

NOTICE OF ANNUAL GENERAL MEETING

FRIDAY 21 NOVEMBER 2025

Notice is hereby given that the 2025 Annual General Meeting (the "Meeting") of Coventry Group Ltd (the "Company") will be held as a hybrid meeting as follows:

Date: Friday 21 November 2025

Time: 9:00am (Melbourne Time)

Venue:

235 Settlement Road, Thomastown VIC 3074

and virtually via Microsoft Teams Webinar: https://bit.ly/CYG_AGM_2025;

Shareholders are strongly encouraged to cast their vote by proxy prior to the Meeting in accordance with the instructions set out on page 7 of this Notice to ensure their votes are counted.

All resolutions to be considered at the Meeting will be decided by a poll based on proxy votes received prior to the commencement of the Meeting and votes cast in person during the Meeting.

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

ORDINARY BUSINESS

Financial and other reports

To receive and consider the Company's Annual Financial Report including the Reports of the Directors and the Auditor's Report for the year ended 30 June 2025.

Resolution 1:

Election of Director - Mrs Anne Nicole Lockwood

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

That, Mrs Anne Nicole Lockwood, a director who was appointed by the Board on 24 April 2025, be confirmed in her office for the purposes of clause 8.1(d)(1) of the Company's constitution.

Resolution 2:

Election of Director - Mr Craig Evan Coleman

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

That, Mr Craig Evan Coleman, a director who was appointed by the Board on 23 April 2025, be confirmed in his office for the purposes of clause 8.1(d)(1) of the Company's constitution.

Resolution 3:

Election of Director - Mr Daniel Palumbo

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

That, Mr Daniel Palumbo, a director who was appointed by the Board on 28 October 2024, be confirmed in his office for the purposes of clause 8.1(d)(1) of the Company's constitution.

Resolution 4:

Re-election of Director - Mr Alex White

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

That Mr Alex White, 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 5:

Adoption of Remuneration Report

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

That, for purposes of Section 250R (2) of the Corporations Act and for all other purposes, the Remuneration Report as contained in the Directors' Report for the year ended 30 June 2025, 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 5.

Resolution 6:
Adoption of Employee Incentive Scheme

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

That for the purposes of Listing Rule 7.2 Exception 13(b) and for all other purposes, approval is given for the Company to adopt an employee incentive scheme titled Employee Incentives Plan, and for the issue of securities in the Company under the Plan for the next three years commencing on the date of approval, upon and subject to the terms and conditions set out in the Explanatory Statement.

Resolution 7:
Approval of Issue of Options to Mr Nik Alpert, Managing Director and Chief Executive Officer

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

That, for the purposes of ASX Listing Rule 10.14 and for all other purposes, the Shareholders of the Company approve the grant of 2,400,000 options under the Employee Incentives Plan to Mr Nik Alpert (or his nominee), Managing Director and CEO of the Company and otherwise on the terms and conditions set out in the Explanatory Statement which accompanies and forms part of this Notice of Meeting.

Voting exclusions apply to this Resolution 7.

VOTING EXCLUSION STATEMENTS

Resolution 5 – Adoption of Remuneration Report

Voting Exclusion Statement:

The Company will disregard any votes cast on Resolution 5 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 2025 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 5 by:

- a person as proxy or attorney for a person who is entitled to vote on Resolution 5 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 vote in that way.

Voting Prohibition Statement:

A person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if:

- (a) the proxy is either:
 - i) a member of the Key Management Personnel; or
 - ii) a Closely Related Party of such a member; and
- (b) the appointment does not specify the way the proxy is to vote on this Resolution.

However, the above prohibition does not apply if:

- (a) the proxy is the Chair; and
- (b) the appointment expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.

The Chairman intends to vote all available undirected proxies in favour of Resolution 5.

Resolution 6 – Adoption of Employee Incentive Scheme

Voting Exclusion Statement:

In accordance with Listing Rule 14.11, the Company will disregard any votes cast in favour of this Resolution by or on behalf of a person who is eligible to participate in the Plan or any associates (as defined in the Listing Rules) of those persons.

However, the Company need not disregard a vote cast in favour of this Resolution by:

- (a) 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
- (b) 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
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - i) 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
 - ii) the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Voting Prohibition Statement:

A person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if:

- (a) the proxy is either:
 - i) a member of the Key Management Personnel; or
 - ii) a Closely Related Party of such a member; and
- (b) the appointment does not specify the way the proxy is to vote on this Resolution.

However, the above prohibition does not apply if:

- (a) the proxy is the Chair; and

- (b) the appointment expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.

Resolution 7 – Approval of Issue of Options to Mr Nik Alpert, Managing Director and Chief Executive Officer

The Company will disregard any votes cast in favour of Resolution 7 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 Employee Incentives Plan; or
- an Associate of such person.

However, this does not apply to a vote cast in favour of Resolution 7 by:

- a person as proxy or attorney for a person who is entitled to vote on Resolution 7, in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or Coventry Group Ltd – 2025 Notice of Annual General Meeting
- 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 7.

In accordance with section 250BD of the Corporations Act, a vote must not be cast on Resolution 7 as a proxy by a member of the Key Management Personnel (KMP) at the date of the Meeting, or a closely related party of those persons, unless it is cast as proxy for a person entitled to vote in accordance with their directions. This restriction on voting undirected proxies does not apply to the Chairman if the Meeting where the proxy appointment expressly authorises the Chairman of the Meeting to exercise undirected proxies even if the resolution is connected, directly or indirectly with the remuneration of the KMP.

Please read the attached Proxy Form, which contains voting entitlement instructions. If you have any questions regarding this Notice of Meeting or Explanatory Statement, please call the Company Secretary on +61 3 8689 9997.

By order of the Board of Coventry Group Limited.
Mark Licciardo
Company Secretary
23 October 2025

FURTHER INFORMATION

MEETING LOCATION

The Company has decided that the Meeting will be held as a hybrid meeting at 9.00am (Melbourne Time) on Friday 21 November 2025 at 235 Settlement Road, Thomastown VIC 3074 and virtually via live webcast (see instructions below).

HOW TO JOIN THE MEETING ONLINE:

Shareholders will be able to attend the Meeting by going to Microsoft Teams using their web browser or internet enabled device. To join the webinar facility shareholders, need to follow the following information:

- 1) Enter the following link into your browser: https://bit.ly/CYG_AGM_2025
- 2) Enter the meeting ID and Passcode to access the meeting:

Meeting ID: 465 987 880 524 8

Passcode: Yf6D3To6

Attendee registration by the above webinar teleconferencing facility will be available 30 minutes prior to the beginning of the meeting being 8:30am (Melbourne time) on the day of the Meeting.

HOW TO VOTE

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

Online voting will take place via the Computershare Meeting platform.

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

To vote in the meeting, you can log in by entering the following URL <https://meetnow.global/MH5W2ZG> 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/virtualmeetingguide

Voting in person

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

All Resolutions by Poll

Pursuant to the fourth edition of the ASX Corporate Governance Council's Principles and Recommendations (Recommendation 6.4), all votes will be taken on a Poll.

Voting by corporate representative

A shareholder that is a corporation may appoint an individual to act as its representative to vote at the Meeting, in accordance with section 250D of the Corporations Act 2001 (Cth) ("Corporations Act"). The representative should submit evidence of his or her appointment, including any authority under which the appointment is signed, by emailing web.queries@computershare.com.au. This form may be obtained from the Company's share registry.

Voting by proxy

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

To be valid, your proxy form (and any power of attorney under which it is signed) must be received at the address given below by 9:00am (Melbourne time) on Wednesday 19 November 2025. Any proxy form received after that time will **not be valid** for the scheduled meeting.

WHERE TO VOTE

Online At www.investorvote.com.au

By mail Share Registry
Computershare Investor Services Pty Limited,
GPO Box 242, Melbourne, Victoria 3001, Australia

By fax 1800 783 447 (within Australia)
+61 3 9473 2555 (outside Australia)

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

Custodian For Intermediary Online subscribers only (custodians) please visit www.intermediaryonline.com to submit your voting intentions

ELIGIBILITY TO ATTEND AND VOTE

The Directors have determined that, for the purpose of voting at the Meeting, members eligible are those persons who are registered holders of Shares at 7:00pm (Melbourne time) on Wednesday 19 November 2025.

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 2025 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 7:00pm (Melbourne time) on Wednesday 19 November 2025 - by mail to Computershare Investor Services Pty Ltd, GPO Box 242, Melbourne, Victoria 3001, Australia; or by fax to +61 3 9473 2555.

2025 ANNUAL REPORT

In line with the Company's environmental policy, a copy of the Company's 2025 Annual Report is available at [FY25 Results - Annual Report - Coventry Group Ltd](#). If however, you wish to receive a hard copy please contact the Company on +61 3 9205 8290 or at secretariat@cgl.com.au.

EXPLANATORY STATEMENT ON AGENDA ITEMS

Financial and other reports

The Company is required by the Corporations Act to table the Financial Report and the Reports of the Directors and the Auditors for the year ended 30 June 2025. 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 – Election of Director - Mrs Anne Nicole Lockwood

The Company's Constitution provides that any Director appointed in addition to the existing Directors will hold office until the next annual general meeting and is then eligible for re-election. ASX Listing Rule 14.4 also provides that each additional director appointed during the year is to hold office until the next annual general meeting and is then eligible for election as a Director of the Company.

Mrs Lockwood was appointed as an additional Director of the Company on 24 April 2025.

Under this Resolution, Mrs Lockwood seeks election as a Director of the Company at this Annual General Meeting.

Mrs Lockwood has over 30 years of experience in finance, risk management, audit and mergers & acquisitions across numerous industries. She has been the Chief Financial and Commercial Officer at ASX Listed Integral Diagnostics and Chief Financial Officer at privately owned Planet Innovation. Mrs Lockwood spent over 30 years in finance roles including 18 years at Arthur Andersen and EY and is currently a Fellow of the Institute of Chartered Accountants, and a Graduate of the Australian Institute of Company Directors.

Mrs Lockwood is also a Non-Executive Director of ASX-Listed Mayne Pharma Limited, Genetic Signatures Limited and Symal Group Limited.

The Board (with Mrs Lockwood abstaining in respect of her own election) unanimously recommends Shareholders approve the election of Mrs Lockwood as a Director of the Company.

Resolution 2 – Election of Director - Mr Craig Evan Coleman

The Company's Constitution provides that any Director appointed in addition to the existing Directors will hold office until the next annual general meeting and is then eligible for re-election. ASX Listing Rule 14.4 also provides that each additional director appointed during the year is to hold office until the next annual general meeting and is then eligible for election as a Director of the Company.

Mr Coleman was appointed as an additional Director of the Company on 23 April 2025.

Under this Resolution, Mr Coleman seeks election as a Director of the Company at this Annual General Meeting.

Mr Coleman is the co-founder and Managing Partner of Viburnum Funds, Coventry Group's largest shareholder. He is an experienced senior executive and director, with a 30-year career spanning banking and finance, corporate advisory, and funds management. Mr Coleman is Chairman at Sports Entertainment Group Ltd, a Non-Executive Director of 3PLearning Ltd and a Non-Executive Director at GTN Ltd.

Mr Coleman was previously a Director of the following ASX listed companies: Universal Biosensors Ltd (from June 2016 to June 2025), Bell Financial Group (from July 2017 to February 2021), Amcom Telecommunications Ltd (from January 2010 to June 2015), Keybridge Capital (from March 2014 to May 2016), Lonestar Resources Ltd (from May 2014 to October 2014) and Pulse Health Ltd (from January 2010 to May 2017).

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

Resolution 3 – Election of Director - Mr Daniel Palumbo

The Company's Constitution provides that any Director appointed in addition to the existing Directors will hold office until the next annual general meeting and is then eligible for re-election. ASX Listing Rule 14.4 also provides that each additional director appointed during the year is to hold office until the next annual general meeting and is then eligible for election as a Director of the Company.

Mr Palumbo was appointed as an additional Director of the Company on 28 October 2024.

Under this Resolution, Mr Palumbo seeks election as a Director of the Company at this Annual General Meeting.

Mr Palumbo has extensive expertise in trade distribution and operational excellence. He built a distinguished career with the Reece Group, where he was a member of the Senior Leadership Team for over 10 years. During this time, he demonstrated a strong track record in driving financial performance, enhancing operational efficiencies, fostering customer growth, and developing organisational leadership.

Mr Palumbo is a Non-Executive Director at Beacon Lighting Ltd and a Director of Daisy's Garden Group

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

Resolution 4 – Re-election of Director - Mr Alex White

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

Mr White was appointed as a Director of the Company on 1 March 2022.

Mr White is a Director of Richmond Hill Capital ("RH Capital") and is jointly responsible for managing its RH High Conviction Fund. He has over fifteen years of corporate and investment management experience. Mr White is a Non-Executive Director of ASX Listed Company, Experience Co Ltd. Mr White was previously a Director of the following ASX listed companies: MOQ Digital Limited (from June 2019 to November 2022) and HRL Holdings (from March 2021 to August 2022).

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

Resolution 5 – Adoption of Remuneration Report

General

The Corporations Act requires listed companies to make expanded disclosure in respect of director and executive information. As a result, the Directors' Report must include a section called the "Remuneration Report". This report is set out in the 2025 Annual Report. Additionally, the Corporations Act requires listed companies to put the Remuneration Report, for each financial year, to a vote of members at the Company's Annual General Meeting.

In summary, the Remuneration Report:

- explains the principles used to determine the nature and amount of remuneration of Key Management Personnel ("KMPs"). The KMPs are the persons who have authority and responsibility for planning, directing and controlling the activities of the Company and Group and comprise the Directors of the Company and certain executives of the Company and Group;
- sets out details of any performance conditions applicable to the remuneration of KMPs;
- sets out the remuneration details for KMPs of the Company; and
- sets out the particulars of short-term and long-term incentives and key employment terms of the relevant KMPs.

Proxy voting restrictions

Key Management Personnel, details of whose remuneration are included in the Remuneration Report, and their closely related parties, are prohibited from voting on Resolution 5, except in the circumstances described in the voting exclusion statement set out in the Notice.

Voting consequences

Under section 250R(3) of the Corporations Act, the vote is advisory only and does not bind the Directors or the Company. The "two strikes" rule in the Corporations Act, 250V, provides that if at least 25% of the votes cast on the resolution (**Spill Resolution**) are voted against adoption of the Remuneration Report at two consecutive Annual General Meetings, shareholders will have the opportunity to vote on a spill resolution at the second of those Annual General Meetings.

If more than 50% of votes cast are in favour of the Spill Resolution, the Company must convene a shareholder meeting (**Spill Meeting**) within 90 days of the second annual general meeting.

All of the directors of the Company who were in office when the directors' report (as included in the company's annual report for the most recent financial year) was approved, other than the managing director of the Company, will cease to hold office immediately before the end of the Spill Meeting but may stand for re-election at the Spill Meeting.

Following the Spill Meeting those persons whose election or re-election as directors of the Company is approved will be the directors of the Company.

Previous voting results

The Company is not currently subject to a "first strike" as laid out in 250U of the Corporations Act. A reasonable opportunity will be provided for discussion of the Remuneration Report at the Meeting.

Board Recommendation

The Board does not make any recommendation in respect of Resolution 5

Resolution 6 – Adoption of Employee Incentive Scheme

General

Resolution 6 seeks Shareholder approval for the adoption of the Plan and for the issue of Options under the Plan in accordance with Listing Rule 7.2 Exception 13(b).

The purpose of the Plan is to assist in the reward, retention and motivation of Eligible Participants and link the reward of Eligible Participants to Shareholder value creation. The Company considers that adoption of the Plan and the future issue of Securities (including the Options) under the Plan will align the interests of Eligible Participants with shareholders of the Group by providing an opportunity to Eligible Participants to receive an equity interest in the Company in the form of Securities.

1.1. Listing Rule 7.1

Subject to a number of exceptions, Listing Rule 7.1 effectively 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 shares it had on issue at the start of the period.

1.2. Listing Rule 7.2 Exception 13(b)

Listing Rule 7.2 Exception 13(b) provides that Listing Rule 7.1 does not apply to an issue of securities under an employee incentive scheme if, within three (3) years before the date of the issue of the securities, the holders of the entity's ordinary securities have approved the issue of equity securities under the scheme as an exception to Listing Rule 7.1.

Listing Rule 7.2 Exception 13(b) is only available if and to the extent that the number of equity securities issued under the scheme does not exceed the maximum number set out in the entity's notice of meeting dispatched to shareholders in respect of the meeting at which Shareholder approval was to Listing Rule 7.2 Exception 13(b). Exception 13(b) also ceases to be available if there is a material change to the terms of the scheme from those set out in the notice of meeting.

1.3 Information required by Listing Rule 7.2 Exception 13(b)

Pursuant to and in accordance with Listing Rule 7.2 Exception 13(b), the following information is provided in relation to Resolution 6:

- 1.3.1 a summary of the key terms and conditions of the Plan is set out in Error! Reference source not found.;
- 1.3.2 the Company has not issued any Securities under the Plan as this is the first time that Shareholder approval is being sought for the adoption of the Plan; and
- 1.3.3 the maximum number of Securities proposed to be issued under the Plan, following Shareholder approval is 5,000,000 Securities (being 4.19% of the number of ordinary shares currently on issue).

1.4 Effect of Resolution 6

If Resolution 6 is passed, the Company will be able to issue Securities under the Plan to Eligible Participants over a period of 3 years. The issue of any Securities under the Plan (up to a maximum of 5,000,000 Securities stated in 1.3 above) will be excluded from the calculation of the number of equity securities that the company can issue without Shareholder approval under Listing Rule 7.1.

If Resolution 6 is not passed, the Company will be able to proceed with the future issue of Securities (including the Options contemplated by the Company under the Plan to Eligible Participants, but any issues of Securities will reduce, to that extent, the Company's capacity to issue Securities without Shareholder approval under Listing Rule 7.1 and for the 12 month period following the issue of Securities.

The Directors unanimously support the adoption of the employee incentive scheme titled Employee Incentives and recommend that Shareholders vote in favour of Resolution 6.

The Chair intends to vote undirected proxies in favour of Resolution 6.

Resolution 7 – Approval of Issue of Options to Mr Nik Alpert, Managing Director and Chief Executive Officer

Mr Nik Alpert is the Managing Director and Chief Executive Officer (CEO) of the Company. The Company appointed Mr Nik Alpert as the Managing Director on 1 September 2025. Mr Alpert is eligible to participate in the Employee Incentives Plan by subscribing for the 2,400,000 unlisted options (Options) under the Plan as part of his remuneration and terms of engagement as Managing Director and CEO of the Company.

Accordingly, Shareholder approval is sought to grant 2,400,000 Options to Mr Alpert.

A summary of the material terms of the Options are set out below:

Type of Security:	Options to acquire fully paid ordinary shares in the issued capital of the Company (each Option being convertible into one such ordinary share).
Exercise Price:	\$0.80 per Option
Number of Options:	2,400,000
Grant Date:	The date that the Board accepts the Application Form in accordance with the Employee Incentive Plan Rules.
Expiry Date:	Three years from the Grant Date.
Number of Options subject to Vesting Conditions:	100%
Disposal restrictions:	The Options are restricted from disposal under clause 5.2 of the Employee Incentive Plan Rules.
Cashless Exercise:	Cashless exercise is permitted under clause 7.2 of the Employee Incentive Plan Rules.

ASX Listing Rule 10.14

ASX Listing Rule 10.14 provides that a listed company must not permit any of the following persons to acquire securities under an employee incentive scheme unless it obtains the approval of its shareholders:

- (a) a director of the Company;
- (b) an associate of a director of the Company; or
- (c) a person whose relationship with the Company or a person referred to in Listing Rule 10.14.1 or 10.14.2 (a. or b. above) is such that, in ASX's opinion, the acquisition should be approved by its shareholders.

As Mr Alpert is a Managing Director and Chief Executive Officer (CEO) of the Company, the proposed issue of Options constitutes the acquisition of securities under the Company's Plan for the purposes of Listing Rule 10.14 and therefore requires the approval of the Company's shareholders under Listing Rule 10.14.

To this end, this Resolution seeks the required Shareholder approval to issue the Options to Mr Alpert under and for the purposes of Listing Rule 10.14. If approved, the Company is not required to obtain separate Shareholder approval under Listing Rule 7.1, and as a result the issue of Options will not count towards the Company's placement capacity.

If this Resolution is passed, the Company will be able to proceed with the proposed issue of Options. If this Resolution is not passed, the Company will not be able to proceed with the proposed issue, and this may impact the Company's cashflow as the Options form an integral part of Mr Alpert's remuneration structure and the Company's retention strategy.

Chapter 2E of the Corporations Act

Chapter 2E of the Corporations Act prohibits the Company from giving a financial benefit to a related party of the Company unless either:

- (a) the giving of the financial benefit falls within one of the exceptions to the provisions; or
- (b) Shareholder approval is obtained prior to the giving of the financial benefit.

The proposed issue of Options constitutes the giving of a financial benefit.

A "related party" for the purposes of the Corporations Act and the Listing Rules is widely defined and includes a director of a public company, a spouse of a director of a public company or an entity controlled by a director of a public company. The definition of "related party" also includes a person whom there is reasonable grounds to believe will become a "related party" of a public company.

For the proposed issue of Options to Mr Alpert, the Board of Directors (other than Mr Alpert) of the Company carefully considered the issue of Options, and formed the view that the giving of this financial benefit as part of Mr Alpert's remuneration would be reasonable, given the circumstances of the Company, the quantum and terms of the Options, and the responsibilities held by him as an Managing Director and CEO of the Company.

In reaching this view, the following considerations were taken into account:

- (a) It is relatively common for directors of an ASX listed entity to be remunerated and incentivised by the grant of incentive securities;
- (b) The quantity and value of the Options is reasonable in light of Mr Alpert's existing remuneration and ongoing role as a Managing Director and CEO of the Company;
- (c) The exercise price will assist in aligning the interests of Mr Alpert with Shareholders of the Company; and
- (d) The issue of Options is a cost effective and efficient reward and incentive to be provided to Mr Alpert, as opposed to alternative forms of incentive, such as the payment of additional cash consideration or bonuses.

Accordingly, the Board of Directors (other than Mr Alpert) of the Company believe that the issue of these Options to fall within the "reasonable remuneration" exception as set out in section 211 of the Corporations Act and relies on this exception for the purposes of Resolution 7 of this Notice of Meeting. Therefore, the proposed issue of Options to Mr Alpert requires Shareholder approval under and for the purposes of Listing Rule 10.14 only.

Information Required by ASX Listing Rule 10.15

The following information in relation to the issue of Options to Mr Alpert is provided to Shareholders for the purposes of ASX Listing Rule 10.15:

(a) *The names of the allottees*

The allottee is Mr Nik Alpert (or his nominee), a Managing Director and CEO of the Company. Mr Alpert falls under Listing Rules 10.14.1.

(b) *The number of securities the entity will issue*

The maximum number of Options that may be issued to Mr Alpert (or his nominee) is 2,400,000.

(c) *The issue price of the securities*

The Options will be issued for nil cash consideration.

(d) *The terms and value of the securities*

- The Shares issued upon exercise of the Options will be fully paid and rank equally in all aspects with all existing fully paid ordinary shares previously issued by the Company.
- The Company has chosen this type of security because it is unlisted (therefore has no immediate dilutionary impact on shareholders) and the terms can be structured to assist in aligning the interests of the holders with Shareholders of the Company.
- The Options have an average value of \$0.80 per Option, which equates to a total value of \$1,920,000 for Mr Alpert.

(e) *The current total remuneration package received by Mr Alpert is as follows:*

Executive Director & CEO	Remuneration
Fixed Annual Remuneration (FAR)	\$456,000 per annum inclusive of superannuation and vehicle allowance.
Short Term Incentive (STI) Plan	Eligibility to participate in the Company's Short Term Incentive (STI) Plan which, if triggered, is payable 50% in cash and 50% in shares in the Company. Mr Alpert's STI opportunity is 100% of FAR.

(f) No Options have been previously issued to Mr Alpert under the Employee Incentives Scheme.

(g) *Date of Issue*

The Options are intended to be issued within one month, and in any event no later than three years, from the date of this Meeting, if approved by Shareholders.

(h) *Terms of the Plan*

A copy of the Plan is available on the Company's website at <https://www.cgl.com.au/>

(i) *Loan Terms*

There will be no loan made to Mr Alpert in relation to the issue of Options.

(j) *Information published in the Annual Report*

Details of any securities issued under the Plan will be published in each annual report of the Company relating to a period which securities have been issued, and that approval for the issue of securities was obtained under ASX Listing Rule 10.14.

Any additional persons who become entitled to participate in the Plan after the resolution was approved and who were not named in the notice of meeting will not participate until approval is obtained under ASX Listing Rule 10.14.

Directors' recommendation and undirected proxies

The Directors (excluding Mr Alpert) recommend that Shareholders vote for Resolution 7.

The Chair intends to vote undirected proxies in favour of Resolution 7.

SCHEDULE 1

KEY TERMS AND CONDITIONS OF THE EMPLOYEE INCENTIVES SCHEME

The key terms of the Employee Incentives Scheme are as follows:

1. Eligible Participant

The Board may from time to time determine that an Eligible Participant may participate in the Plan.

2. Purpose

The purpose of the Plan is to:

- a) assist in the reward, retention and motivation of Eligible Participants;
- b) link the reward of Eligible Participants to Shareholder value creation;
- c) develop a clear line of sight between business objectives and reward; and
- d) align the interests of Eligible Participants with shareholders of the Group by providing an opportunity to Eligible Participants to receive an equity interest in the Company in the form of Securities.

3. Eligibility, Invitation and Application

The Board may from time to time determine that an Eligible Participant may participate in the Plan and make an Invitation to that Eligible Participant to apply for Securities on such terms and conditions as the Board decides. On receipt of an Invitation, an Eligible Participant may apply for the Securities the subject of the Invitation by sending a completed Application Form to the Company. The Board may accept an Application from an Eligible Participant in whole or in part. If an Eligible Participant is permitted in the Invitation, the Eligible Participant may, by notice in writing to the Board, nominate a party in whose favour the Eligible Participant wishes to renounce the Invitation.

4. Grant of Securities

The Company will, to the extent that it has accepted a duly completed Application Form, grant the Participant the relevant number of Securities, subject to the terms and conditions set out in the Invitation, the rules of the Plan and any Ancillary Documentation required.

5. Term of Convertible Securities

Prior to a Convertible Security being exercised, a Participant does not have any interest (legal, equitable or otherwise) in any Share the subject of the Convertible Security other than those expressly set out in the rules of the Plan. A Participant may not sell, assign, transfer, grant a security interest over or otherwise deal with a Convertible Security that has been granted to them. A Participant must not enter into any arrangement for the purpose of hedging their economic exposure to a Convertible Security that has been granted to them.

6. Vesting of Convertible Securities

Any vesting conditions applicable to the grant of Convertible Securities will be described in the Invitation. A Convertible Security will only vest on the occurrence or satisfactions of the Vesting Conditions specified in respect of that Convertible Security. For the avoidance of doubt, if the vesting conditions relevant to a Convertible Security are not satisfied by the Expiry Date and/or otherwise waived by the Board, that Convertible Security will lapse.

7. Exercise of Convertible Securities

A Convertible Security may not be exercised unless and until that Convertible Security has vested in accordance with the vesting conditions (if any). To exercise a Convertible Security, the Participant must deliver a signed Notice of Exercise and, subject to a cashless exercise of Convertible Securities (see below), pay the Exercise Price (if any) to or as directed by the Company, at any time prior to the Expiry Date. An Invitation may specify that, in lieu of paying the Exercise Price for the number of Convertible Securities specified in the Invitation, the Participant may elect for a Cashless Exercise. Where the Participant elects for a Cashless Exercise, the Company will issue to the Participant the number of Shares equal in value to the positive difference between the Fair Market Value of the Shares at the time of exercise and the Exercise Price that would otherwise be payable to exercise those Convertible Securities.

8. Delivery of Shares on exercise of Convertible Securities

As soon as practicable after the valid exercise of Convertible Securities by a Participant, the Company will issue, allocate or cause to be transferred to that Participant the number of Shares to which the Participant is entitled under the rules of the Plan.

9. Forfeiture of Convertible Securities

Unless the Invitation provides otherwise, if a Participant becomes a Leaver, the Board may in its absolute discretion serve a notice in writing on the Leaver requiring that the Participant:

- a) sell some or all of its vested Convertible Securities; or
- b) exercise some or all of their vested and/or unvested shares; or
- c) retain some or all of their unvested and/or unvested shares; or
- d) determine that some or all of the unvested Convertible Securities have lapsed.

If a Participant is a Bad Leaver, alternatively to the above options, the Board may instead serve a notice in writing on the Bad Leaver advising them that:

- a) some or all of their unvested Convertible Securities have lapsed; or
- b) some or all of their vested and unexercised Convertible Securities have expired or will expire and will no longer be exercisable.

Where the Board determines that a Participant has acted fraudulently or dishonestly, or wilfully breached his or her duties to the Group, the Board may in its discretion deem all unvested Convertible Securities held by that Participant to have been forfeited.

10. Effect of Forfeiture of Convertible Securities

Where a Convertible Security has been forfeited, the Convertible Security will automatically lapse.

11. Change of control

If a change of control event occurs in relation to the Company, or the Board determines that such an event is likely to occur, the Board may in its discretion determine the manner in which any or all of the Participant's Convertible Securities will be dealt with, including, without limitation, cancelling some or all of the Participant's Convertible Securities (vested or unvested) and paying the Participant a cash amount or otherwise in a manner that allows the Participant to participate in and/or benefit from any transaction arising from or in connection with the change of control event.

12. Rights attaching to Plan Shares

All Plan Shares will rank pari passu in all respects with the Shares of the same class. If Plan Shares are in the same class as Shares which are listed on the ASX, the Company will apply for quotation of the Plan Shares issued (or any unquoted Plan Shares transferred) within the time required by the Listing Rules after the date of allotment. A Participant will be entitled to any dividends declared and distributed by the Company on the Plan Shares and may participate in any dividend reinvestment plan operated by the Company in respect of Plan Shares. A Participant may exercise any voting rights attaching to Plan Shares.

13. Disposal restrictions on Plan Share

The Board may, in its discretion, determine in the Invitation or at any time up until the exercise of the Convertible Securities, that a Restriction Period will apply to some or all of the Plan Shares. The Board may implement any procedure it deems appropriate to restrict a Participant from dealing with any Plan Shares subject to the Restriction Period for as long as those Plan Shares are subject to the Restriction Period.

For so long as a Plan Share is a Restricted Plan Share, the Participant will not transfer, encumber or otherwise dispose of, or have a Security Interest granted over that Plan Share; or take any action or permit another person to take any action to remove or circumvent the disposal restrictions without the express written consent of the Company.

14. Irrevocable power of attorney

For the purposes of ensuring compliance with the rules of the Plan, each Participant must grant an irrevocable power of attorney (in the form set out in the Invitation or such other form determined by the Board) to any person nominated from time to time by the Board.

15. Adjustment of Convertible Securities

If there is a reorganisation of the issued share capital of the Company (including any subdivision, consolidation, reduction, return or cancellation of such issued capital of the Company), the rights of each Participant holding Convertible Securities will be changed to the extent necessary to comply with the Listing Rules applicable to a reorganisation of capital at the time of the reorganisation. If Shares are issued by the Company pro-rata to shareholders by way of bonus issue (other than an issue in lieu of dividends or by way of dividend reinvestment), the holder of Convertible Securities is entitled, upon exercise of the Convertible Securities, to receive an allotment of as many additional Shares as would have been issued to the holder if the holder held Shares equal in number to the Shares in respect of which the Convertible Securities are exercised. Unless otherwise determined by the Board, a holder of Convertible Securities does not have the right to participate in a pro rata issue of Shares made by the Company or sell renounceable rights.

Subject to the above paragraph, during the currency of any Convertible Securities and prior to their exercise, the holders of Convertible Securities are not entitled to participate in any new issue of Shares of the Company as a result of their holding of Convertible Securities.

16. Administration of the Plan

The Plan will be administered by the Board. The Board may exercise any power or discretion conferred on it by the rules of the Plan in its sole and absolute discretion. The Board may delegate its powers and discretion.

17. Trust

The Board may, in its discretion, use an employee share trust or other mechanism for the purposes of holding Shares and Plan Shares before or after the exercise of a Convertible Security or delivering any Plan Shares arising from exercise of a Convertible Security under the rules of the Plan on such terms and conditions as determined by the Board.

18. Restrictions on and amendments to the Plan

Subject to the following paragraph, the Board may at any time amend any provisions of the rules of the Plan, including (without limitation) the terms and conditions upon which any Securities have been granted under the Plan and determine that any amendments to the rules of the Plan be given retrospective effect, immediate effect or future effect.

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

19. Duration

The Plan continues in operation until the Board decides to end it. The Board may from time to time suspend the operation of the Plan for a fixed period, or indefinitely, and may end any suspension. If the Plan is terminated or suspended for any reason, that termination or suspension must not prejudice the accrued rights of the Participants. If a Participant and the Company (acting by the Board) agree in writing that some or all of the Securities granted to that Participant are to be cancelled on a specified date or on the occurrence of a particular event, then those Securities may be cancelled in the manner agreed between the Company and the Participant.

GLOSSARY

In the Notice and Explanatory Statement, the following terms have the following meaning unless the context otherwise requires:

Ancillary Documentation means all documentation which the Board specifies in an Invitation that an Eligible Participant must enter into and/or provide in connection with an Application for Securities.

\$ means Australian Dollars.

Annual General Meeting means a duly convened Annual General Meeting (or any adjournment thereof) of the Shareholders at which the Resolutions will be proposed to be held at 9:00am on Friday, 21 November 2025.

Application means, in respect of a Security, an application for that Security made by an Eligible Participant in response to an Invitation.

Application Form means an application form attached to, or enclosed with, an Invitation.

ASX means the ASX Limited (ABN 98 008 624 691) and, where the context permits, the Australian Securities Exchange operated by ASX Limited.

Associate 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.

Board means the Board of Directors.

Business Day means a day (other than a Saturday, Sunday or public holiday) on which banks are open for general banking business in Victoria.

Cashless Exercise means a transaction in which a Participant’s Convertible Securities are exercised without the Participant making any cash payment to the Company by way of reducing the number of Convertible Securities to be delivered to the Participant, in accordance with clause 7.2(b).

Chair means the person appointed to chair the Meeting convened by the Notice.

Closely Related Party of a member of the Key Management Personnel means:

- a) a spouse or child of the member;
- b) a child of the member’s spouse;
- c) a dependant of the member or the member’s spouse;
- d) anyone else who is one of the member’s family and may be expected to influence the member, or be influenced by the member, in the member’s dealing with the entity;
- e) a company the member controls; or
- f) a person prescribed by the Corporations Regulation.

Company means Coventry Group Limited ACN 008 670 102.

Convertible Security means a Security exercisable for Plan Share(s) in accordance with the rules of the Plan, including an Option or Performance Right.

Corporations Regulation means the *Corporations Regulation 2001* (Cth).

Director means a director of the Company.

Eligible Participant means a person that has been determined by the Board to be eligible to participate in the Plan from time to time.

Exercise Price means, in respect of a Convertible Security, the price to be paid by the Participant (if any) when exercising that Security as specified in the relevant Invitation. For the avoidance of doubt, the Exercise Price for a Security may be NIL.

Expiry Date means, in relation to a Convertible Security, the 'expiry date' which is specified in the Invitation (if any).

Explanatory Statement means the explanatory statement which forms part of the Notice.

Invitation means an invitation to an Eligible Participant to apply for grant of one or more Securities made in accordance with the Plan.

Key Management Personnel has the same meaning as in the accounting standards and includes those persons having authority and responsibility for planning, directing and controlling the activities of the entity, directly or indirectly, including any director (whether executive or otherwise) of that entity.

Leaver means a Participant who ceases their Engagement Arrangement.

Listing Rules means the listing rules of ASX.

Market Value means, at any given date, the volume weighted average price per Share traded on the ASX over the five trading days immediately preceding that given date, unless otherwise specified in an Invitation.

Meeting has the meaning given in the introductory paragraph of the Notice.

Notice means this Notice of Annual General Meeting.

Notice of Exercise means a notice given by or on behalf of the to exercise a Convertible Security in accordance with the Plan.

Option means an option granted under the rules of the Plan to acquire one or more Shares by transfer or allotment, as set out in the relevant Invitation.

Participant means an Eligible Participant who has been granted any Security under this Plan.

Plan means the Company's Employee Incentives Plan summarised in Schedule 1.

Plan Shares means all Shares issued or transferred to a Participant under the rules of the Plan, including upon the valid exercise of a Security.

Proxy Form means the proxy form accompanying the Notice and the meaning given in section 228 of the Corporations Act. 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.

Resolutions means the resolutions referred in the Notice.

Schedule means a schedule to the Notice.

Security means a security in the capital of the Company granted under these Rules, including a Plan Share, Option, Performance Right or other Convertible Security.

Share means a fully paid ordinary share in the capital of the Company.

Shareholder means a holder of a Share.

Vesting Condition means, in relation to a Convertible Security, any conditions to vesting of that Convertible Security that are set out in the Invitation for that Convertible Security.

SHAREHOLDER QUESTIONS

The Board of Coventry Group Ltd (the "Company") welcomes questions regarding the Company, the 2025 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 7:00pm (Melbourne time) on Wednesday, 19 November 2025 and email to anshu.raghuvanshi@acclime.com.

We will endeavour to address as many as possible of the more frequently raised matters during the course of the Annual General Meeting. If time does not permit us to address all raised issues at the meeting, we will respond, if appropriate, to you directly.

Shareholder Name _____

(Please print)

Address _____

Daytime phone no. _____

Question(s)

Section A- The Company

Section B - KPMG

Signature _____

Date _____

Questions to KPMG must relate to the:

- (a) conduct of the audit;
- (b) preparation and content of the auditor's report;
- (c) accounting policies adopted by the Company in relation to the preparation of its financial statements;
and
- (d) independence of the auditor, in relation to the conduct of the audit.



Need assistance?



Phone:

1300 763 414 (within Australia)
+61 3 9415 4856 (outside Australia)



Online:

www.investorcentre.com/contact



YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by **9:00am (AEDT) on Wednesday, 19 November 2025.**

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

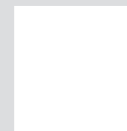
If a representative of a corporate securityholder or proxy is to participate in the meeting you will need to provide the appropriate "Appointment of Corporate Representative". A form may be obtained from Computershare or online at www.investorcentre.com/au and select "Printable Forms".

Lodge your Proxy Form:

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: 138226

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.

☐ **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

Please mark ☒ to indicate your directions

Step 1 Appoint a Proxy to Vote on Your Behalf

I/We being a member/s of Coventry Group Ltd hereby appoint

☐ the Chairman of the Meeting **OR**

PLEASE NOTE: Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the Annual General Meeting of Coventry Group Ltd to be held at 235 Settlement Road, Thomastown VIC 3074 and as a virtual meeting on Friday, 21 November 2025 at 9:00am (AEDT) and at any adjournment or postponement of that meeting.

Chairman authorised to exercise undirected proxies on remuneration related resolutions: Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman becomes my/our proxy by default), I/we expressly authorise the Chairman to exercise my/our proxy on Resolutions 5, 6 and 7 (except where I/we have indicated a different voting intention in step 2) even though Resolutions 5, 6 and 7 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 5, 6 and 7 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	Election of Director - Mrs Anne Nicole Lockwood	☐	☐	☐
Resolution 2	Election of Director - Mr Craig Evan Coleman	☐	☐	☐
Resolution 3	Election of Director - Mr Daniel Palumbo	☐	☐	☐
Resolution 4	Re-election of Director - Mr Alex White	☐	☐	☐
Resolution 5	Adoption of Remuneration Report	☐	☐	☐
Resolution 6	Adoption of Employee Incentive Scheme	☐	☐	☐
Resolution 7	Approval of Issue of Options to Mr Nik Alpert, Managing Director and Chief Executive Officer	☐	☐	☐

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



Date: 23 October 2025

Dear Shareholder

COVENTRY GROUP LIMITED - 2025 ANNUAL GENERAL MEETING OF SHAREHOLDERS

Coventry Group Ltd (ACN 008 670 102) (ASX:CYG) (**Coventry** or the **Company**) advises that the Company will hold its Annual General Meeting of its shareholders (Shareholders) as a hybrid meeting at 235 Settlement Road, Thomastown VIC 3074 and virtually via Microsoft Teams Webinar at 9:00am (AEDT) on Friday 21 November 2025 (the **Meeting**).

The Notice of Meeting, accompanying explanatory statement and schedule (the **Meeting Materials**) and the Company's 2025 Annual Report are being made available to Shareholders electronically. The Meeting Materials are available on the Company's website www.cgl.com.au or the Company's ASX market announcements platform at www.asx.com.au (ASX:**CYG**).

In accordance with sections 110C -110K of the Corporations Act 2001 (Cth) (as inserted by the Treasury Laws Amendment (2021 Measures No.1) Act 2021(Cth), Shareholders will not be sent a hard copy of the Notice or Proxy Form unless Shareholders have already notified the Company that they wish to receive documents such as the Notice and Proxy Form in hard copy.

The Company strongly encourages all Shareholders to vote either by directed proxy or direct voting prior to the Meeting. Voting forms for the Meeting should be lodged before 7:00pm (AEDT) on Wednesday, 19 November 2025. A copy of your personalised voting form is enclosed.

Shareholders who wish to attend and participate virtually can do so via the online meeting platform, where Shareholders will be able to watch, listen, ask questions and vote online. Details on how to access the virtual Meeting are provided in the Notice of Meeting. Shareholders can also submit, and are encouraged to submit, any questions in advance of the Meeting by emailing questions to anshu.raghuvanshi@acclime.com by no later than 7:00pm (AEDT) on Wednesday, 19 November 2025.

The Notice and the accompanying Explanatory Statement should be read in its entirety. The Explanatory Statement contains important information about the matters to be considered at the Meeting to assist Shareholders to determine how to vote on the resolutions set out in the Notice.

Should you wish to discuss any of the matters detailed in this letter, the Notice or the Explanatory Statement, please contact the Company Secretary on +61 3 8689 9997 or via email at anshu.raghuvanshi@acclime.com.

Yours faithfully

Mark Licciardo
Company Secretary