

**ASX RELEASE****Annual General Meeting Resolution 5**

4 October 2022

Coventry Group Limited (**ASX: CYG, the Company**) advises that, after receiving feedback from its shareholders, it has amended the wording of the proposed changes to the Company's Constitution as set out in the Explanatory Statement associated with Resolution 5 in its Notice of Annual General Meeting which was released to the ASX on 20 September 2022.

Resolution 5 proposes amendments to the Company's Constitution to reflect changes in law, regulation and market practice since the Constitution was adopted in 2002. Among the proposed changes includes modification to Rule 7.1 to allow the Company to hold its Annual General Meetings as wholly virtual meetings, in line with the *Corporations Amendment (Meetings and Documents) Bill 2021*.

The Company values Shareholder feedback and has taken on board Shareholder concerns regarding the Company potentially holding wholly virtual AGMs. The Company wishes to advise the intention that wholly virtual AGMs would only be held in extraordinary circumstances whereby hybrid or physical meetings would not be possible.

Considering the feedback received, the Company advises that it has amended the proposed wording of rule 7.1 of the Constitution change to reflect that the Company will hold hybrid General Meetings, and not wholly virtual meetings, except in the case of extraordinary circumstances such as pandemic, disaster or other extenuating factors.

The Company has amended the wording of the proposed Constitution change relating to Rule 7.1 and provides the proposed new wording below.

The original amendments sought are shown as **red** text below, and are contained in the Explanatory Statement to the Company's Notice of Annual General Meeting. The additional amendments now sought are shown in the **yellow-highlighted** text below:

**7.1 Calling general meetings**

- (a) The directors may, whenever they think fit, call and arrange to hold a general meeting.
- (b) A general meeting may be called and arranged to be held only as provided by this rule 7.1 or as provided by sections 249D, 249E, 249F and 249G of the Act.
- (c) The directors may, by notice to the ASX, while the company is a listed company, change the venue for, postpone or cancel a general meeting unless the meeting is called and arranged to be held by the members or the court under the Act. If a general meeting is called and arranged to be held under section 249D of the Act the directors may not postpone it beyond the date by which section 249D requires it to be held and may not cancel it without the consent of the requisitioning member or members.

## 7.1A Technology at general meetings

The company may hold a general meeting:

- (a) at one or more physical venues;
- (b) at one or more physical venues and using virtual technology that gives all persons entitled to attend, as a whole, a reasonable opportunity to participate; or
- (c) in extraordinary circumstances (e.g. a pandemic, disaster, or other similar extenuating circumstances), using virtual meeting technology that gives all persons entitled to attend, as a whole, a reasonable opportunity to participate in the meeting without being physically present in the same place.

A copy of the modified Constitution is available for review by Shareholders at the office of the Company. A copy of the modified Constitution can also be sent to Shareholders upon request to the Company Secretary at [m.licciardo@acclime.com](mailto:m.licciardo@acclime.com). Shareholders are invited to contact the Company if they have any queries or concerns.

The Company notes that the wording of Resolution 5 will not change, and reads as follows:

To consider and, if thought fit, to pass the following as a special resolution:

*“That, for the purposes of section 136(2) of the Corporations Act 2001 (Cth), the Constitution of the Company be modified by making the amendments set out in the Explanatory Statement, with effect from the close of this meeting.”*

### **Proxy Direction**

If you have already submitted your proxy form with a direction on how to vote on Resolution 5 and wish to change your instruction as a result of this amendment, please re-submit your proxy form by no later than 10:00am (Melbourne time) on Wednesday, 19 October 2022. Voting instructions received after this time will not be valid for the scheduled Meeting.

Proxies may be lodged using any of the following methods:

- **Online** at ‘[www.investorvote.com.au](http://www.investorvote.com.au)’
- **By mail**  
‘Computershare Investor Services, GPO Box 242, Melbourne VIC, 3001’
- **By fax** ‘1800 783 447’ (within Australia) or ‘+613 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](http://www.intermediaryonline.com)’ to submit your voting intentions.

If you have any queries regarding your shareholding or the upcoming Coventry Group Limited Meeting, please contact Computershare on 1300 850 505 or email [web.queries@computershare.com.au](mailto:web.queries@computershare.com.au).

As a valued shareholder of the Company, we look forward to your participation in the Meeting.

Authorised for release by the Board of Directors of Coventry Group Limited.

*For further information contact:*

**Robert Bulluss**  
**Chief Executive Officer and Managing Director**  
(03) 9205 8219