

NOTICE OF ANNUAL GENERAL MEETING

FRIDAY, 28 OCTOBER 2016

Notice is hereby given that the 2016 Annual General Meeting of Coventry Group Ltd ("Company") will be held at the Company offices, 235 Settlement Road, Thomastown, Victoria on Friday, 28 October 2016 commencing at 10.00 am AEDT.

ORDINARY BUSINESS

Financial and other reports

To receive and consider the Financial Report, Directors' Report and Audit Report for the year ended 30 June 2016.

Resolution 1:

Election of director

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

"That Mr Neil Cathie, who retires by rotation in accordance with the Company's constitution and, being eligible, offers himself for re-election, be re-elected as a director."

Resolution 2:

Adoption of Remuneration Report

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

"That the Remuneration Report of the Company for the financial year ended 30 June 2016 be adopted."

Note: The vote on this resolution is advisory only and does not bind the Directors or the Company.

Voting exclusions

Resolution 2

The Company will disregard any votes cast on Resolution 2 by any Director or Associate of a Director, unless the vote is cast as proxy for a person entitled to vote on the Resolution:

- (i) in accordance with a direction in the Proxy Form; or*
- (ii) by the Chairman of the Meeting pursuant to an express authorisation to exercise the proxy.*

Please read the attached proxy form which contains voting entitlement instructions. If you have any questions regarding this Notice of Meeting or Explanatory Notes please call the Company Secretary on +61 3 9205 8290.

By order of the Board

Chris Lloyd

Company Secretary

27 September 2016

FURTHER INFORMATION

HOW TO VOTE

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.

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 bring to the meeting evidence of his or her appointment, including any authority under which the appointment is signed. The appropriate "Appointment of Corporate Representative" form must be completed and produced prior to admission to the meeting. 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 bring to the meeting evidence of his or her appointment, including any authority under which the appointment is signed. A form of the certificate may be obtained from the Company's share registry.

To be valid, your proxy form (and any power of attorney under which it is signed) must be received at the address given below by 10.00am AEDT on 26 October 2016. 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 (AEDT) on Wednesday 26 October 2016.

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 2016 by completing the relevant section of the enclosed Shareholder Questions Form.

Relevant written questions for the Company or KPMG must be received by no later than 5.00 pm AEDT on Friday, 21 October 2016 - by mail to Computershare Investor Services Pty Ltd, GPO Box 242, Melbourne, Victoria 3001, Australia; or by fax to +61 3 9473 2555.

2016 ANNUAL REPORT

In line with the company's environmental policy, a copy of the Company's 2016 Annual Report is available at www.cgl.com.au/investors/Annual_Report. If however you wish to receive a hard copy please contact the company on 03 9205 8290 or at secretariat@cgl.com.au.

EXPLANATORY NOTES ON AGENDA ITEMS

FINANCIAL AND OTHER REPORTS

The Company is required by the Corporations Act to table the Financial Report and the Reports of the Directors and the Auditors for the year ended 30 June 2016. 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 (ORDINARY RESOLUTION)

Mr Cathie retires as a director in accordance with the annual rotation provisions of the Constitution, and, being eligible, offers himself for re-election. The Board (with the relevant Director abstaining) unanimously recommends that shareholders vote in favour of the election of Mr Cathie as a Director.

The following is a profile for Mr Cathie:

Neil George Cathie - FCPA, GAICD, FGIA

Chairman - Independent Non-Executive Director

Mr Cathie was appointed as a director of the Company in September 2014 and as Chairman in January 2015. He has extensive experience in very relevant areas including having a 27 year career at Australia's largest and most successful plumbing and bathroom distributor, Reece Australia Ltd, during which time he served as its Chief Financial Officer, Company Secretary and General Manager, Finance and IT. In these roles, Mr Cathie has worked closely with a strong Board and line management team in a growing company as well as having a primary external facing role of the ASX listed Reece Australia Ltd. Mr Cathie spent 7 years with a chartered accountancy firm early in his career and has held other CFO roles. He is currently a director of and advisor to a number of private companies.

Mr Cathie held no other listed company directorships during the past 3 financial years.

RESOLUTION 2 – ADOPTION OF THE REMUNERATION REPORT (ORDINARY RESOLUTION)

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 2016 Annual Report. Additionally, the 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:

- (a) 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;
- (b) sets out details of any performance conditions applicable to the remuneration of KMPs;
- (c) sets out the remuneration details for KMPs of the Company; and
- (d) sets out the particulars of short-term and long-term incentives and key employment terms of the relevant KMPs.

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

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

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

At the 2015 AGM, shareholders supported the adoption of the Remuneration Report. Accordingly, 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.

SHAREHOLDER QUESTIONS

The Board of Coventry Group Ltd (the "Company") welcomes questions regarding the Company, the 2016 Annual Report or any matter relating to the Notice.

Shareholders may also ask the Company's external auditor, KPMG, relevant questions (refer to Note 1 below). Appropriate questions will be forwarded to KPMG for response.

If you wish to have a question answered at the Annual General Meeting, please complete this form and return it by 5.00 pm AEDT on Friday, 21 October 2016 in the reply paid envelope provided or by fax to +61 3 9473 2555.

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 - CGL

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.

Lodge your vote:

 **Online:**
www.investorvote.com.au

 **By Mail:**
Computershare Investor Services Pty Limited
GPO Box 242 Melbourne
Victoria 3001 Australia

Alternatively you can fax your form to
(within Australia) 1800 783 447
(outside Australia) +61 3 9473 2555

For Intermediary Online subscribers only
(custodians) www.intermediaryonline.com

For all enquiries call:
(within Australia) 1300 763 414
(outside Australia) +61 3 9415 4856

Proxy Form

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Vote and view the annual report online

- Go to www.investorvote.com.au or scan the QR Code with your mobile device.
- Follow the instructions on the secure website to vote.

Your access information that you will need to vote:

Control Number: 138784

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



 **For your vote to be effective it must be received by 10:00am (AEDT) Wednesday, 26 October 2016**

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.

Attending the Meeting

Bring this form to assist registration. If a representative of a corporate securityholder or proxy is to attend the meeting you will need to provide the appropriate "Certificate of Appointment of Corporate Representative" prior to admission. A form of the certificate may be obtained from Computershare or online at www.investorcentre.com under the help tab, "Printable Forms".

Comments & Questions: If you have any comments or questions for the company, please write them on a separate sheet of paper and return with this form.

**GO ONLINE TO VOTE,
or turn over to complete the form** →

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

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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 the Company offices, 235 Settlement Road, Thomastown, Victoria on Friday, 28 October 2016 at 10:00am (AEDT) and at any adjournment or postponement of that Meeting.

Chairman authorised to exercise undirected proxies on remuneration related resolution: 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 Resolution 2 (except where I/we have indicated a different voting intention below) even though Resolution 2 is 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 Resolution 2 by marking the appropriate box in step 2 below.

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 - Mr Neil Cathie	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2 Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

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.

SIGN Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

Contact Name _____

Contact Daytime Telephone _____

Date ____ / ____ / ____