

## Form 603

Corporations Act 2001  
Section 671B

### Notice of initial substantial holder

To: Company Name/Scheme Coventry Group Limited (ASX:CYG)

ACN/ARSN ACN 008 670 102

#### 1. Details of substantial holder (1)

Name Sandon Capital Pty Ltd

ACN/ARSN (if applicable) ACN 130 853 691

The holder became a substantial holder on 17 June 2014

#### 2. Details of voting power

The total number of votes attached to all the voting shares in the company or voting interests in the scheme that the substantial holder or an associate (2) had a relevant interest (3) in on the date the substantial holder became a substantial holder are as follows:

Class of securities (4)	Number of securities	Person's votes (5)	Voting power (6)
Ordinary Shares	2,973,776	2,973,776	7.8%

#### 3. Details of relevant interests

The nature of the relevant interest the substantial holder or an associate had in the following voting securities on the date the substantial holder became a substantial holder are as follows:

Holder of relevant interest	Nature of relevant interest (7)	Class and number of securities
Sandon Capital Pty Ltd	Power to exercise (or to control) voting power and dispose of securities as investment manager of Sandon Capital Activist Fund, Sandon Capital Activist Institutional Fund and Sandon Capital Investments Limited	1,617,116
Fundhost Limited as trustee of Sandon Capital Activist Fund	National Nominees Ltd as custodian for Sandon Capital Activist Fund	92,950
Fundhost as trustee of Sandon Capital Activist Institutional Fund	National Nominees Ltd as custodian for Sandon Capital Activist Institutional Fund	625,865
Sandon Capital Investments Limited	One Managed Investments Limited as custodian for Sandon Capital Investments Limited	898,301
Dorsett Investments Pty Ltd	Registered holder	1,356,660

#### 4. Details of present registered holders

The persons registered as holders of the securities referred to in paragraph 3 above are as follows:

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder (8)	Class and number of securities
Sandon Capital Pty Ltd and Fundhost Ltd as trustee of Sandon Capital Activist Fund	National Nominees	Fundhost Ltd as trustee of Sandon Capital Activist Fund	92,950
Sandon Capital Pty Ltd and Fundhost Ltd as trustee of Sandon Capital Activist Institutional Fund	National Nominees	Fundhost Ltd as trustee of Sandon Capital Activist Institutional Fund	625,865
Sandon Capital Pty Ltd and Sandon Capital Investments Limited	One Managed Investments Limited	Sandon Capital Investments Limited	898,301
Dorsett Investments Pty Ltd	Dorsett Investments Pty Ltd	Dorsett Investments Pty Ltd	1,356,660

**5. Consideration**

The consideration paid for each relevant interest referred to in paragraph 3 above, and acquired in the four months prior to the day that the substantial holder became a substantial holder is as follows:

Holder of relevant interest	Date of acquisition	Consideration (9)		Class and number of securities
Sandon Capital Pty Ltd and Fundhost Ltd as trustee of Sandon Capital Activist Fund	5/2/14-16/6/14	Cash \$102,094	Non-cash	38,258
Sandon Capital Pty Ltd and Fundhost Ltd as trustee of Sandon Capital Activist Institutional Fund	12/2/14-16/6/14	\$1,128,562		424,478
Sandon Capital Pty Ltd and Sandon Capital Investments Limited	5/2/14-16/6/14	\$824,328		301,474

**6. Associates**

The reasons the persons named in paragraph 3 above are associates of the substantial holder are as follows:

Name and ACN/ARSN (if applicable)	Nature of association
Sandon Capital Pty Ltd	Relevant agreement with respect to the affairs of the Company as detailed in Annexure A
Dorsett Investments Pty Ltd	Relevant agreement with respect to the affairs of the Company as detailed in Annexure A

**7. Addresses**

The addresses of the persons named in this form are as follows:

Name	Address
Sandon Capital Pty Ltd	Level 11, 139 Macquarie Street, Sydney NSW, 2000
Sandon Capital Investments Limited	Level 11, 139 Macquarie Street, Sydney NSW, 2000
Fundhost Limited	Suite 1, Level 9, 70 Castlereagh Street, Sydney, NSW, 2000
Dorsett Investments Pty Ltd	36 Simpson Avenue, Bunbury, WA, 6230

**Signature**

print name      Gabriel Radzyninski      capacity      Director

sign here            date      7/6/14

**DIRECTIONS**

- (1) If there are a number of substantial holders with similar or related relevant interests (eg, a corporation and its related corporations, or the manager and trustee of an equity trust), the names could be included in an annexure to the form. If the relevant interests of a group of persons are essentially similar, they may be referred to throughout the form as a specifically named group if the membership of each group, with the names and addresses of members is clearly set out in paragraph 7 of the form.
- (2) See the definition of "associate" in section 9 of the Corporations Act 2001.
- (3) See the definition of "relevant interest" in sections 608 and 671B(7) of the Corporations Act 2001.
- (4) The voting shares of a company constitute one class unless divided into separate classes.
- (5) The total number of votes attached to all the voting shares in the company or voting interests in the scheme (if any) that the person or an associate has a relevant interest in.
- (6) The person's votes divided by the total votes in the body corporate or scheme multiplied by 100.

## (7) Include details of:

- (a) any relevant agreement or other circumstances by which the relevant interest was acquired. If subsection 671B(4) applies, a copy of any document setting out the terms of any relevant agreement, and a statement by the person giving full and accurate details of any contract, scheme or arrangement, must accompany this form, together with a written statement certifying this contract, scheme or arrangement; and
- (b) any qualification of the power of a person to exercise, control the exercise of, or influence the exercise of, the voting powers or disposal of the securities to which the relevant interest relates (indicating clearly the particular securities to which the qualification applies).

See the definition of "relevant agreement" in section 9 of the Corporations Act 2001.

## (8) If the substantial holder is unable to determine the identity of the person (eg if the relevant interest arises because of an option) write "unknown".

## (9) Details of the consideration must include any and all benefits, money and other, that any person from whom a relevant interest was acquired has, or may, become entitled to receive in relation to that acquisition. Details must be included even if the benefit is conditional on the happening or not of a contingency. Details must be included of any benefit paid on behalf of the substantial holder or its associate in relation to the acquisitions, even if they are not paid directly to the person from whom the relevant interest was acquired.

Annexure A - This is a true copy of the original letter dated 17 June 2014

Signed: Gabriel Radzynski

**SANDON CAPITAL**

Sandon Capital Pty Ltd

ABN 98 130 553 593

AFS: 331 663

Level 11

139 Macquarie Street

Sydney NSW 2000

Mrs Lorna Dorsett  
Dorsett Investments Pty Ltd  
59 Forrest Avenue  
Bunbury WA 6230

17 June 2014

By email: lorna@dorsett.com.au

Dear Lorna

**Coventry Group Limited (ASX: CYG) – Proposed board changes**

We confirm that funds managed by Sandon Capital Pty Ltd (**Sandon**) currently hold 1,592,785 approximately 4.1% of the issued shares in CYG.

We understand that Dorsett Investments Pty Ltd (**Dorsett Investments**) holds 1,356,660 shares representing approximately 3.6% of CYG. Should Sandon and Dorsett Investments co-operate they can requisition a general meeting of CYG shareholders under section 249D of Corporations Act.

The sole purpose of this letter is to set out the terms upon which Sandon and Dorsett Investments would agree to act in concert with respect to the composition of the board of CYG. Those activities would see Sandon (and associated Sandon managed funds) and Dorsett Investments become associates solely for the purposes of:

- entering into a relevant agreement for the purpose of controlling or influencing the composition of CYG's board (by agreeing to requisition a CYG shareholders meeting); and
- agreeing how to vote at any meeting of CYG which is called with respect to the composition of the CYG board.

In this regard, it is proposed that Sandon and Dorsett would collectively requisition a meeting of shareholders of CYG and seek the appointment of new directors and the removal of some of the current directors (as thought appropriate at the time of the requisition).

If you wish to enter into a relevant agreement as to the appointment and removal of directors please countersign this letter.

Neither Sandon nor Dorsett Investments wishes to enter into any other relevant agreement with respect to any other matter relevant to CYG's affairs and they should not be considered as associates for any other purpose.

Each of Sandon and Dorsett Investments retain the absolute discretion to act as they choose with respect to any other matter relating to CYG including, but limited to, the manner in which they may vote on any other resolution considered by CYG shareholders.

Yours sincerely



Gabriel Radzynski  
Sandon Capital Pty Ltd

I agree to the arrangements set out above.

Name:

Authorised signatory:

LORNA DORSETT

