The Directors have determined that, for the purpose of voting at the Meeting, members eligible are those persons who are registered holders of Shares at 7:00pm (Melbourne time) on Wednesday, 20 October 2021.

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 2021 by completing the relevant section of the enclosed Shareholder Questions Form.

Relevant written questions for the Company or KPMG must be received by no later than 5:00pm (Melbourne time) on Wednesday, 20 October 2021 - by mail to Computershare Investor Services Pty Ltd, GPO Box 242, Melbourne, Victoria 3001, Australia; or by fax to +61 3 9473 2555.

2021 ANNUAL REPORT

In line with the company's environmental policy, a copy of the Company's 2021 Annual Report is available at [www.cgl.com.au/investors/Annual Report](http://www.cgl.com.au/investors/Annual%20Report). 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 NOTES 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 2021. 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 Neil Cathie

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

Mr Cathie was last re-elected at the Annual General Meeting in 2018.

Mr Cathie was appointed Chairman of the Company in January 2015. He has extensive experience in very relevant areas including having a 27 year career at Australia's largest and most successful plumbing and bathroom distributor, ASX listed Reece Limited, during which time he served as its Chief Financial Officer, Company Secretary and General Manager, Finance and IT.

Mr Cathie is a non-executive director of Experience Co. Ltd (since 2019) and was a non-executive director of Millennium Services Group Ltd from 16 October 2018 to 7 March 2019. He is also an independent Board advisor at a number of private companies.

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

Resolution 2 – Adoption of Remuneration Report

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 2021 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.

Noting that each Director has a personal interest in their own remuneration from the Company as set out in the Remuneration Report, the Board unanimously recommends that shareholders vote in favour of adopting the Remuneration Report.

Key Management Personnel, details of whose remuneration are included in the Remuneration Report, and their closely related parties, are prohibited from voting on Resolution 2, except in the circumstances described in the voting exclusion statement set out in the Notice.

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 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.

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.

Resolution 3 -Grant of Performance Rights to Mr Robert Bulluss

Background

Resolution 3 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.

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 FY22.

If shareholder approval is obtained, the Performance Rights, the subject of Resolution 3, will be granted to Mr Bulluss as soon as practicable after the Meeting, and in any event within 12 months of the Meeting.

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 2, 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 2 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	163,617 Performance Rights The maximum face value of the CEO’s FY22 grant is \$232,500 based on the LTI opportunity of 50% of his fixed annual remuneration of \$465,000. 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 2021. Based on a VWAP of \$1.421, the maximum number of Performance Rights to be granted under Resolution 3 is 163,617.

Director's current total remuneration package	\$749,464														
Number of securities previously issued to the person under the scheme and the average acquisition price paid for those securities (if any)	In relation to Performance Period ended 30 June 2020 and as approved by shareholders: <table> <tr> <td>Performance Rights Granted</td><td>297,100</td></tr> <tr> <td>Performance Rights vested as determined by the Board to be exercised into shares over 3 years</td><td>98,934</td></tr> <tr> <td>Performance Rights forfeited</td><td>198,166</td></tr> </table> In relation to Performance Period ended 30 June 2021 and as approved by shareholders: <table> <tr> <td>Performance Rights Granted</td><td>418,535</td></tr> <tr> <td>Vested Performance Rights as determined by the Board</td><td>139,512</td></tr> <tr> <td>Unvested Performance Rights subject to a Continuing Employment Condition</td><td>279,023</td></tr> <tr> <td>Performance Rights forfeited</td><td>0</td></tr> </table>	Performance Rights Granted	297,100	Performance Rights vested as determined by the Board to be exercised into shares over 3 years	98,934	Performance Rights forfeited	198,166	Performance Rights Granted	418,535	Vested Performance Rights as determined by the Board	139,512	Unvested Performance Rights subject to a Continuing Employment Condition	279,023	Performance Rights forfeited	0
Performance Rights Granted	297,100														
Performance Rights vested as determined by the Board to be exercised into shares over 3 years	98,934														
Performance Rights forfeited	198,166														
Performance Rights Granted	418,535														
Vested Performance Rights as determined by the Board	139,512														
Unvested Performance Rights subject to a Continuing Employment Condition	279,023														
Performance Rights forfeited	0														
Summary of the material terms of the securities	The Board considers Performance Rights remains the most appropriate form of employee incentive plan, as it: • 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. 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. The Performance Rights will be granted on the same terms as Performance Rights granted to other executives participating in the Plan for FY22.														
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. A copy of the Plan is available at https://www.cgl.com.au/index.php/investors/corporate-governance
Performance Period	Financial year from 1 July 2021 to 30 June 2022 (FY22)
Performance Conditions	1. 65% of awards under the Plan are based on the Group achieving internal Group budgeted EBITDA subject to Board discretion. 2. 35% of awards under the Plan are based on the performance of the Coventry share price as measured over the performance period against the ASX Small Ords index. Due to the high level of pandemic uncertainty, the Company is not providing FY22 earnings guidance. In relation to condition 1, the Board's best view of what might occur in FY22 is subjective and does not lend itself to setting and disclosing fair, reasonable and robust absolute targets. The Board therefore intends to view EBITDA performance in relation to the Plan on a quarter by quarter basis. It fully expects to exercise its discretion in relation to the vesting of Performance Rights for FY22 as it has done for the past two Performance Periods and as provided for in the Plan.
Employment Condition	100% of the Performance Rights are subject to on-going employment obligations.
Vesting	Continuity of employment is a key element of the Performance Rights. If the Performance Conditions have been met, the Performance Rights will vest in 3 separate vesting events over 3 years in equal lots. Any Performance Right that does not vest in accordance with the Plan will automatically lapse unless otherwise determined by the Board in its absolute discretion. Shares allocated to Mr Bulluss upon exercise of his Performance Rights will rank equally with other shares on issue. No dividends will be payable on the Performance Rights prior to vesting.
Material terms of any loan (if applicable)	No loans have been or will be made by the Company in connection with Performance Rights proposed to be granted to Mr Bulluss.

	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.
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.

Board Recommendation

The Board (with Mr Bulluss abstaining in respect to the grant of Performance Rights to him) unanimously recommends Shareholders approve the granting of Performance Rights to Mr Robert Bulluss.

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 Notes	The explanatory notes, 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 Notes.
Participant	A person who holds a Performance Right granted under the Plan from time to time.
Performance Right	An entitlement to acquire Shares subject to the satisfaction of the Performance Conditions.
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 2021 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 20 October 2021 and email to markl@mertons.com.au.

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.



Coventry Group Ltd

ABN 37 008 670 102

Need assistance?



Phone:

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

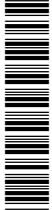


Online:

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, 22 October 2021 at 10:00am (Melbourne time). You are encouraged to participate in the meeting using the following options:



MAKE YOUR VOTE COUNT

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



Control Number: 999999

SRN/HIN: I9999999999

PIN: 99999

For your proxy appointment to be effective it must be received by 10:00am (Melbourne time) on Wednesday, 20 October 2021.



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 **web.lumiagm.com/323409540**

For instructions refer to the online user guide www.computershare.com.au/onlinevotingguide



Coventry Group Ltd

ABN 37 008 670 102

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



YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by **10:00am (Melbourne time) on Wednesday, 20 October 2021.**

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.

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 as a virtual meeting on Friday, 22 October 2021 at 10:00am (Melbourne time) and at any adjournment or postponement of that meeting.

Chairman authorised to exercise undirected proxies on remuneration related resolutions: Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman becomes my/our proxy by default), I/we expressly authorise the Chairman to exercise my/our proxy on Resolutions 2 and 3 (except where I/we have indicated a different voting intention in step 2) even though Resolutions 2 and 3 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 2 and 3 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 Neil Cathie	☐	☐	☐
Resolution 2	Adoption of Remuneration Report	☐	☐	☐
Resolution 3	Grant of Performance Rights to Mr Robert Bulluss	☐	☐	☐

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

C Y G

9 9 9 9 9 9 A



Computershare





Coventry Group Ltd

ABN 37 008 670 102

CYGRM

MR RETURN SAMPLE
123 SAMPLE STREET
SAMPLE SUBURB
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