

20 October 2025

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 the offices of Grant Thornton, Level 43, 152 -158 St Georges Terrace, Perth Western Australia on Thursday 20 November 2025 at 9:00am (WST) (**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://au.investorcentre.mpms.mufg.com/Login/Login>
- Log in to the MUFG website, using the 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 Tuesday 18 November 2024.

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

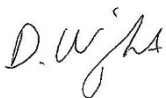
Shareholder Questions

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

Joint 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 Thursday, 20 November 2025

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.

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 Thursday, 20 November 2025 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 Tuesday, 18 November 2025 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 2025, 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 – Simon High

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

'That, Simon High, 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 issue Contingent Consideration Shares to Mr David Riches and Mr Matthew Riches (or their nominee) under the Partum 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 up to 357,277 Contingent Consideration Shares at a deemed issue price of \$5.0381 each per Contingent Consideration Share to Mr David Riches and Mr Matthew Riches (or their nominee) jointly in satisfaction of the contingent component of consideration payable by the Company to Mr David Riches and Mr Matthew Riches as (amongst others) vendors under the Partum Transaction, on the terms and conditions set out in the Explanatory Memorandum.’

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: a vote on this Resolution must not be cast (in any capacity) by or on behalf of any of Mr David Riches, Mr Matthew Riches and any other person who is to receive a material benefit as a result of the issue of Contingent Consideration Shares (except a benefit solely by reason of being a holder of Shares), or an Associate of those persons.

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

- (a) a person as a proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way; or
- (b) the Chair as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:

- (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an Associate of a person excluded from voting, on the Resolution; and
- (ii) the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

BY ORDER OF THE BOARD

Mr Damian Wright
Joint Company Secretary
GenusPlus Group Ltd
Dated: 20th October 2025

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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 Thursday, 20 November 2025 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 – Simon High
Section 6	Resolution 3 – Approval for the Company to issue Contingent Consideration Shares to Mr David Riches and Mr Matthew Riches (or their nominee) under the Partum Transaction
Schedule 1	Definitions

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 Tuesday, 18 November 2025, 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 this Resolution is 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 Thursday, 13 November 2025.

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 2025.

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 2025 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 2024 annual general meeting held on 29 November 2024. If the Remuneration Report receives a Strike at this Meeting, Shareholders should be aware that if a second Strike is received at the 2026 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 – Simon High**

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, Mr Simon High, has not been re-elected at an annual general meeting since the 2022 annual general meeting held on 28 November 2022. Accordingly, Mr High 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 High 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 High will not be re-elected as a Director of the Company.

5.2 **Simon High**

Mr High joined the Board in October 2017. Mr High has over 45 years of global experience in the oil and gas, mining and industrial and infrastructure industries. Mr High was formerly the CEO of SGX-listed Ausgroup and Managing Director/CEO of ASX-listed Southern Cross Electrical Engineering Limited.

Mr High held senior management and executive positions within Clough Limited, United Construction Group, Kvaerner Oil & Gas Ltd, Trafalgar House Offshore and John Brown E&C, and was an Independent Non-Executive Director of Coogee Resources. He has a proven track record in successful financial delivery, organisational turnaround, development of high-performance companies operating in cyclical and highly competitive economic global environments. Mr High holds a BSc (Civil Engineering) from the UK, is a Fellow of the Institute of Engineers Australia and a Fellow of the Institute of Company Directors, Australia.

Mr High is currently not a director of any other listed company.

If elected, Mr High is considered by the Board (with Mr High abstaining) to be an independent Director. Mr High 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 High 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 High abstaining) supports the re-election of Mr High and recommends Shareholders vote in favour of this Resolution for the following reasons:

- (a) Mr High 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 High 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 issue Contingent Consideration Shares to Mr David Riches and Mr Matthew Riches (or their nominee) under the Partum Transaction**

6.1 **Background to Partum Transaction**

On 14 October 2024, the Company announced to ASX that it had entered into a Share Purchase Agreement (**SPA**), pursuant to which it agreed to acquire 100% of the fully paid ordinary shares in Partum Engineering Pty Ltd (**Partum**) from Partum's shareholders at that time (**Vendors**) (**Partum Transaction**).

The Partum Transaction was approved by Shareholders at the Company's 2024 annual general meeting, and completed on 3 December 2024.

Prior to completion of the Partum Transaction, Partum provided a range of engineering design services to the Company (among other clients) on arms' length commercial terms. As noted in the 2024 Notice of AGM released to ASX on 28 October 2024, the Company sought to acquire Partum to integrate these services within the Company.

Given Mr David Riches (jointly with Mr Matthew Riches) was one of the Vendors of Partum, and also the Managing Director of the Company, an independent committee of the Board (comprising all Directors except Mr Riches) (**IBC**) was established to consider and approve the Partum Transaction. The IBC supervised the negotiation of the SPA for the Partum

Transaction, which was undertaken on an arms' length basis and with the benefit of independent professional advice.

6.2 Contingent consideration

The consideration payable by the Company under the Partum Transaction comprised:

- (a) initial upfront payment of \$12,000,000 payable on completion (payable in either cash, Shares or a combination of both, at the relevant Vendors' election); and
- (b) up to a further \$4,000,000 in contingent consideration (payable in either cash, Shares or a combination of both, at the relevant Vendors' election) (**Contingent Consideration**), subject to Partum achieving actual audited earnings before interest and tax (**EBIT**) of at least \$4,100,000 in the financial year ended 30 June 2025 (**Earn-out Milestone**) on the following basis:
 - (i) to the extent the audited EBIT is less, the proportion of Contingent Consideration will be reduced pro rata;
 - (ii) the Contingent Consideration is payable to each Vendor in their relevant proportion of ownership in Partum prior to completion;
 - (iii) to the extent any Vendor elected to receive any proportion of their Contingent Consideration in Shares (**Contingent Consideration Shares**):
 - (A) the number of Shares would be calculated based on the 10-day VWAP up to the date on which Contingent Consideration documentation was provided;
 - (B) the Contingent Consideration Shares would be subject to voluntary escrow for a period of 12 months from issue; and
 - (C) the issue of the Contingent Consideration Shares would be subject to Shareholder approval for the purposes of Listing Rule 10.11.

The Company confirms the following in respect of the Contingent Consideration:

- (c) Partum achieved the Earn-out Milestone;
- (d) Contingent Consideration documentation was provided on 6 September 2025;
- (e) the deemed issue price for Contingent Consideration Shares is therefore \$5.0381 each;
- (f) Mr David Riches and Mr Matthew Riches have elected to receive their full joint Contingent Consideration (\$1,800,000) in Shares, meaning they are jointly entitled to be issued up to 357,277 Contingent Consideration Shares subject to Resolution 3 being passed; and
- (g) each other Vendor has elected to receive their respective full Contingent Consideration in cash.

Resolution 3 seeks Shareholder approval for the purposes of Listing Rule 10.11 and for all other purposes to allow the Company to issue up to 357,277 Contingent Consideration Shares

to Mr David Riches and Mr Matthew Riches jointly (or their nominee) in satisfaction of the Contingent Consideration payable to Mr David Riches and Mr Matthew Riches jointly under the Partum Transaction.

6.3 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 Contingent Consideration Shares to Mr David Riches and Mr Matthew Riches jointly (or their nominee) (the subject of Resolution 3) under the Partum Transaction falls within Listing Rule 10.11.1 (given Mr David Riches is a Director of the Company) and Listing Rule 10.11.2 (given Mr David Riches and Mr Matthew Riches have Voting Power in approximately 51.52% of the Shares on issue, as set out in the table in Section 6.5(b) below) 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 3 seeks Shareholder approval for the purposes of Listing Rule 10.11 and for all other purposes to allow the Company to issue up to 357,277 Contingent Consideration Shares to Mr David Riches and Mr Matthew Riches (or their nominee) in satisfaction of their Contingent Consideration entitlement under the Partum Transaction.

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

- (a) the Contingent Consideration Shares will be issued to Mr David Riches and Mr Matthew Riches jointly (or their nominee), as noted above;
- (b) Mr David Riches is a Director, and is therefore a related party of the Company for the purposes of Listing Rule 10.11.1. Further, Mr David Riches and Mr Matthew Riches have Voting Power in approximately 51.52% of the Shares on issue and are therefore also a substantial shareholder of the Company for the purposes of Listing Rule 10.11.2;

- (c) up to a total of 357,277 Contingent Consideration Shares will be issued to Mr David Riches and Mr Matthew Riches jointly (or their nominee);
- (d) the Contingent Consideration Shares will be issued on a date which will be no later than 5 business days after the date of this Meeting;
- (e) the Contingent Consideration Shares will be issued at a deemed issue price of \$5.0381 each;
- (f) the Contingent Consideration Shares are being issued in satisfaction of the Company's obligation to pay the proportion of the Contingent Consideration to which Mr David Riches and Mr Matthew Riches are entitled under the Partum Transaction;
- (g) the Contingent Consideration Shares will be issued under the SPA, a summary of which is included at Section 6.2 above, and further disclosed in the Company's 2024 Notice of AGM; 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.

6.4 **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 3 relates to a proposed issued of Shares to Mr David Riches and Mr Matthew Riches (or their nominee), which is a financial benefit for the purposes of section 208 of the Corporations Act.

As noted in Section 6.1 above, the IBC was established to consider and approve the Partum Transaction.

As disclosed in the Company's 2024 Notice of AGM, the IBC had determined that Shareholder approval pursuant to Chapter 2E of the Corporations Act was not required on the basis that the terms of the Partum Transaction (including the Contingent Consideration provisions) 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.

The IBC confirms that there has been no change in circumstances as they relate to the issue of Contingent Consideration Shares.

6.5 **Chapter 6 of the Corporations Act**

Section 606 of the Corporations Act contains a restriction on a person acquiring a relevant interest in shares in a listed company where, because of the acquisition, that person's or

someone else's Voting Power in the company increases:

- (a) from below 20% to more than 20%; or
- (b) from a starting point that is above 20% and below 90%.

There are various exceptions to this prohibition, as set out in section 611 of the Corporations Act, including under item 7 of section 611 with Shareholder approval or item 9 of section 611 where a person may 'creep' up to a 3% change in Voting Power over the preceding 6-month period.

Mr David Riches and Mr Matthew Riches have a Voting Power of 51.52% in the Company as at the date of this Notice. If Resolution 3 is passed and the Contingent Consideration Shares are issued, their Voting Power could increase up to 51.61% (assuming no additional Shares are issued), as demonstrated in the table below. This is within their 'creep' capacity under item 9 of section 611 of the Corporations Act, and therefore does not require further Shareholder approval for the purposes of item 7 of section 611 of the Corporations Act.

	Relevant Interest in Shares as at date of this Notice	Voting Power as at date of this Notice	Contingent Consideration Shares	Voting Power on completion of Partum Transaction
Mr David Riches (or related entities)	80,783,947	51.52%	Nil	51.61%
Mr Matthew Riches	Nil	51.52%	Nil	51.61%
Mr David Riches and Mr Matthew Riches jointly	12,459,375	51.52%	357,277	51.61%
Total	93,243,322	51.52%	357,277	51.61%

6.6 Consequences of passing Resolution 3

If Resolution 3 is passed, the Company will be able to proceed with the issue of Contingent Consideration Shares to Mr David Riches and Mr Matthew Riches (or their nominee), and their Voting Power in the Company may increase up to 51.61% (assuming no additional Shares are issued).

If Resolution 3 is not passed, the Company will not be able to proceed with the issue of Contingent Consideration Shares to Mr David Riches or Mr Matthew Riches (or their nominee) and will instead need to satisfy the relevant proportion of Contingent Consideration (being

\$1,800,000) in cash, which will be funded by the existing cash reserves of the Company.

6.7 Directors' recommendation

Resolution 3 is an ordinary resolution.

The Board (with Mr David Riches abstaining) recommend that Shareholders vote in favour of Resolution 3. The Board 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 it is proposed that, subject to this Resolution being passed, the Company issues the Contingent Consideration Shares to him (jointly with Mr Matthew Riches) (or their nominee).

Schedule 1 Definitions

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

2024 Notice of AGM	means the Company's notice of its 2024 annual general meeting, released to the ASX on 28 October 2024.
\$	means Australian dollars.
Annual Report	means the Directors' Report, the Financial Report, and Auditor's Report, in respect to the year ended 30 June 2025.
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).
Constitution	means the Constitution of the Company.
Contingent Consideration	has the meaning given in Section 6.2.
Contingent Consideration Shares	has the meaning given in Section 6.2.
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.
Earn-Out Milestone	has the meaning given in Section 6.2.

EBIT	has the meaning given in Section 6.2.
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.
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.
Notice	means this notice of annual general meeting.
Partum	has the meaning given in Section 6.1.
Partum 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.
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.
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.

LODGE YOUR VOTE



ONLINE

<https://au.investorcentre.mpms.mufg.com>


BY MAIL

GenusPlus Group Ltd
C/- MUFG Corporate Markets (AU) Limited
Locked Bag A14
Sydney South NSW 1235 Australia



BY FAX

+61 2 9287 0309



BY HAND

MUFG Corporate Markets (AU) 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



X99999999999

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 Thursday, 20 November 2025 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: 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, 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*

1 Remuneration Report

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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2 Re-election of Director – Simon High

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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3 Approval for the Company to issue Contingent Consideration Shares to Mr David Riches and Mr Matthew Riches (or their nominee) under the Partum Transaction

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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* 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).

GNP PRX2501C

For personal use only



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 they choose. 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 attend the Meeting the appropriate "Certificate of Appointment of Corporate Representative" must be received at support@cm.mpms.mufig.com prior to admission in accordance with the Notice of Annual General Meeting. A form of the certificate may be obtained from the Company's share registry or online at www.mpms.mufig.com/en/mufg-corporate-markets.

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 Tuesday, 18 November 2025**, 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://au.investorcentre.mpms.mufig.com>

Login to the Investor Centre using the holding details as shown on the Voting/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 vote by scanning the QR code adjacent or enter the voting link

<https://au.investorcentre.mpms.mufig.com>

into your mobile device. Log in using the Holder Identifier and postcode for your shareholding.

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

QR Code



BY MAIL

GenusPlus Group Ltd
C/- MUFG Corporate Markets (AU) Limited
Locked Bag A14
Sydney South NSW 1235
Australia



BY FAX

+61 2 9287 0309



BY HAND

Deliver it to MUFG Corporate Markets (AU) 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

**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.**

For personal use only