(ACN 008 670 102)



Notice of General Meeting to be held on 4 June 2024

and

Explanatory Memorandum for the Notice of General Meeting

THIS DOCUMENT IS IMPORTANT AND REQUIRES
YOUR IMMEDIATE ATTENTION.
IF YOU ARE IN ANY DOUBT ABOUT THE ACTION YOU SHOULD TAKE
PLEASE CONSULT YOUR STOCKBROKER, SOLICITOR, ACCOUNTANT OR
OTHER PROFESSIONAL ADVISER.

NOTICE OF THE GENERAL MEETING TO BE HELD AT LEVEL 36, ROOM 10 - WILLS ROOM, KPMG, TOWER TWO, 727 COLLINS STREET, MELBOURNE VIC 3000

AT 3PM AEST (MELBOURNE TIME) ON TUESDAY, 4 JUNE 2024

TO BE VALID, FORMS OF PROXY FOR USE AT THE GENERAL MEETING MUST BE COMPLETED AND RETURNED TO THE COMPANY NO LATER THAN 3.00PM MELBOURNE TIME ON SUNDAY 2 JUNE.

SHAREHOLDERS ARE STRONGLY ENCOURAGED TO CAST THEIR VOTE BY PROXY PRIOR TO THE MEETING IN ACCORDANCE WITH THE INSTRUCTIONS SET OUT ON PAGE 8 OF THIS NOTICE TO ENSURE THEIR VOTES ARE COUNTED.

ALL RESOLUTIONS TO BE CONSIDERED AT THE MEETING WILL BE DECIDED BY A POLL BASED ON PROXY VOTES RECEIVED PRIOR TO THE COMMENCEMENT OF THE MEETING AND VOTES CAST IN PERSON DURING THE MEETING.

THE EXPLANATORY STATEMENT THAT ACCOMPANIES THIS NOTICE PROVIDES ADDITIONAL INFORMATION ON THE MATTERS TO BE CONSIDERED AT THE MEETING. THE EXPLANATORY STATEMENT AND PROXY FORM ARE PART OF THIS NOTICE.

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Section A Chairman's Letter



6 May 2024

Dear Shareholder,

Coventry Group Limited advises that a General Meeting of Shareholders (**Meeting**) will be held on **Tuesday**, **4 June** commencing at **3.00pm AEST (Melbourne Time)**.

The meeting will be conducted as a hybrid meeting meaning that shareholders will have the option to participate in the Meeting by attending in person, or virtually via the online platform.

Virtual Attendance. You may attend the Meeting virtually at: https://bit.ly/CYGEGM
Or log in at

Or log in at

https://www.microsoft.com/en-au/microsoft-teams/join-a-meeting

Meeting ID: 421 413 480 292

Passcode: T9y4oC

Physical Attendance. You may attend the Meeting in person at:

Level 36, Room 10 - Wills Room KPMG

Tower Two 727 Collins Street Melbourne VIC 3000

The Notice of General Meeting setting out the business of the Meeting and a guide on how to access the online meeting platform and use the online voting and question facilities, is available on Coventry Group Limited's website at: https://www.cgl.com.au/index.php/investors/asx-announcements.

There will be four items of business at the Meeting, being:

- (**Resolution 1**) Approval to ratify the issue of 14,301,377 Tranche 1 Placement Shares (which if approved will refresh the Company's 15% Placement Capacity.
- (**Resolution 2**) Approval to issue 100,000 Tranche 2 Placement Shares to Director, Neil Cathie (which if approved will add \$145,000 to total funds raised under the Tranche 2 Placement).
- (**Resolution 3**) Approve to issue 2,420,700 of Tranche 2 Placement Shares to Viburnum Funds (which if approved will add \$3,510,015 to total funds raised under the Tranche 2 Placement).
- (Resolution 4) Approval to issue a further 3,867,577 Tranche 2 Placement Shares to unrelated parties(which if approved will add \$5,607,987 to total funds raised under the Tranche 2 Placement).

Shareholders are encouraged to read the Notice of General Meeting in its entirety including the Explanatory Memorandum and to vote on the Resolutions.

The Board of Directors (save for Mr Cathie and Mr Howarth who abstain from making recommendations on Resolutions 2 and 3 respectively) recommend that you vote in favour of the Resolutions contained in the Notice of General Meeting.

A Voting and Proxy Form and reply-paid envelope are enclosed.

If you have any questions, please do not hesitate to contact Coventry Group's Share Registrar, Computershare Investor Services Pty Limited, either by telephone on 1300 850 505 (within Australia) or +61 3 9415 4000 (outside Australia) or by email to: web.queries@computershare.com.au.

Thank you for your support of Coventry Group Limited.

Yours sincerely,

Neil Cathie

Chairman

Coventry Group Limited

Section B Notice of General Meeting

Coventry Group Limited (ACN 008 670 102)

NOTICE OF GENERAL MEETING

Notice is hereby given that a General Meeting of the Shareholders of Coventry Group Limited (**Coventry Group** or the **Company**) will be held on **Tuesday**, **4 June 2024** at **3:00pm** (Melbourne time) at Level 36, Room 10 - Wills Room, KPMG, Tower Two, 727 Collins Street, Melbourne VIC 3000.

The meeting will be conducted as a hybrid meeting meaning that shareholders will have the option to participate in the Meeting by attending in person, or virtually via the online platform.

Defined terms used in this Notice of General Meeting have the meanings given to them in the Glossary accompanying this Notice of General Meeting.

ITEMS FOR APPROVAL

Resolution 1 - Approval of prior issue of Tranche 1 Placement Shares

To consider and, if thought fit, to pass the following ordinary Resolution with or without amendment:

"That, for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders approve and ratify the issue of 14,301,377 Tranche 1 Placement Shares issued on 24 April 2024 at \$1.45 per share, on the terms and conditions set out in the Explanatory Memorandum."

The Directors recommend that Shareholders vote in favour of Resolution 1

Resolution 2 – Approval to issue Tranche 2 Placement Shares to Director and Chairman of the Board, Neil Cathie

To consider and, if thought fit, to pass the following ordinary Resolution with or without amendment:

"That, for the purposes of Listing Rule 10.11 and for all other purposes, Shareholders approve the issue of 100,000 Tranche 2 Placement Shares at \$1.45 per share to Mr Neil Cathie (or his nominee), on the terms and conditions set out in the Explanatory Memorandum."

The Directors (other than Mr Neil Cathie who abstains) recommend that Shareholders vote in favour of Resolution 2.

Resolution 3 - Approval to issue Tranche 2 Placement Shares to Viburnum Funds

To consider and, if thought fit, to pass the following ordinary Resolution with or without amendment:

"That, for the purposes of Listing Rule 10.11 and for all other purposes, Shareholders approve the issue of 2,420,700 Tranche 2 Placement Shares at \$1.45 per share to Viburnum Funds, on the terms and conditions set out in the Explanatory Memorandum."

The Directors (other than Anthony Howarth who abstains) recommend that Shareholders vote in favour of Resolution 3.

Resolution 4 - Approval to issue Tranche 2 Shares to unrelated parties

To consider and, if thought fit, to pass the following **ordinary Resolution** with or without amendment:

"That, for the purposes of Listing Rule 7.1, and for all other purposes, Shareholders approve the issue of 3,867,577 Tranche 2 Placement Shares to unrelated parties including certain sophisticated and institutional investors (or their nominees), on the terms and conditions set out in the Explanatory Memorandum."

The Directors recommend that Shareholders vote in favour of Resolution 4.

The **Explanatory Memorandum** accompanying this Notice provides additional information regarding the above items of business and form part of this Notice.

IMPORTANT INFORMATION - PARTICIPATION AND VOTING

Voting Prohibition and Exclusion Statements

Resolution 1 - Approval of prior issue of Tranche 1 Placement Shares

Listing Rule 7.4

The Company will disregard any votes cast in favour of Resolution 1 by or on behalf of:

- any person who participated in the Placement (being sophisticated, professional and other exempt investors identified by the Joint Lead Managers); or
- any of their respective Associates.

However, this does not apply to a vote cast in favour of Resolution 1 by:

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

Resolution 2 - Approval to issue Tranche 2 Placement Shares to Director and Chairman of the Board, Neil Cathie

and

Resolution 3 - Approval to issue Tranche 2 Placement Shares to Viburnum Funds

Listing Rule 10.11

The Company will disregard any votes cast in favour of Resolution 2 by or on behalf of:

- Mr Neil Cathie or his Associates (or their nominees); and
- any other person who will obtain a material benefit as a result
 of the issue of the securities (except a benefit solely by reason
 of being a holder of ordinary securities in the Company).

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

- Mr Anthony Howarth and his Associates (or their nominees);
 and
- any other person who will obtain a material benefit as a result
 of the issue of the securities (except a benefit solely by reason
 of being a holder of ordinary securities in the Company).

However, the above exclusions do not apply to a vote cast in favour of Resolutions 2 or 3 by:

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

Resolution 4 - Approval to issue Tranche 2 Placement Shares to unrelated parties

Listing Rule 7.1

The Company will disregard any votes cast in favour of Resolution 1 by or on behalf of:

- any person who participated in the Tranche 2 Placement (being sophisticated, professional and other exempt investors identified by the Joint Lead Managers), the Joint Lead Managers; or
- any of their respective Associates.

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

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

ENTITLEMENT TO ATTEND AND VOTE

In accordance with regulation 7.11.37 of the *Corporations Regulations 2001* (Cth), the Board has determined that persons who are registered holders of shares of Coventry Group as at 5:00 pm (Sydney time) on 2 June 2024 will be entitled to participate in and vote at the Meeting as a Shareholder.

If more than one joint holder of shares participates in the Meeting (whether personally, by proxy or by attorney or by representative) and tenders a vote, only the vote of the joint holder whose name appears first on the register will be counted.

How to Vote

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

Online voting will take place via the Computershare Meeting platform.

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

To vote meeting, entering following **URL** in the you can log in by the https://meetnow.global/MNC7GAK on your computer, tablet or smartphone. Online registration will open 30 minutes before the meeting.

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

To vote at the meeting online follow the instructions below.

- 1. Click on 'Join Meeting Now'.
- 2. Enter your SRN/HIN. Proxyholders will need to contact Computershare on +61 3 9415 4024 one hour prior to the meeting to obtain their login details.

- 3. Enter your postcode registered to your holding if you are an Australian securityholder. If you are an overseas securityholder select the country of your registered holding from the drop-down list.
- 4. Accept the Terms and Conditions and 'Click Continue'.

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

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

Voting in person

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

All Resolutions by Poll

Pursuant to the fourth edition of the ASX Corporate Governance Council's Principles and Recommendations (Recommendation 6.4), all votes will be taken on a Poll. Voting by corporate representative A shareholder that is a corporation may appoint an individual to act as its representative to vote at the Meeting, in accordance with section 250D of the Corporations Act 2001 (Cth) ("Corporations Act"). The representative should submit evidence of his or her appointment, including any authority under which the appointment is signed, by emailing web.queries@computershare.com.au. This form may be obtained from the Company's share registry.

Voting by proxy

If you are unable to or do not wish to attend the meeting, you may appoint a proxy to attend and vote on your behalf. A body corporate may also appoint a proxy. A proxy need not be a shareholder. If a representative of a corporate proxy is to attend the meeting, you must ensure that the appointment of the representative is in accordance with section 250D of the Corporations Act. The corporate representative should submit to the share registry, evidence of his or her appointment, including any authority under which the appointment is signed. A form of the certificate may be obtained from the Company's share registry. To be valid, your proxy form (and any power of attorney under which it is signed) must be received at the address given below by 3.00pm (Melbourne time) on Sunday 2 June 2024. Any proxy form received after that time will not be valid for the scheduled meeting.

Undirected proxies

If the Chair of the meeting is appointed or taken to be appointed as a proxy and you do not specify in the Voting Form the manner in which you wish the Chair to vote on the resolution to be considered at the meeting, then by submitting your Voting Form you will be expressly authorising the Chair to exercise your proxy on the relevant resolution. The Chair intends to exercise all available votes in favour of the resolution.

Power of Attorney

If you are a Shareholder entitled to attend and vote, you may appoint an attorney to act on your behalf at the Meeting. Your appointment must be made by a duly executed power of attorney. The power of attorney (or a certified copy of it) must be received by Coventry Group no later than 3.00pm (Sydney time) on 2 June 2024, being 48 hours before the Meeting.

Corporate Representatives

A body corporate which is a Shareholder, or which has been appointed as a proxy, is entitled to appoint any person to act as its representative at the Meeting. The appointment of the representative must comply with the requirements under section 250D of the Act. The representative should deliver to the

Company prior to the Meeting, a properly executed letter or other document confirming its authority to act as the company's representative.

Where To Vote

Online At <u>www.investorvote.com.au</u>

By Mail Share Registry

Computershare Investor Services Pty Limited,

GPO Box 242,

Melbourne, Victoria 3001, Australia

By Fax 1800 783 447 (within Australia)

+61 3 9473 2555 (outside Australia)

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

Custodian For Intermediary Online subscribers only (custodians) please visit

www.intermediaryonline.com to submit your voting intentions

Eligibility To Attend And Vote

The Directors have determined that, for the purpose of voting at the Meeting, members eligible are those persons who are registered holders of Shares at 5:00pm AEST (Melbourne time) on Sunday 2 June 2024.

ASX Involvement

A copy of this Notice of General Meeting has been lodged with ASX on 6 May 2024 pursuant to the Listing Rules. None of ASX or its officers take any responsibility for the contents of this Notice of General Meeting.

By order of the Board:

Mark Licciardo

Company Secretary

6 May 2024

Section C Explanatory Memorandum

EXPLANATORY MEMORANDUM

Introduction

This Explanatory Memorandum has been prepared in relation to the business to be conducted at the Meeting. The purpose of this Explanatory Memorandum is to provide Shareholders of Coventry Group (**Shareholders**) with information that is reasonably required by them to decide how to vote upon the Resolutions being put forward at the Meeting.

This Explanatory Memorandum, as well as the Notice of General Meeting (**Notice**), should be read carefully and in their entirety.

All proposed Resolutions are ordinary resolutions which requires a simple majority of votes cast by Shareholders entitled to vote on the resolution.

Background to Resolutions 1 to 4

On 15 April 2024, the Company announced to ASX that it was undertaking a fully underwritten two tranche Placement and a \$2 million non-underwritten share purchase plan (**SPP**) to all eligible shareholders.

As announced on 17 April 2024, the Company completed the Tranche 1 Placement resulting in the issue of 14,301,377 Tranche 1 Placement Sharesraising approximately \$20.7 million.

The Company now seeks Shareholder approval (under Resolutions 2 to 4) for the issue of the following securities to complete the Tranche 2 Placement to raise an additional amount of approximately \$9.3 million:

- 100,000 Tranche 2 Placement Shares to Chairman and Director, Mr Neil Cathie to raise \$145,000 (pursuant to Resolution 2);
- 2,420,700 Tranche 2 Placement Shares to Viburnum Funds (associated with Director, Mr Anthony Howarth) to raise \$3,510,015 (pursuant to Resolution 3); and
- 3,867,577 Tranche 2 Placement Shares to other investors identified by the Joint Lead Managers that are unrelated to the Company to raise \$5,607,987 (pursuant to Resolution 4),

all at \$1.45 per Share (together, the Tranche 2 Placement).

The Company has also announced an intention to raise up to a further \$2 million via the SPP at the same price of \$1.45 per Share, however it is anticipated that this will occur in accordance with ASX Listing Rule 7.2, Exception 5, meaning that Shares issued under the SPP will not utilise the Company's 15% Placement Capacity. Accordingly, no resolutions are being put to the Meeting in respect of the SPP.

As stated in that announcement (and the accompanying investor presentation released on the same date), the funds to be raised from the Placements are expected to be applied towards the equity funding for the Acquisition of Steelmasters Auckland Ltd (**Steelmasters**). The balance of the funds required to complete the Acquisition will be raised through a new facility from National Australia Bank (**NAB Facility**). To the extent that funds raised under the Placements and the SPP are more than what is required to complete the Acquisition, the current intention is for any surplus funds to be repaid against the NAB Facility.

Bell Potter Securities Limited acted as the corporate advisor to the Placements. Bell Potter Securities Limited and Petra Capital Pty Ltd acted as the joint lead managers, underwriters and bookrunners to the Placements.

The Tranche 1 Placement, which settled on Tuesday 24 April 2024, utilised the Company's existing placement capacity under Listing Rule 7.1, and resulted in the issue of 14,301,377 Tranche 1 Shares raising approximately \$20.7 million (before costs) at the Offer Price of \$1.45 per Share.

The Tranche 2 Placement, which is subject to Shareholder approval (Resolution 2, 3 and 4), will result in the issue of a further approximately 6,388,277 Shares to raise approximately \$9.26 million (before costs) at the Offer Price of \$1.45 per Share.

A table setting out the specific details of each tranche of the Placement is set out below

Description	Number of Shares issued/to be issued	Funds raised/to be raised
Tranche 1 (Resolution 1)	14,301,377 Shares issued on 24 April 2024	\$20,736,996
Tranche 2 (Resolutions 2, 3 and 4)	6,388,277 Shares to be issued (expected on or around 11 June 2024)	\$9,263,002
Total	20,689,654	\$29,999,998

As mentioned above, the Placements are underwritten by Bell Potter Securities Limited and Petra Capital Pty Ltd (provided, in the case of the Tranche 2 Placement, that Shareholders approve Resolutions 2, 3 and 4 to permit that component of the Placement to proceed).

Resolution 1 - Approval of prior issue of Tranche 1 Placement Shares

1.1 Background

Please refer to the "Background to Resolutions 1 to 4" above for information about the Placements.

The purpose of Resolution 1 is to seek approval, for the purposes of Listing Rule 7.4 to the prior issue of the Tranche 1 Placement Shares.

1.2 ASX Listing Rules 7.1 and 7.4

Broadly speaking, and subject to a number of exceptions, ASX Listing Rule 7.1 limits the amount of equity securities that a listed company can issue without the approval of its shareholders over any 12-month period to 15% of the fully paid ordinary securities it had on issue at the start of that period (**Placement Capacity**).

The issue of the Tranche 1 Placement Shares did not (or will not) fit within any of the exceptions to ASX Listing 7.1 and accordingly were (or will by the date of the Meeting be) issued utilising part of the Company's Placement Capacity. Unless subsequently approved by Shareholders this takes up part of the Company's capacity to issue further equity securities without shareholder approval for the 12-month period following the Issue Date.

ASX Listing Rule 7.4 allows the shareholders of a listed company to approve an issue of equity securities after it has been made or agreed to be made. If they do, the issue is taken to have been approved under ASX Listing Rule 7.1 and so does not reduce the Company's capacity to issue further equity securities without shareholder approval under that rule.

The Company wishes to retain flexibility to issue additional equity securities into the future, if and when appropriate, without having to obtain shareholder approval for such issues under ASX Listing Rule 7.1. To that end, the Company seeks Shareholder approval for the issue of the Tranche 1 Placement Shares under and for the purposes of ASX Listing Rule 7.4.

If Resolution 1 is passed, the issue of the Tranche 1 Placement Shares, will be **excluded** in calculating the Company's 15% Placement Capacity, effectively increasing the number of equity securities that the Company can issue without Shareholder approval over the 12-month period following the Issue Date.

If Resolution 1 is not passed, the issue of the Tranche 1 Placement Shares will be *included* in calculating the Company's 15% Placement Capacity, effectively decreasing the number of equity securities that the Company can issue without Shareholder approval over the 12-month period following the Issue Date.

1.3 Information required by ASX Listing Rule 7.5

The following information is provided for the purposes of ASX Listing Rule 7.5 in relation to Resolution 1:

7.5.1: The names of the persons to whom the Tranche 1 Placement Shares were issued or the basis on which those persons were identified or selected:	Recipients of the Tranche 1 Placement Shares comprised a range of institutional and sophisticated investors introduced by Bell Potter and Petra Capital.
7.5.2: The number and class of securities issued:	Tranche 1 Placement Shares: 14,301,377 All Tranche 1 Placement Shares are fully paid ordinary shares and rank equally with all other Shares on issue.
7.5.3: If the securities are not fully paid ordinary securities, a summary of the material terms of the securities:	N/A
7.5.4: The date or dates on which the Tranche 1 Placement Shares were (or are to be) issued:	24 April 2024, being prior to the Meeting.
7.5.5: The price or other consideration the Company received for the issue:	\$1.45 per Tranche 1 Placement Share.

7.5.6: The purpose of the issue, including intended use of funds:	The funds are expected to be applied towards the equity funding for the Acquisition of Steelmasters. The balance of the funds required to complete the Acquisition (\$42.1 million in total) will be funded by the New NAB Facility and (subject to Resolutions 2, 3 and 4 being passed) by the other Shares to be issued pursuant to the Placements.
7.5.7: If the securities were or will be issued under an agreement, a summary of any other material terms of the agreement:	Standard placement letters were used and have now been completed, with the Tranche 1 Placement Shares to be issued prior to the Meeting.
7.5.8: Voting exclusion statement:	Refer to the Section headed 'Important Information - Participation and Voting' in Part B of this Notice.

1.4 Recommendation of the Directors

The Directors approved the proposal to put Resolution 1 to Shareholders for their approval.

All Directors intend to vote in favour of Resolution 1 and recommend Shareholders vote in favour of Resolution 1.

The Chair of the Meeting intends to vote all available undirected proxies in favour of Resolution 1.

Resolution 2 - Approval to issue Tranche 2 Placement Shares to Director and Chairman of the Board, Neil Cathie

2.1 Background

Please refer to the "Background to Resolutions 1 to 4" above for information about the Placements.

The purpose of Resolution 2 is to seek approval, for the purposes of Listing Rule 10.11 (and all other purposes) for the issue of 100,000 Tranche 2 Placement Shares to Mr Neil Cathie, Director and Chairman of the Board (or his nominee) at the Offer Price of \$1.45 per Share to raise a total of \$145,000.

2.2 ASX Listing Rule 10.11

ASX Listing Rule 10.11.1 provides that a company must not issue equity securities to a related party without the approval of shareholders. Mr Cathie is a related party by virtue of being a Director (as set out in LR10.11.1). Pursuant to ASX Listing Rule 7.2, exception 14, where approval under Listing Rule 10.11 is obtained, approval is not required under Listing Rule 7.1 and the issue of securities will not be included in calculating the Company's 15% Placement Capacity.

If Resolution 2 is passed, the Company will be able to proceed with the proposed issue of 100,000 Shares to a nominee of Mr Cathie to raise \$145,000.

If the Resolution is not passed, the Company will not be able to proceed with the proposed issue of Shares the subject of Resolution 2 to Mr Cathie's nominee. However, provided that Resolution 1 is passed, the relevant Shares will (as part of the broader Tranche 2 issue) still be able to be issued by the Company to either sophisticated or professional investors, or to Bell Potter or Petra Capital pursuant to their underwriting commitment, under the Company's refreshed Placement Capacity.

2.3 Information required by ASX Listing Rule 10.13

The following information is provided for the purposes of ASX Listing Rule 10.13 in relation to Resolution 2:

10.13.1: The name of the persons to whom the securities will be issued:	Romney Lodge Pty Ltd atf Cathie Family Trust (being a trust controlled by, and for the benefit of Director, Mr Neil Cathie).
10.13.2: Which category in LRs 10.11.1 - 10.11.5 the person falls within and why:	LR 10.11.1 Mr Neil Cathie is a related party by virtue of being a Director
10.13.3 The number and class of securities to be issued:	100,000 Shares (ranking equally with all other fully paid ordinary shares on issue).
10.13.4: If the securities are not fully paid ordinary securities, a summary of the material terms of the securities:	N/A
10.13.5: The date or dates on or by which the Tranche 2 Placement Shares will be issued:	As soon as practicable after the Meeting, and in any event by no later than the date which is 1 month after the date of the Meeting. The Company currently expects these securities will be issued on 11 June 2024.
10.13.6: The price or other consideration the Company received for the issue:	\$1.45 per share
10.13.7: The purpose of the issue, including intended use of funds:	The funds are expected to be applied towards the equity funding for the Acquisition of Steelmasters.
	The balance of the funds required to complete the Acquisition (\$42.1 million in total) will be funded by the New NAB Facility and (subject to Resolutions 1, 3 and 4 being passed) by the other Shares to be issued pursuant to the Placements.
10.13.8: If the person is a director or related party or their associate, and the issue is intended to remuneration or incentivise the director, details (including the amount) of the director's current total remuneration package.	N/A. Mr Cathie has entered into the same placement letters and will pay the same Offer Price of \$1.45 per Share, as other sophisticated investors participating in the Tranche 2 Placement.

10.13.9: If the securities were or will be issued under an agreement, a summary of any other material terms of the agreement:	Mr Cathie committed to subscribing for 100,000 Tranche 1 Placement Shares under at the Offer Price of \$1.45 per share on the same terms as all other investors participating in the Placement, subject only to any requisite shareholder approvals needing to be obtained.
10.13.10: Voting exclusion statement:	Refer to the Section headed 'Important Information - Participation and Voting' in Part B of this Notice.

2.4 Chapter 2E

As a Director of the Company, Mr Cathie (or his nominee) is a related parties for the purposes of Chapter 2E of the Corporations Act, referred to as the related party provisions. Accordingly, the provision by the Company of any financial benefit to the Mr Cathie (or his nominee) requires Shareholder approval, unless the Directors have determined that one of the available exceptions applies.

The issue of shares is a financial benefit.

Section 210 of the Corporations Act is one such exception, and provides that shareholder approval is not needed to give a financial benefit on terms that: (a) would be reasonable in the circumstances if the company and the related party were dealing at arm's length; or (b) are less favourable to the related party than the terms referred to in paragraph (a) (**Arms' Length Exception**).

Mr Cathie (or his nominee) will participate in the Tranche 2 Placement on the same terms and at the same price as all other participants, with the only difference being that his participation is also subject to the additional requirement to obtain shareholder approval for the purposes of the ASX Listing Rules. The Directors are satisfied that the Arms' Length Exception is available and accordingly, Shareholder approval is not being sought for the purposes of Chapter 2E of the Corporations Act.

2.5 **Dilutionary Impact**

The Company expects the dilutionary impact of the 100,000 Tranche 2 Placement Shares to be issued to Mr Cathie be 0.09% as follows:

Pro Forma Shares (post Placements ex Res 2 Share)	Neil Cathie Tranche 2 Placement Shares	Total Shares	Dilution %
115,932,170	100,000	116,032,170	0.09%

This assumes and is on the basis that:

- The Tranche 1 Placement Shares are issued;
- all proposed Tranche 2 Placement Shares are issued (either as anticipated by Resolutions 2, 3 and 4 or to the underwriter);
- none of the performance rights on issue vest, by or on completion of the issue of these Tranche 2 Placement Shares; and

 excludes the proposed issue of up to a further 1,379,310 Shares under the proposed SPP.

2.6 Recommendation of the Directors

The Directors (other than Mr Neil Cathie who abstained) approved the proposal to put Resolution 2 to Shareholders for their approval.

All Directors (other than Mr Cathie who has an interest in the Resolution) intend to vote in favour of Resolution 2 and recommend Shareholders vote in favour of Resolutions 2. The Chair of the Meeting (in his capacity as appointed proxy) intends to vote all available undirected proxies in favour of Resolution 2.

Resolution 3 - Approval to issue Tranche 2 Placement Shares to Viburnum Funds

3.1 Background

Please refer to the "Background to Resolutions 1 to 4" above for information about the Placements.

The purpose of Resolution 3 is to seek approval, for the purposes of Listing Rule 10.11 (and for all other purposes) for the approval of the issue of 2,420,700 Tranche 2 Placement Shares to Viburnum Funds) at the Offer Price of \$1.45 per Share to raise a total of \$3,510,015. Viburnum Funds is an entity who is or has been at any time in the 6 months prior to the Tranche 2 Placement a substantial holder in the Company, and who has nominated a Director to the Board of the entity, pursuant to a relevant agreement which gives them a right or expectation to do so.

3.2 ASX Listing Rule 10.11

ASX Listing Rule 10.11 provides that a company must not issue equity securities to a related party without the approval of shareholders. Viburnum Funds is a related party by virtue of being a substantial holder in the Company and has nominated a director (Anthony Howarth) as a nominated director to the board of the Company pursuant to an agreement that gives them a right or expectation to do so (as set out in LR10.11.3). Pursuant to ASX Listing Rule 7.2, exception 14, where approval under Listing Rule 10.11 is obtained, approval is not required under Listing Rule 7.1 and the issue of securities will not be included in calculating the Company's 15% Placement Capacity.

If Resolution 3 is passed, the Company will be able to proceed with the proposed issue of 2,420,700 Tranche 2 Placement Shares to Viburnum Funds to raise \$3,510,015.

If Resolution 3 is not passed, the Company will not be able to proceed with the issue of the Shares to Viburnum Funds to raise \$3,510,015. However, provided that Resolution 1 is passed, the relevant Shares will (as part of the broader Tranche 2 issue) still be able to be issued by the Company to either sophisticated or professional investors, or to Bell Potter or Petra Capital pursuant to their underwriting commitment, under the Company's refreshed Placement Capacity.

3.3 Information required by ASX Listing Rule 10.13

The following information is provided for the purposes of ASX Listing Rule 10.13 in relation to Resolution 3:

10.13.1: The name of the persons to whom the securities were issued:	Viburnum Funds
10.13.2: Which category in LRs 10.11.1 - 10.11.5 the person falls within and why:	LR 10.11.3 Viburnum Funds is a substantial holder in the entity and has nominated a director (Mr Anthony Howarth) as a nominated director to the board of the Company pursuant to an agreement that gives them a right or expectation to do so.
10.13.3 The number and class of securities to be issued:	2,420,070 Shares (ranking equally with all other fully paid ordinary shares on issue).
10.13.4: If the securities are not fully paid ordinary securities, a summary of the material terms of the securities:	N/A
10.13.5: The date or dates on or by which the shares will be issued:	As soon as practicable after the Meeting, and in any event by no later than the date which is 1 month after the date of the Meeting. The Company currently expects these securities will be issued on 11 June 2024.
10.13.6: The price or other consideration the Company received for the issue:	\$1.45 per share.
10.13.7: The purpose of the issue, including intended use of funds:	The funds are expected to be applied towards the equity funding for the Acquisition of Steelmasters.
	The balance of the funds required to complete the Acquisition (\$42.1 million in total) will be funded by the New NAB Facility and (subject to Resolutions 1, 2 and 4 being passed) by the other Shares to be issued pursuant to the Placements.
10.13.8: If the person is a director or related party or their associate, and the issue is intended to remuneration or incentivise the director, details (including the amount) of the director's current total remuneration package.	N/A, Viburnum Funds has entered into the same placement letters, and will pay the same Offer Price of \$1.45 per Share, as other sophisticated investors participating in the Tranche 2 Placement
10.13.9: If the securities were or will be issued under an agreement, a summary of any other material terms of the agreement:	Viburnum Funds committed to subscribing for 2,420,700 Tranche 1 Placement Shares under at the Offer Price of \$1.45 per share on the same terms as all other investors participating in the Placement, subject only to any requisite shareholder approvals needing to be obtained.

Information - Participation and Voting' in Part B of this Notice.

3.4 Chapter 2E

Pursuant to Chapter 2E of the Corporations Act (referred to as the related party provisions), an entity that controls a public company is a related party of the public company.

The issue of shares is a financial benefit, which if provided to a 'related party' would require shareholder approval, unless an available exception applies such as the Arm's Length Exception discussed at Section 2.4 above.

Whilst Viburnum Funds have the right to nominate a director to the board of the Company, it is not considered that they have the capacity to "control" the Company within the meaning of s.50AA of the Corporations Act. Accordingly, Viburnum Funds is not considered to be a related party of the Company. Even if it were to be considered a related party Viburnum Funds will participate in the Tranche 2 Placement on the same terms and at the same price as all other participants, with the only difference being that their participation is also subject to the additional requirement to obtain shareholder approval for the purposes of the ASX Listing Rules. The Directors are satisfied that the Arms' Length Exception (if required) is available to Viburnum Funds and accordingly, Shareholder approval is not being sought for the purposes of Chapter 2E of the Corporations Act.

3.5 **Dilutionary Impact**

The Company expects the dilutionary impact of the 2,420,700 Tranche 2 Placement Shares to be issued to Viburnum Funds to be 2.13% as follows:

Pro Forma Shares	Viburnum Tranche 2 Placement Shares	Total Shares after issue of Tranche 2 Placement	Dilution %
113,611,470	2,420,700	116,032,170	2.13%

This assumes and is on the basis that:

- the Tranche 1 Placement Shares are issued;
- all proposed Tranche 2 Placement Shares are issued (either as anticipated by Resolutions 2, 3 and 4 or to the underwriter);
- none of the performance rights on issue vest, by or on completion of the issue of these Director Placement Shares; and
- excludes the proposed issue of up to a further 1,379,310 Shares under the proposed SPP.

3.6 Recommendation of the Directors

The Directors (other than Mr Anthony Howarth who abstained) approved the proposal to put Resolutions 3 to Shareholders for their approval.

All Directors (other than Mr Howarth who has an interest in the Resolution) intend to vote in favour of Resolution 3 and recommend Shareholders vote in favour of Resolution 3.

The Chair of the Meeting intends to vote all available undirected proxies in favour of Resolution 3.

Resolution 4 - Approval to issue Tranche 2 Placement Shares to Investors

4.1 Background

Please refer to the "Background to Resolutions 1 to 4" above for information about the Placements.

The purpose of Resolution 4 is to seek approval, for the purposes of Listing Rule 7.1 to the issue of the remaining 3,867,577 Tranche 2 Placement Shares at the Offer Price of \$1.45 per share, to investors that are not related parties of the Company.

4.2 ASX Listing Rule 7.1

Broadly speaking, and subject to a number of exceptions, Listing Rule 7.1 limits the amount of equity securities that a listed company can issue without the approval of its shareholders over any 12-month period to 15% of the fully paid ordinary securities it had on issue at the start of that period.

The issue the subject of Resolution 4 does not fit within any of the exceptions in Listing Rule 7.2 and, as it has not yet been approved by Shareholders, will effectively use up part of the 15% limit under Listing Rule 7.1, reducing the Company's capacity to issue further equity securities without shareholder approval under Listing Rule 7.1 for the 12-month period following the issue date.

4.3 Information required by ASX Listing Rule 7.3

The following information is provided for the purposes of ASX Listing Rule 7.3 in relation to Resolution 4:

7.3.1: The names of the persons to whom the securities will be issued or the basis on which those persons were identified or selected:	Placees included a range of institutional and sophisticated investors introduced by Bell Potter and Petra Capital.
7.3.2: The number and class of securities issued:	Tranche 2 Placement Shares: 3,867,577 All Tranche 2 Placement Shares are fully paid ordinary shares and rank equally with all other Shares on issue.
7.3.3: If the securities are not fully paid ordinary securities, a summary of the material terms of the securities:	N/A

7.3.4: The date or dates on or by which the securities will be issued:	As soon as practicable after the Meeting, and in any event by no later than the date which is 3 months after the date of the Meeting. The Company currently expects these securities will be issued on 11 June 2024.
7.3.5: The price or other consideration the Company received for the issue:	\$1.45 per share.
7.3.6: The purpose of the issue, including intended use of funds:	The funds are expected to be applied towards the equity funding for the Acquisition of Steelmasters. The balance of the funds required to complete the Acquisition (\$42.1 million in total) will be funded by the New NAB Facility and (subject to Resolutions 1, 2 and 3 being passed) by the other Shares to be issued pursuant to the Placements.
7.3.7: If the securities were or will be issued under an agreement, a summary of any other material terms of the agreement:	Placement Shares: Standard placement letters were used and have now been completed
7.3.8: If the securities are being issued under, or to fund, a reverse takeover, information about the reverse takeover	N/A.
7.3.9: Voting exclusion statement:	Refer to the Section headed 'Important Information - Participation and Voting' in Part B of this Notice.

4.4 Recommendation of the Directors

The Directors approved the proposal to put Resolution 4 to Shareholders for their approval.

All Directors intend to vote in favour of Resolution 4 and recommend Shareholders vote in favour of Resolution 4.

The Chair of the Meeting intends to vote all available undirected proxies in favour of Resolution 4.

Section D Glossary

DEFINITIONS

The following definitions are used in the Postcard Letter, the Notice of General Meeting and the Explanatory Memorandum:

Acquisition means the proposed acquisition by the Company of Steelmasters

Auckland Ltd, as detailed in the Company's ASX announcement of

15 April 2024.

ASIC means the Australian Securities & Investments Commission.

Associate has the meaning given to that term in sections 10 to 17 of the

Corporations Act.

ASX means ASX Limited ACN 008 624 691 or the securities exchange

market operated by the ASX, as the context requires.

ASX Listing Rules

or Listing Rules

means the official listing rules issued and enforced by the ASX, as

amended from time to time.

Bell Potter means Bell Potter Securities Limited.

Board or Board of

Directors

means the board of Directors of the Company.

Business Day means a day which is not a Saturday, Sunday or public holiday in

Sydney.

means the chair of the Company, who is currently Mr Neil Cathie. Chair

Company or CYG means Coventry Group Limited ACN 008 670 102.

Constitution means the constitution of the Company, as amended from time to

time.

Corporations Act means Corporations Act 2001 (Cth).

Directors means the directors of the Company.

Explanatory Memorandum means the explanatory memorandum set out in Section C of this

document.

General Meeting

or Meeting

means the general meeting of the Company to be held on 4 June

2024 pursuant to the Notice of General Meeting.

Joint Lead Managers

Means Petra Capital and Bell Potter.

Notice of General

means the notice of General Meeting set out in Section C of this

Meeting or Notice document.

Offer Price means \$1.45. Petra Capital means Petra Capital Pty Ltd.

Placement or means to

means the Tranche 1 Placement and the Tranche 2 Placement, and

Placements Placements means both of them.

Placement

has the meaning given in Section 1.2 of the Explanatory

Capacity

Resolution means a resolution set out in the Notice.

Memorandum.

Share means a fully paid ordinary share in the issued capital of the

Company and Shares means any two or more of them.

Shareholder means a holder of a Share.

Tranche 1
Placement

means the placement of Shares to exempt Investors without the issue of a disclosure document pursuant to Chapter 6D of the Corporations Act, at the Placement Price which raised approximately \$20.7 million via the issue of the Tranche 1 Placement Shares (as

announced on 17 April 2024).

Trance 2
Placement

means the placement of the Tranche 2 Placement Shares to exempt Investors without the issue of a disclosure document pursuant to Chapter 6D of the Corporations Act, at the Placement Price to raise approximately \$9.26 million (as announced on 17 April 2024).

Tranche 1 Placement Shares means the 14,301,377 Shares to be issued to unrelated institutional and sophisticated investors at the Offer Price, to be issued prior to the Meeting on or about 24 April 2024 utilising the Company's 15%

Placement Capacity.

Tranche 2
Placement
Shares

means the 6,388,277 Shares to be issued to Directors and related parties, and to additional the institutional and sophisticated investors (subject to Resolutions 2, 3 and 4 being passed), at the Offer Price,

to be issued after the Meeting.

Viburnum Funds means Viburnum Funds Pty Ltd ACN 126 348 990

INTERPRETATION

For the purposes of interpreting the Postcard Letter, the Explanatory Memorandum and the Notice of General Meeting:

- (a) the singular includes the plural and vice versa;
- (b) words importing any gender include both genders;
- (c) reference to any statute, ordinance, regulation, rule or other law includes all regulations and other instruments and all consolidations, amendments, re-enactments or replacements for the time being in force;
- (d) all headings, bold typing and italics (if any) have been inserted for convenience of reference only and do not define limit or affect the meaning or interpretation of the Postcard Letter, the Explanatory Memorandum and the Notice of General Meeting;

- (e) reference to persons includes bodies corporate and government authorities and in each and every case, includes a reference to the person's executors, administrators, successors, substitutes (including without limitation persons taking by novation and assignment); and
- (f) reference to **A\$, AU\$, Australian Dollars** or **dollars** is a reference to the lawful tender for the time being and from time to time of the Commonwealth of Australia.



Need assistance?



Phone:

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



Online:

www.investorcentre.com/contact



YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by 3:00pm (AEST) on Sunday, 2 June 2024.

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.

(Noting 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:

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: 133767 SRN/HIN:

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

By Mail:

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

By Fax:

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



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

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

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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.

Proxy	Form
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Please mark X	to indicate your direction	on
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Step 1	Appoint a	Proxy to	Vote on	Your Behalf
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I/we being a member/s of Coventry Group Ltd nereby 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
to follow the to decide about the body and a second to the following the decide at the following to the following	

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 Extraordinary General Meeting of Coventry Group Ltd to be held at Level 36, Room 10 - Wills Room, KPMG, Tower Two, 727 Collins Street, Melbourne VIC 3000 and online on Tuesday, 4 June 2024 at 3:00pm (AEST) and at any adjournment or postponement of that meeting.

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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	Abstair
Resolution 1	Approval of prior issue of Tranche 1 Placement Shares			
Resolution 2	Approval to issue Tranche 2 Placement Shares to Director and Chairman of the Board, Neil Cathie			
Resolution 3	Approval to issue Tranche 2 Placement Shares to Viburnum Funds			
Resolution 4	Approval to issue Tranche 2 Shares to unrelated parties			

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 Security	yholder(s) This	section must be completed.	
Individual or Securityholder 1 Securityh	nolder 2	Securityholder 3	7
Sole Director & Sole Company Secretary Director		Director/Company Secretary	Date
Update your communication details (Option Mobile Number	otional) Email Address	By providing your email address, you consent to of Meeting & Proxy communications electronically	



