



28 October 2024

GenusPlus Group Ltd (ASX: GNP) Notice of Annual General Meeting and Proxy Form

Dear Shareholder

GenusPlus Group Ltd (**Company**) is convening the Annual General Meeting of shareholders to be held at Central Park, Level 43, 152 -158 St Georges Terrace, Perth WA 6000 on Friday, 29 November 2024 at 9:00am (AWST) (**Meeting**).

In accordance with the *Treasury Laws Amendment (2021 Measures No. 1) Act 2021*, the Company will not be sending hard copies of the Notice of Meeting (**Notice**) unless a shareholder has requested a hard copy. The Notice is available on the company's website at <https://www.genus.com.au/investor-relations/asx-announcements> .

Voting

You may vote by attending the Meeting in person, by proxy, or by appointing an authorised representative. Shareholders are encouraged to vote on the business of the Meeting.

Voting in Person

To vote in person attend the Meeting on the date and at the place as set out above. If possible, Shareholders are asked to arrive at the venue 15 minutes prior to the time designated for the Meeting, so that the company may check the Shareholder's holding against the Company's share register and note attendance.

Voting by Proxy

A copy of your personalised proxy form is enclosed for convenience. Proxy votes may also be lodged online by using the link below:

<https://investorcentre.linkgroup.com/>

- Log in to the link website, using the whole details as shown on the Proxy Form.
- Select 'voting' and follow the prompts to lodge your vote. To use the online lodgement facility, shareholders will need their Security Reference Number (SRN) or Holder Identification Number (HIN) as shown on the front of the Proxy Form.

Proxy forms must be received by 9:00am WST on Wednesday 27 November 2024.

If you have any difficulties obtaining a copy of the Notice please contact the Company on +61 8 9390 6999.

Shareholder Questions

Shareholders are encouraged to submit their questions to the board that relate to the resolutions being considered. these questions will be responded to by the board during a meeting if appropriate. Questions should be submitted to investors@genus.com.au and include the shareholding name and address.

Please refer to the full Notice of Meeting and Proxy Form for further important information.

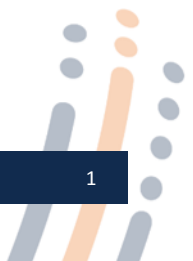
The Company thanks its shareholders for their continuing support.

Your sincerely



Damian Wright

Company Secretary





GenusPlus Group Ltd
ACN 620 283 561

Notice of Annual General Meeting

The Annual General Meeting of the Company will be held as follows:

Time and date: 9.00am (AWST) on Friday, 29 November 2024

In-person: Central Park, Level 43, 152 -158 St Georges Terrace, Perth WA 6000

The Notice of Annual General Meeting should be read in its entirety. If Shareholders are in doubt as to how to vote, they should seek advice from their suitably qualified advisor prior to voting. **Should you wish to discuss any matter, please do not hesitate to contact the Company on 08 9390 6999.**

Independent Expert's Report: Shareholders should carefully consider the Independent Expert's Report prepared by RSM Australia Pty Ltd for the purposes of the Shareholder approval required under Listing Rule 10.1 (see Resolution 3). The Independent Expert's Report is attached to this Notice of Meeting as Schedule 2.

The Independent Expert has determined that the outcome of Resolution 3, if passed, is fair and reasonable to the Shareholders of the Company who are not associated with the Vendors of Partum.

Shareholders are urged to vote by lodging the Proxy Form

For personal use only

**GenusPlus Group Ltd
ACN 620 283 561
(Company)**

Notice of Annual General Meeting

Notice is hereby given that the annual general meeting of Shareholders of GenusPlus Group Ltd ACN 620 283 561 (**Company**) will be held at Central Park, Level 43, 152 -158 St Georges Terrace, Perth WA 6000 on Friday, 22 November 2024 at 9.00am (AWST) (**Meeting**).

The Explanatory Memorandum provides additional information on matters to be considered at the Meeting. The Explanatory Memorandum and the Proxy Form are included as part of the Notice.

The Directors have determined pursuant to regulation 7.11.37 of the *Corporations Regulations 2001* (Cth) that the persons eligible to vote at the Meeting are those who are registered as Shareholders on Wednesday, 27 November 2024 at 4.00pm (AWST).

Terms and abbreviations used in the Notice are defined in Schedule 1.

Agenda

1 Annual Report

To consider the Annual Report of the Company and its controlled entities for the financial year ended 30 June 2024, which includes the Financial Report, the Directors' Report and the Auditor's Report.

Note: there is no requirement for Shareholders to approve the Annual Report.

2 Resolutions

Resolution 1 – Remuneration Report

To consider and, if thought fit, to pass with or without amendment, as a **non-binding** ordinary resolution the following:

'That, the Remuneration Report be adopted by Shareholders, on the terms and conditions in the Explanatory Memorandum.'

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

Resolution 2 – Re-election of Director – José Martins

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

'That, José Martins, who retires in accordance with Rule 6.1(f) of the Constitution, Listing Rule 14.4 and for all other purposes, retires and, being eligible and offering himself for re-election, is re-elected as a Director, on the terms and conditions in the Explanatory Memorandum.'

Resolution 3 – Approval for the Company to acquire all the issued shares in Partum Engineering Pty Ltd

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

‘That, for the purposes of Listing Rule 10.1 and for all other purposes, approval is given for the Company to acquire all of the existing ordinary shares in Partum Engineering Pty Ltd from the Vendors of the Partum Shares, on the terms and conditions set out in the Explanatory Memorandum.’

Independent Expert’s Report

Shareholders should carefully consider the report prepared by RSM Australia Pty Ltd (**Independent Expert**) and contained at Schedule 2 to the Explanatory Memorandum for the purposes of the Shareholder approval required under Listing Rule 10.1. The Independent Expert’s Report considers the fairness and reasonableness of the Proposed Transaction the subject of this Resolution 3 to the Shareholders in the Company who are not associated with the Vendors.

The Independent Expert has determined that the outcome of Resolution 3, if passed, is fair and reasonable to the Shareholders of the Company who are not associated with the Vendors. The Independent Expert’s Report is attached to this Notice of Meeting as Schedule 2.

Resolution 4 – Approval for the Company to issue Consideration Shares to Mr David Riches and Mr Matthew Riches under the Proposed Transaction

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

‘That, for the purposes of Listing Rule 10.11 and for all other purposes, Shareholders approve the issue of 2,109,375 Shares at a deemed issue price of \$2.56 per Consideration Share to Mr David Riches and Mr Matthew Riches as consideration for the acquisition by the Company of their joint holding of Partum Shares, on the terms and conditions set out in the Explanatory Memorandum.’

Resolution 5 – Approval for the Company to issue Consideration Shares to Mr Brett Norris under the Proposed Transaction

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

‘That, for the purposes of Listing Rule 10.11 and for all other purposes, Shareholders approve the issue of 351,562 Shares at a deemed issue price of \$2.56 per Consideration Share to Mr Brett Norris as partial consideration for the acquisition by the Company of his Partum Shares, on the terms and conditions set out in the Explanatory Memorandum.’

Resolution 6 – Increase in Non-Executive Directors' Fees

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

'That, pursuant to and in accordance with Listing Rule 10.17 and for all other purposes, the total maximum aggregate Directors' fees payable to non-executive Directors be increased from \$350,000 per annum to \$600,000 per annum.'

Voting prohibitions

Resolution 1: In accordance with sections 250BD and 250R of the Corporations Act, a vote on this Resolution must not be cast (in any capacity) by or on behalf of a member of the Key Management Personnel details of whose remuneration are included in the Remuneration Report, or a Closely Related Party of such a member.

A vote may be cast by such person if the vote is not cast on behalf of a person who is excluded from voting on this Resolution, and:

- (a) the person is appointed as a proxy by writing that specifies the way the proxy is to vote on this Resolution; or
- (b) the voter is the Chair and the appointment of the Chair as proxy does not specify the way the proxy is to vote on this Resolution, but expressly authorises the Chair to exercise the proxy even if this Resolution is connected with the remuneration of a member of the Key Management Personnel.

Voting exclusions

Pursuant to the Listing Rules, the Company will disregard any votes cast in favour of:

Resolution 3, Resolution 4 and Resolution 5: a vote on these Resolutions must not be cast (in any capacity) by or on behalf of any of the Vendors and any other person who will obtain a material benefit as a result of the Proposed Transaction or the issue of Consideration Shares (except a benefit solely by reason of being a holder of ordinary securities in the entity), or an Associate of those persons.

A vote may be cast by such person if the vote is not cast on behalf of a person who is excluded from voting on these Resolutions, and:

- (a) the person is appointed as a proxy by writing that specifies the way the proxy is to vote on the Resolution; or
- (b) the voter is the Chair and the appointment of the Chair as proxy does not specify the way the proxy is to vote on the Resolution, but expressly authorises the Chair to exercise the proxy even if the Resolution is connected with the remuneration of a member of the Key Management Personnel; or
- (c) the person is 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.

Further, pursuant to the Listing Rules, the Company will disregard any votes cast in favour of:

Resolution 6: a vote on this Resolution must not be cast (in any capacity) by or on behalf of a Director of the Company (or, in the case of a trust, a director of the responsible entity of the trust), or an Associate of those persons.

A vote may be cast by such person if the vote is not cast on behalf of a person who is excluded from voting on this Resolution, and:

- (a) the person is appointed as a proxy by writing that specifies the way the proxy is to vote on this Resolution; or
- (b) the voter is the Chair and the appointment of the Chair as proxy does not specify the way the proxy is to vote on this Resolution, but expressly authorises the Chair to exercise the proxy even if this Resolution is connected with the remuneration of a member of the Key Management Personnel; or
- (c) the person is 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.

Further, a Restricted Voter who is appointed as a proxy will not vote on the Resolution unless:

- (a) the appointment specifies the way the proxy is to vote on the Resolution; or
- (b) the proxy is the Chair and the appointment expressly authorises the Chair to exercise the proxy even though the Resolution is connected directly or indirectly with the remuneration of the non-executive Directors. Shareholders should note that the Chair intends to vote any undirected proxies in favour of the Resolution.

Shareholders may also choose to direct the Chair to vote against the Resolution or to abstain from voting.

If any of the persons named above purport to cast a vote other than as permitted above, that vote will be disregarded by the Company (as indicated above) and those persons may be liable for breaching the voting restrictions that apply to them under the Corporations Act.

BY ORDER OF THE BOARD

Mr Damian Wright
Joint Company Secretary
GenusPlus Group Ltd
Dated: 28 October 2024

GenusPlus Group Limited
ACN 620 283 561
(Company)

Explanatory Memorandum

1. Introduction

The Explanatory Memorandum has been prepared for the information of Shareholders in connection with the business to be conducted at the Meeting to be held at Central Park, Level 43, 152 -158 St Georges Terrace, Perth WA 6000 on Friday, 29 November 2024 at 9.00am (AWST).

The Explanatory Memorandum forms part of the Notice which should be read in its entirety. The Explanatory Memorandum contains the terms and conditions on which the Resolution will be voted.

The Explanatory Memorandum includes the following information to assist Shareholders in deciding how to vote on the Resolutions:

Section 2	Action to be taken by Shareholders
Section 3	Annual Report
Section 4	Resolution 1 – Remuneration Report
Section 5	Resolution 2 – Re-election of Director – José Martins
Section 6	Resolution 3 – – Approval for the Company to acquire all the issued shares in Partum Engineering Pty Ltd
Section 7	Resolution 4 & Resolution 5 – Approval for the Company to issue Consideration Shares to Mr David Riches and Mr Matthew Riches and Mr Brett Norris
Section 8	Resolution 6 – Increase in Non-Executive Directors' Fees
Schedule 1	Definitions
Schedule 2	Independent Expert's Report

A Proxy Form is located at the end of the Explanatory Memorandum.

2. **Action to be taken by Shareholders**

Shareholders should read the Notice including the Explanatory Memorandum carefully before deciding how to vote on the Resolutions.

Voting on all proposed Resolutions at the Meeting will be conducted by poll. On a poll, each Shareholder has one vote for every fully paid ordinary Share held in the Company.

2.1 **Voting in person**

To vote in person, attend the Meeting on the date and at the place set out above.

2.2 **Voting by a corporation**

A Shareholder that is a corporation may appoint an individual to act as its representative and vote in person at the Meeting. The appointment must comply with the requirements of section 250D of the Corporations Act. The representative should bring to the Meeting evidence of his or her appointment, including any authority under which it is signed.

2.3 **Voting by proxy**

Shareholders are encouraged to vote by completing a Proxy Form.

A Proxy Form is attached to the Notice. This is to be used by Shareholders if they wish to appoint a representative (a 'proxy') to vote in their place. All Shareholders are invited and encouraged to attend the Meeting or, if they are unable to attend in person, sign and return the Proxy Form to the Company in accordance with the instructions thereon. Lodgement of a Proxy Form will not preclude a Shareholder from attending and voting at the Meeting in person.

Please note that:

- (a) a member of the Company entitled to attend and vote at the Meeting is entitled to appoint a proxy;
- (b) a proxy need not be a member of the Company; and
- (c) a member of the Company entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise, but where the proportion or number is not specified, each proxy may exercise half of the votes.

The enclosed Proxy Form provides further details on appointing proxies and lodging Proxy Forms.

Section 250BB(1) of the Corporations Act provides that an appointment of a proxy may specify the way the proxy is to vote on a particular resolution and, if it does:

- (a) the proxy need not vote on a show of hands, but if the proxy does so, the proxy must vote that way (i.e. as directed);
- (b) if the proxy has 2 or more appointments that specify different ways to vote on the resolution – the proxy must not vote on a show of hands;
- (c) if the proxy is the Chair of the meeting at which the resolution is voted on – the proxy

must vote on a poll, and must vote that way (i.e. as directed); and

- (d) if the proxy is not the Chair – the proxy need not vote on the poll, but if the proxy does so, the proxy must vote that way (i.e. as directed).

Section 250BC of the Corporations Act provides that, if:

- (a) an appointment of a proxy specifies the way the proxy is to vote on a particular resolution at a meeting of the Company's members;
- (b) the appointed proxy is not the chair of the meeting;
- (c) at the meeting, a poll is duly demanded, or is otherwise required under section 250JA on the resolution; and
- (d) either the proxy is not recorded as attending the meeting or the proxy does not vote on the resolution,

the Chair of the meeting is taken, before voting on the resolution closes, to have been appointed as the proxy for the purposes of voting on the resolution at the meeting.

Your proxy voting instruction must be received by 9.00am (AWST) on Wednesday, 27 November 2024, being not later than 48 hours before the commencement of the Meeting.

2.4 **Chair's voting intentions**

If the Chair is your proxy, either by appointment or by default, and you have not indicated your voting intention, you expressly authorise the Chair to exercise the proxy in respect of Resolution 1, even though these Resolutions are connected directly or indirectly with the remuneration of the Company's Key Management Personnel.

The Chair intends to exercise all available proxies in favour of all Resolutions, unless the Shareholder has expressly indicated a different voting intention.

2.5 **Submitting questions**

Shareholders may submit questions in advance of the Meeting to the Company. Questions must be submitted by emailing the Company Secretary at investors@genus.com.au by no later than 5.00pm (AWST) on Friday, 22 November 2024.

Shareholders will also have the opportunity to submit questions during the Meeting in respect to the formal items of business. In order to ask a question during the Meeting, please follow the instructions from the Chair.

The Chair will attempt to respond to the questions during the Meeting. The Chair will request prior to a Shareholder asking a question that they identify themselves (including the entity name of their shareholding and the number of Shares they hold).

3. **Annual Report**

In accordance with section 317 of the Corporations Act, Shareholders will be offered the opportunity to discuss the Annual Report, including the Financial Report, the Directors' Report and the Auditor's Report for the financial year ended 30 June 2024.

There is no requirement for Shareholders to approve the Annual Report.

At the Meeting, Shareholders will be offered the opportunity to:

- (a) discuss the Annual Report which is available online at www.genus.com.au/investor-relations/asx-announcements;
- (b) ask questions about, or comment on, the management of the Company; and
- (c) ask the auditor questions about the conduct of the audit and the preparation and content of the Auditor's Report.

In addition to taking questions at the Meeting, written questions to the Chair about the management of the Company, or to the Company's auditor about:

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

may be submitted no later than five business days before the Meeting to the Company Secretary at the Company's registered office.

The Company will not provide a hard copy of the Company's Annual Report to Shareholders unless specifically requested to do so.

4. **Resolution 1 – Remuneration Report**

4.1 **General**

In accordance with section 250R(2) of the Corporations Act, the Company must put the Remuneration Report to the vote of Shareholders. The Directors' Report for the year ended 30 June 2024 in the Annual Report contains the Remuneration Report which sets out the remuneration policy for the Company and the remuneration arrangements in place for specified executives and non-executive Directors.

In accordance with section 250R(3) of the Corporations Act, Resolution 1 is advisory only and does not bind the Directors. If Resolution 1 is not passed, the Directors will not be required to alter any of the arrangements in the Remuneration Report.

If the Company's Remuneration Report receives a 'no' vote of 25% or more (**Strike**) at two consecutive annual general meetings, Shareholders will have the opportunity to remove the whole Board, except the Managing Director (if any).

Where a resolution on the Remuneration Report receives a Strike at two consecutive annual general meetings, the Company will be required to put to Shareholders at the second annual general meeting a resolution on whether another meeting should be held (within 90 days) at which all Directors (other than the managing director, if any) who were in office at the date of approval of the applicable Directors' Report must stand for re-election.

The Company's Remuneration Report did not receive a Strike at the 2023 annual general meeting held on 23 November 2023. If the Remuneration Report receives a Strike at this Meeting, Shareholders should be aware that if a second Strike is received at the 2025 annual general meeting, this may result in the re-election of the Board.

The Chair will allow a reasonable opportunity for Shareholders as a whole to ask about or make comments on the Remuneration Report.

4.2 **Additional information**

Resolution 1 is an ordinary resolution.

Given the personal interests of all Directors in the outcome of this Resolution, the Board declines to make a recommendation to Shareholders regarding this Resolution.

5. **Resolution 2 – Re-election of Director – José Martins**

5.1 **General**

Rule 6.1(f) of the Constitution requires that, excluding the Managing Director, (i) one third of the Directors; and (ii) any other Director who, if he or she does not retire, will at the conclusion of the meeting have been in office for three or more years or for three or more annual general meetings since he or she was last elected to office, must retire at each annual general meeting. Rule 6.1(i) of the Constitution provides that a Director who retires in accordance with rule 6.1(f) is eligible for re-election.

Listing Rule 14.4 provides that a director of an entity must not hold office (without re-election) past the third annual general meeting following the director's appointment or 3 years, whichever is longer.

Director, José Martins has not been re-elected at an annual general meeting since the 2021 annual general meeting held on 26 November 2021. Accordingly, Mr Martins retires at this Meeting by way of rotation and, being eligible, seeks re-election pursuant to this Resolution 2.

If Resolution 2 is passed, Mr Martins will be re-elected as a Director of the Company with effect from the conclusion of the Meeting.

If Resolution 2 is not passed, Mr Martins will not be re-elected as a Director of the Company.

5.2 **José Martins**

Mr Martins joined the Board in January 2018 and has over 25 years' experience in the financial management of public and private companies. Previously, Mr Martins was Chief Financial Officer of Ausdrill Ltd (now Perenti Ltd), Macmahon Holdings Ltd and Alliance Mining Commodities Ltd.

Mr Martins is currently also a non-executive director of Atlas Pearls Ltd (ASX:ATP).

If elected, Mr Martins is considered by the Board (with Mr Martins abstaining) to be an independent Director. Mr Martins is not considered by the Board to hold any interest, position or relationship that might influence, or reasonably be perceived to influence, in a material respect his capacity to bring an independent judgement to bear on issues before the Board and

to act in the best interests of the entity as a whole rather than in the interests of an individual security holder or other party.

Mr Martins has acknowledged to the Company that he will have sufficient time to fulfil his responsibilities as a Director.

5.3 **Board recommendation**

The Board (with Mr Martins abstaining) supports the re-election of Mr Martins and recommends Shareholders vote in favour of this Resolution for the following reasons:

- (a) Mr Martins is a highly experienced and qualified long-standing Board member with significant experience in the financial management of public and private companies; and
- (b) Mr Martins has an in-depth knowledge and understanding of the Company and its business, and his continuing role as a member of the Board will benefit the Company.

5.4 **Additional information**

Resolution 2 is an ordinary resolution.

6. **Resolution 3 - Approval for the Company to acquire all the issued shares in Partum Engineering Pty Ltd**

6.1 **Background to the Proposed Transaction**

On 14 October 2024, the Company announced to the ASX that it had entered into a binding. Conditional agreement, pursuant to which it agreed to acquire all of the fully paid ordinary shares in Partum Engineering Pty Ltd (**Partum**) from Partum's current shareholders (**Vendors**) as set out in Section 6.2 below (**Proposed Transaction**).

The Vendors comprise:

- (a) Mr David Riches and Mr Matthew Riches (who jointly hold ~52.6% of the Shares in the Company). Mr David Riches is the Managing Director and Chief Executive Officer of the Company, and Mr Matthew Riches is the brother of Mr David Riches;
- (b) Mr Hasan Murad, Mr Mike Green, and entities associated with Mr George Lloyd and Mr Patrick Lloyd. Each of Mr Hasan Murad, Mr Mike Green, Mr George Lloyd and Mr Patrick Lloyd are employed by the Company in senior management roles; and
- (c) Mr Brett Norris (the current Managing Director of Partum).

Partum currently provides a range of engineering design services to the Company (among other clients) on arms'-length commercial terms. For the financial year ended 30 June 2024, a total of approximately \$6.7 million was paid to Partum by the Company in respect of those services.

While the Board considers that this arrangement has been satisfactory to date, the Company has identified that the involvement of senior management of the Company in Partum's affairs creates a risk of non-alignment in the two entities' objectives. As Partum's services are considered to be integral to the provision of the Company's own client offering, the Company wishes to acquire Partum (through the completion of the Proposed Transaction), to mitigate this risk, facilitate greater alignment and implement more robust systems of governance and control.

As Mr David Riches, the Managing Director of the Company, is one of the Vendors, an independent committee of the Board (comprising all Directors except Mr Riches) (**IBC**) was established to consider and approve the Proposed Transaction. The IBC supervised the negotiation of the Share Purchase Agreement (**SPA**) for the Proposed Transaction, which was undertaken on an arms'-length basis and with the benefit of independent professional advice. The IBC also engaged the Independent Expert to prepare a report in relation to the Proposed Transaction.

As set out in the Independent Expert's Report contained in Schedule 2 of this Explanatory Memorandum, the Independent Expert has assessed the Proposed Transaction and concluded that **the Proposed Transaction is fair and reasonable to all Shareholders who are not associated with the Vendors**. Further details regarding the Independent Expert's conclusion are contained in the Independent Expert's Report.

6.2 Key terms of the Proposed Transaction

Conditions precedent

The Proposed Transaction is conditional on the following matters, which must be satisfied or waived by 5:00pm on 6 December 2024 (unless such longer date is agreed between parties):

- **GenusPlus shareholder approvals:** the Company obtaining Shareholder approval for the purposes of:
 - Listing Rule 10.1 (the subject of this Resolution 3); and
 - Listing Rule 10.11 for the issue of Consideration Shares to those Vendors who had elected to receive all or part of their initial consideration for the Proposed Transaction in scrip, as set out in further detail below (the subject of Resolution 4 and Resolution 5);
- **Independent Expert:** The Independent Expert concluding, and continuing to conclude at the time of the Meeting, that the purchase of the Partum Shares is fair and reasonable to the Shareholders (other than those Shareholders associated with the Vendors);
- **Brett Norris employment agreement:** Partum entering into a new employment agreement with Brett Norris (current Managing Director), pursuant to which he will be engaged in the Executive General Manager role with effect from completion; and
- **change of control consents:** counterparties under certain of Partum's material contracts providing consent to the Proposed Transaction (as required).

Consideration payable

Under the SPA, the aggregate consideration payable by the Company to the Vendors for the purchase of the Partum Shares is the sum of:

- (a) an initial upfront payment of \$12,000,000 payable on completion of the Proposed Transaction (**Initial Consideration**); and
- (b) a further contingent payment of up to \$4,000,000, which is payable subject to Partum achieving actual audited earnings before interest and tax (**EBIT**) of at least \$4.1 million in FY25 (and, to the extent the audited EBIT is less, the proportion of contingent consideration will be reduced pro rata) (**Contingent Consideration**),

in each case, payable to the Vendors pro rata to the proportion that their Partum Shares represent relative to the total number of Partum Shares. The SPA provides for certain adjustments to the purchase price to account for changes in working capital between signing and completion.

The current shareholdings of each of the Vendors, and their respective Partum Shares, is set out in the table below.

Partum Shareholders	Partum Shares
David Riches and Matthew Riches	45 shares (45%)
Brett Norris	15 shares (15%)
George Lloyd Pty Ltd	13 shares (13%)
Patrick Lloyd Pty Ltd	12 shares (12%)
Mike Green	5 shares (5%)
Hasan Murad	10 shares (10%)
Total	100 shares (100%)

Form of consideration and Consideration Shares

Under the terms of the SPA, the Vendors were able to elect to receive their respective proportion of the Initial Consideration in cash, Shares (at a deemed issue price of \$2.56, which is equal to the 10-day VWAP of Shares up to 11 October 2024, being the last trading day prior to the date of the SPA) (**Consideration Shares**) or a combination of both. The issue of any such Consideration Shares is subject to Shareholder approval for the purposes of ASX Listing Rule 10.11.

Mr David Riches and Mr Matthew Riches have elected to receive 100% of their Initial Consideration in Consideration Shares, and Shareholder approval is sought for the issue of these Consideration Shares under Resolution 4.

Mr Brett Norris has elected to receive 50% of his Initial Consideration in Consideration Shares, and Shareholder approval is sought for the issue of these Consideration Shares under Resolution 5.

The shares in Partum are not considered to be “classified assets” for the purposes of the ASX Listing Rules. Therefore, ASX Listing Rule 10.7 does not apply, and the Consideration Shares are not subject to mandatory escrow. However, the Vendors receiving Consideration Shares have agreed to a 12-month voluntary escrow.

The remaining Vendors have all elected to receive all their Initial Consideration in the form of cash.

The Vendors will also be able to elect to receive their respective proportion of the Contingent Consideration in cash, Shares (at a deemed issue price equal to the 10-day VWAP of Shares up to the trading day prior to the Contingent Consideration statement being prepared by Partum on or before 5 September 2025) or a combination of both. The issue of any such Consideration Shares will be subject to Shareholder approval for the purposes of ASX Listing Rule 10.11, which is intended to be sought at the Company’s 2025 annual general meeting.

Management

Following completion of the Proposed Transaction, Partum's current Managing Director, Mr Brett Norris is proposed to be engaged as Executive General Manager of Partum, reporting to GenusPlus' Managing Director.

Other key terms and conditions

The SPA contains other terms and conditions which are usual for transactions of this kind, including comprehensive representations, warranties and indemnities from the Vendors in relation to Partum and its business and operations (subject to market standard exceptions and limitations) and undertakings by the Vendors with respect to the conduct of the Partum business between signing and completion.

Indicative timetable for the Proposed Transaction

An indicative timetable for the Proposed Transaction is set out below. This timetable is indicative only and may be subject to change. The Company reserves the right to amend any or all of these events and dates in its absolute discretion.

Event	Indicative timing
Announcement of the Proposed Transaction	14 October 2024
Date of this Notice	28 October 2024
Annual General Meeting	29 November 2024
Last date for conditions precedent to be satisfied or waived (as applicable) and Completion to occur	6 December 2024

6.3 Independent Expert's Report

Listing Rule 10.5.10 requires a notice of meeting containing a resolution under Listing Rule 10.1 to include a report on the transaction from an independent expert.

The Independent Expert's Report accompanying this Explanatory Memorandum sets out a detailed independent examination of the Proposed Transaction to enable non-associated Shareholders to assess the merits of the Proposed Transaction and decide whether to approve Resolution 3. The Independent Expert has concluded that the Proposed Transaction is fair and reasonable to the Shareholders who are not associated with the Vendors.

Shareholders are urged to carefully read the Independent Expert's Report to understand its scope, methodology of the valuation and the sources of information and assumptions made.

The Independent Expert's Report is also available on the Company's website (www.genus.com.au/). If requested by a Shareholder, the Company will send to the Shareholder a hard copy of the Independent Expert's Report at no cost.

6.4 Information requirements - Listing Rules 10.1 and 10.5

Resolution 3 seeks Shareholder approval for the purposes of Listing Rule 10.1 and for all other purposes for the Proposed Transaction.

Listing Rule 10.1 provides that the Company must not acquire or agree to acquire a "substantial asset" from, or dispose of or agree to dispose of a substantial asset to:

- (a) a related party (Listing Rule 10.1.1);
- (b) a child entity (Listing Rule 10.1.2);
- (c) a person who is, or who was at any time in the 6 months before the transaction, a substantial (10%+) holder in the company (Listing Rule 10.1.3);
- (d) an associate of a person referred to Listing Rules 10.1.1 to 10.1.3 (Listing Rule 10.1.4); or
- (e) a person whose relationship with the company or a person referred to in Listing Rules 10.1.1 to 10.1.4 is such that, in ASX's opinion, the issue or agreement should be approved by shareholders (Listing Rule 10.1.5),

unless it obtains the approval of its shareholders.

A "substantial asset" is one the price or value of which exceeds 5% of the Company's "equity interests" disclosed in the last financial accounts lodged with ASX (being the Company's annual financial report for the year ended 30 June 2024).

Shareholders should note Mr David Riches is the Managing Director of the Company and is therefore a person to whom Listing Rule 10.1.1 applies, and Mr David Riches and Mr Matthew Riches are substantial holders (10%+) of the Company and therefore persons to whom Listing Rule 10.1.3 applies.

Having regard to their position with the Company and the practical relationship between each of the Vendors (both in the context of their employment by GenusPlus (as applicable) and as shareholders of Partum), the IBC is of the view that the remaining Vendors may be deemed associates of Mr David Riches and Mr Matthew Riches and therefore persons to whom Listing Rule 10.1.4 would apply. Accordingly, when assessing whether shareholder approval is required for the Proposed Transaction under Listing Rule 10.1, to the Company has aggregated the maximum consideration payable to all Vendors under the terms of the SPA (as set out in Section 6.1 above).

The maximum aggregate purchase price payable for all of the Partum Shares under the Proposed Transaction (which includes the upfront consideration and the maximum contingent consideration) exceeds 5% of the Company's "equity interests" disclosed in its last financial accounts lodged with ASX. Accordingly, the Partum Shares to be acquired from the Vendors constitute a "substantial asset" for the purposes of Listing Rule 10.2, and the Company is therefore seeking shareholder approval for the Proposed Transaction under Listing Rule 10.1.

The following further information is provided to Shareholders for the purposes of Listing Rule 10.5.

- (a) *Name of the person from whom the Company is acquiring the Partum Shares*

Partum Shareholders	Partum Shares
David Riches and Matthew Riches	45 shares (45%)
Brett Norris	15 shares (15%)
George Lloyd Pty Ltd	13 shares (13%)
Patrick Lloyd Pty Ltd	12 shares (12%)
Mike Green	5 shares (5%)

Partum Shareholders	Partum Shares
Hasan Murad	10 shares (10%)
Total	100 shares (100%)

- (b) *Which category in Listing Rules 10.1.1 – 10.1.5 the person falls within and why*

As noted in further detail above:

- (i) Mr David Riches is the Managing Director of the Company and is therefore a related party the Company (for the purposes of Listing Rule 10.1.1), and Mr David Riches and Mr Matthew Riches are substantial holders (10%+) of the Company (for the purposes of Listing Rule 10.1.3); and
- (ii) the other Vendors, being Mr Hasan Murad, Mr Mike Green, the entities associated with Mr George Lloyd and Mr Patrick Lloyd, and Mr Brett Norris, may be deemed to be associates of Mr David Riches and Mr Matthew Riches for the purposes of Listing Rule 10.1.4.

- (c) *Details of the substantial asset being acquired*

Pursuant to the Proposed Transaction, the Company proposes to acquire all of the Partum Shares from the Vendors.

- (d) *Consideration for the acquisition of the Partum Shares*

Under the SPA, the maximum aggregate consideration payable by the Company to the Vendors for the purchase of the Partum Shares is the sum of:

- (i) an initial upfront payment of \$12,000,000 payable on completion of the Proposed Transaction (payable in cash, Consideration Shares or a combination of both); and
- (ii) a further contingent cash payment of up to \$4,000,000 (payable in cash, Consideration Shares or a combination of both), subject to Partum achieving actual audited earnings before interest and tax of at least \$4.1 million in FY25 (and, to the extent the audited earnings before interest and tax is less, the proportion of contingent consideration will be reduced pro rata),

in each case, payable to the Vendors pro rata to the proportion that their Partum Shares represent relative to the total number of Partum Shares. As noted above, the SPA provides for certain adjustments to the purchase price to account for changes in working capital between signing and completion.

- (e) *Source of funds for the Proposed Transaction*

The cash component of the consideration for the Proposed Transaction will be funded by the existing cash reserves of the Company.

With respect to Mr David Riches and Mr Matthew Riches (who have elected to receive 100% of their Initial Consideration in Consideration Shares, subject to Resolution 4 being passed), and Mr Brett Norris (who has elected to receive 50% of his Initial Consideration in Consideration Shares, subject to Resolution 5 being passed), and any Vendor who elects for their respective proportion of the Contingent Consideration to

be paid through the issue of Consideration Shares, the consideration for the Proposed Transaction is satisfied by issue of those Consideration Shares.

(f) *Timetable for completing the Proposed Transaction*

Refer to the indicative timetable in Section 6.1 above.

(g) *Summary of the material terms of the agreement*

The material terms of the SPA, which sets out the material terms of the Proposed Transaction, are set out in Section 6.2 above.

(h) *Voting exclusion statement*

A voting exclusion statement applies to Resolution 3, as set out in the Notice.

6.5 Chapter 2E of the Corporations Act

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

- (a) the giving of the financial benefit falls within one of the nominated exceptions to the requirement in section 208 of the Corporations Act to obtain shareholder approval; or
- (b) shareholder approval is obtained prior to the giving of the financial benefit and the benefit is given within 15 months after obtaining such approval.

For the purposes of Chapter 2E of the Corporations Act, Mr David Riches is a related party of the Company. Completion of the Proposed Transaction will result in the Company paying to Mr David Riches (and Mr Matthew Riches) the relevant proportion of the Initial Consideration for the Partum Shares proposed to be transferred by Mr David Riches and Mr Matthew Riches. The payment of the purchase price constitutes a financial benefit that would, but for the application of one of the exceptions set out in sections 210 to 216 of the Corporations Act, require Shareholder approval for the purposes of section 208 of the Corporations Act.

The IBC has determined that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required on the basis that the terms of the Proposed Transaction would be reasonable in the circumstances if the Company and Mr David Riches were dealing at arm's length such that the exception in section 210 of the Corporations Act applies. This is supported by the conclusion of the Independent's Expert that the Proposed Transaction is fair and reasonable to all Shareholders other than those associated with the Vendors (as set out in the Independent Expert's Report contained at Schedule 2 to this Explanatory Memorandum).

6.6 Consequences if Resolution 3 is not passed

If Resolution 3 is passed, the Company will be able to proceed with the Proposed Transaction, following which the Company will own all the shares in Partum, which is expected to facilitate the greater alignment of interests and stronger governance outcomes noted above.

If Resolution 3 is not passed, the Company will not be able to proceed with the Proposed Transaction. It is expected that the Company will continue to engage Partum to supply a range of engineering design services to the Company on arms'-length commercial terms, however

the expected benefits of the Proposed Transaction noted above will not be achieved.

6.7 **Directors' recommendation**

Resolution 3 is an ordinary resolution.

The members of the IBC (that is, each of the Directors in the absence of Mr David Riches) recommend that Shareholders vote in favour of Resolution 3. The IBC is not aware of any other information that would reasonably be required by the Shareholders to allow them to make a decision whether it is in the best interests of the Company to pass Resolution 3.

Mr David Riches declines to make a recommendation about Resolution 3 given he is one of the Vendors under the Proposed Transaction the subject of Resolution 3.

7. **Resolution 4 & Resolution 5 – Approval for the Company to issue Consideration Shares to Mr David Riches, Mr Matthew Riches and Mr Brett Norris under the Proposed Transaction**

7.1 **Background**

As noted above, the Company proposes to issue:

- (a) 2,109,375 Consideration Shares to Mr David Riches and Mr Matthew Riches as consideration for the sale of their joint holding of Partum Shares to the Company under the Proposed Transaction (the subject of Resolution 4); and
- (b) 351,562 Consideration Shares to Mr Brett Norris as partial consideration for the sale of his holding of Partum Shares to the Company under the Proposed Transaction (the subject of Resolution 5).

Shareholder approval to each of these issues is being sought under ASX Listing Rule 10.11.

The remaining Vendors have elected to receive their Initial Consideration in cash.

7.2 **Information Requirements – Listing Rules 10.11 and 10.13**

Listing Rule 10.11 provides that unless one of the exceptions in Listing Rule 10.12 applies, the Company must not issue or agree to issue equity securities to:

- a related party (Listing Rule 10.11.1);
- a person who is, or was at any time in the 6 months before the issue or agreement, a substantial (30%+) holder in the Company (Listing Rule 10.11.2);
- a person who is, or was at any time in the 6 months before the issue or agreement, a substantial (10%+) holder in the Company and who has nominated a Director to the Board pursuant to a relevant agreement which gives them a right or expectation to do so (Listing Rule 10.11.3);
- an associate of a person referred to in Listing Rules 10.11.1 to 10.11.3 (Listing Rule 10.11.4); or

- a person whose relationship with the Company or a person referred to in Listing Rules 10.11.1 to 10.11.4 is such that, in ASX's opinion, the issue or agreement should be approved by Shareholders (Listing Rule 10.11.5),

unless it obtains the approval of its Shareholders.

The proposed issue of Consideration Shares to Mr David Riches and Mr Matthew Riches (the subject of Resolution 4) and Mr Brett Norris (the subject of Resolution 5) under the Proposed Transaction falls within Listing Rule 10.11.1 (in respect of Mr David Riches) and Listing Rule 10.11.4 (in respect of Mr Matthew Riches and Mr Brett Norris) and does not fall within any of the exceptions in Listing Rule 10.12. It therefore requires the approval of Shareholders under Listing Rule 10.11.

Resolution 4 and Resolution 5 seek Shareholder approval for the purposes of Listing Rule 10.11 and for all other purposes to allow the Company to issue 2,109,375 Consideration Shares to Mr David Riches and Mr Matthew Riches, and 351,562 Consideration Shares to Mr Brett Norris pursuant to the Proposed Transaction.

The following further information is provided to Shareholders for the purposes of Listing Rule 10.13:

- (a) the Consideration Shares will be issued to Mr David Riches and Mr Matthew Riches (the subject of Resolution 4) and Mr Brett Norris (the subject of Resolution 5), as noted above;
- (b) Mr David Riches and Mr Matthew Riches are substantial holders of the Company, and are therefore Listing Rule 10.11.1 parties. Mr Brett Norris could be considered to be an associate of Mr David Riches, and therefore a Listing Rule 10.11.4 party;
- (c) 2,109,375 Consideration Shares will be issued to Mr David Riches and Mr Matthew Riches (the subject of Resolution 4) and 351,562 Consideration Shares will be issued to Mr Brett Norris (the subject of Resolution 5);
- (d) the Consideration Shares will be issued on a date which will be no later than 1 month after the date of this Meeting;
- (e) the Consideration Shares will be issued at a deemed issue price of \$2.56 per Consideration Share;
- (f) the Consideration Shares are being issued as consideration for the sale of Mr David Riches and Mr Matthew Riches' joint holding of Partum Shares, and as partial consideration for Mr Brett Norris' Partum Shares, to the Company under the Proposed Transaction;
- (g) the Consideration Shares will be issued under the SPA, a summary of which is included at Section 6.1 above; and
- (h) a voting exclusion statement applies to this Resolution as set out in the Notice of Meeting.

If approval is given for the grant of the Shares under Listing Rule 10.11, approval is not required under Listing Rule 7.1.

7.3 Chapter 2E of the Corporations Act

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

- (a) the giving of the financial benefits falls within one of the nominated exceptions to the provision; or
- (b) Shareholder approval is obtained prior to the giving of the financial benefit and the benefit is given within 15 months after obtaining such approval.

For the purposes of Chapter 2E of the Corporations Act, Mr David Riches is a related party of the Company. Resolution 4 and Resolution 5 relates to a proposed issued of Shares to Mr Riches, which is a financial benefit for the purposes of section 208 of the Corporations Act. However, for the reasons noted in Section 6.5 above (including the conclusion of the Independent's Expert that the Proposed Transaction is fair and reasonable to all Shareholders other than those associated with the Vendors, as set out in the Independent Expert's Report contained at Schedule 2 to this Explanatory Memorandum), the IBC has determined that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required on the basis that the terms of the Proposed Transaction would be reasonable in the circumstances if the Company and Mr David Riches were dealing at arm's length such that the exception in section 210 of the Corporations Act applies.

7.4 Consequences of passing Resolutions

If Resolution 4 is passed, the Company will be able to proceed with the issue of Consideration Shares to Mr David Riches and Mr Matthew Riches.

If Resolution 5 is passed, the Company will be able to proceed with the issue of Consideration Shares to Mr Brett Norris.

The impact of passing Resolution 4 and Resolution 5 on Mr David Riches, Mr Matthew Riches and Mr Brett Norris' voting power in the Company, assuming they are issued 2,109,375 Consideration Shares and 351,562 Consideration Shares respectively, is set out in the following table:

	Number of Shares	Percentage voting power in the Company	Consideration Shares	Percentage voting power in the Company on an undiluted basis (following issue of the Consideration Shares)
Mr David Riches	93,583,947	52.66%	2,109,375	53.11%
Mr Matthew Riches	93,583,947	52.66%	2,109,375	53.11%
Mr Brett Norris	Nil	Nil	351,562	0.20%

If Resolution 4 is not passed, the Company will not be able to proceed with the issue of

Consideration Shares to Mr David Riches and Mr Matthew Riches and will instead need to satisfy the relevant proportion of Initial Consideration to which they are entitled (being \$5,400,000) in cash, which will be funded by the existing cash reserves of the Company.

If Resolution 5 is not passed, the Company will not be able to proceed with the issue of Consideration Shares to Mr Brett Norris and will instead need to satisfy the relevant proportion of Initial Consideration to which he is entitled (being \$900,000) in cash, which will be funded by the existing cash reserves of the Company.

7.5 **Directors' recommendation**

Resolution 4 and Resolution 5 are each an ordinary resolution.

The members of the IBC (that is, each of the Directors in the absence of Mr David Riches) recommend that Shareholders vote in favour of Resolution 4 and Resolution 5. The IBC is not aware of any other information that would reasonably be required by the Shareholders to allow them to make a decision whether it is in the best interests of the Company to pass Resolution 4 or Resolution 5.

Mr David Riches declines to make a recommendation about Resolution 4 or Resolution 5 given he is one of the Vendors under the Proposed Transaction the subject of those Resolutions.

8. **Resolution 6 – Increase in Non-Executive Directors' Fees**

8.1 **Background**

Resolution 6 seeks Shareholder approval for the purposes of Listing Rule 10.17 and for all other purposes, for the Company to be authorised to increase the maximum total aggregate amount of fees payable to its non-executive Directors from \$350,000 per annum to an aggregate amount of \$600,000 per annum.

It is not intended to fully utilise the increased aggregate fees in the immediate future, however the Company wishes to provide sufficient flexibility to do so without the need to hold a further general meeting.

The Company has grown significantly since the time of its initial public offering and listing on the ASX in 2020 and the demands on its Board have increased commensurately. The Board considers that it is reasonable and appropriate at this time to seek an increase in the remuneration pool for non-executive Directors so as to provide flexibility to increase the number of non-executive directors, should the Board consider that necessary in order to meet its increasing governance and oversight responsibilities.

The maximum aggregate fees payable to non-executive Directors have not been increased since the Company listed on the ASX in 2020.

If Resolution 6 is passed, the maximum aggregate amount of fees that may be paid to all of the Company's non-executive Directors will be \$600,000 per annum. This does not mean that the Company must utilise the entire maximum amount approved for non-executive Directors' fees in each year. However, the Board considers that it is reasonable and appropriate to establish this amount to provide the Company with the ability to pay non-executive Directors and ensure their remuneration levels are commensurate with market rates to attract and retain Directors of the highest calibre.

If Resolution 6 is not passed, the Company will not be permitted to pay fees to its non-executive Directors which exceed the aggregate amount of directors' fees already approved by Shareholders as set out in this Notice (that is, \$350,000 per annum).

The remuneration of each non-executive Director for the year ended 2024 is detailed in the remuneration report in the Company's Annual Report.

8.2 **Information required under Listing Rule 10.17**

The Company provides the following information as required under Listing Rule 10.17:

- (a) the amount of the proposed increase is \$250,000 per annum;
- (b) the maximum aggregate amount of non-executive Directors' fees if this Resolution is passed will be \$600,000 per annum; and
- (c) no Equity Securities have been issued to non-executive Directors under Listing Rule 10.11 or Listing Rule 10.14 in the past 3 years.

8.3 **Voting**

Note that a voting exclusion applies to Resolution 6 in the terms set out in the Notice.

Shareholders are urged to carefully read the Proxy Form and provide a direction to the proxy on how to vote on Resolution 6.

Schedule 1 Definitions

In the Notice, words importing the singular include the plural and vice versa.

\$	means Australian dollars.
Annual Report	means the Directors' Report, the Financial Report, and Auditor's Report, in respect to the year ended 30 June 2024.
Associate	has the meaning given to that term in the Listing Rules.
ASX	means the ASX Limited (ABN 98 008 624 691) and, where the context permits, the Australian Securities Exchange operated by ASX Limited.
Auditor's Report	means the auditor's report contained in the Annual Report.
AWST	means Western Standard Time, being the time in Perth, Western Australia.
Board	means the board of Directors.
Chair	means the person appointed to chair the Meeting of the Company convened by the Notice.
Closely Related Party	means: a spouse or child of the member; or has the meaning given in section 9 of the Corporations Act.
Company	means GenusPlus Group Ltd (ACN 620 283 561).
Consideration Shares	has the meaning given in Section 6.1.
Constitution	means the Constitution of the Company.
Contingent Consideration	has the meaning given in Section 6.1.
Corporations Act	means the <i>Corporations Act 2001</i> (Cth), as amended.
Director	means a director of the Company.
Directors' Report	means the annual directors' report prepared under Chapter 2M of the Corporations Act for the Company and its controlled entities.
Explanatory Memorandum	means the explanatory memorandum which forms part of the Notice.
Financial Report	means the financial report contained in the Annual Report.
IBC	has the meaning given in Section 6.1.

Independent Expert	means RSM Australia Pty Ltd.
Independent Expert's Report	means the independent expert's report prepared by the Independent Expert, as contained in Schedule 2.
Initial Consideration	has the meaning given in Section 6.1.
Key Management Personnel	has the same meaning as in the accounting standards issued by the Australian Accounting Standards Board and means those persons having authority and responsibility for planning, directing and controlling the activities of the Company, or if the Company is part of a consolidated entity, of the consolidated entity, directly or indirectly, including any Director (whether executive or otherwise) of the Company, or if the Company is part of a consolidated entity, of an entity within the consolidated group.
Listing Rules	means the listing rules of ASX.
Meeting	has the meaning given in the introductory paragraph of the Notice.
New Shareholders Deed	means the shareholders deed to be entered into between the shareholders of Partum following completion of the Proposed Transaction.
Notice	means this notice of annual general meeting.
Partum	has the meaning given in Section 6.1.
Partum Shares	means fully paid ordinary shares in the capital of Partum.
Partum Shareholder	means a holder of Partum Shares.
Proposed Transaction	has the meaning given in Section 6.1.
Proxy Form	means the proxy form attached to the Notice.
Remuneration Report	means the remuneration report of the Company contained in the Annual Report.
Resolution	means a resolution referred to in the Notice.
Restricted Voter	means Key Management Personnel and their Closely Related Parties as at the date of the Meeting.
Schedule	means a schedule to the Notice.
Section	means a section of the Explanatory Memorandum.
Share	means a fully paid ordinary share in the capital of the Company.
Shareholder	means the holder of a Share.

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SPA	has the meaning given in Section 6.1.
Vendors	has the meaning given in Section 6.1.
VWAP	means the volume-weighted average price.

Schedule 2 Independent Expert's Report

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GenusPlus Group Limited

Financial Services Guide and Independent Expert's Report

October 2024

**For the purposes of ASX Listing Rule 10.1, we have concluded that
the Proposed Transaction is fair and reasonable to the Non-
Associated Shareholders of the Company**

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Financial Services Guide

21 October 2024

Overview

RSM Corporate Australia Pty Ltd ABN 82 050 508 024 (“**RSM**” or “**we**” or “**us**” or “**ours**” as appropriate) has been engaged to issue general financial product advice in the form of a report to be provided to you.

In the above circumstances we are required to issue to you, as a retail client, a Financial Services Guide (“**FSG**”). This FSG is designed to help retail clients make a decision as to their use of the general financial product advice and to ensure that we comply with our obligations as financial services licensees.

This FSG includes information about:

- who we are and how we can be contacted;
- the financial services that we will be providing you under our Australian Financial Services Licence (“**AFSL**”), Licence No 255847;
- remuneration that we and/or our staff and any associates receive in connection with the financial services that we will be providing to you;
- any relevant associations or relationships we have; and
- our complaints handling procedures and how you may access them.

Financial services we will provide

For the purposes of our report and this FSG, the financial service we will be providing to you is the provision of general financial product advice in relation to securities.

We provide financial product advice by virtue of an engagement to issue a report in connection with a financial product of another person. Our report will include a description of the circumstances of our engagement and identify the person who has engaged us. You will not have engaged us directly but will be provided with a copy of the report as a retail client because of your connection to the matters in respect of which we have been engaged to report.

Any report we produce is provided on our own behalf as a financial services licensee authorised to provide the financial product advice contained in the report.

General financial product advice

In our report we provide general financial product advice, not personal financial product advice, because it has been prepared without taking into account your personal objectives, financial situation or needs.

You should consider the appropriateness of this general advice having regard to your own objectives, financial situation and needs before you act on the advice. Where the advice relates to the acquisition or possible acquisition of a financial product, you should also obtain a product disclosure statement relating to the product and consider that statement before making any decision about whether to acquire the product.

Benefits that we may receive

We charge various fees for providing different financial services. However, in respect of the financial service being provided to you by us, fees will be agreed, and paid by, the person who engages us to provide the report and such fees will be agreed on either a fixed fee or time cost basis. You will not pay to us any fees for our services; GenusPlus Group Limited (“**Genus**” or “**the Company**”) will pay our fees. These fees are disclosed in the Report.

Except for the fees referred to above, neither RSM Corporate Australia Pty Ltd, nor any of its directors, employees or related entities, receive any pecuniary benefit or other benefit, directly or indirectly, for or in connection with the provision of the report.

Remuneration or other benefits received by our employees

All our employees receive a salary.

Referrals

We do not pay commissions or provide any other benefits to any person for referring customers to us in connection with the reports that we are licensed to provide.

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Associations and relationships

RSM Corporate Australia Pty Ltd is beneficially owned by the partners of RSM Australia, a large national firm of chartered accountants and business advisors. Our directors are partners of RSM Australia Partners.

From time to time, RSM Corporate Australia Pty Ltd, RSM Australia Partners, RSM Australia and/or RSM Australia related entities may provide professional services, including audit, tax and financial advisory services, to financial product issuers in the ordinary course of its business.

Complaints resolution

Internal complaints resolution process

As the holder of an Australian Financial Services Licence, we are required to have a system for handling complaints from persons to whom we provide financial product advice. All complaints should be directed to The Complaints Officer, RSM Corporate Australia Pty Ltd, PO Box R1253, Perth, WA, 6844.

If we receive a written complaint, we will record the complaint, acknowledge receipt of the complaint within 15 days and investigate the issues raised. As soon as practical, and not more than 45 days after receiving the written complaint, we will advise the complainant in writing of our determination. If a complaint is received in advance of a shareholder meeting or other key date where shareholders or investors may be making decisions which are influenced by our report, we will make all reasonable efforts to respond to complaints prior to that date.

Referral to external dispute resolution scheme

A complainant not satisfied with the outcome of the above process, or our determination, has the right to refer the matter to the Australian Financial Complaints Authority (“AFCA”). AFCA is an independent dispute resolution scheme that has been established to provide free advice and assistance to consumers to help in resolving complaints relating to the financial services industry.

Further details about AFCA are available at the AFCA website www.afca.org.au. You may contact AFCA directly by email, telephone or in writing at the address set out below.

Australian Financial Complaints Authority
GPO Box 3
Melbourne VIC 3001
Toll Free: 1800 931 678
Email: info@afca.org.au

Time limits may apply to make a complaint to AFCA, so you should act promptly or consult the AFCA website to determine if or when the time limit relevant to your circumstances expires.

Contact details

You may contact us using the details set out at the top of our letterhead on page 4 of this report.

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RSM Corporate Australia Pty Ltd
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Independent Expert's Report

21 October 2024

The Directors
GenusPlus Group Limited
Level 1, 63 Abernethy Road
Belmont WA 6104

Dear Directors,

Introduction

This Independent Expert's Report (the "Report" or "IER") has been prepared to accompany a Notice of General Meeting and Explanatory Statement ("Notice") to be provided to shareholders for a General Meeting of GenusPlus Group Limited ("Genus" or "the Company") to be held on or around 29 November 2024, at which shareholder approval will be sought for, among other matters, the acquisition of all the issued shares in Partum Engineering Pty Ltd ("PEPL") (the "Proposed Transaction") and additional approval for the Company to issue Consideration Shares under the Proposed Transaction.

On 14 October 2024, Genus entered into a Share Purchase Agreement ("SPA") to acquire 100% of PEPL shares on issue from existing PEPL shareholders ("Vendors", and each a "Vendor"), for an initial purchase price of \$12,000,000 ("Initial Consideration") and contingent consideration of up to \$4,000,000 based on an earn-out for the financial year ending 30 June 2025 ("Contingent Consideration") (together the "Consideration").

Purpose of the report

The Company is seeking shareholder approval for the purposes of ASX Listing Rule 10.1 as David Riches and Matthew Riches hold a 45% interest in PEPL and are also substantial shareholders of Genus. David Riches is also the Managing Director of Genus. The 100% equity interest in PEPL to be acquired is considered to be a substantial asset. The remaining vendors of the shares in PEPL may also be deemed associates of David Riches and Matthew Riches and therefore persons to whom ASX Listing Rule 10.1 would apply.

The independent board committee established by the Genus board of Directors (which comprises all Directors other than David Riches) have requested RSM Corporate Australia Pty Ltd ("RSM"), being independent and qualified for the purpose, to express an opinion as to whether the Proposed Transaction is fair and reasonable to Shareholders not associated with the Proposed Transaction ("Non-Associated Shareholders").

The approval of the Proposed Transaction is included as Resolution 3 in the Notice. In addition, Resolutions 4 and 5 seek shareholder approval for the issue of Genus Shares to Mr David Riches, Mr Matthew Riches and Mr Brett Norris as consideration under the Proposed Transaction.

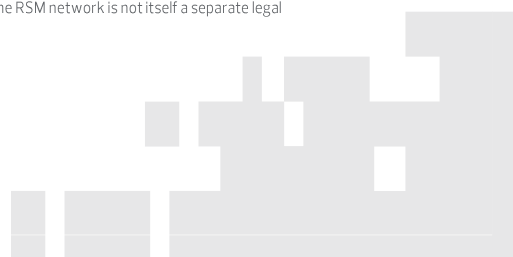
The ultimate decision whether to approve the Proposed Transaction should be based on each Non-Associated Shareholder's assessment of their circumstances, including their risk profile, liquidity preference, tax position and expectations as to value and future market conditions. If in doubt as to the action they should take with regard to the Proposed Transaction, or the matters dealt with in this Report, Non-Associated Shareholders should seek independent professional advice.

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RSM Corporate Australia Pty Ltd is beneficially owned by the Directors of RSM Australia Pty Ltd. RSM Australia Pty Ltd is a member of the RSM network and trades as RSM. RSM is the trading name used by the members of the RSM network. Each member of the RSM network is an independent accounting and consulting firm which practices in its own right. The RSM network is not itself a separate legal entity in any jurisdiction.

RSM Corporate Australia Pty Ltd ABN 82 050 508 024 Australian Financial Services Licence No. 255847

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Summary of opinion

In our opinion, and for the reasons set out in Sections 8 and 9 of this Report, for the purposes of Listing Rule 10.1, the Proposed Transaction is **fair and reasonable** to Non-Associated Shareholders.

Approach

ASX Listing Rule 10.1 states that an entity must ensure that neither it, nor any of its child entities, acquires a substantial asset from, or disposes of a substantial asset to a related party or relevant substantial shareholder or any of its associates without the approval of holders of the entity's ordinary securities.

An asset is considered substantial "if its value; or the value of the consideration being paid or received by the entity is, or in the ASX's opinion is, 5% or more of the equity interests of the entity as set out in the latest accounts given to the ASX under the Listing Rules".

ASX Listing Rule 10.5.10 sets out the requirement for the inclusion of an independent expert's report opining on whether the transaction is fair and reasonable. We have had regard to the contents of Regulatory Guide 111 Content of expert reports ("RG 111"), in how the term "fair and reasonable" should be interpreted.

RG 111.57 states that a proposed related party transaction is "fair" if the value of the financial benefit to be provided by the entity to the related party is equal to or less than the value of the consideration being provided to the entity.

Accordingly, we have considered whether or not the Proposed Transaction is "fair" to Non-Associated Shareholders by assessing and comparing:

- the value of the equity interest in PEPL to be acquired; with
- the value of the Consideration to be paid by Genus.

Our assessment of Fair Value has been prepared on the following basis:

"the value that should be agreed in a hypothetical transaction between a knowledgeable, willing but not anxious buyer and a knowledgeable, willing but not anxious seller, acting at arm's length".

We have also considered whether the Proposed Transaction is "reasonable" to Non-Associated Shareholders by undertaking an analysis of the other factors relating to the Proposed Transaction which are likely to be relevant to the Non-Associated Shareholders in their decision of whether or not to approve the Proposed Transaction.

Further information on the approach we have employed in assessing whether the Proposed Transaction is fair and reasonable to Non-Associated Shareholders is set out in Section 2 of this Report.

Fairness opinion

In evaluating the fairness of the Proposed Transaction, we have compared:

- the value of the equity interest in PEPL to be acquired; with
- the value of the Consideration to be paid by Genus.

Our assessment of the above is summarised below.

Table 1 Valuation summary – Fairness

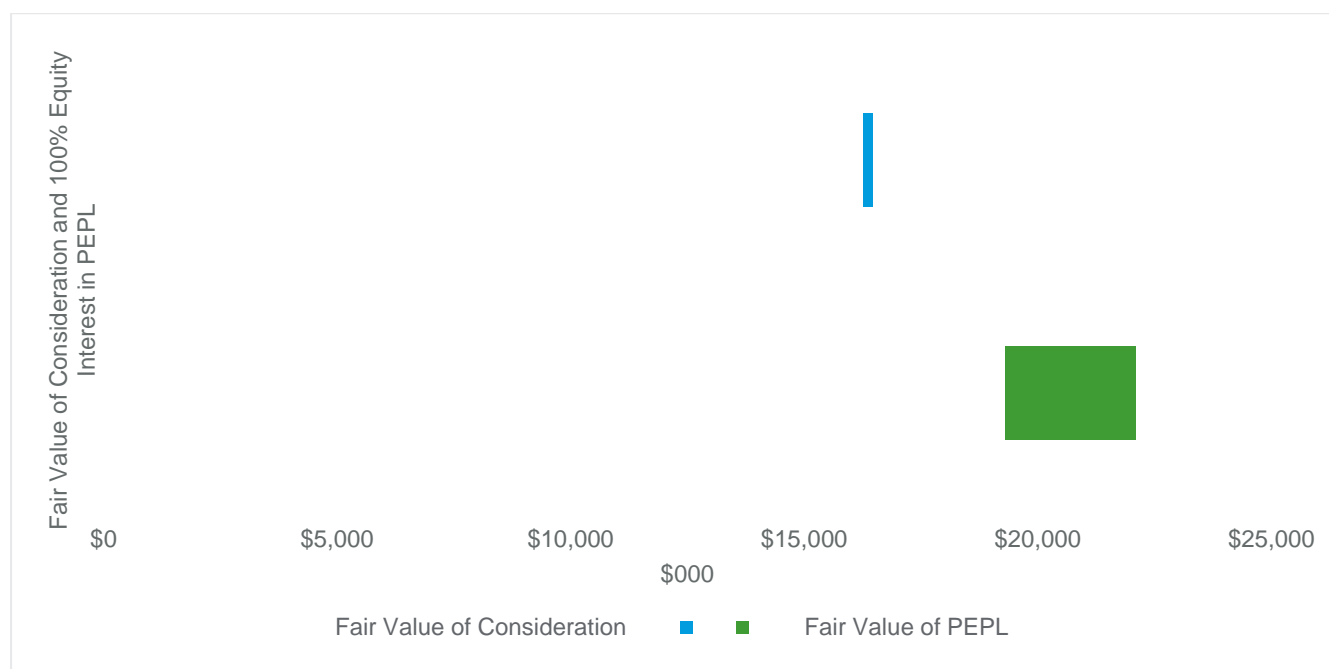
\$'000	Low	High	Preferred
Fair Value of PEPL	19,306	22,106	20,506
Fair Value of Consideration	16,367	16,367	16,367

Source: RSM Analysis

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Figure 1 - Graphical representation of fairness



Source: RSM Analysis

Based on our assessment, the Fair Value range of a 100% equity interest in PEPL is greater than the Fair Value range of the Consideration. In accordance with the guidelines in ASIC Regulatory Guide 111 (RG 111), and in the absence of any additional relevant information, we conclude that, for the purposes of ASX Listing Rule 10.1, the Proposed Transaction is **fair** to Non-Associated Shareholders.

Reasonableness opinion

RG 111 establishes that an offer is reasonable if it is fair. It might also be reasonable if, despite not being fair, there are sufficient reasons for security holders to accept the offer in the absence of any higher bid before the offer closes.

As such, we have also considered the following factors in relation to the reasonableness aspects of the Proposed Transaction:

- Commercial advantages and disadvantages for the Non-Associated Shareholders;
- Alternatives to the Proposed Transaction; and
- Other significant factors which Non-Associated Shareholders might consider prior to approving the Proposed Transaction.

Advantages and disadvantages for the Non-Associated Shareholders

The key advantages of the Proposed Transaction are outlined in the table below.

Table 2 Advantages of the Proposed Transaction

Advantages	Details
The Proposed Transaction is fair	As set out in Section 8 of this Report, the Proposed Transaction is fair to the Non-Associated Shareholders.
Diversification	The Proposed Transaction will increase the Company's exposure to diverse opportunities and expand its capability for clients, incorporating in-house engineering and design services.
Strategic Positioning	Acquiring PEPL will strategically position the Company to continue its growth in the power infrastructure sector and enhance its competitive edge.
Protect existing supplier relationship	Genus currently engages PEPL for engineering consulting services. The Proposed Transaction will protect the existing supplier relationship, noting that PEPL has been approached by competitors of Genus expressing an interest in acquiring their business.

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Value Accretive	The Proposed Transaction will be value accretive for Genus Shareholders as Genus is currently trading at a 12.9x EV/EBIT multiple whilst the implied transaction EV/EBIT multiple for the acquisition of PEPL is approximately 4.0x therefore the addition of PEPL's FY24 reported EBIT of \$4.2m will be value accretive for Genus Shareholders based on the current trading performance of Genus Shares.
-----------------	--

Source: RSM Analysis

The key disadvantages of the Proposed Transaction are outlined in the table below.

Table 3 Disadvantages of the Proposed Transaction

Disadvantage	Details
Cash Payment	Should Vendors elect to be paid in cash, this will reduce the Company's cash holdings.
Shareholder Dilution	The issue of Consideration Shares will result in a small dilution of Non-Associated Shareholders' interests from 45.40% to 44.58% (assuming the maximum Contingent Consideration is payable and the Vendors elect to receive it in a consistent manner as the Initial Consideration).

Source: RSM Analysis

Alternative proposals to the Proposed Transaction

We are not aware of any alternative proposals to the Proposed Transaction.

Conclusion on Reasonableness

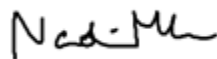
In our opinion, the advantages of the Proposed Transaction outweigh the disadvantages and therefore we consider the Proposed Transaction to be **reasonable** for Non-Associated Shareholders.

General

This Report represents general financial product advice only and has been prepared without taking into consideration the individual circumstances of the Non-Associated Shareholders. The ultimate decision whether to approve the Proposed Transaction should be based on Non-Associated Shareholders' assessment of their circumstances, including their risk profile, liquidity preference, tax position and expectations as to value and future market conditions. Shareholders should read and have regard to the contents of the Notice which has been prepared by the Directors of Genus. Non-Associated Shareholders who are in doubt as to the action they should take with regard to the Proposed Transaction and/or the matters dealt with in this Report, should seek independent professional advice. This summary should be considered in conjunction with the detail contained in the following sections of this Report.

Yours faithfully,

RSM Corporate Australia Pty Ltd



Nadine Marke
Director



Justin Audcent
Director

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1. Summary of the Proposed Transaction

1.1 Overview

On 14 October 2024, Genus entered into a SPA with the Vendors to acquire all of the issued shares in PEPL.

Share Purchase Agreement

The key terms of the SPA are as follows:

- Genus is to acquire 100 Sale Shares, representing 100% of the total ordinary shares on issue in PEPL, from the Vendors in the proportions below:

Table 4 Vendor Proportions

Vendor	Number of Sale Shares	Respective Proportion
David Riches and Matthew Riches	45	45%
Brett Norris	15	15%
George Lloyd Pty Ltd	13	13%
Patrick Lloyd Pty Ltd	12	12%
Mike Green	5	5%
Hasan Murad	10	10%
Total	100	100%

Source: Share Purchase Agreement

- The aggregate Initial Consideration to be paid by the Company to the Vendors is \$12.0 million;
- An adjustment will be made to the Initial Consideration based on the difference between the Completion Working Capital as shown in the completion accounts and the Target Working Capital ("Working Capital Adjustment");
- Up to \$4.0 million in aggregate Contingent Consideration is payable to the Vendors subject to PEPL achieving EBIT of \$4.1 million in the year ending 30 June 2025 ("FY25") in accordance with the following calculation:

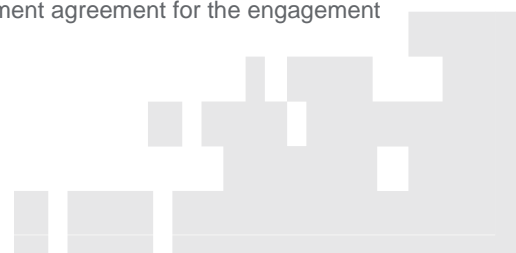
Contingent Consideration = (FY25 EBIT / 4,100,000) * 4,000,000 ("Contingent Consideration")

- Where the FY25 EBIT for the PEPL group exceeds \$4.1m, the total amount of Contingent Consideration is capped at \$4.0m.
- The Vendors can elect to receive the Initial and Contingent Consideration by way of Genus Shares (based on a deemed issue price of the 10-day Volume Weighted Average Price ("VWAP") at execution of the SPA for the Initial Consideration or at the date of the Contingent Consideration Statement for the Contingent Consideration), or cash, or a combination of both.
- Mr David Riches and Mr Matthew Riches have elected to receive their Initial Consideration in Genus Shares, which will be subject to a 12-month escrow, and Mr Brett Norris has elected to receive 50% of his Initial Consideration in Genus Shares, which will also be subject to a 12-month escrow. The other Vendors have elected to receive cash for their Initial Consideration.

1.2 Key conditions of the Proposed Transaction

Settlement of the Proposed Transaction is subject to and conditional upon a number of conditions precedent including:

- Buyer Shareholder approval of the Proposed Transaction:** approval of its shareholders for the Proposed Transaction for the purposes of ASX Listing Rule 10.1
- Independent Expert's report:** the independent expert concluding, and continuing to conclude at the time of the Genus general meeting to seek Shareholder approval for the purposes of Condition, that the Proposed Transaction is fair and reasonable to Non-Associated Genus Shareholders;
- Genus shareholder approval of issue of Consideration Shares:** Genus obtaining approval of its shareholders for the proposed issue of Consideration Shares as part of the Initial Consideration for the purposes of ASX Listing Rule 10.11;
- New employment agreement:** PEPL and Brett Norris must enter into a new employment agreement for the engagement of Mr. Norris as Executive General Manager at PEPL; and



- e) **Material Contract consents:** each counterparty under PEPL's material contracts has given written consent for the sale of the PEPL shares and/or will not exercise its contractual right to terminate or vary such Material Contract in connection with the sale.

Completion of the Proposed Transaction will occur 5 business days after the satisfaction or waiver of the conditions precedent.

1.3 Rationale for the Proposed Transaction

PEPL currently provides a range of engineering design services to Genus on arms-length commercial terms. As Genus experiences strong growth across its power infrastructure business, PEPL's services have been identified as integral to the Company's own client offering, and Genus has therefore pursued the Proposed Transaction to bring PEPL's engineering design expertise in-house and position Genus for future growth. Whilst Genus is currently PEPL's largest client at approximately 35% of its FY24 order book, the balance of PEPL's services (approximately 65%) were provided to other tier 1 utility or construction contractors, and PEPL is expected to continue to provide and grow its service offering to external clients.

Given Mr. David Riches' role as both the Company's Managing Director and one of the Vendors, an independent committee of the Board (excluding Mr. Riches) was formed to oversee the transaction. This committee supervised the negotiation of the SPA, ensuring the process was conducted on an arm's-length basis and supported by independent professional advice.

1.4 Impact of Proposed Transaction on Genus' Capital Structure

The table below sets out a summary of the capital structure of Genus prior to and immediately after the Proposed Transaction, based on the maximum consideration of \$16 million.

In our assessment of the impact of the Proposed Transaction on Genus' capital structure, we have assumed that David and Matthew Riches receive 100% of their total consideration in Genus Shares, Norris receives 50% of his total consideration in Genus Shares, and other Vendors receive 100% cash.

The analysis below illustrates the potential effect on the Company's capital structure, noting that each Vendor can elect to receive any Contingent Consideration which becomes payable in Genus Shares, cash or a combination. We note that under the terms of the SPA, the Genus Shares for the Initial Consideration will be issued at a deemed price equal to the 10-day VWAP up to the trading day prior to the date of executing the SPA, being \$2.56. We have applied the same VWAP to the maximum Contingent Consideration amount, by way of illustration; the actual number of Genus Shares that would be issued may differ.

Table 5 Proposed Transaction's impact on Genus capital structure

	Shares Held in Partum	% Holdings	Shares Held in Genus	% Holdings
Shares on issue prior to Proposed Transaction				
David Riches *	45	45.00%	93,583,947	52.66%
Brett Norris	15	15.00%	-	0%
George Lloyd	13	13.00%	1,626,042	0.91%
Patrick Lloyd	12	12.00%	1,626,042	0.91%
Mike Green	5	5.00%	130,208	0.07%
Hasan Murad	10	10.00%	72,917	0.04%
Non-Associated Shareholders	-	0.00%	80,685,792	45.40%
Shares on issue prior to Proposed Transaction	100	100%	177,724,948	100%
Shares on issue post the Proposed Transaction				
David Riches *	-	0%	96,396,447	53.26%
Brett Norris	-	0%	468,750	0.26%
George Lloyd	-	0%	1,626,042	0.90%
Patrick Lloyd	-	0%	1,626,042	0.90%
Mike Green	-	0%	130,208	0.07%
Hasan Murad	-	0%	72,917	0.04%
Non-Associated Shareholders	-	0%	80,685,792	44.58%
Shares on issue post Proposed Transaction	-	0%	181,006,198	100%

Source: RSM Analysis

* Shares held jointly with Matthew Riches



2. Scope of the Report

2.1 ASX Listing Rules

ASX Listing Rule 10.1 states that an entity must ensure that neither it, nor any of its child entities, acquires a substantial asset from, or disposes of a substantial asset to, a substantial shareholder, a related party or any of its associates without the approval of holders of the entity's ordinary securities.

An asset is considered substantial "if its value; or the value of the consideration to be received for it is, or in the ASX's opinion is 5% or more of the equity interest of the entity as set out in the latest financial statements given to the ASX".

In accordance with ASX Listing Rule 10.1.1, a related party includes a person who is a director of the listed entity. David Riches is a Director of Genus and is therefore considered a related party of Genus. He is also a substantial shareholder of Genus. The other Vendors may also be deemed associates of David Riches and Matthew Riches, and therefore persons to whom ASX Listing Rule 10.1 would apply.

The equity interest of Genus as provided in the most recent financial statements given to the ASX, being the financial statements for the financial year ended 30 June 2024, was \$121.2 million. The Initial Consideration for the Proposed Transaction will be \$12 million. As the value of the Consideration exceeds 5% of Genus' equity interest, the Proposed Transaction constitutes the acquisition of a substantial asset from a related party for the purposes of ASX Listing Rule 10.1.

Under ASX Listing Rule 10.1, the acquisition of a substantial asset from a related party or associate requires shareholder approval. As stipulated in ASX Listing Rule 10.5, the notice for the shareholders' meeting must include a report from an independent expert. This report should assess whether the proposed transaction is fair and reasonable to shareholders who are not associated with the related party.

In accordance with the requirements of the ASX Listing Rules, Genus will convene a shareholders' meeting to seek approval for the Proposed Transaction. To fulfil its obligations, Genus has engaged RSM to prepare an independent expert report, which will provide an opinion on whether the transaction is fair and reasonable to Non-Associated Shareholders.

2.2 Basis of evaluation

Neither the ASX Listing Rules nor the Corporations Act 2001 ("Corporations Act" or "the Act") defines the term "fair and reasonable" for the purpose of ASX Listing Rule 10.1. As such, in determining whether the Proposed Transaction is "fair" and whether it is "reasonable" we have given regard to the views expressed by the ASIC in RG 111 and RG 76 Related party transactions ("RG 76").

RG 111 provides ASIC's views on how an expert can help security holders make informed decisions about related party transactions. Specifically, it gives guidance to experts on how to evaluate whether or not a related party transaction is fair and reasonable.

RG 111 states that the expert's report should focus on:

- the issues facing the security holders for whom the report is being prepared: and
- the substance of the transaction rather than the legal mechanism used to achieve it.

RG 111.56 states that in relation to a related party transaction, the expert's assessment of fair and reasonable should not be applied as a composite test – that is, there should be a separate assessment of whether the transaction is "fair" and "reasonable" as in a control transaction.

RG 111.57 states that a proposed related party transaction is 'fair' if the value of the financial benefit to be provided by the entity to the related party is equal to or less than the value of the consideration being provided to the entity.

Accordingly, we will consider whether the Proposed Transaction is "fair" to Non-Associated Shareholders by assessing and comparing:

- the Fair Value of the equity interest in PEPL to be acquired; with
- the Fair Value of Consideration to be paid by Genus.

Our assessment of Fair Value has been prepared on the following basis:

"the value that should be agreed in a hypothetical transaction between a knowledgeable, willing but not anxious buyer and a knowledgeable, willing but not anxious seller, acting at arm's length".



We have also considered whether the Proposed Transaction is “reasonable” to Non-Associated Shareholders by undertaking an analysis of the other factors relating to the Proposed Transaction which are likely to be relevant to Non-Associated Shareholders in their decision as to whether or not to approve the Proposed Transaction.

In particular, we have considered the advantages and disadvantages of the Proposed Transaction in the event that the Proposed Transaction proceeds or does not proceed including:

- commercial advantages and disadvantages for the Non-Associated Shareholders;
- alternatives to the Proposed Transaction; and
- other significant factors which Non-Associated Shareholders might consider prior to approving the Proposed Transaction.

Our assessment of the Proposed Transaction is based on economic, market and other conditions prevailing at the date of this Report.

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3. Profile of Genus

3.1 Background

Genus is a provider of critical infrastructure solutions in Australia, specialising in the design, construction, and maintenance of power and communications networks. Established to meet the growing demands of Australia’s energy and communications sectors, Genus serves sectors ranging from utilities and mining to telecommunications.

The Company operates across a broad range of infrastructure projects, delivering services that span the entire project lifecycle—from concept design and engineering to commissioning, maintenance, and decommissioning

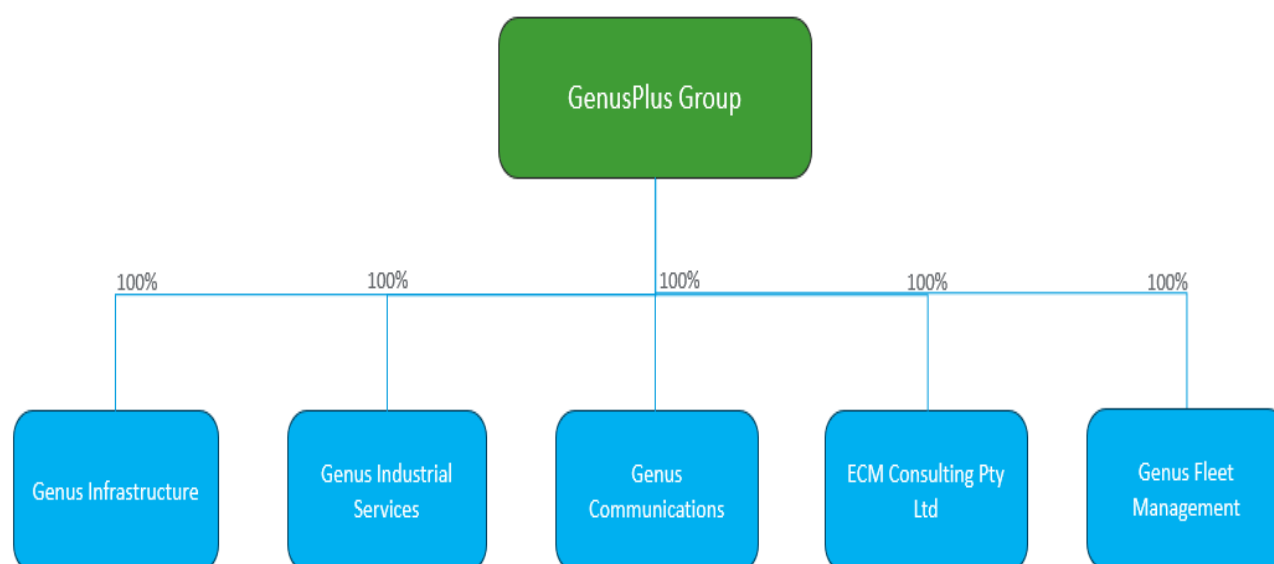
Genus has expertise in traditional energy infrastructure such as transmission and distribution, and the growing renewable energy sector. Providing a comprehensive suite of services, including testing and commissioning, asset replacement, and construction of sub-stations, Genus is positioned to support the modernisation of Australia’s energy grid, contributing to both energy transition and sustainability goals.

A significant component of Genus’ offering is industrial and communication services. The Company’s communications division focuses on the construction and maintenance of fixed and wireless networks, supporting Australia’s increasing reliance on digital infrastructure, with scalable network solutions for industrial and consumer needs.

3.2 Group Structure

The following figure presents a summarised structure of the Genus Group as at the report date.

Figure 2 Genus Group Structure



Source: Genus Group Structure

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Genus has the following Operating Subsidiaries in each of the divisions shown above:

Table 6 Genus Group

Division	Operating Subsidiaries
Genus Infrastructure	Genus PFA Pty Ltd
	Genus Infrastructure Pty Ltd
	Genus Infrastructure (NSW) Pty Ltd
	Genus Infrastructure (QLD) Pty Ltd
	Genus Infrastructure (Vic) Pty Ltd
	Proton Power Pty Ltd
	Connect Infrastructure Pty Ltd
Genus Industrial Services	Genus Industrial Services
	Genus Renewables Pty Ltd
	Blue Tongue Energy Pty Ltd
Genus Communications	Genus Services Pty Ltd
	Genus Field Services Pty Ltd

Source: Genus Group Structure

3.3 Directors and key management

The directors of Genus comprise the following:

Table 7 Genus Directors and Key Management

Director	Title	Experience
Mr. David Riches	Managing Director	Mr. Riches is the founder of GenusPlus and a third-generation expert in the electrical contracting industry. Mr. Riches has a wide range of experience spanning across strategy, leadership, planning, design, and management.
Mr. Simon High	Non-Executive Chairman	Mr. High has over 40 years of experience in the oil, gas, mining, industrial and infrastructure industries. He is a former CEO of Ausgroup and Southern Cross Electrical Engineering, both listed companies. Mr. High has held senior management positions with multiple different engineering and construction firms domestically and internationally. He is also a Fellow of the Institute of Engineers Australia and a Fellow of the Australian Institute of Company Directors.
Mr. Jose Martins	Non-Executive Director	Mr Martins has over 25 years of experience in financial management roles across both public and private companies. Mr. Martins is also currently the CFO of Alliance Mining Commodities Ltd, and was previously CFO of Ausdrill Ltd (now known as Perenti Global Ltd) and Macmahon Holdings Ltd.
Mr. Paul Gavazzi	Non-Executive Director	Mr. Gavazzi has over 40 years of experience as a practising lawyer in commercial law. He specialises in construction, projects and infrastructure. Mr. Gavazzi was formerly senior partner at a large national law firm and is the founder of the firm's Construction, Projects and Infrastructure Group. Mr. Gavazzi has experience across all aspects of project procurement, contracting, administration and dispute resolution. Mr. Gavazzi is also a member of the Australian Institute of Company Directors (AICD).

Source: Company Website

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As at the date of this Report, the shareholding interests of the Directors in Genus are as follows:

Table 8 Genus Directors Shareholding Interests

Director	Ordinary Shares	% Interest
David Riches	93,583,947	52.66%
Simon High	304,167	0.17%
Jose Martins	100,000	0.06%
Paul Gavazzi	204,167	0.11%

Source: Shareholding Register

3.4 Financial information

The information in the following section provides a summary of the consolidated financial performance and consolidated financial position of Genus for the years ended 30 June 2022 ("FY22"), 30 June 2023 ("FY23"), and 30 June 2024 ("FY24"), extracted from the audited financial statements of the Company.

The auditor of Genus, Grant Thornton, issued an unmodified audit opinion on the FY24 financial statements.

Financial performance

The table below sets out a summary of the consolidated financial performance of Genus for FY22, FY23 and FY24 (collectively, "Historical Period").

Table 9 Historical financial performance

\$'000	Ref	FY22 Audited	FY23 Audited	FY24 Audited
Revenue	a)	450,937	444,179	551,190
Other Income	b)	1,962	3,690	4,024
		452,899	447,869	555,214
Employee Expenses		(137,198)	(140,657)	(172,752)
Raw Materials and Consumables Expenses		(139,299)	(125,597)	(151,127)
Contractors and Labour Hire Expenses		(114,602)	(119,167)	(155,738)
Motor Vehicle Expenses		(16,037)	(13,969)	(17,832)
Depreciation Expenses		(11,902)	(15,213)	(14,854)
Other Expenses		(12,772)	(14,812)	(12,888)
	c)	(431,810)	(429,416)	(525,192)
Share of Results of Joint Ventures	d)	63	(212)	(12)
Share of Results of Associates		401	(401)	-
Finance Income		9	187	873
Other Gains and Losses	e)	(461)	215	(1,312)
Finance Expenses		(1,077)	(1,548)	(1,855)
		(1,065)	(1,759)	(2,306)
Less: Interest Income		(9)	(187)	(873)
Add: Interest Expense		846	1,250	1,594
Add: Depreciation Expense		11,902	15,213	14,854
EBITDA		32,763	32,970	43,291
EBITDA %	f)	7.3%	7.4%	7.9%
Less: Depreciation & Amortisation		(11,902)	(15,213)	(14,854)
EBIT		20,861	17,757	28,437
EBIT %		4.6%	4.0%	5.2%
Add: Net interest		(837)	(1,063)	(721)
Net Profit Before Tax		20,024	16,694	27,715

Source: Genus financial statements

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We make the following observations regarding the consolidated financial performance of Genus over the Historical Period:

- Revenue has increased from \$451m in FY22 to \$551m in FY24, driven by increased activity across all three segments of the business and favourable market conditions, particularly in the Industrial Services segment which benefited from increased activity in the new energy sector - with segment revenue increasing by 94%, from \$72m in FY23 to \$152m in FY24;
- Other Income: FY23 includes gains on the Sale of Non-Current Assets of \$1.8m and \$0.3m of disposal proceeds on the sale of Connect Infrastructure Design Pty Ltd, with Insurance Claims and Apprenticeship Training Subsidies being the other primary components. FY24 other income includes a Bad Debt Recovery of \$2.2m;
- Total expenses have broadly increased in line with revenue growth, with people and raw materials being the primary costs;
- Joint ventures income is attributed to Genus' 30% holding in the Samsung Genus Joint Arrangement, which focuses on the design and construction of a battery energy storage system. Additionally, income is generated from Genus' 25% holding in the Acciona Genus Joint Arrangement, a project for the engineering, procurement, construction and commissioning of high-voltage electricity transmission lines and associated infrastructure.
- Other Gains and Losses are comprised of: Net Gains (Losses) on Financial Liabilities and Financial Assets measured at Fair Value along with Net Foreign Exchange Gains (Losses); and
- EBITDA margins show an increasing trend over the Historical Period from 7.3% in FY22 to 7.9% in FY24.

Financial position

The table below sets out a summary of the consolidated financial position of Genus as at 30 June 2023 and 30 June 2024.

Table 10 Historical financial position

\$'000	Ref	30 Jun 2023 Audited	30 Jun 2024 Audited
Current assets			
Cash and cash equivalents	a)	46,737	100,967
Trade and other receivables		56,949	52,023
Contract assets		37,596	39,472
Inventories		3,796	2,841
Financial assets		327	327
Other assets	b)	5,440	6,640
Total current assets		150,845	202,270
Non-current assets			
Financial assets non-current		1,130	847
Interests in joint ventures		2,874	-
Property, plant and equipment	c)	18,248	25,429
Right-of-use assets		23,258	28,643
Intangible assets	d)	31,063	30,961
Total non-current assets		76,574	85,880
Total Assets		227,419	288,150
Current liabilities			
Trade and other payables	e)	50,993	75,097
Contract liabilities	e)	16,877	33,385
Financial liabilities		1,580	1,580
Lease liabilities		9,008	10,317
Current tax liabilities		6,725	4,648
Employee benefits		8,607	13,494
Provisions		50	66
Total current liabilities		93,840	138,587
Non-current Liabilities			
Financial liabilities		4,280	2,700
Lease liabilities		12,862	14,656
Deferred tax liabilities		10,550	10,013
Employee benefits		910	378
Provisions		-	650
Total non-current liabilities		28,602	28,397
Total liabilities		122,442	166,984
Net Assets	g)	104,976	121,166

Source: Genus financial statements



We make the following observations in relation to Genus' consolidated financial position:

- The Company's cash position has increased significantly in the last 12 months, from \$47m in FY23 to \$101m in FY24 driven by increasing profitability and working capital movements;
- Other Assets of \$6.6m in FY24 relate to Prepayments amounting to \$6.3m and Security Deposits of \$276k;
- Property, Plant, and Equipment includes investment in buildings, motor vehicles, plant and equipment, furniture, software and technology and tooling;
- Intangible Assets comprise Goodwill of \$22.8m, Customer Contracts of \$4.9m and Other Intellectual Property totalling \$3.3m as at 30 June 2024 which have arisen on previous acquisitions;
- Trade Payables and Contract Liabilities increased by \$24.1m and \$16.5m respectively between 30 June 2023 and 2024; and
- Net assets as at 30 June 2024 were \$121m, an increase of \$16m from 30 June 2023 reflecting earnings for the year after dividend payments.

3.5 Capital Structure

At the date of this Report, Genus had 177,724,948 shares on issue. The top 20 shareholders of Genus as at the date of this Report are set out below.

Table 11 Genus Capital Structure

No.	Name	Number of shares	% of holding
1	MR DAVID WILLIAM RICHES	78,922,947	44.41%
2	HSBC CUSTODY NOMINEES (AUSTRALIA) LIMITED	18,633,400	10.48%
3	CITICORP NOMINEES PTY LIMITED	15,286,626	8.60%
4	MATTHEW STEVEN RICHES & DAVID WILLIAM RICHES	12,800,000	7.20%
5	J P MORGAN NOMINEES AUSTRALIA PTY LIMITED	4,342,861	2.44%
6	MR NEIL DOUGLAS RAE & MRS MELANIE MICHELLE RAE & MR SIMEON DAVID RAE	2,392,344	1.35%
7	BJ FRASER PTY LTD	2,316,765	1.30%
8	CC RANKINE PTY LTD	2,216,765	1.25%
9	UBS NOMINEES PTY LTD	2,199,947	1.24%
10	WILLIAM TAYLOR NOMINEES PTY LTD	2,148,684	1.21%
11	DAVE RICHES PTY LTD	1,861,000	1.05%
12	GEORGE LLOYD PTY LTD	1,600,000	0.90%
12	PATRICK LLOYD PTY LTD	1,600,000	0.90%
13	MR KEMPER SHAW	1,578,327	0.89%
14	MR KENNETH JOSEPH HALL	1,550,000	0.87%
15	MR WILLIAM JAMES BEAMENT	1,196,172	0.67%
16	PRECISION OPPORTUNITIES FUND LTD	1,000,000	0.56%
16	SANDINI PTY LTD	1,000,000	0.56%
16	ARROCHAR PTY LTD	1,000,000	0.56%
17	HSBC CUSTODY NOMINEES (AUSTRALIA) LIMITED - A/C 2	979,324	0.55%
18	WARBONT NOMINEES PTY LTD	954,852	0.54%
19	BNP PARIBAS NOMINEES PTY LTD	775,644	0.44%
20	MR GEOFFREY MICHAEL MUIR & MRS JACQUELINE ANNE MUIR	646,658	0.36%

Source: Genus Share Registry



3.6 Share price performance

The figure below sets out a summary of Genus' closing share prices and traded volumes for the period from 12 September 2023 to 10 October 2024.

Figure 3 Genus historical share trading



Source: ASX and Yahoo Finance

Over the last 12 months, the share price of Genus has risen steadily, from a low of \$1.07 on 14 November 2023 to a high of \$2.71 on 9 October 2024.

3.7 Summary of Announcements

Significant announcements made by the Company over this period are summarised below.

Table 12 - Summary of recent ASX announcements

Ref	Date	Announcement details
1	21/11/2023	Genus was awarded a contract by Synergy worth approximately \$90 million to perform the Kwinana Battery Energy Storage System Two (KBESS2) Civil and Electrical Balance of Plant works. The contract represents Synergy's second lithium-ion, large scale battery energy storage system, and the largest in the South West Interconnected System (SWIS).
2	30/11/2023	Genus, in joint venture with Samsung C&T, was awarded a contract valued at approximately \$200 million for the Melbourne Renewable Energy Hub (MREH) Project. Genus has a 30% interest in the JV, with Samsung C&T holding the remaining 70% interest.
3	4/12/2023	Genus, in joint venture with ACCIONA, was awarded a contract valued at approximately \$1.4 billion for the HumeLink East Project. Genus holds a 25% interest in the project, while ACCIONA holds the remaining 75%. The project involves the design, procurement, construction, and commissioning of high-voltage electricity transmission lines and related infrastructure.
4	8/02/2024	Genus was awarded a contract by ACCIONA Energia valued at approximately \$40 million for the substation works at the Queensland Aldoga Solar Farm Project. The project is a flagship renewable energy project on land leased by Economic Development Queensland.
5	23/02/2024	Presentation of Half Yearly Results to investors.
6	1/03/2024	Genus was added to the list of constituent securities in the ASX All Ordinaries.
7	2/04/2024	Genus was awarded two contracts with a combined value of approximately \$50 million as part of Fortescue's decarbonisation plans in Western Australia. Works on the contract have commenced and are estimated to be completed by mid-2025.

8	15/04/2024	Genus announced an increase in its EBITDA guidance for the FY2024 financial year resulting from a combination of current projects performing ahead of expectations and earlier project starts than originally anticipated.
9	9/07/2024	Genus was awarded a contract for maintenance and upgrade works for Western Power. The five year agreement is anticipated to generate revenue of circa \$50 million in its first year.
10	9/08/2024	Genus-PFA, the company's specialist network of asset inspection and reinforcement services business, was awarded a number of new and extended contracts with Energy Queensland (totalling approximately \$121 million) and Ausgrid (\$4.5 million).
11	26/08/2024	Presentation of FY24 Results to investors.
12	07/10 2024	Genus announced that the creditors of CommTel Network Solutions Pty Ltd (Administrators Appointed) have voted in favour of its proposal for a Deed of Company Arrangement. Genus will now collaborate with CommTel's founding shareholders and administrators to finalise the necessary formalities, with the acquisition expected to be completed by the end of October 2024.

Source: ASX announcements

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4. Profile of PEPL

4.1 Background

PEPL was established in 2019 and provides engineering design consulting services to a range of private and government clients (including Genus as a customer). PEPL’s consulting experience extends back over 30+ years following the acquisition and integration of other engineering companies, with strong experience across the sectors in which Genus operates.

PEPL’s primarily engages in Engineering, Procurement, and Construction (EPC) projects, working directly with contractors or serving in an Owners Engineer capacity.

PEPL’s primary office is located in Perth, with additional teams based in Brisbane, Sydney, Melbourne, and Hobart.

The PEPL group of entities comprises Partum Engineering Pty Ltd and its wholly owned subsidiaries, Connect Infrastructure Design Pty Ltd which is referred to as “Partum East” in the management reporting, and Partum Consulting Pty Ltd which is non-trading and intended to be wound up. The group does not prepare consolidated financial statements, trading is reported on a divisional basis as Partum (PEPL) and Partum East (Connect Infrastructure Design Pty Ltd).

The company holds several key industry accreditations with Western Power, Horizon Power, ASP3 (Ausgrid, Endeavour Energy), and SA Power Networks/Enerven, which enable the company to engage in various high-level energy projects across multiple regions. It is recognised as a preferred vendor by BHP, Rio Tinto, Fortescue, Mineral Resources, Alcoa, Synergy, and Vestas.

4.2 Directors and key management

The directors and key management of PEPL comprise the following:

Table 13 PEPL Directors and Key Management

Director	Title	Experience
Mr. Brett Norris	Managing Director	Mr Norris is a Consulting Electrical Engineer with a strong academic background in Electrical and Electronic Engineering from the University of Western Australia (UWA). He has professional experience with Western Power and APD Engineering.

Source: Company Website

4.3 Customers

The table below sets out a summary of sales to the Top 5 customers of PEPL for the year ended 30 June 2024.

Table 14 Sales summary of PEPL for FY24

No.	Name	Description	Revenue	% of Total
1	Genus	Australian based infrastructure company	5,822,760	36%
2	Client 2	A subsidiary of a large Australian mining company engaged in planning and preparation to construct and operate a renewable energy hub	1,883,377	12%
3	Client 3	One of Australia's largest energy providers	1,570,923	10%
4	Client 4	A subsidiary of a large multinational mining company that engages in asset management for the parent entity.	1,432,537	9%
5	Client 5	A foreign owned company that provides data hosting services, marketing and other services to related entities.	729,320	5%
	Other		4,700,747	29%
Total			16,139,665	100%

Source: PEPL Sales Summary

Genus is the largest single customer of PEPL, accounting for approximately 36% of total revenue in FY24. Four other significant customers account for between 5% and 12% of total revenue.



4.4 Financial information

The information in the following section provides a summary of the aggregated financial performance of PEPL and Partum East for FY23 and FY24, extracted from the unaudited management accounts of each entity. Consolidated financial statements are not prepared for the PEPL group and we have been informed that Partum Consulting Pty Ltd is not a trading entity.

Financial performance

The table below sets out a summary of the aggregated financial performance of PEPL and Partum East for FY23 and FY24 (collectively, "Historical Period") noting that Partum East was acquired in FY23. Therefore FY24 represents the first full year of operations with both PEPL and Partum East.

Table 15 Historical Financial Performance

\$'000	FY23 Aggregated	FY24 Aggregated
Sales	11,569	16,197
Total Cost of Goods Sold	(7,524)	(8,905)
Gross profit	4,044	7,291
GP%	35%	45%
Other income	-	12
Total income	4,044	7,303
Overhead Expenses		
Administration expenses	(716)	(895)
Employment expenses	(1,020)	(1,640)
Finance expenses	(2)	(4)
Occupancy expenses	(175)	(213)
Total expenses	(1,913)	(2,752)
EBITDA	2,132	4,551
EBITDA %	18%	28%
Depreciation & Amortisation	(368)	(340)
EBIT	1,764	4,211
EBIT %	15%	26%
Net interest	(2)	(8)
Net Profit Before Tax	1,762	4,202
Net Profit %	15%	26%

Source: PEPL and Partum East Management Accounts

We make the following observations regarding the aggregated financial performance:

- Sales have experienced significant growth, primarily driven by an increase in project awards and the expansion of its workforce, resulting in a notable step change in revenue. This increase in projects has allowed the business to scale operations and capitalize on new opportunities;
- PEPL's gross profit margin increased in FY24 due to improved economies of scale across the business and the nature of awarded contracts, despite losses by PEPL East continuing in FY24 as in FY23. As the company transitions to Schedule of Rates contracts, it is expected to improve future margins and financial performance;
- Administration expenses have increased as the business has scaled operations, driven by increases in the following categories:
 - Consultancy expenses primarily consist of fees associated with project management framework consultation and system development. These costs are considered non-recurring and are regarded as one-off expenditures related to the establishment of essential project management processes;



- There has been a notable increase in subscription costs, driven by the growing number of software licenses required to support the expanding workforce;
- Legal costs include a one-off fair work claim payout, contributing to the temporary elevation of costs in this category;
- Insurance costs have increased in direct correlation with the company's expansion;
- Employment expenses make up the majority of overhead costs each financial year, which is expected for a labour-intensive business. Increased headcount and sub-contractors have contributed to the upward trend in employment expenses:
 - The company currently employs 111 staff members, with an additional 11 new starters expected to join in the coming months. In addition to its full-time workforce, the company maintains 10 permanent contractors;
 - To expand its resource pool, the company has implemented a strategic approach by engaging contractors on a Schedule of Rates basis. This flexible model allows the company to meet project demands without immediately incurring the higher costs associated with permanent hires.
- Occupancy expenses have increased year on year as the business has expanded into new territories. PEPL has a presence across multiple locations, with varying lease terms and arrangements to accommodate its growth requirements whilst limiting long-term obligations.
- PEPL's management accounts for July and August 2024 indicate that the financial performance is tracking consistent with FY24, and in line with expectations for slight growth in FY25.

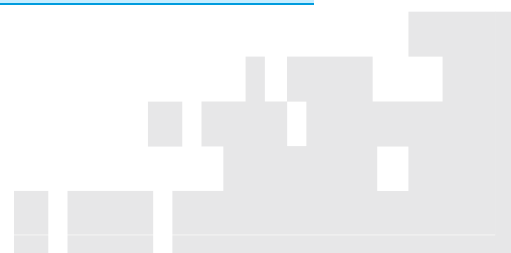
Financial position

The table below sets out a summary of the aggregated financial position of PEPL and Partum East as at 30 June 2023 and 30 June 2024.

Table 16 Historical Financial Position

\$	30-Jun-23	30-Jun-24
Financial Position	Aggregated	Aggregated
Current assets		
Cash and cash equivalents	687	3,548
Trade and other receivables	2,642	2,805
Other current assets	381	600
Total current assets	3,710	6,953
Non-current assets		
Property, plant and equipment	644	586
Investments	367	367
Intercompany loans	1,064	1,156
Goodwill	317	317
Total non-current assets	2,393	2,426
Total assets	6,103	9,378
Current liabilities		
Trade and other payables	1,043	1,570
Other Liabilities	202	50
Provisions	657	1,060
Total current liabilities	1,902	2,681
Non-current Liabilities		
Owed to Genus	300	300
Intercompany loans	47	284
Total non-current liabilities	347	584
Total liabilities	2,250	3,265
Net Assets	3,853	6,114

Source: PEPL and Partum East Management Accounts



The following observations outline the key movements in the aggregated financial position from FY23 to FY24:

- Cash and Cash Equivalents have increased significantly in FY24 from FY23, from \$687k to \$3.55m, representing an increase of over 400% following high billing in April, May and June 2024;
- Investments relate to a \$300k amount arising on the acquisition of Connect Infrastructure Design Pty Ltd and \$67k for Partum Consulting Pty Ltd, an entity which is intended to be wound up;
- Intercompany Loans receivable primarily relate to Partum Consulting with no formal loan agreement in place.
- Goodwill arose on the acquisition of Connect Infrastructure Design Pty Ltd which is referred to as Partum East in the divisional reporting;
- Trade and Other Payables consist predominantly of GST Payable and Trade Creditors;
- Other Liabilities include a \$300k loan of deferred consideration payable to Genus for the acquisition of Connect Infrastructure Design Pty Ltd, which is scheduled to be settled prior to completion of the Proposed Transaction.
- Total provisions comprise Annual Leave of \$413k and Income Tax provisions of \$568k as at 30 June 2024; Long Service Leave provisions total \$27.5k and are entirely owed to employees of Partum East; and
- Net Assets increased from \$3.9m in FY23 to \$6.1m in FY24, reflecting profits generated during FY24.

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5. Valuation Approach

5.1 Valuation methodologies

RG 111 proposes that it is generally appropriate for an expert to consider using the following methodologies:

- the discounted cash flow (“DCF”) method and the estimated realisable value of any surplus assets;
- the application of earnings multiples to the estimated future maintainable earnings or cash flows added to the estimated realisable value of any surplus assets;
- the amount which would be available for distribution on an orderly realisation of assets;
- the quoted price for listed securities; and
- any recent genuine offers received.

We consider that the valuation methodologies proposed by RG 111 can be split into three valuation methodology categories, as follows.

Market based methods

Market based methods estimate the Fair Value by considering the market value of a company’s securities or the market value of comparable companies. Market based methods include:

- the quoted price for listed securities; and
- industry specific methods.

The recent quoted price for listed securities method provides evidence of the Fair Value of a company’s securities where they are publicly traded in an informed and liquid market.

Industry specific methods usually involve the use of industry rules of thumb to estimate the Fair Value of a company and its securities. Generally, rules of thumb provide less persuasive evidence of the Fair Value of a company than other market-based valuation methods because they may not account for company specific risks and factors.

Income based methods

Income based methods estimate value by calculating the present value of a company’s estimated future stream of earnings or cash flows. Income based methods include:

- discounted cash flow; and
- capitalisation of future maintainable earnings (“CFME”).

The DCF technique has a strong theoretical basis, valuing a business on the net present value of its future cash flows. It requires an analysis of future cash flows, the capital structure and costs of capital and an assessment of the residual value or the terminal value of the company’s future cash flows at the end of the forecast period. This method of valuation is appropriate when valuing companies where future cash flow projections can be made with a reasonable degree of confidence.

The capitalisation of future maintainable earnings is generally considered a short form DCF, where an estimation of the Future Maintainable Earnings (“FME”) of the business, rather than a stream of cash flows is capitalised based on an appropriate capitalisation multiple. Multiples are derived from the analysis of transactions involving comparable companies and the trading multiples of comparable listed companies.

Asset based methods

Asset based methodologies estimate the Fair Value of a company’s securities based on the realisable value of its identifiable net assets. Asset based methods include:

- orderly realisation of assets method;
- liquidation of assets method; and
- net assets on a going concern basis.

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The value achievable in an orderly realisation of assets is estimated by determining the net realisable value of the assets of a company which would be distributed to security holders after payment of all liabilities, including realisation costs and taxation charges that arise, assuming the company is wound up in an orderly manner. This technique is particularly appropriate for businesses with relatively high asset values compared to earnings and cash flows.

The liquidation of assets method is similar to the orderly realisation of assets method except the liquidation method assumes that the assets are sold in a shorter time frame. The liquidation of assets method will result in a value that is lower than the orderly realisation of assets method and is appropriate for companies in financial distress or where a company is not valued on a going concern basis.

The net assets on a going concern method estimates the market values of the net assets of a company but unlike the orderly realisation of assets method it does not take into account realisation costs. Asset based methods are appropriate when companies are not profitable, a significant proportion of the company's assets are liquid, or for asset holding companies.

Selection of Valuation Methodologies

The valuation methodologies we have adopted for assessing the Fair Value of PEPL have been selected having regard to the following considerations:

- There is an adequate number of publicly listed companies with operations sufficiently similar to PEPL, however there are a limited number of transactions involving targets which are comparable to PEPL to provide meaningful comparable transaction analysis. The CFME methodology allows the use of trading multiples of these listed entities;
- As PEPL is an established profit-generating business with relatively low capital expenditure requirements, we consider it reasonable to utilise an EBIT level of earnings in the CFME valuation;
- EV/Revenue multiples are commonly utilised to value businesses with a high level of recurring revenue from long-term customers, we will therefore also consider this level of earnings as a cross-check;
- RG 111 states that an expert should not include prospective financial information (including forecasts and projections) or any other statements or assumptions about future matters (together, 'forward-looking information') in its report unless there are reasonable grounds for the forward-looking information. In our opinion, forward-looking information is inherently uncertain, and is only applied both where the use of current FME and multiples do not accurately reflect the value of a business and there are reasonable grounds to rely on the forward-looking information. In this instance, PEPL's recent historical financial performance and the observed trading multiples are considered adequate in estimating the fair value of the Company, and accordingly budgets or forecasts prepared by PEPL's Management have not been relied on in our valuation assessment.
- Long term cash flow projections are not available, which is a requirement for utilising the DCF methodology; and
- Due to the nature of its operations PEPL is not an asset intensive business. Accordingly, an asset-based approach will not capture the future earnings potential of the business and will likely understate its value.

Having regard to the above, we consider it reasonable to utilise the capitalisation of FME methodology as our primary valuation methodology, using an EV/EBIT level analysis, and to cross-check our primary valuation with the 'multiple of revenue' methodology.

Capitalisation of Maintainable Earnings

We have utilised the CFME methodology to value PEPL, and have had regard to the following:

- PEPL's normalised EBIT for FY22, FY23 and FY24; and
- The Trailing EV/EBIT multiples, representing the total Enterprise Value of each individual company over the EBIT generated by that company over the previous 12 months, of similar publicly listed companies.

Multiple of Revenue

We have also considered PEPL's FY24 revenue and trailing EV/Revenue multiples of comparable companies.

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6. Valuation of PEPL

6.1 Overview

As stated in Section 5 of this Report, we have assessed the Fair Value of PEPL based on the following approaches:

- Capitalisation of future maintainable earnings – EBIT level; and
- Multiple of revenue.

6.2 Capitalisation of future maintainable earnings methodology

The table below sets out our assessment of the Fair Value of 100% of PEPL using the CFME methodology.

Table 17 Valuation Summary – Capitalisation of Future Maintainable Earnings

\$'000	Low	High	Midpoint
Assessed FME (EBIT)	4,000	4,000	4,000
Assessed EBIT Multiple (x)	4.70	5.40	5.00
Enterprise Value (100% controlling basis)	18,800	21,600	20,000
Add: Surplus working capital including cash	506	506	506
Equity Value of PEPL (100% controlling basis)	19,306	22,106	20,506

Source: RSM Analysis

We have considered and determined the following variables when assessing the Fair Value of PEPL:

- Future maintainable earnings;
- Appropriate capitalisation multiple;
- Current level of net cash/debt; and
- Surplus assets and excess liabilities.

Future Maintainable Earnings

We have adopted EBIT as an appropriate measure of FME. This removes the impact of different financing structures and effective tax rates than multiples based on other earnings measures such as NPAT. In our opinion, this approach allows a better comparison with earnings multiples of other companies.

In assessing PEPL's FME, we have considered the following:

- PEPL's historical financial performance;
- Abnormal or non-recurring income statement items and other normalisation adjustments;
- The market conditions and outlook of the industry PEPL operates in; and
- Our discussions with Management.

We have normalised the reported aggregated EBIT set out in Section 4 to determine an appropriate level of future maintainable earnings.

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Table 18 Normalised EBIT

\$'000		FY23	FY24
Future Maintainable Earnings	Ref	Management	Management
Reported EBIT		1,764	4,211
<i>Add/(Deduct):</i>			
Sale of non-current asset	a)	-	(12)
Consultancy fees	b)	-	25
Doubtful debts	c)	-	45
Legal expenses	d)	-	13
Normalised EBIT		1,764	4,282

Source: RSM Analysis

We have applied the following normalisation adjustments to historical EBIT:

- Deducted profits from the sale of non-current assets as they are one-off in nature;
- Added back consultancy fees relating to expenditure on PEPL's project management framework and system development, as they do not represent recurring operational costs;
- Added back doubtful debts which are considered to be one off in nature; and
- Added back legal expenses, as they related to one-off disputes and are therefore not incurred in the normal course of business.

We have had greater regard to the earnings of the Company in FY24 given the growth trajectory of PEPL and the acquisition of Partum East in FY23, making FY24 the first full financial year including Partum East, and have assessed the future maintainable earnings of PEPL to be approximately \$4.0 million per annum.

Capitalisation Multiple

In selecting an appropriate capitalisation multiple to value PEPL we have considered the trading multiples of companies listed on the Australian Securities Exchange whose operations are broadly comparable to PEPL, as well as the implied multiples paid in transactions involving a target with operations broadly comparable to PEPL.

Comparable Company Multiples

The information available for the valuation of companies is generally limited to public company data (share prices and price earnings multiples) and publicly announced transactions. As such, we have considered the appropriate EBIT multiple by reference to trading multiples of listed companies as at the Valuation Date and consideration of the differences between those companies and PEPL. The selection of our multiple has considered listed companies with similar nature of operations and segmentation as PEPL.

The table below summarises the historical EBIT multiples of the comparable publicly listed companies. A brief description of each of the companies is set out in Appendix 5.

Table 19 PEPL Comparable Company Multiples

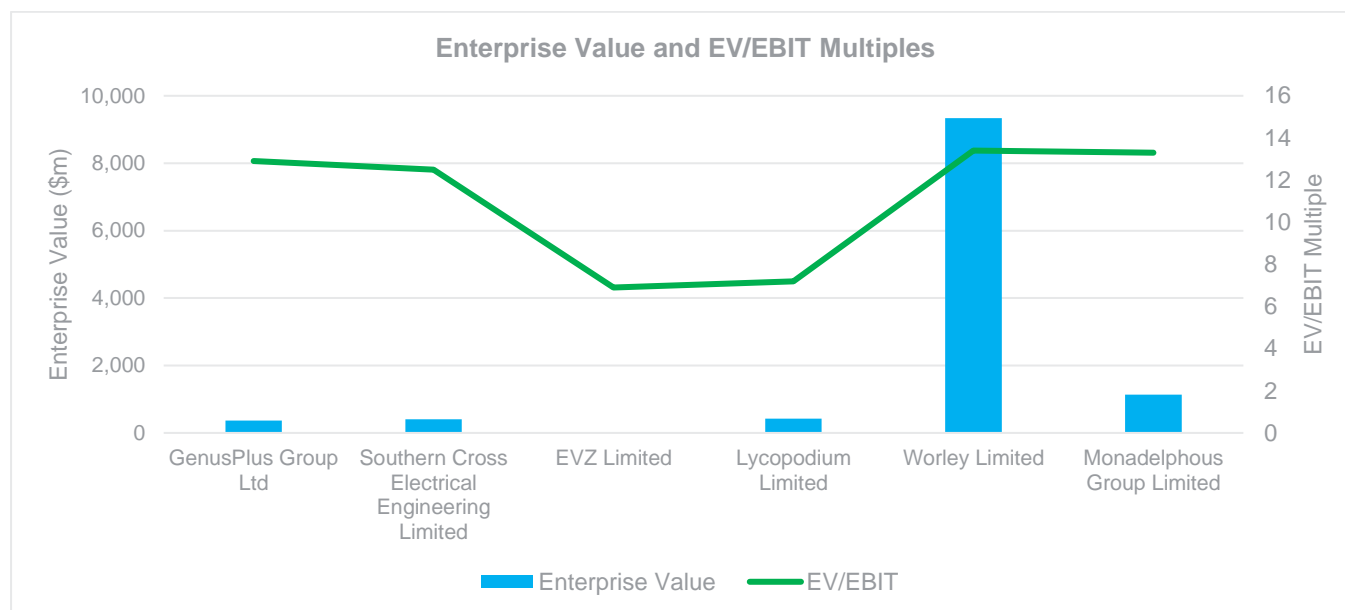
Company Name	Enterprise Value \$m	EBIT Multiple (Trailing)
GenusPlus Group Ltd	363.7	12.9x
Southern Cross Electrical Engineering Limited	408.5	12.5x
EVZ Limited	16.6	6.9x
Lycopodium Limited	424.8	7.2x
Worley Limited	9,340.6	13.4x
Monadelphous Group Limited	1,138.9	13.3x
Mean	1,949	11.0x
Median	417	12.7x

Source: RSM Analysis

In relation to the trading multiples above, we note that share prices of listed companies represent the market value of a non-controlling interest in those companies. As such, any earnings multiple derived from those share prices is consequently a non-controlling multiple and does not include a premium for control.



Figure 4 Enterprise Value and EV/EBIT Multiples



Source: RSM Analysis

We provide additional commentary on the comparable companies below:

- Southern Cross Electrical Engineering provides a wider range of operating activities than PEPL, such as maintenance and construction for the infrastructure, commercial and resources sectors.
- EVZ Ltd provides engineering solutions for oil, gas and water companies. EVZ engages in a diverse range of activities across multiple subsidiaries that are similar to that of PEPL.
- Lycopodium provides feasibility studies and advisory, engineering and design, and project management services that are comparable to PEPL.
- Worley is materially larger and has the most diverse operations compared to the other comparable companies. The company is Perth based, but has a global presence across China, Poland and North Africa.
- Monadelphous services the same sectors and many of the same clients as PEPL, however is significantly larger than PEPL.
- The mean market cap of the companies shown is \$1.759 million and the median is \$482 million.

We have had regard to the average trailing EBIT multiple of the comparable companies and therefore adopt a non-controlling EBIT multiple of 11.0 times.

Control premium

Obtaining control of an entity usually provides the acquirer with a number of advantages including the following:

- Access to potential synergies;
- Control over decision making and strategic direction;
- Access to underlying cash flows; and
- Control over dividend policies.

In the case of publicly traded securities, given the advantages control of an entity provides an acquirer, they are usually expected to pay a premium to the quoted market price to achieve control, which is often referred to as a control premium. Earnings multiples for listed companies do not reflect the market value of a controlling interest in the company as they are derived from market prices which usually represent the buying and selling of non-controlling portfolio holdings (small parcels of shares).

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RSM has conducted a study on 605 takeovers and schemes of arrangement involving companies listed on ASX over the 15.5 years ended 31 December 2020 ("RSM Control Premium Study 2021"). In determining the control premium, RSM compared the offer price to the closing trading price of the target company 20, 5 and 2 trading days pre the date of the announcement of the offer. Where the consideration included shares in the acquiring company, RSM used the closing share price of the acquiring company on the day prior to the date of the offer. Our study concluded that, on average, control premiums were paid in the range of 27.1% to 34.7% in Australia. These premiums are applied at the Equity Level.

Considering the above study and the gearing structure (the ratio of a company's debt to the value of its equity) of PEPL, we have adopted a control premium of 30% for PEPL at the Enterprise Value level.

Discount for size and business specific risk

In calculating the appropriate EBIT multiple for PEPL, we considered the following:

- PEPL is significantly smaller than the publicly listed comparable companies with respect to market capitalisation, revenue and EBIT;
- Smaller businesses like PEPL inherently carry greater risk as they have less diversified revenue streams, less geographic diversification, lower potential for economies of scale and heavier reliance on key personnel; and
- Other business specific risks associated with PEPL such as the quality of financial information, depth of management capability and governance environment.

These factors would indicate that a significant discount is appropriate to recognise the size differential and other business specific factors impacting PEPL when compared to the selected companies.

We have assessed the appropriate discount to be between 62.5% to 67.5% by deriving the required adjustment to the implied Weighted Average Cost of Capital ("WACC") for PEPL in comparison to the selected comparable peer companies. This approach takes into consideration expected revenue growth rates, capital structures and applicable tax rates of PEPL and the selected comparable peer companies, and an appropriate size discount based on the market capitalisation of the comparable companies. The specific components of our assessed discount are summarised in the table below.

Table 20 Discount for size and business specific risk

Factor	Discount
Discount for size	40%
Discount for business-specific risks	22.5%-27.5%
Total discount for size and business-specific risks	62.5%-67.5%

Source: RSM Analysis

The discount for size represents the discount an investor will demand for investing in a small business relative to market peers. A number of studies have been undertaken attempting to establish the existence of and measure the size discount or size premium (applied in the calculation of the cost of capital), in particular in the US. The most notable US study is the Valuation Handbook published by Kroll (formerly known as Duff & Phelps), which contains calculations of the size premium for each decile of market capitalisation of US companies. Several Australian studies have also been undertaken demonstrating the existence of the size premium, including the most recent study by Macquarie University as set out in their Business Valuation paper entitled "The Size Premium: Australian Evidence". The application of size premiums in Australia is however somewhat subjective and largely based on professional judgement. We have applied a size discount of 40% based on PEPL's size relative to the comparable public companies observed in estimating an appropriate valuation multiple.

The discount for business specific risks of 22.5%-27.5% primarily reflects the inherent risk in PEPL operations when compared to the peer group, based on the following factors:

- **Limited revenue streams:** PEPL's revenue streams are less diverse relative to the revenue streams of the comparable peer companies, which results in PEPL being more exposed to fluctuations in demand for their services; and
- **Limited geographic exposure:** PEPL's operations are limited to Australia, whereas some of the comparable peer companies operate globally.
- **Less developed systems:** PEPL has only recently implemented project management frameworks and other governance structures which would be expected in the peer companies.

Accordingly, we consider it appropriate to apply a total discount for size and other risk factors of between 62.5% and 67.5% to the comparable company multiple on a controlling basis.

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On the above basis, we have assessed a multiple range for PEPL of 4.7x to 5.4x with a preferred midpoint of 5.0x as set out in the table below. This multiple is more aligned with Lycopodium Ltd and EVZ Ltd which we consider to be the most comparable to PEPL from the dataset of comparable companies.

Table 21 Capitalisation Multiple Adjustments

\$'000	%		Multiple		
	Low	High	Low	High	Preferred
EBIT multiple for comparable listed companies			11.03	11.03	11.03
Control premium	30%	30%	3.31	3.31	3.31
Controlling multiple			14.33	14.33	14.33
Size Discount	40%	40%	(5.73)	(5.73)	(5.73)
Business Specific Discount	27.5%	22.5%	(3.94)	(3.23)	(3.58)
Assessed EBIT multiple			4.66	5.38	5.02
Rounded			4.70	5.40	5.00

Source: RSM Analysis

Comparable Transaction Multiples

We have also analysed the implied EBIT multiples observed in comparable transactions involving the acquisition of companies within the sector.

In our assessment, only three comparable transactions with meaningful transaction data to allow the determination of a multiple were identified, as detailed in Appendix 6, but they all related to minority interest acquisitions and were completed more than five years ago. We therefore do not consider that they should be relied upon for the purposes of this valuation.

Enterprise Value

The table below sets out our assessed value of PEPL at an enterprise level at between \$18.8 million and \$21.6 million.

Table 22 Enterprise Value

\$'000	Low	High	Preferred
Assessed FME (EBIT)	4,000	4,000	4,000
Assessed EBIT Multiple (x)	4.70	5.40	5.00
Enterprise Value (100% controlling basis)	18,800	21,600	20,000

Source: RSM Analysis

Equity Value Adjustments

The assessed Equity Value of PEPL after adjusting for net cash and excess working capital is between \$19.3 million and \$22.1 million with a preferred midpoint of \$20.5 million as shown in the table below.

Table 23 Valuation Summary – Capitalisation of Future Maintainable Earnings

\$'000	Low	High	Preferred
Assessed FME (EBIT)	4,000	4,000	4,000
Assessed EBIT Multiple (x)	4.70	5.40	5.00
Enterprise Value (100% controlling basis)	18,800	21,600	20,000
Add: Excess Working Capital including Cash	506	506	506
Equity Value (100% controlling basis)	19,306	22,106	20,506

Source: RSM Analysis



We have applied the following adjustments to derive the Equity Value of PEPL:

- Added estimated excess working capital of \$506k as set out in the Working Capital Adjustment calculation in Section 7.3 of this Report, based on the estimated working capital (including cash) at Completion compared to the Target Working Capital of \$1.55m.

6.3 Cross check - Multiple of revenue methodology

As a cross-check to our valuation based on the CFME methodology at an EBIT level, we have derived the implied EV/Revenue multiple from our assessed Enterprise Value of PEPL and compared it to comparable company trading and transaction multiples.

The table below sets out the implied EV/Revenue multiple of PEPL based on our assessed Enterprise Value.

Table 24 Implied EV/Revenue Multiples

\$'000	Assessed Value		
	Low	High	Midpoint
Enterprise Value – CFME	18,800	21,600	20,000
FY24 Revenue	16,197	16,197	16,197
Implied EV/Revenue multiple	1.1	1.3	1.2

Source: RSM Analysis

Future Maintainable Revenue

We have adopted PEPL's FY24 revenue of \$16.2 million.

Capitalisation multiple

The table below sets out the traded EV/Revenue multiples of the comparable listed companies utilised in our CFME valuation:

Table 25 Comparable Company Revenue Multiples

Company Name	Market Capitalisation \$'m	Enterprise Value \$'m	Revenue LTM \$'m	Revenue Multiple (Trailing)
GenusPlus Group Ltd	435.4	363.7	551.2	0.66x
Southern Cross Electrical Engineering Ltd	484.4	408.5	551.9	0.74x
EVZ Limited	19.4	16.6	118.9	0.14x
Lycopodium Limited	480.3	424.8	344.5	1.23x
Worley Limited	7,824.6	9,340.6	11,800.0	0.79x
Monadelphous Group Limited	1,270.6	1,138.9	2,015.9	0.56x
Min	19.4	16.6	118.9	0.1x
Max	7,824.6	9,340.6	11,800.0	1.2x
Mean	1,752.5	1,948.8	2,563.7	0.7x
Median	482.4	416.6	551.5	0.7x

Source: S&P Capital IQ

We make the following comments:

- the Last-Twelve-Months ("LTM") revenue multiples of comparable listed companies ranged between 0.1 times and 1.2 times with mean and median LTM revenue multiples being 0.7 times; and
- these multiples reflect portfolio trading in the comparable companies and therefore exclude a premium for control.

Our assessment of the future maintainable revenue of PEPL is based on the LTM revenue of PEPL and, therefore, we have considered the comparable LTM revenue multiples of the comparable listed companies which, after incorporating a premium for control of 30%, range between 0.1 times to 1.6 times with a mean and median of approximately 1.0 times.

We have also analysed the implied revenue multiples observed in comparable transactions involving the acquisition of companies operating within the sector. Only three comparable transactions were identified, as set out in Appendix 6, being: the purchase of a 5% interest in RCR Tomlinson Ltd at a multiple of 0.3x; the purchase of a 14% interest in Engenco Ltd at a multiple of 0.7x; and the purchase of a 3% interest in Worley Ltd at a multiple of 1.1x. These transactions were minority interest transactions, and thus do not

incorporate a control premium within their observed multiples, in addition all transactions occurred over five years ago. The characteristics of the three transactions observed, being that they involve minority interests and occurred over 5 years ago, leads us to focus on the comparable trading multiples in our analysis.

The implied EV/Revenue multiple range from our assessed Enterprise Value of 1.1 times to 1.3 times falls within the range of revenue multiples of the comparable companies after incorporating a premium for control and is broadly consistent with the traded revenue multiple of Lycopodium which we consider to be the most comparable to PEPL. Accordingly, we consider this supports our valuation using the CFME approach.

6.4 Valuation summary and conclusion

A summary of our assessed value of 100% of PEPL derived under the CFME methodology, is set out in the table below.

Table 26 Assessed value of 100% Equity Interest in PEPL

	Low	High	Midpoint
Fair Value of PEPL	19,306	22,106	20,506

Source: RSM Analysis

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7. Valuation of Consideration

7.1 Overview

Under the terms of the SPA, the total consideration payable to PEPL Vendors comprises:

- Initial Consideration of \$12.0m, subject to a Completion adjustment for working capital; and
- Contingent Consideration of up to \$4.0m dependent on earnings for FY25.

We have considered the expected fair value of each of these components in this section.

7.2 Initial Consideration

The Initial Consideration comprises \$12.0m, adjusted for the difference between the Completion Working Capital as shown in the completion accounts and the Target Working Capital ("Working Capital Adjustment").

7.3 Working Capital Adjustment

The Working Capital Adjustment allows for an adjustment to the Initial Consideration based on the actual working capital balances of PEPL at Completion compared to the agreed Target Working Capital of \$1.55m.

Noting that the SPA also provides for a scenario should a proposed acquisition of C5 Pro-Solutions Ptd Ltd by PEPL complete before Completion of the Proposed Transaction, then the Target Working Capital would reduce to \$1.06m.

If the Completion Working Capital is less than the Target Working Capital, then the shortfall will be paid by the Vendors of PEPL to Genus. If the Completion Working Capital is greater than the Target Working Capital, the excess will be paid by Genus to the Vendors of PEPL.

We are unable to ascertain the actual quantum of the Working Capital Adjustment given Completion is yet to occur on the Proposed Transaction. We have therefore provided adjustments based on the known balances of PEPL as at 30 June 2024.

Table 27 Working Capital Adjustment

Working Capital Adjustment Calculation \$'000	Ref	30 June 2024 Adjusted
Current Assets		
Cash and cash equivalents	a)	1,748
Trade and other receivables		2,805
Other current assets		600
Total current assets		5,153
Current Liabilities		
Trade and other payables		(1,570)
Other Liabilities		(50)
Total Provisions		(1,060)
Deed Settlement Amount (Completion Adjustment)	b)	(416)
Total current liabilities		(3,097)
Completion Net Working Capital - estimated		2,056
Target Working Capital		1,550
Working Capital Adjustment Amount - estimated		506

Source: RSM Analysis

We have made the following adjustments to the aggregated financial position of PEPL and Partum East as set out in Section 4 of this Report:



- a) Reduced Cash and Liabilities Owed to Genus by \$300k to reflect the payment of the outstanding deferred consideration amount, which is required under the SPA to be settled prior to Completion of the Proposed Transaction, and \$1.5 million reflecting dividends declared and paid by PEPL in July and August 2024; and
- b) Included a completion adjustment amount of \$416k relating to a Deed of Settlement entered into by PEPL in December 2023 which will require this amount to be paid in the future, however it was not recognised in the financial statements of PEPL as at 30 June 2024.

On the basis of the 30 June 2024 balance sheet of PEPL and Partum East, and after taking into consideration known post-balance sheet date movements and other adjustments set out in the SPA, the Working Capital Adjustment would be a surplus of \$506k above the Target Working Capital and therefore this amount would be payable by Genus to the PEPL Vendors on Completion.

7.4 Contingent Consideration

The SPA specifies that on 1 October 2025 (or such other date agreed between Genus and the Vendors), contingent consideration may be payable to the Vendors based on the EBIT achieved by the combined PEPL group in FY25 in accordance with the following calculation:

$$\text{Contingent Consideration} = (\text{FY25 EBIT} / 4,100,000) * 4,000,000$$

Where the FY25 EBIT for the PEPL group exceeds \$4.1m, the total amount of Contingent Consideration is capped at \$4.0m.

PEPL management forecasts for FY25 show EBIT exceeding the Contingent Consideration threshold of \$4.1m and current trading results for July and August 2024 indicate that PEPL is trading in line with the FY25 forecast. On this basis, and applying the Contingent Consideration formula above, the amount of the Contingent Consideration would be the maximum of \$4.0m.

We are unable to ascertain the actual quantum of the Contingent Consideration given FY25 results of PEPL are not yet known and cannot be assessed with any certainty of achieving them. For the purposes of determining the Fair Value of the Consideration, and noting that we have adopted a FME similar to the target FY25 EBIT level in our valuation of PEPL, we have assumed that the maximum amount of Contingent Consideration would be payable.

As the Contingent Consideration will be paid on 1 October 2025, and our valuation date is 1 October 2024, we have discounted the amount of the Contingent Consideration by 12 months at the prevailing 2-year Government Bond rate of 3.60% to assess the fair value at the Valuation Date.

We have therefore determined the fair value of the Contingent Consideration to be \$3.861m based on the maximum amount payable.

7.5 Scrip Option

We note that the PEPL Vendors can elect to receive their Initial Consideration and Contingent Consideration in Genus Shares, cash or a combination of both. In order to assess whether the fair value of the scrip option reflects a proxy for the cash consideration, we have considered the recent trading in Genus Shares and the terms of the scrip option.

Vendors who elect to receive Genus Shares as consideration will be issued with Shares rounded down to the nearest whole number based on a deemed issue price set at the 10-day VWAP at the date of execution of the SPA for the Initial Consideration, and up to the date of the Contingent Consideration Statement for the Contingent Consideration.

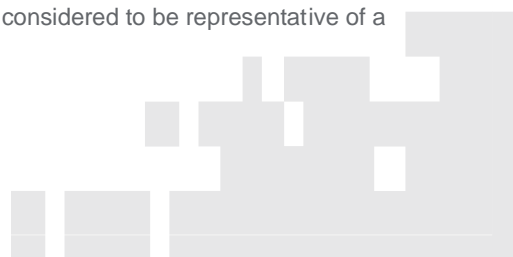
The table below sets out a summary of Genus's closing share price and traded volumes over various periods to 10 October 2024.

Table 28 VWAP of Genus Shares

# of Days	1 Day	5 Day	10 Day	30 Day	60 Day	90 Day	120 Day	180 Day
VWAP	2.6519	2.6232	2.5492	2.3607	2.3177	2.2242	2.1614	2.0390
Total Volume (000's)	212	1,466	2,467	8,151	13,310	20,205	24,426	31,293
Total Volume as a % of Free Float	0.12%	0.82%	1.39%	4.59%	7.49%	11.37%	13.74%	17.61%
Low Price	2.6200	2.4100	2.3600	2.1300	2.0200	1.7250	1.7250	1.3000
High Price	2.7600	2.7600	2.7600	2.7600	2.7600	2.7600	2.7600	2.7600

Source: RSM Analysis

RG 111.69 indicates that in order for the quoted market share price methodology to represent a reliable indicator of fair value, there needs to be an active and liquid market for the securities. The following characteristics may be considered to be representative of a liquid and active market:



- Regular trading in the company's securities;
- Approximately 1% of a company's securities traded on a weekly basis;
- The bid/ask spread of a company's shares must not be so great that a single majority trade can significantly affect the market capitalisation of the company; and
- There are no significant but unexplained movements in the share price.

Based on the above factors, noting that 0.82% of Genus Shares were traded in the 5-day period to 10 October 2024, we consider the quoted market price of Genus Shares to be a reliable indicator of fair value.

7.6 Valuation Summary

We have assessed the fair value of the Consideration to be \$16.367m as set out below.

Table 29 Fair Value of Consideration

\$'000	Assessed Value
Initial Consideration	12,000
Working Capital Adjustment	506
Contingent Consideration	3,861
Fair Value of Consideration	16,367

Source: RSM Analysis

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8. Is the Proposed Transaction fair to Non-Associated Shareholders?

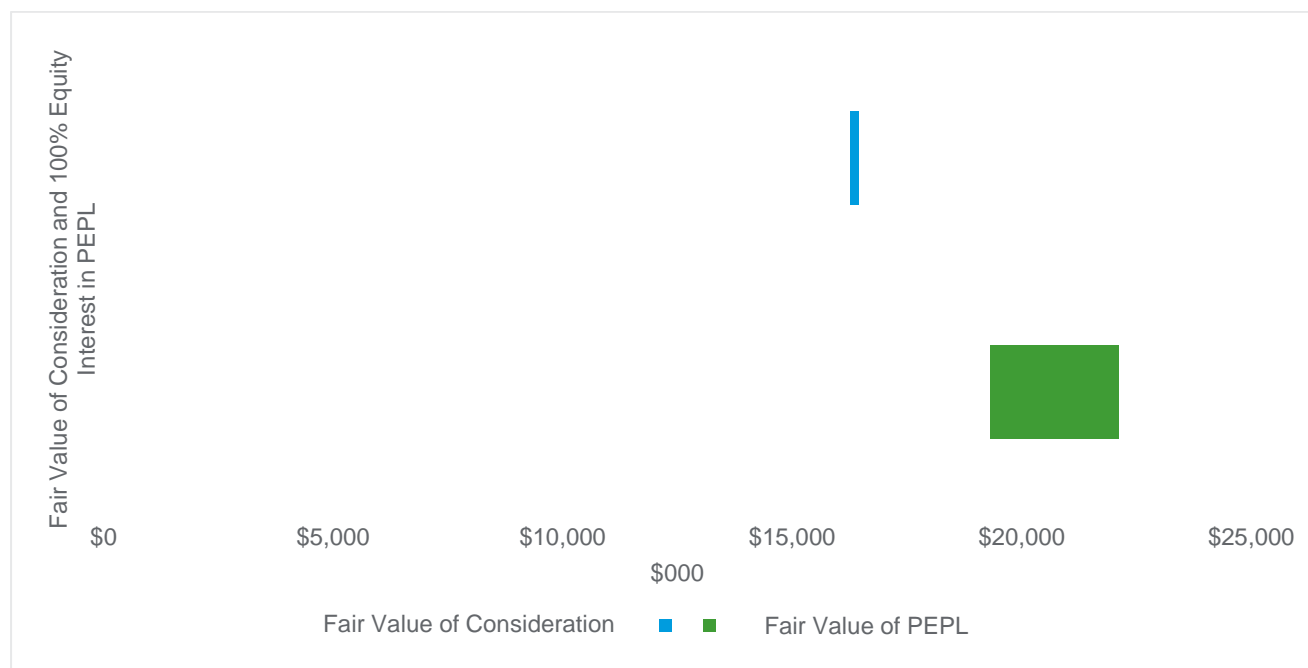
Our assessed fair values of PEPL and the Consideration are summarised in the table and figure below.

Table 30 Valuation summary – Fairness

	Low	High	Midpoint
\$'000			
Fair Value of PEPL	19,306	22,106	20,506
Fair Value of Consideration	16,367	16,367	16,367

Source: RSM Analysis

Figure 6 Graphical representation of fairness



Source: RSM Analysis

Based on our assessment, the Fair Value range of a 100% equity interest in PEPL is greater than the Fair Value of the Consideration. In accordance with the guidelines in ASIC Regulatory Guide 111 (RG 111), and in the absence of any additional relevant information, we conclude that, for the purposes of ASX Listing Rule 10.1, the Proposed Transaction is **fair** to Non-Associated Shareholders.

We note that PEPL Vendors have the opportunity to receive Consideration in the form of Genus Shares, which would allow them to benefit from ownership in a large, publicly listed entity as opposed to a small, private company. In addition, Genus is the largest customer of PEPL, accounting for c36% of total revenue. For these reasons, we do not consider it unreasonable that the fair value of the Consideration falls below our assessed fair value of PEPL.



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9. Is the Proposed Transaction reasonable to Non-Associated Shareholders?

RG 111 establishes that an offer is reasonable if it is fair. It might also be reasonable if, despite not being fair, there are sufficient reasons for security holders to accept the offer in the absence of any higher bid before the offer closes.

As such, we have also considered the following factors in relation to the reasonableness aspects of the Proposed Transaction:

- commercial advantages and disadvantages to Non-Associated Shareholders as a consequence of the Proposed Transaction proceeding; and
- alternative proposals to the Proposed Transaction.

9.1 Advantages and disadvantages of approving the Proposed Transaction

The key advantages of the Proposed Transaction are outlined in the table below.

Table 31 Advantages of the Proposed Transaction

Advantages	Details
The Proposed Transaction is fair	As set out in Section 8 of this Report, the Proposed Transaction is fair to the Non-Associated Shareholders.
Diversification	The Proposed Transaction will increase the Company's exposure to diverse opportunities and expand its capability for clients, incorporating in-house engineering and design services.
Strategic Positioning	Acquiring PEPL will strategically position the Company to continue its growth in the power infrastructure sector and enhance its competitive edge.
Protect existing supplier relationship	Genus currently engages PEPL for engineering consulting services. The Proposed Transaction will protect the existing supplier relationship, noting that PEPL has been approached by competitors of Genus expressing an interest in acquiring their business.
Value Accretive	The Proposed Transaction will be value accretive for Genus Shareholders as Genus is currently trading at a 12.9x EV/EBIT multiple whilst the implied transaction EV/EBIT multiple for the acquisition of PEPL is approximately 4.0x. Therefore, the addition of PEPL's FY24 reported EBIT of \$4.2m will be value accretive for Genus Shares based on the current trading performance of Genus Shares.

Source: RSM Analysis

The key disadvantages of the Proposed Transaction are set out in the table below.

Table 32 Disadvantages of the Proposed Transaction

Disadvantage	Details
Cash Payment	Should Vendors elect to be paid in cash, this will reduce the Company's cash holdings.
Shareholder Dilution	The issue of Consideration Shares will result in a small dilution of Non-Associated Shareholders' interests from 45.40% to 44.58% (assuming the maximum Contingent Consideration is payable and the Vendors elect to receive it in a consistent manner as the Initial Consideration).

Source: RSM Analysis

9.2 Alternative proposals

We are not aware of any alternative proposals at the date of this Report.



9.3 Conclusion on Reasonableness

In our opinion, the position of the Non-Associated Shareholders of Genus if the Proposed Transaction is approved is more advantageous than if the Proposed Transaction is not approved. Therefore, in the absence of any other relevant information and/or a superior offer, we consider that the Proposed Transaction is **reasonable** for Non-Associated Shareholders of Genus.

An individual Shareholder's decision in relation to the Proposed Transaction may be influenced by their individual circumstances. If in doubt, Shareholders should consult an independent advisor.

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Appendices



Appendix 1 – Declarations and disclaimers

Declarations and Disclosures

RSM Corporate Australia Pty Ltd holds Australian Financial Services Licence 255847 issued by ASIC pursuant to which they are licensed to prepare reports for the purpose of advising clients in relation to proposed or actual mergers, acquisitions, takeovers, corporate reconstructions or share issues.

Qualifications

Our report has been prepared in accordance with professional standard APES 225 “Valuation Services” issued by the Accounting Professional & Ethical Standards Board.

RSM Corporate Australia Pty Ltd is beneficially owned by the partners of RSM Australia Pty Ltd (RSM) a large national firm of chartered accountants and business advisors.

Nadine Marke and Justin Audcent are directors of RSM Corporate Australia Pty Ltd. Both Nadine Marke and Justin Audcent have extensive experience in the field of corporate valuations and the provision of independent expert’s reports for transactions involving publicly listed and unlisted companies in Australia.

Reliance on this Report

This report has been prepared solely for the purpose of assisting Shareholders of Genus in considering the Proposed Transaction. We do not assume any responsibility or liability to any party as a result of reliance on this report for any other purpose.

Reliance on Information

Statements and opinions contained in this report are given in good faith. In the preparation of this report, we have relied upon information provided by the Directors and management of Genus, and we have no reason to believe that this information was inaccurate, misleading or incomplete. RSM Corporate Australia Pty Ltd does not imply, nor should it be construed that it has carried out any form of audit or verification on the information and records supplied to us.

The opinion of RSM Corporate Australia Pty Ltd is based on economic, market and other conditions prevailing at the date of this report. Such conditions can change significantly over relatively short periods of time.

In addition, we have considered publicly available information which we believe to be reliable. We have not, however, sought to independently verify any of the publicly available information which we have utilised for the purposes of this report.

We assume no responsibility or liability for any loss suffered by any party as a result of our reliance on information supplied to us.

Disclosure of Interest

At the date of this report, none of RSM Corporate Australia Pty Ltd, RSM, Nadine Marke, Justin Audcent nor any other member, director, partner or employee of RSM Corporate Australia Pty Ltd and RSM has any interest in the outcome of the Proposed Transaction, except that RSM Corporate Australia Pty Ltd are expected to receive a fee in the range of \$35,000 based on time occupied at normal professional rates for the preparation of this report. The fees are payable regardless of whether Genus receives Shareholder approval for the Proposed Transaction, or otherwise.

Consents

RSM Corporate Australia Pty Ltd consents to the inclusion of this report in the form and context in which it is included with the Notice to be issued to Shareholders. Other than this report, none of RSM Corporate Australia Pty Ltd or RSM Australia Pty Ltd has been involved in the preparation of the Notice. Accordingly, we take no responsibility for the content of the Notice.

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Appendix 2 – Sources of information

In preparing this Report, we have relied upon the following principal sources of information:

- Budget for FY25 RELATING TO Partum Engineering
- FY23 BS (East) by month- MYOB report
- FY23 BS by month- MYOB report
- FY23 P&L (East) by month- MYOB report
- FY23 P&L by month- MYOB report
- FY24 BS (East) by month- MYOB report
- FY24 BS by month- MYOB report
- FY24 P&L (East) by month- MYOB report
- FY24 P&L by month- MYOB report
- GenusPlus Group Ltd- Final meeting minutes dated 03 July 2024
- GNP- Partum New Shareholders' Deed
- GNP- Partum Share Purchase Agreement
- GNP Rights Register
- Monthly P&L_FY2025_Consolidated
- Partum GNP- Weekly Cash Flow
- Partum Engineering Pty Ltd- 2021 SPFR
- Partum Engineering Pty Ltd- 2022 SPFR
- Partum Payroll Summary FY22
- Partum Payroll Summary FY23
- Partum Payroll Summary FY24
- Partum Sales FY22 v FY23
- Partum Sales FY23 v FY24
- Partum Sales East FY23 v FY24
- Partum Sales Consolidated FY23 v FY24
- Shareholders Agreement- Partum Engineering Pty Ltd
- Top Holders in GenusPlus Group Ltd

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Appendix 3 – Glossary of terms and abbreviations

Term or Abbreviation	Definition
\$, A\$ or AUD	Australian dollar
Act or Corporations Act	Corporations Act 2001 (Cth)
AFCA	Australian Financial Complaints Authority
AFSL	Australian Financial Services Licence
APES	Accounting Professional & Ethical Standards Board
ASIC	Australian Securities and Investments Commission
ASX	Australian Securities Exchange
ASX Listing Rules	The listing rules of the ASX as amended from time to time
ASX Listing Rule 10 or Listing Rule 10	ASX Listing Rule Chapter 10 Transactions with persons in a position of influence
Discounted Cash Flow Method (DCF)	A method within the income approach whereby the present value of future expected net cash flows is calculated using a discount rate
Directors	Directors of the Company
EBITDA	Earnings before interest, tax, depreciation and amortisation
EBIT	Earnings before interest and tax
Enterprise Value or EV	The market value of a business on a cash free and debt free basis
EPC	Engineering, Procurement, and Construction
Equity Level	The equity level of a company refers to the total amount of ownership interest held by shareholders in the business. It represents the company's net assets after all liabilities have been deducted.
Equity Value	The owner's interest in a company after the addition of all non-operating or surplus assets and the deduction of all non-operating or excess liabilities from the enterprise value
Fair Value or Market Value	The amount at which an asset could be exchanged between a knowledgeable and willing but not anxious seller and a knowledgeable and willing but not anxious buyer, both acting at arm's length
FSG	Financial Services Guide
Future Maintainable Revenue	Future Maintainable Revenue refers to the projected level of revenue that a company is expected to consistently generate in the future, based on its historical performance, current operations, and market conditions.
FY	Financial year ended 30 June 20XX
Gearing structure	The gearing structure of a company refers to the proportion of its financing that comes from debt compared to equity. It measures how a company finances its operations and growth, providing insight into its financial risk and capital structure.
Genus	GenusPlus Group Ltd
k	Thousands
m	Millions
Management	The management of Genus
Minority or Non-controlling interest	A non-controlling ownership interest, generally less than 50.0% of a company's voting shares
Net Present Value (NPV)	The value of all future net cash flows over the life of an investment, discounted to present value at a discount rate
Non-Associated Shareholders	Shareholders who are not a party, or associated to a party, to the Proposed Transaction
PEPL	Partum Engineering Pty Ltd
Portfolio trading	Portfolio trading refers to the buying and selling of a group or "portfolio" of securities, such as stocks, bonds, or other assets, rather than individual securities
Proxy of cash consideration	A proxy of cash consideration refers to an estimate or substitute measure used to represent the cash portion of a transaction when the exact amount is not readily available or disclosed.
Report or IER	This Independent Expert's Report prepared by RSM Corporate Australia Pty Ltd
RG 76	ASIC Regulatory Guide 76 Related Party Transactions
RG 111	ASIC Regulatory Guide 111 Content of expert reports

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Term or Abbreviation	Definition
RG 112	ASIC Regulatory Guide 112 Independence of experts
RG 170	ASIC Regulatory Guide 170 Prospective financial information
RSM	RSM Corporate Australia Pty Ltd
S&P Capital IQ or Capital IQ	An entity of Standard and Poor's which is a third-party provider of company and other financial information
Shareholders	Shareholders of Genus
Trailing EV/ EBIT	Trailing EV/EBIT is a financial metric used to evaluate a company's valuation. It compares the company's Enterprise Value (EV) to its Earnings Before Interest and Taxes (EBIT), based on historical data, typically over the last 12 months (known as the "trailing" period).
Vendor(s)	Existing shareholder(s) of PEPL selling their shares to Genus
WACC	Weighted average cost of capital

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Appendix 4 – Industry Overview

Engineering Consulting in Australia

Engineering consulting firms in Australia are evolving into multidisciplinary, complex organisations that can service a wide variety of projects. Experts in this field have adapted to increasing demands by investing in sustainable practices, developing new skills and tools, and incorporating circular economy principles to help businesses curb environmental impact.

We have access to IBISWorld Industry report and have summarised the Industry Report “Engineering Consulting in Australia”, published in June 2024.

Performance

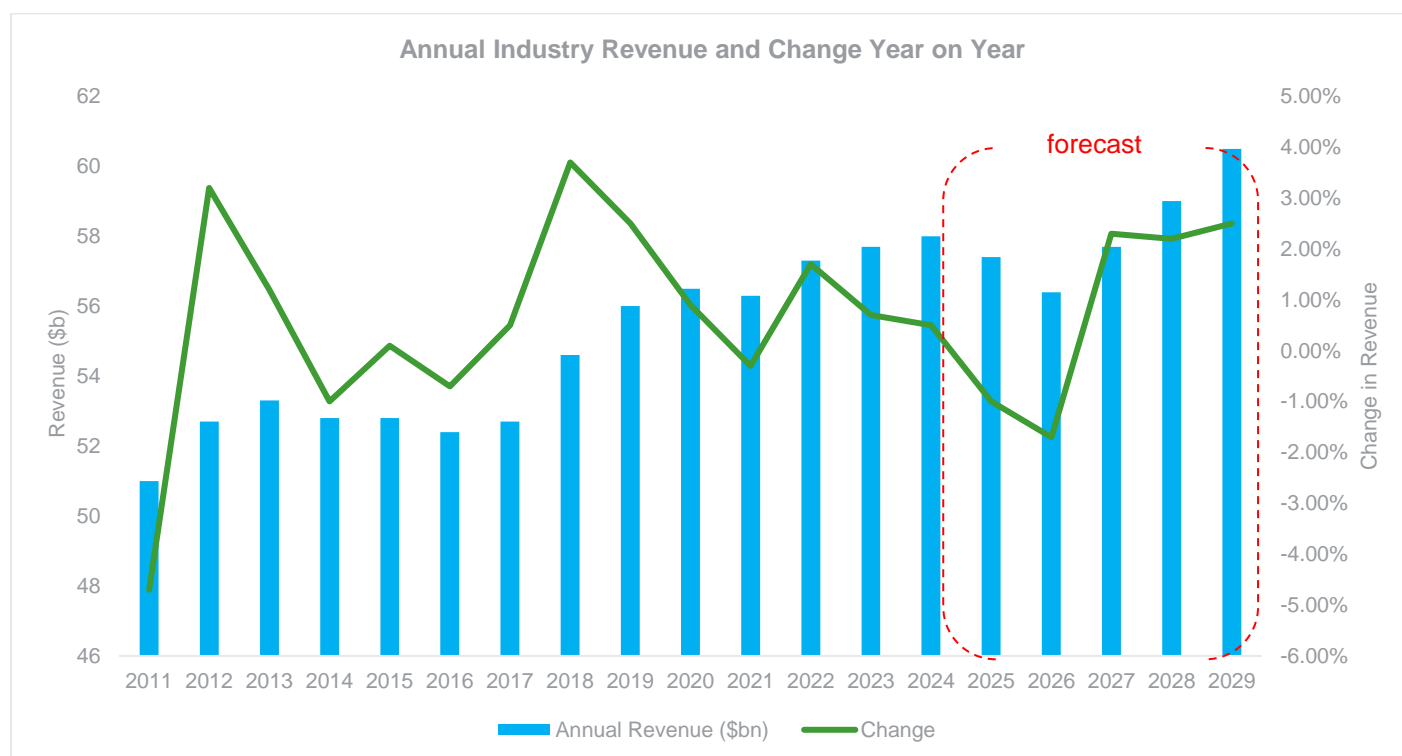
Engineering Consulting firms have benefited from the greater public sector capital expenditure in recent years, with Federal and State governments increasingly outsourcing major infrastructure projects. Faltering demand from the construction industry has still managed to weigh on the industry despite healthy capital expenditures on large projects.

Green infrastructure trends are shaping Australia’s Engineering Consulting industry. Hydrogen energy projects are poised to significantly impact the future of engineering consulting. With government initiatives boosting growth in green hydrogen projects, these consulting firms must position themselves to adapt and grow their skills to meet the growing demand in these sectors.

Overall construction activity has slowed in recent years, a key determinant of industry revenues, but infrastructure projects are driving revenue growth and helping many firms mitigate revenue volatility.

Revenues for the Engineering Consulting industry are expected to climb at an average 0.8% per annum until 2029, driven by the governments Future Made in Australia package, a \$23 billion dollar investment aimed to accelerate Australia’s push towards net zero, and other renewable energy investments.

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Key External Drivers

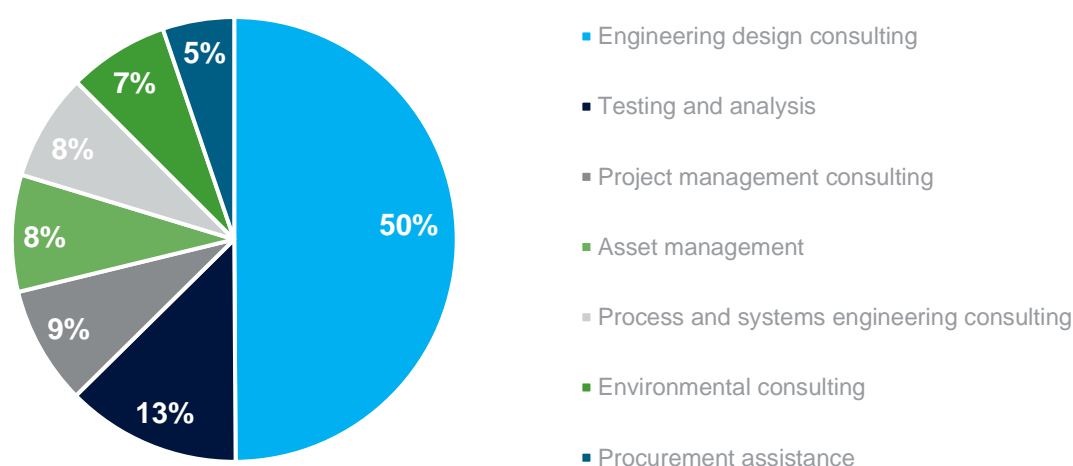
- Private non-residential construction capital expenditure:
 - the non-residential construction market is a significant source of demand for engineering consulting services. High private non-residential construction capital expenditure often propels demand and growth for engineering consulting services in Australia.
- Actual capital expenditure on mining:



- mining firms are significant sources of demand for engineering consulting services, and increasing capital expenditure on the mining sector positively flows through to the engineering consulting industry.
- Capital expenditure by the public sector:
 - the many infrastructure projects funded by the public sector require engineering consulting services, and increased capital expenditure from this sector tends to positively impact revenues for engineering consultants.
- Private capital expenditure on machinery and equipment:
 - engineering consultants provide advisory services for the design, installation and maintenance of machinery and equipment. Increased spending on machinery and equipment thereby increases the demand for these consulting services.
- Demand from manufacturing:
 - demand from this sector leads to companies seeking a wide range of engineering consulting services, advising on product design, systems and processes, environmental assessment and more.

Products and Markets

Product and Services Segmentation



The Engineering Consulting industry in Australia generated \$57.9 billion in 2024. Engineering Design Consulting made up the majority of the revenue and contributed significantly more to total revenue for the year than any other sector, product or service line. The infrastructure boom in Australia has driven the need for Engineering Design Consulting services. The growing emphasis placed on sustainable and efficient design, facilitated by technological advancements, has increased the requirement for these design services and has lifted this sector’s share of industry revenue.

The growing emphasis on safety and compliance, as well as increased regulatory burden, has lifted the demand for Testing and Analysis services. The revenues in this sector of the industry, and its proportion of overall industry revenue, is expected to be sustained into the future.

Project Management Consulting has fallen as a percent of industry revenue as prime contractors specialising in engineering construction are encroaching on these consulting services. The internalisation of project management has also contributed to this sector’s declining portion of industry revenues. Asset Management has seen an upswing in its revenue share, as aging infrastructure across the country has increased reliance on this service. The demand for these services is set to continue due to the inelastic nature of asset maintenance and asset life cycle analysis.

Technological advancements have maintained the revenues associated with Process and Systems Engineering Consulting. Digital transformation and progression are set to continue into the future and will keep this sector’s portion of industry revenues consistent over the coming years. Heightened and continuously increasing environmental consciousness is boosting growth in environmental consulting. The growing commitment of businesses to environmental and sustainability practices over the fast few years has increased this sector’s share of industry revenues, and is set to continue to do so in the following years.

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Appendix 5 – Comparable company descriptions

Ticker	Company	Business description
ASX:GNP	GenusPlus Group Ltd	Genus Group engages in the installation, construction, and maintenance of power and communication systems in Australia. The company operates through three segments: Infrastructure, Communications, and Industrial. It offers various services, including planning, designing, constructing, operating, testing, maintaining, managing, and decommissioning power network assets for electricity utilities, infrastructure developers, telecommunications networks, and mining companies. The company also provides electrical and instrumentation services to mining, oil and gas, infrastructure, and power generation sectors; turnkey engineering and design solutions; HV and LV electrical installations, fabrication, HVAC maintenance and upgrades, asset management, and site services to mining and heavy industrial sectors; and EPC solutions, including procurement, assembly, design, construction, commissioning, and maintenance for renewable assets in the wind, solar, new energy, and power systems storage sectors, as well as resource, IPP's, traditional generators, and network service providers. In addition, it offers turnkey communications solutions, such as feasibility, engineering design, site acquisition, logistics, procurement, construction, and integration, as well as operations and maintenance. Genus Group was incorporated in 2017 and is headquartered in Belmont, Australia.
ASX:SXE	Southern Cross Electrical Engineering Limited	Southern Cross Electrical Engineering provides electrical, instrumentation, communications, security, and maintenance services and products to resources, commercial, and infrastructure sectors in Australia. It offers electrical and instrumentation (E&I) construction services, which include installation and commissioning of greenfield and brownfield projects in metropolitan, regional, and remote locations. The company also provides fixed plant E&I construction; distribution and transmission line installation; substations, transformer, and switchyard installations; HV, LV control, instrument, and communication cabling and terminations; auditing, rectifications, and completions; constructability reviews; primary and secondary injection protection testing; instrumentation, loop checking, and calibrations; hazardous area installations; instrument air and tubing installation; procurement and logistics management; pre-commissioning, completions, and start-ups; and comprehensive handover documentation services. In addition, it offers E&I services and maintenance, such as brownfields operational support, programmed and breakdown maintenance, and planned shutdown management; and asset life cycle management, hazardous area auditing and verification, procurement, and inspection and testing services. Further, the company provides communications services, including integration and installation of communications technologies and infrastructure comprising carrier works, data centres, fibre optics, structured cabling, and voice services, as well as civil works and power and integration services for both telco and non-telco customers; and tests, commissions, fault-find and repairs, and installs security and emergency management technologies. It serves transport, defence, data centres, education, agriculture, water, energy, renewables, utilities, health, and aged care sectors. The company was founded in 1978 and is based in Perth, Australia.
ASX:EVZ	EVZ Limited	EVZ, together with its subsidiaries, operates in the engineering services sectors in Australia and Asia. It operates through Energy and Resources; and Building Products segments. The Energy and Resources segment designs, manufactures, and installs equipment for electricity, oil, and gas facilities, such as constant load power stations, base and backup power generation equipment, clean energy solutions, silos, cooling towers, pipe spooling, pressure vessels, and fabricated structural steel; and large steel tanks for the water, petrochemical, and chemical industries. This segment also offers customer support services, including ongoing maintenance, servicing of equipment, and sourcing of emergency equipment; pressure piping, and structural and mechanical engineering solutions; and spare parts. Its Building Products segment designs symphonic roof drainage systems for various buildings, such as airports, shipping centres, and sporting venues; and supplies and installs metal panel tanks and prefabricated hydraulic systems. The company also provides communications equipment, marine installations, and mobile generation capabilities. In addition, it is involved in the design, construction, on-site installation, maintenance, and shutdown of engineering services to the mining, wood chip, petrochemical, aluminium, glass, cement, defence, and agriculture industries. EVZ was incorporated in 1984 and is based in Melbourne, Australia.

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Ticker	Company	Business description
ASX:LYL	Lycopodium Limited	Lycopodium provides engineering and project delivery services in the resources, rail infrastructure, and industrial processes sectors in Australia. It operates through four segments: Resources, Industrial Process, Rail Infrastructure, and Others. The company offers engineering and related services, including process plant and equipment, civil building works, control systems, services, and infrastructure to the mining industry; and engineering and related services to manufacturing and renewable energy facilities. It provides asset management, engineering, architectural and project delivery services to private and public clients; and metallurgical consulting services to mineral processing community in the field of comminution, hydrometallurgy, and mineral processing design. In addition, the company offers feasibility studies and advisory; process development and optimization; project management and control; construction management; commissioning and operation support; and performance assessment and improvement. The company was founded in 1992 and is headquartered in East Perth, Australia.
ASX:WOR	Worley Limited	Worley provides professional services to energy, chemicals, and resources sectors worldwide. The company offers project delivery services, such as engineering, procurement and supply chain management, construction and fabrication, installation and commissioning, and project delivery data hub; project management; and operation and maintenance services. The company was formerly known as WorleyParsons Limited and changed its name to Worley Limited in October 2019. The company was incorporated in 2001 and is headquartered in Sydney, Australia.
ASX:MND	Monadelphous Group Limited	Monadelphous Group, an engineering group, engages in the provision of construction, maintenance, and industrial services to resources, energy, and infrastructure sectors in Australia, China, Mongolia, Papua New Guinea, China, the Philippines, and internationally. The company operates through Engineering Construction, and Maintenance and Industrial Services divisions. It offers fabrication, modularization, offsite pre-assembly, procurement, and installation of structural steel, tankage, mechanical and process equipment, piping, demolition, and remediation works; multi-disciplined construction services; plant commissioning; electrical and instrumentation services; engineering, procurement, and construction services; process and non-process maintenance services; and front-end scoping, shutdown planning, management, and execution services. The company also provides water and wastewater asset construction and maintenance; transmission pipelines and facilities construction; power and water assets operation and maintenance; heavy lift and specialist transport; access solutions; dewatering services; corrosion management services; specialist coatings; rail maintenance services; and insulation and cladding services. In addition, it offers turnkey heavy lift services, and civil and electrical services. The company was founded in 1972 and is headquartered in Perth, Australia.

Source: S&P Capital IQ

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Appendix 6 – Comparable Transactions

Table 33 Comparable Transactions

Date	Target Company	Transaction Value \$m	% Sought	Implied Enterprise Value \$m	EBIT LTM	Implied EBIT multiple (trailing)
16 June 2003	RCR Tomlinson Limited	0.5	5%	23.3	2.95	7.9x
9 June 2010	Engenco Limited	132.6	14%	192.5	10.95	17.6x
28 November 2014	Worley Limited	129.0	3%	5,529.1	204.10	27.1x

Table 34 Comparable Transactions descriptions

Ticker	Target	Target business description
IQTR24380070	RCR Tomlinson Limited	RCR Tomlinson Limited, a diversified engineering and infrastructure company, provided engineering solutions to the infrastructure, energy, and resources sectors in Australia and internationally. It operates through three segments: Infrastructure, Energy, and Resources.
IQTR98977288	Engenco Limited	Engenco Limited, together with its subsidiaries, provides transportation solutions. The company operates through Drivetrain, Convair Engineering, Hedemora Turbo & Diesel, Gemco Rail, Workforce Solutions, and Other segments.
IQTR591724134	Worley Limited	Worley Limited provides professional services to energy, chemicals, and resources sectors worldwide. The company offers project delivery services, such as engineering, procurement and supply chain management, construction and fabrication, installation and commissioning, and project delivery data hub; project management; and operation and maintenance services.

Source: S&P Capital IQ

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LODGE YOUR VOTE

ONLINE
<https://investorcentre.linkgroup.com>

BY MAIL
 GenusPlus Group Ltd
 C/- Link Market Services Limited
 Locked Bag A14
 Sydney South NSW 1235 Australia

BY FAX
 +61 2 9287 0309

BY HAND
 Link Market Services Limited
 Parramatta Square, Level 22, Tower 6,
 10 Darcy Street, Parramatta NSW 2150

ALL ENQUIRIES TO
 Telephone: 1300 554 474 Overseas: +61 1300 554 474



X999999999999

PROXY FORM

I/We being a member(s) of GenusPlus Group Ltd and entitled to participate in and vote hereby appoint:

APPOINT A PROXY

the Chairman of the Meeting (mark box) **OR** if you are **NOT** appointing the Chairman of the Meeting as your proxy, please write the name of the person or body corporate you are appointing as your proxy

or failing the person or body corporate named, or if no person or body corporate is named, the Chairman of the Meeting, as my/our proxy to act on my/our behalf (including to vote in accordance with the following directions or, if no directions have been given and to the extent permitted by the law, as the proxy sees fit) at the Annual General Meeting of the Company to be held at **9:00am (AWST) on Friday, 29 November 2024 at Central Park, Level 43, 152 -158 St Georges Terrace, Perth WA 6000** (the **Meeting**) and at any postponement or adjournment of the Meeting.

Important for Resolutions 1, 3, 4, 5 & 6: If the Chairman of the Meeting is your proxy, either by appointment or by default, and you have not indicated your voting intention below, you expressly authorise the Chairman of the Meeting to exercise the proxy in respect of Resolutions 1, 3, 4, 5 & 6, even though the Resolutions are connected directly or indirectly with the remuneration of a member of the Company's Key Management Personnel (**KMP**).

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business.

VOTING DIRECTIONS

Proxies will only be valid and accepted by the Company if they are signed and received no later than 48 hours before the Meeting. Please read the voting instructions overleaf before marking any boxes with an

Resolutions	For	Against	Abstain*	For	Against	Abstain*	
1 Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	5 Approval for the Company to issue Consideration Shares to Mr Brett Norris under the Proposed Transaction	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 Re-election of Director – José Martins	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	6 Increase in Non-Executive Directors' Fees	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 Approval for the Company to acquire all the issued shares in Partum Engineering Pty Ltd	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
4 Approval for the Company to issue Consideration Shares to Mr David Riches and Mr Matthew Riches under the Proposed Transaction	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				

i * If you mark the Abstain box for a particular Item, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

SIGNATURE OF SHAREHOLDERS – THIS MUST BE COMPLETED

Shareholder 1 (Individual) Joint Shareholder 2 (Individual) Joint Shareholder 3 (Individual)
 Sole Director and Sole Company Secretary Director/Company Secretary (Delete one) Director

This form should be signed by the shareholder. If a joint holding, either shareholder may sign. If signed by the shareholder's attorney, the power of attorney must have been previously noted by the registry or a certified copy attached to this form. If executed by a company, the form must be executed in accordance with the company's constitution and the *Corporations Act 2001* (Cth).

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STEP 1

STEP 2

STEP 3



HOW TO COMPLETE THIS SHAREHOLDER PROXY FORM

YOUR NAME AND ADDRESS

This is your name and address as it appears on the Company's share register. If this information is incorrect, please make the correction on the form. Shareholders sponsored by a broker should advise their broker of any changes. **Please note: you cannot change ownership of your shares using this form.**

APPOINTMENT OF PROXY

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box in Step 1. If you wish to appoint someone other than the Chairman of the Meeting as your proxy, please write the name of that individual or body corporate in Step 1. A proxy need not be a shareholder of the Company.

DEFAULT TO CHAIRMAN OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chairman of the Meeting, who is required to vote those proxies as directed. Any undirected proxies that default to the Chairman of the Meeting will be voted according to the instructions set out in this Proxy Form, including where the Resolutions are connected directly or indirectly with the remuneration of KMP.

VOTES ON ITEMS OF BUSINESS – PROXY APPOINTMENT

You may direct your proxy how to vote by placing a mark in one of the boxes opposite each item of business. All your shares will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of shares you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on the items of business, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

APPOINTMENT OF A SECOND PROXY

You are entitled to appoint up to two persons as proxies to participate in the Meeting and vote on a poll. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by telephoning the Company's share registry or you may copy this form and return them both together.

To appoint a second proxy you must:

- on each of the first Proxy Form and the second Proxy Form state the percentage of your voting rights or number of shares applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded; and
- return both forms together.

SIGNING INSTRUCTIONS

You must sign this form as follows in the spaces provided:

Individual: where the holding is in one name, the holder must sign.

Joint Holding: where the holding is in more than one name, either shareholder may sign.

Power of Attorney: to sign under Power of Attorney, you must lodge the Power of Attorney with the registry. If you have not previously lodged this document for notation, 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 indicate the office held by signing in the appropriate place.

CORPORATE REPRESENTATIVES

If a representative of the corporation is to participate in the Meeting the appropriate "Certificate of Appointment of Corporate Representative" must be produced prior to admission in accordance with the Notice of Meeting. A form of the certificate may be obtained from the Company's share registry or online at www.linkmarketservices.com.au.

LODGEMENT OF A PROXY FORM

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below by **9:00am (AWST) on Wednesday, 27 November 2024**, being not later than 48 hours before the commencement of the Meeting. Any Proxy Form received after that time will not be valid for the scheduled Meeting.

Proxy Forms may be lodged using the reply paid envelope or:



ONLINE

<https://investorcentre.linkgroup.com>

Login to the Link website using the holding details as shown on the Proxy Form. Select 'Voting' and follow the prompts to lodge your vote. To use the online lodgement facility, shareholders will need their "Holder Identifier" - Securityholder Reference Number (SRN) or Holder Identification Number (HIN).



BY MOBILE DEVICE

Our voting website is designed specifically for voting online. You can now lodge your proxy by scanning the QR code adjacent or enter the voting link <https://investorcentre.linkgroup.com> into your mobile device. Log in using the Holder Identifier and postcode for your shareholding.

QR Code



To scan the code you will need a QR code reader application which can be downloaded for free on your mobile device.



BY MAIL

GenusPlus Group Ltd
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235
Australia



BY FAX

+61 2 9287 0309



BY HAND

Deliver it to Link Market Services Limited*
Parramatta Square
Level 22, Tower 6
10 Darcy Street
Parramatta NSW 2150

*during business hours Monday to Friday (9:00am - 5:00pm) and subject to public health orders and restrictions

IMPORTANT INFORMATION

Link Group is now known as MUFG Pension & Market Services. Over the coming months, Link Market Services will progressively rebrand to its new name MUFG Corporate Markets, a division of MUFG Pension & Market Services.

**IF YOU WOULD LIKE TO PARTICIPATE IN AND VOTE AT THE ANNUAL GENERAL MEETING, PLEASE BRING THIS FORM WITH YOU.
THIS WILL ASSIST IN REGISTERING YOUR ATTENDANCE.**

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