21 October 2026

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 Friday 20 November 2026 at 10:00am (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://genus.com.au/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 Wednesday 18 November 2026.

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

08 9390 6999
Level 1, 63-69 Abernethy Road, Belmont WA 6104

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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: 10.00am (AWST) on Friday, 20 November 2026

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

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, 20 November 2026 at 10.00am (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, 18 November 2026 at 4.00pm (AWST).

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

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Agenda

1 Annual Report

To consider the Annual Report of the Company and its controlled entities for the financial year ended 30 June 2026, 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– Election of Director – Mr Antonio Narvaez

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

'That Mr Antonio Narvaez, in accordance with Rule 6.1(e) of the Constitution, Listing Rule 14.4 and for all other purposes, retires and, being eligible and offering himself for election, is elected as a Director, on the terms and conditions in the Explanatory Memorandum.'

Resolution 3 – Election of Non-Board-Endorsed Director – Mr Stephen Mayne

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

'*That Mr Stephen Mayne, in accordance with Rule 6.1(m)(iii) of the Constitution and for all other purposes, being eligible and offering himself for election, is elected as a Director of the Company, on the terms and conditions in the Explanatory Memorandum.'*

Resolution 4 – Increase in Non-Executive Directors' Fees

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

'That, pursuant to and in accordance with Rule 6.3(a) of the Constitution, Listing Rule 10.17 and for all other purposes, the total maximum aggregate Directors' fees payable to non-executive Directors be increased from $600,000 per annum to $850,000 per annum, on the terms and conditions in the Explanatory Memorandum.'

Resolution 5 – Approval of Employee Securities Incentive Plan

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

*'That, pursuant to and in accordance with Listing Rule 7.2 (Exception 13(b)) and for all other purposes, Shareholders approve the employee incentive scheme of the Company known as the 'GenusPlus Group Ltd Employee Securities Incentive Plan' (**ESIP**) and the issue of up to a maximum number of 20,000,000 Equity Securities under the ESIP over a period of up to three years from the date of the Meeting, on the terms and conditions in the Explanatory Memorandum.'*

Resolution 6 – Approval of Tax Exempt Plan

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

*'That, pursuant to and in accordance with Listing Rule 7.2 (Exception 13(b)) and for all other purposes, Shareholders approve the employee incentive scheme of the Company known as the 'GenusPlus Group Ltd Tax Exempt Share Plan' (**Tax Exempt Plan**) and the issue of up to a maximum number of 20,000,000 Shares under the Tax Exempt Plan over a period of up to three years from the date of the Meeting, on the terms and conditions in the Explanatory Memorandum.'*

Resolution 7– Renewal of Proportional Takeover Bid Approval Provisions

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

'That, for the purposes of sections 648G and 136(2) of the Corporations Act, Rule 14 of the Constitution and for all other purposes, approval is given for the Company to modify its Constitution to re-insert the approval of proportional takeover bid provisions contained in Rule 14 of the Constitution for a period of three years commencing from the date of approval of this Resolution, on the terms and conditions in the Explanatory Memorandum.'

Resolution 8 – Approval of Financial Assistance

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

'That, for the purposes of section 260B(2) of the Corporations Act, and for all other purposes, approval is given for the proposed financial assistance to be provided by each of the entities named below (which are or may become subsidiaries of the Company), as described in the Explanatory Memorandum provided to Shareholders, and other elements of the transactions there described that may constitute financial assistance for the purposes of section 260A of the Corporations Act, in connection with the acquisition of those entities

(a) *MPC Kinetic Holdings Pty Ltd ACN 626 678 911 (**MPC HoldCo**);*

(b) *MPC Kinetic Holdings (2) Pty Ltd ACN 626 679 258;*

(c) *MPC Group Pty Ltd ACN 122 452 662;*

(d) *MPC Group Holdings Pty Ltd ACN 620 867 398;*

(e) *MPC Group Holdings (2) Pty Ltd ACN 620 876 495;*

(f) *MPC Group Holdings (3) Pty Ltd ACN 142 862 904;*

(g) *MPC Group Labour Pty Ltd ACN 168 268 344;*

(h) *MPC Group Plant Pty Ltd ACN 129 658 126;*

(i) *Kinetic Consolidated Pty Ltd ACN 154 343 343;*

(j) *Kinetic Services Group Pty Ltd ACN 154 401 706;*

(k) *Nortrus Pty Ltd ACN 127 959 264;*

(l) *Kinetic Chemicals Pty Ltd ACN 010 867 759;*

(m) *Kinetic Fluid Management and Production Services Pty Ltd ACN 160 811 987;*

(n) *Kinetic Well Intervention Services Pty Ltd ACN 119 538 126;*

(o) *Well Equipment Solutions Holdings Pty Ltd ACN 138 658 170; and*

(p) *Well Equipment Solutions Pty Ltd ACN 138 658 456,*

*(together, **MPC Group Entities**); and*

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(q) *Railtrain Holdings Pty Ltd ACN 626 189 464 (**Railtrain HoldCo**);*

(r) *Railtrain Group Pty Ltd ACN 626 191 839;*

(s) *RMC Rail Services Pty Ltd ACN 629 424 139;*

(t) *RTS Rail Services Pty Ltd ACN 673 668 794;*

(u) *Railtrain Pty Ltd ACN 145 155 666;*

(v) *RMC Signalling and Electrical Pty Ltd ACN 626 193 333;*

(w) *RMC Track and Civil Pty Ltd ACN 627 041 221;*

(x) *RMC Track Protection Services Pty Ltd ACN 626 308 156;*

(y) *McDonald Surveys International Pty Ltd ACN 154 048 110;*

(z) *Wired Holding Company Pty Ltd ACN 639 942 733;*

(aa) *Wired Overhead Solutions Pty Ltd ACN 611 975 298; and*

(bb) *Railtrain Services Pty Ltd ACN 626 193 155,*

*(together, **Railtrain Group Entities**); and*

(cc) *Wanzeng Pty Ltd ACN 093 022 845 (**Wanzeng**),*

*of which the Company will be the listed Australian holding company to assist the acquisition by the Company of all of the issued shares in Wanzeng, MPC HoldCo and each of its subsidiaries, and Railtrain HoldCo and each of its subsidiaries (the **Acquisitions**).*'

Resolution 9 – Ratification of prior issue of Placement Shares

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

'That, in accordance with Listing Rule 7.4 and for all other purposes, Shareholders ratify the prior issue of 21,621,622 Shares (at an issue price of $9.25 per Share) issued under the Company's placement capacity under Listing Rule 7.1 to institutional and sophisticated investors on the terms and conditions 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:

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(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.

Resolution 4, Resolution 5 and **Resolution 6**: In accordance with sections 250BD of the Corporations Act, a person appointed as a proxy must not vote, on the basis of that appointment, on the relevant Resolution if:

(a) the proxy is either a member of the Key Management Personnel or a Closely Related Party of such member; and

(b) the appointment does not specify the way the proxy is to vote on the relevant Resolution.

However, the above prohibition does not apply if:

(a) the proxy is the Chair; and

(b) the appointment expressly authorises the Chair to exercise the proxy even though the relevant Resolution is connected directly or indirectly with 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 4: by or on behalf of a Director of the Company, or an Associate of that person or those persons.

Resolution 5: by or on behalf of a person who is eligible to participate in the ESIP, or an Associate of that person or those persons.

Resolution 6: by or on behalf of a person who is eligible to participate in the Tax Exempt Plan, or an Associate of that person or those persons.

Resolution 9: by or on behalf of any person who participated in the issue of Shares or an Associate of that person or those persons.

The above voting exclusions do not apply to a vote cast in favour of the relevant Resolution 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:

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(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: 21 October 2026

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GenusPlus Group Ltd
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, 20 November 2026 at 10.00am (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 Resolutions 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 – Election of Director – Mr Antonio Narvaez
Section 6	Resolution 3 – Election of Non-Board-Endorsed Director – Mr Stephen Mayne
Section 7	Resolution 4 – Increase in Non-Executive Directors' Fees
Section 8	Resolution 5 – Approval of Employee Securities Incentive Plan and Resolution 6 – Approval of Tax Exempt Plan
Section 9	Resolution 7 – Renewal of Proportional Takeover Bid Approval Provisions
Section 10	Resolution 8 – Approval of Financial Assistance
Section 11	Resolution 9 – Ratification of prior issue of Placement Shares
Schedule 1	Definitions

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

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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 10.00am (AWST) on Wednesday, 18 November 2026, 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 Resolutions 1, 4, 5 and 6, 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 (except Resolution 3 in respect of which the Chair intends to exercise all available proxies against that Resolution), 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, 13 November 2026.

Shareholders will also have the opportunity to submit questions during the Meeting in respect of 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 2026.

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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 2026 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.

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The Company's Remuneration Report did not receive a Strike at the 2025 annual general meeting held on 20 November 2025. If the Remuneration Report receives a Strike at this Meeting, Shareholders should be aware that if a second Strike is received at the 2027 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.

Resolution 1 is an ordinary resolution.

4.2 Directors' recommendation

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 – Election of Director – Mr Antonio Narvaez

5.1 Background

Rule 6.1(d) of the Constitution provides that the Directors may appoint any natural person to be a director, either as an addition to the existing Directors or to fill a casual vacancy.

Mr Antonio Narvaez was appointed as a Director by the Board on 21 November 2025 in accordance with Rule 6.1(d). Rule 6.1(e) of the Constitution provides that a director appointed under Rule 6.1(d) must retire from office at the next annual general meeting following his or her appointment. Accordingly, Mr Narvaez retires under Rule 6.1(e) of the Constitution and, being eligible, seeks election at the Meeting pursuant to this Resolution 2.

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

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

Resolution 2 is an ordinary resolution.

5.2 Biography – Mr Antonio Narvaez

Mr Narvaez has extensive energy sector experience, having held CEO roles at AusNet Services (previously listed ASX100 company), Endeavour Energy, United Energy and Multinet Gas, as well as executive positions at General Electric and Verve Energy. Mr Narvaez has a deep understanding of distribution and transmission networks, along with renewable and thermal generation developments domestically and abroad. He has also had significant board experience as the Managing Director of AusNet Services and in his roles as chair to several AusNet Services subsidiaries and as a director on a number of joint venture boards. Mr Narvaez currently serves as a Non-Executive Director of GreenSquareDC, a private equity owned data centre provider in Australia. Mr Narvaez holds a Bachelor's degree in Commerce & Economics, a Diploma in Financial Services and has completed executive studies at Harvard Business School.

5.3 Directors' recommendation

The Board has reviewed Mr Narvaez's performance since his appointment to the Board and considers that his skills and experience will continue to enhance the Board's ability to perform its role.

The Board (with Mr Narvaez abstaining) supports the election of Mr Narvaez and recommends

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that Shareholders vote in favour of Resolution 2.

6. Resolution 3 – Election of Non-Board-Endorsed Director

6.1 Background

Under Rule 6.1 of the Constitution, a person may be elected as a Director at a general meeting if a notice of nomination (signed by the person) is served on the Company at its registered office at least 35 business days before the Meeting or a shorter period before the Meeting which the Directors in their discretion may approve.

Pursuant to an ASX announcement dated 16 September 2026, the Directors determined that the closing date for the receipt of nominations from persons wishing to be considered for election as a director of the Company was 13 October 2026.

Mr Stephen Mayne, an external non-Board-endorsed candidate, being eligible, has nominated himself for appointment to the Board of the Company.

If Resolution 3 is passed, Mr Mayne will be elected as a Director of the Company with effect from the conclusion of the Meeting.

If Resolution 3 is not passed, Mr Mayne will not be elected as a Director of the Company.

Resolution 3 is an ordinary resolution.

6.2 Biography – Mr Stephen Mayne

The following information was provided by Mr Stephen Mayne and has not been independently verified by the Company, nor does the Company make any representation as to its accuracy:

'Stephen Mayne, 57. BCom (Melb). GAICD. Stephen is a Walkley Award-winning business journalist and Australia's best known retail shareholder advocate. He was the founder of www.crikey.com.au, publishes the corporate governance website www.maynereport.com, writes regular columns for The Intelligent Investor and co-hosts The Money Café podcast with Alan Kohler. His governance experience includes 8 years as a City of Manningham councillor in Melbourne's eastern suburbs, a 4 year term (2012-2016) as a City of Melbourne councillor where he chaired the Finance and Governance committee, almost 5 years on the Australian Shareholders' Association board and asking questions at more than 1400 ASX-listed company AGMs and EGMs since 1998.

Stephen nominated for the GenusPlus Group board out of concern that it has once again chosen to run a physical AGM in Perth, the world's most isolated major city, which makes it very difficult for interstate and offshore shareholders to participate. GenusPlus Group, which was is capitalised at $1.96 billion on September 25 and has thousands of shareholders, should be offering hybrid AGMs with both a physical location and the ability for shareholders to vote and ask questions live online during proceedings. Stephen is also concerned that the GenusPlus board has a history of doing big end of town placements without offering its retail shareholders a chance to participate on the same terms through a Share Purchase Plan (SPP), as occurred with the $200m placement at $9.25 per share in May 2026. Offering SPPs after placements should be standard practice but the culture amongst many Perth-based companies is to prioritise the clients of the brokers handling the placement, whilst ignoring retail shareholders, who don't pay commissions to brokers. A vote for Stephen will send a message to the board to include retail shareholders in the company's next capital raising and send a message to the wider market about the need for better treatment of retail shareholders in capital raisings. Contact Stephen by

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email at Stephen@maynereport.com or via www.maynereport.com.'

6.3 Directors' recommendation

Board succession planning and director appointments are an ongoing responsibility of the Board and the Board periodically reviews its current and future needs and how those align with the skills and experience currently represented among the Directors.

The Company's Remuneration and Nomination Committee (**Committee**) is responsible for, amongst other things, reviewing and implementing the Company's procedures for the selection and appointment of new directors and making nomination recommendations to the Board. In considering new director appointments, the Committee's usual practice is to conduct a search for the best available candidates with the skills, experience, expertise, personal qualities and attributes to best complement the skill set and characteristics of the existing directors and enhance the Board's overall effectiveness.

The Committee also considers the current diversity of the Board, including age, gender, cultural background, as well as the composition and size of the Board when determining whether a candidate will add value to the Board. Having regard to the Company's skill matrix, current Board composition and the skills and experience of Mr Mayne, the Directors have formed the view that Mr Mayne does not offer relevant skills or the experience required at this time to endorse his nomination as a Director of the Company.

The Board does not support the election of Mr Mayne and recommends that Shareholders vote against Resolution 3.

7. Resolution 4 – Increase in Non-Executive Directors' Fees

7.1 Background

Resolution 4 seeks Shareholder approval for the purposes of Rule 6.3(a) of the Constitution, 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 $600,000 per annum to an aggregate amount of $850,000 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 Company last increased the Non-Executive Directors' Fees at the 2024 annual general meeting 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 were last increased at the Company's 2024 annual general meeting.

If Resolution 4 is passed, the maximum aggregate amount of fees that may be paid to all of the Company’s non-executive Directors will be $850,000 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.

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If Resolution 4 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, $600,000 per annum).

Resolution 4 is an ordinary resolution.

The remuneration of each non-executive Director for the financial year ended 30 June 2026 is detailed in the Remuneration Report in the Company's Annual Report.

7.2 Specific 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 $850,000 per annum;

(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; and

(d) a voting exclusion statement is included in the Notice.

7.3 Directors' recommendation

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

8. Resolution 5 & Resolution 6 – Approval of ESIP and Tax Exempt Plan

8.1 General

Resolution 5 and Resolution 6 seek Shareholder approval of the ESIP and the Tax Exempt Plan and the issue of:

(a) Equity Securities under the ESIP; and

(b) Shares under the Tax Exempt Plan,

pursuant to Listing Rule 7.2 (Exception 13(b)) and as an exception to Listing Rule 7.1 for a period of three years from the date on which Resolution 5 and Resolution 6 (respectively) are approved.

Shareholder approval of the ESIP and the Tax Exempt Plan is required to ensure that securities granted or issued under each plan are not counted in the Company's 15% annual limit on issuing securities without Shareholder approval under Listing Rule 7.1 (please see further explanation below).

Both the ESIP and the Tax Exempt Plan were adopted and approved by Shareholders at the Company's 2023 annual general meeting held on 24 November 2023. This approval was for a period of three years from the date of the 2023 annual general meeting and will expire on 24 November 2026. Accordingly, Shareholder approval is required to allow the Company to continue to rely on the exception in Listing Rule 7.2 (Exception 13(b)) for a further three year period. There have been no material changes to the ESIP nor the Tax Exempt Plan since each plan was approved by Shareholders in 2023.

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The Board may offer to eligible persons the opportunity to subscribe for such number of Equity Securities in the Company as the Board may decide and on the terms set out in the rules of each plan. A summary of the material terms of the ESIP is set out in Schedule 2 and a summary of the material terms of the Tax Exempt Plan is set out in Schedule 3. In addition, copies of the ESIP and the Tax Exempt Plan are available for review by Shareholders at the registered office of the Company until the date of the Meeting.

The purpose of the ESIP and the Tax Exempt Plan is to:

(a) assist in the reward, retention and motivation of eligible participants;

(b) link the reward of eligible participants to Shareholder value creation; and

(c) align the interests of eligible participants with shareholders of the Group (being the Company and each of its subsidiaries), by providing an opportunity to eligible participants to receive an equity interest in the Company in the form of Equity Securities.

Shareholders are invited to contact the Company if they have any queries.

8.2 **Listing Rules 7.1 and 7.2 (Exception 13(b))**

Broadly speaking, and subject to a number of exceptions, Listing Rule 7.1 limits the amount of Equity Securities that a listed company can issue without the approval of its shareholders over any 12-month period to 15% of the fully paid ordinary securities it had on issue at the start of that period.

Listing Rule 7.2 (Exception 13(b)) provides an exception to Listing Rule 7.1 such that issues of Equity Securities under an employee incentive scheme are exempt for a period of three years from the date on which Shareholders approve the issue of Equity Securities under the scheme as an exception to Listing Rule 7.1.

Listing Rule 7.2 (Exception 13(b)) is only available if and to the extent that the number of Equity Securities issued under the ESIP or the Tax Exempt Plan does not exceed the maximum number set out in this Notice.

Further, Listing Rule 7.2 (Exception 13(b)) ceases to be available to the Company:

(a) in respect of the ESIP, if there is a material change to the terms of the ESIP from those set out in this Notice in Schedule 2; and

(b) in respect of the Tax Exempt Plan, if there is a material change to the terms of the Tax Exempt Plan from those set out in this Notice in Schedule 3.

If Resolution 5 is passed, the Company will be able to issue Equity Securities under the ESIP pursuant to Listing Rule 7.2 (Exception 13(b)) to eligible participants over a period of three years up to the nominated maximum amount without using the Company's 15% placement capacity under Listing Rule 7.1.

If Resolution 6 is passed, the Company will be able to issue Shares under the Tax Exempt Plan pursuant to Listing Rule 7.2 (Exception 13(b)) to eligible participants over a period of three years up to the nominated maximum amount without using the Company's 15% annual placement capacity under Listing Rule 7.1.

However, any future issues of Equity Securities under the ESIP or the Tax Exempt Plan to a related party or a person whose relationship with the Company or the related party is, in ASX's opinion, such that approval should be obtained will require additional Shareholder approval under Listing Rule 10.14 at the
relevant time.

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If Resolution 5 is not passed, any issue of Equity Securities pursuant to the ESIP must be undertaken using the Company's 15% placement capacity under Listing Rule 7.1 (thereby reducing the Company's capacity to issue Equity Securities without Shareholder approval under Listing Rule 7.1 for the 12-month period following the issue) or with prior Shareholder approval.

If Resolution 6 is not passed, any issue of Shares pursuant to the Tax Exempt Plan must be undertaken using the Company's 15% placement capacity under Listing Rule 7.1 (thereby reducing the Company's capacity to issue Equity Securities without Shareholder approval under Listing Rule 7.1 for the 12-month period following the issue) or with prior Shareholder approval.

Resolution 5 and Resolution 6 are separate ordinary resolutions.

8.3 Specific information required by Listing Rule 7.2 (Exception 13(b))

The Company provides the following information as required under Listing Rule 7.2 (Exception 13(b)):

(a) A summary of the material terms of the ESIP is set out in Schedule 2 and a summary of the material terms of the Tax Exempt Plan is set out in Schedule 3.

(b) The Company last approved the ESIP and the Tax Exempt Plan on 24 November 2023 and since that time, the Company has issued:

(i) 4,445,667 Equity Securities to eligible participants under the ESIP; and

(ii) 62,240 Equity Securities to eligible participants under the Tax Exempt Plan.

(c) The maximum number of Equity Securities that the Company proposes to issue under the ESIP is 20,000,000, subject to Shareholder approval of Resolution 5. This number comprises approximately 10% of the Company's Equity Securities currently on issue.

(d) The maximum number of Shares that the Company proposes to issue under the Tax Exempt Plan is 20,000,000, subject to Shareholder approval of Resolution 6. This number comprises approximately 10% of the Company's Equity Securities currently on issue.

It should be noted that these figures are not an indication of the actual number of equity securities that may be issued under the ESIP or the Tax Exempt Plan; rather, they are a "ceiling" for the purposes of ASX Listing Rule 7.2 (Exception 13(b)).

(e) A voting exclusion statement in respect of Resolution 5 and Resolution 6 is included in the Notice.

8.4 Directors' recommendation

The Board declines to make a recommendation in relation to Resolution 5 and Resolution 6 due to the Directors' potential interests in the outcome of the Resolutions.

9. Resolution 7– Renewal of Proportional Takeover Bid Approval Provisions

9.1 General

The Company's Constitution (Rule 14) contains proportional takeover bid approval provisions (**Proportional Takeover Provisions**) which enable the Company to refuse to register securities acquired under a proportional takeover bid unless a resolution is passed by Shareholders in general meeting approving the offer. Under the Corporations Act, proportional takeover provisions expire after three years from adoption or re-insertion and may then be re-inserted.

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The Company obtained Shareholder approval at its 2023 annual general meeting for the re-insertion of the Proportional Takeover Provisions, which will expire on 24 November 2026. Accordingly, Resolution 7 seeks the approval of Shareholders to modify the Constitution by re-inserting the Proportional Takeover Provisions for a further three years under sections 648G(4) and 136(2) of the Corporations Act. The proposed Proportional Takeover Provisions set out in Schedule 4 are identical to those previously contained at Rule 14 of the Constitution.

The Corporations Act requires the Company to provide Shareholders with an explanation of the Proportional Takeover Provisions as set out below.

9.2 **Specific information required by section 648G of the Corporations Act**

(a) **Effect of Proportional Takeover Provisions to be renewed**

A proportional off-market takeover bid (**PT Bid**) is a takeover offer sent to all Shareholders but only for a specified portion of each Shareholder's Securities.

Where offers have been made under a PT Bid in respect of a class of securities in a company, the registration of a transfer giving effect to a contract resulting from the acceptance of an offer made under such a PT Bid is prohibited unless and until a resolution to approve the PT Bid is passed.

(b) **Reasons for renewing Proportional Takeover Provisions**

If the Proportional Takeover Provisions are re-inserted, under Rule 14 of the Constitution if a PT Bid is made to Shareholders of the Company, the Board is required to convene a meeting of Shareholders to vote on a resolution to approve the proportional takeover. That meeting must be held at least 15 days before the offer under the PT Bid closes.

The resolution is taken to have been passed if a majority of Securities voted at the meeting, excluding the Securities of the bidder and its associates, vote in favour of the resolution. If no resolution is voted on at least 15 days before the close of the PT Bid, the resolution is deemed to have been passed. Where the resolution approving the PT Bid is passed or deemed to have been passed, transfers of Securities resulting from accepting the PT Bid are registered provided they otherwise comply with the Corporations Act, the Listing Rules, the ASX Operating Rules and the Company's Constitution. If the resolution is rejected, then under the Corporations Act the PT Bid is deemed to be withdrawn.

The Directors consider that Shareholders should have the opportunity to renew the Proportional Takeover Provisions. Without the Proportional Takeover Provisions applying, a PT Bid for the Company may enable effective control of the Company to be acquired without Shareholders having the opportunity to dispose of all of their Securities to the bidder. Shareholders could be at risk of passing control to the bidder without payment of an adequate control premium for all their Securities whilst leaving themselves as part of a minority interest in the Company.

Without the Proportional Takeover Provisions, if there was a PT Bid and Shareholders considered that control of the Company was likely to pass, Shareholders would be placed under pressure to accept the PT Bid even if they did not want control of the Company to pass to the bidder. Renewing the Proportional Takeover Provisions will make this situation less likely by permitting Shareholders to decide whether a PT Bid should be permitted to proceed.

(c) **Knowledge of any acquisition proposals**

As at the date of this Notice, no Director is aware of any proposal by any person to acquire, or to increase the extent of, a substantial interest in the Company.

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(d) **Advantages and disadvantages of the Proportional Takeover Provisions since last renewal**

As there have been no takeover bids made for any of the shares in the Company since the Proportional Takeover Provisions were last renewed, there has been no application of the provisions. It may be argued that the potential advantages and disadvantages described below have also applied for the period since adoption of Proportional Takeover Provisions.

(e) **Potential advantages and disadvantages of Proportional Takeover Provisions**

The renewal of the Proportional Takeover Provisions will enable the Directors to formally ascertain the views of Shareholders about a PT Bid. Without these provisions, the Directors are dependent upon their perception of the interests and views of Shareholders. Other than this advantage, the Directors consider that renewal of the Proportional Takeover Provisions has no potential advantages or potential disadvantages for them, as they remain free to make a recommendation on whether a PT Bid should be accepted.

The Directors consider that re-inserting the Proportional Takeover Provisions benefits all Shareholders in that they will have an opportunity to consider a PT Bid and then attend or be represented by proxy at a meeting of Shareholders called specifically to vote on the proposal. Accordingly, Shareholders are able to prevent a PT Bid proceeding if there is sufficient support for the proposition that control of the Company should not be permitted to pass under the PT Bid. Furthermore, knowing the view of Shareholders assists each individual Shareholder to assess the likely outcome of the PT Bid and whether to accept or reject that bid.

As to the possible disadvantages to Shareholders renewing the Proportional Takeover Provisions, potentially, the proposal makes a PT Bid more difficult and PT Bids will therefore be discouraged. This may reduce the opportunities which Shareholders may have to sell all or some of their Securities at a premium to persons seeking control of the Company and may reduce any takeover speculation element in the Company's Share price. The Proportional Takeover Provisions may also be considered an additional restriction on the ability of individual Shareholders to deal freely in their Securities.

The Directors consider that there are no other advantages or disadvantages for Directors or Shareholders which arose during the period during which the Proportional Takeover Provisions were in effect, other than those discussed in this Section.

(f) **Recommendation of the Board**

The Directors do not believe the potential disadvantages outweigh the potential advantages of renewing the Proportional Takeover Provisions and as a result consider that the Proportional Takeover Provisions in the Constitution are in the best interests of Shareholders and unanimously recommend that Shareholders vote in favour of Resolution 7.

9.3 **Additional information**

Resolution 7 is a special resolution and therefore requires approval of at least 75% of the votes cast by Shareholders present and eligible to vote (in person, by proxy, by attorney or, in the case

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of a corporate Shareholder, by a corporate representative).

9.4 **Directors' recommendation**

The Board recommends that Shareholders vote in favour of Resolution 7.

10. Resolution 8 – Approval of Financial Assistance

10.1 **Proposed resolution**

Resolution 8 seeks the approval of Shareholders, under section 260B(2) of the Corporations Act, for financial assistance which is proposed to be provided by each of Wanzeng, the MPC Group Entities and the Railtrain Group Entities to assist the acquisition by the Company of all of the issued shares in each of Wanzeng, MPC HoldCo and each of its subsidiaries, and Railtrain HoldCo and each of its subsidiaries (**New Subsidiaries**).

10.2 **Background**

(a) On 8 May 2026, the Company acquired all of the issued shares in Wanzeng.

(b) On 1 April 2026, the Company acquired all of the issued shares in Railtrain HoldCo and each of its subsidiaries.

(c) On 1 July 2026, the Company acquired all of the issued shares in MPC HoldCo and each of its subsidiaries.

(d) On completion of the Acquisitions, the Company became the listed Australian holding company of each of the New Subsidiaries.

(e) In order to fund part of the consideration for the Acquisitions, the Company utilised existing debt facilities available under the syndicated facility agreement dated 19 December 2025 (as amended on 20 April 2026 and as further amended on 17 May 2026) between, among others, the Company, CBA Corporate Services (NSW) Pty Ltd ACN 072 765 434 as security trustee for the GenusPlus Syndicated Security Trust (**Security Trustee**) and Commonwealth Bank of Australia ABN 48 123 123 124 (**Agent**) (**Facility Agreement**). Under the Facility Agreement, the Original Lenders (as defined in the Facility Agreement) agree to provide financial accommodation (the **Facilities**) to the Company to fund, among other things, permitted acquisitions and the general corporate and working capital requirements of the Group from time to time.

(f) The Company and certain of its subsidiaries guarantee the Facilities and grant security over all of their assets in favour of the Security Trustee to secure the Facilities. The Security Trustee holds that security on trust for the Original Lenders under a security trust deed dated 19 December 2025 between, among others, the Company, the Agent and the Security Trustee (**Security Trust Deed**).

(g) Under the terms of the Facility Agreement, the Company is required to ensure that each of the New Subsidiaries accedes as an 'Additional Guarantor' (as defined in the Facility Agreement) to the Facility Agreement and the Security Trust Deed, which will require each of the New Subsidiaries to provide, among other things, in accordance with the Facility Agreement:

(i) an accession letter for the purposes of the Facility Agreement and an accession deed for the purposes of the Security Trust Deed;

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(ii) a guarantee and indemnity in favour of the Original Lenders to guarantee all amounts (**Guaranteed Money**) owing under or in relation to the Facilities (**Guarantee**); and

(iii) a general security deed in favour of the Security Trustee as specified by the Agent giving security over all or substantially all of its assets which may be the subject of a security interest by law (**GSD**).

(h) In addition to executing the Guarantee, each of the New Subsidiaries may, or may be required to:

(i) execute, or accede or consent to, any instrument referred to in, or incidental or related to, the "Finance Documents" (as defined in the Facility Agreement) (**Finance Documents**); or

(ii) provide additional support (which may include incurring additional obligations, giving new guarantees or new security interests) in connection with the Finance Documents.

(i) Execution by each of the New Subsidiaries of the Guarantee and GSD, and entry into any of the other transactions listed or contemplated in paragraph (h) above (together, the **Financial Assistance**) will have the effect of each of the New Subsidiaries financially assisting in the acquisition of its own shares or the shares in a holding company of it for the purposes of the Corporations Act.

10.3 **Corporations Act requirements**

(a) Under section 260A(1) of the Corporations Act, a company may financially assist a person to acquire shares in it or its holding company only in certain limited circumstances, including where the assistance is approved by shareholders under section 260B of the Corporations Act.

(b) Under section 260B(1) of the Corporations Act, shareholder approval must be given by the shareholders of the company at a general meeting by either:

(i) a special resolution, with no votes being cast in favour of the resolution by the person acquiring the shares (or units of shares) or by their associates; or

(ii) a resolution agreed to, at a general meeting, by all ordinary shareholders.

(c) The giving of the Financial Assistance has been, or will be, approved by a unanimous resolution of the shareholders of each of the New Subsidiaries in accordance with section 260B(1) of the Corporations Act.

(d) In addition, as each of the New Subsidiaries became a subsidiary of a listed Australian holding corporation (the Company) immediately after the Acquisitions, the Financial Assistance must also be approved by a special resolution passed at a general meeting of the Company under section 260B(2) of the Corporations Act. Accordingly, it is proposed that the Financial Assistance now be approved by special resolution of the Shareholders.

10.4 **Effect of the Financial Assistance**

(a) The Company is already itself liable for amounts payable under the Finance Documents and has provided security over its assets to secure the amounts due under the Finance

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Documents, so the giving of the Financial Assistance is unlikely to adversely affect the Company or each of the New Subsidiaries, except that each of the New Subsidiaries will become bound by the Finance Documents, will assume joint and several liability with the Company and each other guarantor for the Guaranteed Money and the operations of each of the New Subsidiaries will be restricted by the representations and undertakings given by it under the Finance Documents.

(b) The Guarantee to be given by each of the New Subsidiaries will be on the same terms as the Guarantee already given by the Company to secure the Guaranteed Money.

(c) The substantial effect of the Financial Assistance on each of the New Subsidiaries will be that each of the New Subsidiaries will guarantee the amounts payable under the Finance Documents and grant a security interest in all of their assets and undertaking, present and future, to secure the guarantee.

(d) The principal advantage to the Company (and, indirectly, each of the New Subsidiaries) is to ensure that the Group continues to have the benefit of the Facilities and comply with their obligations under the Facility Agreement.

(e) Other advantages to each of the New Subsidiaries include that it:

(i) may benefit from the working capital and general corporate facilities and other facilities provided under the Facility Agreement;

(ii) may benefit from assisting the Company to raise money in order to later provide its subsidiaries with finance on better terms than would otherwise have been available to each of the New Subsidiaries on a stand-alone basis; and

(iii) will be able to draw on the capital resources and management expertise of the Group.

(f) The disadvantages of the Financial Assistance for each of the New Subsidiaries include that:

(i) will become liable for all amounts outstanding under the Finance Documents;

(ii) if an event of default were to occur under the Facility Agreement, the Original Lenders may require immediate repayment of all amounts outstanding under the Finance Documents and enforce the Guarantee and GSD granted by each of the New Subsidiaries to recover amounts due which may ultimately result in the loss of the New Subsidiaries' assets or a winding up; and

(iii) its operations and ability to independently obtain finance from other sources may be restricted by the undertakings, representations and warranties given under the Finance Documents.

(g) The Board have considered the giving of the Financial Assistance and are of the opinion that there are reasonable grounds to believe that it is in the best interests and for the commercial benefit of the Company and each of the New Subsidiaries.

10.5 **Additional information**

Resolution 8 is a special resolution and requires approval of at least 75% of the votes cast by Shareholders present and eligible to vote (in person, by proxy, by attorney or, in the case of a corporate Shareholder, by a corporate representative). Resolution 8 will be passed if at least

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75% of the votes cast by Shareholders, who are entitled to vote, vote in favour of the resolution. Shareholders may vote either for or against Resolution 8.

Shareholders have been informed of the above matters in accordance with section 260B(4) of the Corporations Act. The Board considers that this Explanatory Memorandum contains all information known to the Company that is material to the Shareholders' decision on how to vote on Resolution 8, other than information it would be unreasonable to include because it had previously been disclosed to the Shareholders.

10.6 Directors' unanimous recommendation

The Board unanimously recommends that Shareholders vote in favour of Resolution 8.

10.7 Notice to ASIC

As required by sections 260B(5) and 249A(5) of the Corporations Act, copies of the proposed resolution and the documents relating to the Financial Assistance that accompanied the resolution sent to the Shareholders (including this Explanatory Memorandum), were lodged with the Australian Securities and Investments Commission before being sent to the Shareholders.

11. Resolution 9 – Ratification of prior issue of Placement Shares

11.1 General

On 18 May 2026, the Company announced that it had entered into a share purchase agreement to acquire 100% of the issued capital in MPC Kinetic Holdings Pty Ltd (**MPK**) for total consideration of $400 million. MPK is a leading provider of gas gathering and well maintenance services to Tier 1 customers in the Queensland onshore gas sector, as well as construction services for renewable energy and major pipeline projects in Australia.

On 20 May 2026, the Company announced a placement of 21,621,622 Shares at an issue price of $9.25 per Share (**Placement Shares**) to institutional and sophisticated investors to raise total funds of approximately $200 million (before costs) (**Placement**). The purpose of the Placement was to partially fund the strategic acquisition of MPK. The Placement Shares were issued on 25 May 2026. The Placement was undertaken using the Company's 15% placement capacity under Listing Rule 7.1.

11.2 Listing Rules 7.1 and 7.4

As noted above in Section 8.2, generally, Listing Rule 7.1 limits the amount of Equity Securities that a listed company can issue without the approval of its shareholders over any 12-month period to 15% of the fully paid ordinary securities it had on issue at the start of that period. There are a number of exceptions to Listing Rule 7.1.

The issue of the Placement Shares does not fit within any of the exceptions to Listing Rule 7.1 (as set out in Listing Rule 7.2) and, as it has not yet been approved by Shareholders, it effectively uses up part of the Company’s 15% placement capacity under Listing Rule 7.1. This has the effect of reducing the Company's capacity to issue further Equity Securities without Shareholder approval under Listing Rule 7.1 for the 12-month period following the issue of the Placement Shares.

Listing Rule 7.4 allows the shareholders of a listed company to ratify and approve an issue of Equity Securities after it has been made or agreed to be made. If approval is provided, the issue

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is taken to have been approved under Listing Rule 7.1 and so does not reduce the Company's capacity to issue further Equity Securities without Shareholder approval under that rule.

The Company wishes to retain as much flexibility as possible to issue additional equity securities into the future without having to obtain Shareholder approval for such issues under Listing Rule 7.1.

Resolution 9 seeks Shareholder approval to ratify the issue of the Placement Shares under and for the purposes of Listing Rule 7.4.

If Resolution 9 is passed, the Placement Shares will be excluded in calculating the Company's 15% placement capacity for the purposes of Listing Rule 7.1, effectively increasing the number of Equity Securities it can issue without Shareholder approval over the 12-month period following the date of issue.

If Resolution 9 is not passed, the Placement Shares will be included in calculating the Company's 15% placement capacity for the purposes of Listing Rule 7.1, effectively decreasing the number of Equity Securities it can issue without Shareholder approval over the 12-month period following the date of issue.

Resolution 9 is an ordinary resolution.

11.3 **Specific information required under Listing Rule 7.5**

The Company provides the following information as required under Listing Rule 7.5:

(a) The Placement Shares were issued to existing and new sophisticated and institutional investors, who were identified by Bell Potter Securities Limited and Euroz Hartleys Limited (acting as joint lead managers and bookrunners to the Placement) and Ma Moelis Australia (acting as Co-Manager to the Placement) seeking expressions of interest to participate in the Placement from non-related parties of the Company. In accordance with paragraph 7.4 of ASX Guidance Note 21, the Company confirms that no related parties of the Company, members of the Company's Key Management Personnel, substantial holders of the Company, advisers of the Company or an Associate of any of these parties participated in the Placement.

(b) 21,621,622 Shares, being fully paid ordinary Shares issued on the same terms and conditions as, and ranking equally with, the Company's existing Shares.

(c) The Placement Shares were issued on 25 May 2026.

(d) The Placement Shares were issued at an issue price of $9.25 and raised a total of approximately $200 million (before costs).

(e) The Placement Shares were issued to partially fund the upfront consideration payable for the proposed acquisition of 100% of the shares in MPK.

(f) The Placement Shares were issued to each participant under placement letters which set out the price of the Placement Shares and the number of Placement Shares to be issued to that participant – the other standard terms are not material.

(g) The issue of the Placement Shares did not breach Listing Rule 7.1.

(h) A voting exclusion statement is included in the Notice.

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11.4 **Directors' recommendation**

The Board recommends that Shareholders vote in favour of Resolution 9.

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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 the Auditor's Report, in respect of the financial year ended 30 June 2026.
Associate	has the meaning given to that term in the Listing Rules.
ASX	means 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 Australian 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	(a) means a spouse or child of the member; or (b) 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.
Corporations Act	means the *Corporations Act 2001* (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.
Equity Security	has the same meaning as in the Listing Rules.
ESIP	means the GenusPlus Group Ltd Employee Securities Incentive Plan, the subject of Resolution 5.
Explanatory Memorandum	means the explanatory memorandum which forms part of the Notice.
Financial Report	means the financial report contained in the Annual Report.
Group	means the Company and its subsidiaries.

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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.
MPK	has the meaning given in Section 11.1.
Notice	means this notice of annual general meeting.
Option	means an option to acquire a Share.
Performance Right	means a right to acquire one or more Shares.
Placement	has the meaning given in Section 11.1.
Placement Shares	has the meaning given in Section 11.1.
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.
Securities	means any Equity Securities of the Company (including Shares, Options and/or Performance Rights).
Share	means a fully paid ordinary share in the capital of the Company.
Shareholder	means the holder of a Share.
Tax Exempt Plan	means the GenusPlus Group Ltd Tax Exempt Share Plan, the subject of Resolution 6.

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Schedule 2 Summary of material terms of the ESIP

The following is a summary of the material terms and conditions of the ESIP:

1. **(Eligible Participant):** A person is eligible to participate in the ESIP **(Eligible Participant)** if they have been determined by the Board to be eligible to participate in the ESIP from time to time and are an "ESS participant" (as that term is defined in Division 1A of the Corporations Act) in relation to the Company or a subsidiary of the Company.

   This relevantly includes, amongst others:

   (a) an employee or director of the Company or an individual who provides services to the Company;

   (b) an employee or director of a subsidiary of the Company or an individual who provides services to such subsidiary;

   (c) a prospective person to whom paragraphs (a) or (b) apply;

   (d) a person prescribed by the relevant regulations for such purposes; or

   (e) certain related persons on behalf of the participants described in paragraphs (a) to (d) (inclusive).

2. **(Maximum allocation):** The Company must not make an offer of Performance Rights under the ESIP in respect of which monetary consideration is payable (either upfront, or on exercise of convertible securities) where:

   (a) the total number of Plan Shares (as defined in paragraph 13 below) that may be issued or acquired upon exercise of the convertible securities offered; plus

   (b) the total number of Plan Shares issued or that may be issued as a result of offers that were both received in this jurisdiction (as defined in section 9 of the Corporations Act) and made under an employee share scheme (as defined in section 1100L(1) of the Corporations Act) at any time during the previous 3 year period,

   would exceed 10% of the total number of Shares on issue at the date of the offer or such other limit as may be specified by the relevant regulations or the Company's Constitution from time to time.

   The maximum number of equity securities proposed to be issued under the ESIP for the purposes of Listing Rule 7.2, Exception 13 will be as approved by Shareholders from time to time (**ASX Limit**). This means that, subject to the following paragraph, the Company may issue up to the ASX Limit under the ESIP without seeking Shareholder approval and without reducing its placement capacity under Listing Rule 7.1.

   The Company will require prior Shareholder approval for the acquisition of Equity Securities under the ESIP by Directors, their Associates and any other person whose relationship with the Company or a Director or a Director's associate is such that, in ASX's opinion, the acquisition should be approved by Shareholders. The issue of Securities with Shareholder approval will not count towards the ASX Limit.

3. **(Purpose):** The purpose of the ESIP is to:

   (a) assist in the reward, retention and motivation of Eligible Participants;

   (b) link the reward of Eligible Participants to Shareholder value creation; and

   (c) align the interests of Eligible Participants with shareholders of the Group (being the Company and each of its subsidiaries), by providing an opportunity to Eligible Participants to receive

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an equity interest in the Company in the form of Securities.

4. **(ESIP administration):** The ESIP will be administered by the Board. The Board may exercise any power or discretion conferred on it by the ESIP rules in its sole and absolute discretion, subject to compliance with applicable laws and the Listing Rules. The Board may delegate its powers and discretion.

5. **(Eligibility, invitation and application):** The Board may from time to time determine that an Eligible Participant may participate in the ESIP and make an invitation to that Eligible Participant to apply for Securities on such terms and conditions as the Board decides. An invitation issued under the ESIP will comply with the disclosure obligations pursuant to Division 1 A.

   On receipt of an invitation, an Eligible Participant may apply for the Securities the subject of the invitation by sending a completed application form to the Company. The Board may accept an application from an Eligible Participant in whole or in part. If an Eligible Participant is permitted in the invitation, the Eligible Participant may, by notice in writing to the Board, nominate a party in whose favour the Eligible Participant wishes to renounce the invitation. A waiting period of at least 14 days will apply to acquisitions of Securities for monetary consideration as required by the provisions of Division 1A.

6. **(Grant of Securities):** Performance Rights will be granted under the ESIP. The Company will, to the extent that it has accepted a duly completed application, grant the successful applicant (**Participant**) the relevant number of Performance Rights, subject to the terms and conditions set out in the invitation, the ESIP rules and any ancillary documentation required.

7. **(Terms of Performance Rights):** Each 'Performance Right' represents a right to acquire one or more Shares, subject to the terms and conditions of the ESIP.

   Prior to a Performance Right being exercised, a Participant does not have any interest (legal, equitable or otherwise) in any Share the subject of the Performance Right by virtue of holding the Performance Right. A Participant may not sell, assign, transfer, grant a security interest over or otherwise deal with a Performance Right that has been granted to them. A Participant must not enter into any arrangement for the purpose of hedging their economic exposure to a Performance Right that has been granted to them.

8. **(Vesting of Performance Rights):** Any vesting conditions applicable to the grant of Performance Rights will be described in the invitation. An invitation may specify that at the time of exercise of the Performance Rights, the Board will have the discretion to determine whether the Company will, with respect to each vested Performance Right being exercised:

   (a) allot and issue, or transfer, one Plan Share to the Participant (**Equity Settled**)**;** or

   (b) pay a cash amount to the Participant equivalent to the value of a Share as at the date of the notice of exercise (or such other date as specified in the invitation) (**Cash Settled**).

   If the invitation does not specify that the Board will have discretion as described above, the vested Performance Rights being exercised are to be Equity Settled.

   If all the vesting conditions are satisfied and/or otherwise waived by the Board, a vesting notice will be sent to the Participant by the Company informing them that the relevant Performance Rights have vested. Unless and until the vesting notice is issued by the Company, the Performance Rights will not be considered to have vested. For the avoidance of doubt, if the vesting conditions relevant to a Convertible Security are not satisfied and/or otherwise waived by the Board, that Convertible Security will lapse.

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9. **(Exercise of Performance Rights):** To exercise a Convertible Security, the Participant must deliver a signed notice of exercise to or as directed by the Company, at any time prior to the earlier of any date specified in the vesting notice and the expiry date as set out in the invitation.

A Performance Right may not be exercised unless and until that Performance Right has vested in accordance with the ESIP rules, or such earlier date as set out in the ESIP rules.

10. **(Delivery of Shares on exercise of Performance Rights):** As soon as practicable after the valid exercise of a Performance Right by a Participant, the Company will issue or cause to be transferred to that Participant the number of Shares to which the Participant is entitled under the ESIP rules and issue a substitute certificate for any remaining unexercised Performance Rights held by that Participant.

11. **(Forfeiture of Performance Rights):** Where a Participant who holds Performance Rights ceases to be an Eligible Participant or becomes insolvent, all unvested Performance Rights will automatically be forfeited by the Participant, unless the Board otherwise determines in its discretion to permit some or all of the Performance Rights to vest.

Where the Board determines that a Participant has acted fraudulently or dishonestly, or wilfully breached his or her duties to the Group, the Board may in its discretion deem all unvested Performance Rights held by that Participant to have been forfeited.

Unless the Board otherwise determines, or as otherwise set out in the ESIP rules:

(a) any Performance Rights which have not yet vested will be forfeited immediately on the date that the Board determines (acting reasonably and in good faith) that any applicable vesting conditions have not been met or cannot be met by the relevant date; and

(b) any Performance Rights which have not yet vested will be automatically forfeited on the expiry date specified in the invitation.

12. **(Change of control)**: Subject at all times to the disposal restrictions imposed on the Performance Rights granted under the ESIP, if a change of control event occurs in relation to the Company, or the Board determines that such an event is likely to occur, the Board may in its discretion determine the manner in which any or all of the Participant's Performance Rights will be dealt with, including, without limitation, in a manner that allows the Participant to participate in and/or benefit from any transaction arising from or in connection with the change of control event.

13. **(Rights attaching to Plan Shares):** All Shares issued under the ESIP, or issued or transferred to a Participant upon the valid exercise of a Convertible Security, (**Plan Shares**) will rank pari passu in all respects with the Shares of the same class. A Participant will be entitled to any dividends declared and distributed by the Company on the Plan Shares and may participate in any dividend reinvestment plan operated by the Company in respect of Plan Shares. A Participant may exercise any voting rights attaching to Plan Shares.

14. **(Disposal restrictions on Securities):** If the invitation provides that any Plan Shares or Performance Rights are subject to any restrictions as to the disposal or other dealing by a Participant for a period, the Board may implement any procedure it deems appropriate to ensure the compliance by the Participant with this restriction.

15. **(Adjustment of Performance Rights):** If there is a reorganisation of the issued share capital of the Company (including any subdivision, consolidation, reduction, return or cancellation of such issued capital of the Company), the rights of each Participant holding Performance Rights will be changed to the extent necessary to comply with the Listing Rules applicable to a reorganisation of capital at the time of the reorganisation.

If Shares are issued by the Company by way of bonus issue (other than an issue in lieu of dividends or by way of dividend reinvestment), the holder of Performance Rights is entitled,

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upon exercise of the Performance Rights, to receive an allotment of as many additional Shares as would have been issued to the holder if the holder held Shares equal in number to the Shares in respect of which the Performance Rights are exercised.

Unless otherwise determined by the Board, a holder of Performance Rights does not have the right to participate in a pro rata issue of Shares made by the Company or sell renounceable rights.

16. **(Participation in new issues):** There are no participation rights or entitlements inherent in the Performance Rights and holders are not entitled to participate in any new issue of Shares of the Company during the currency of the Performance Rights without exercising the Performance Rights.

17. **(Amendment of ESIP):** Subject to the following paragraph, the Board may at any time amend any provisions of the ESIP rules, including (without limitation) the terms and conditions upon which any Securities have been granted under the ESIP and determine that any amendments to the ESIP rules be given retrospective effect, immediate effect or future effect.

No amendment to any provision of the ESIP rules may be made if the amendment materially reduces the rights of any Participant as they existed before the date of the amendment, other than an amendment introduced primarily for the purpose of complying with legislation or to correct manifest error or mistake, amongst other things, or is agreed to in writing by all Participants.

18. **(ESIP duration):** The ESIP continues in operation until the Board decides to end it. The Board may from time to time suspend the operation of the ESIP for a fixed period or indefinitely, and may end any suspension. If the ESIP is terminated or suspended for any reason, that termination or suspension must not prejudice the accrued rights of the Participants.

If a Participant and the Company (acting by the Board) agree in writing that some or all of the Securities granted to that Participant are to be cancelled on a specified date or on the occurrence of a particular event, then those Securities may be cancelled in the manner agreed between the Company and the Participant.

19. **(Employee Share Trust):** The Board may in its sole and absolute discretion use an employee share trust or other mechanism for the purposes of holding securities for holders under the ESIP and delivering Shares on behalf of holders upon exercise of Performance Rights.

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Schedule 3 Summary of material terms of the Tax Exempt Plan

The following is a summary of the material terms and conditions of the Tax Exempt Plan:

1. **(Overview):** The Tax Exempt Plan will be a tax exempt plan (subject to any changes in the law and provided the tax exemptions set out below are met) pursuant to which certain employees may be offered up to $1,000 worth of ordinary shares in the Company on a tax free basis provided certain conditions are satisfied (as set out below).

2. **(Eligible Participant):** A person is eligible to participate in the Tax Exempt Plan (**Eligible Participant**) if they have been determined by the Board to be eligible to participate in the Tax Exempt Plan from time to time and are an employee of the Company or a subsidiary of the Company. The Participants will include at least 75% of permanent Australian-resident employees of the Company or its subsidiaries with at least three years' service.

3. **(Maximum allocation):** The Company must not make an offer of Shares under the Tax Exempt Plan in respect of which monetary consideration is payable where:

   (a) the total number of Plan Shares (as defined in paragraph 13 below) that may be issued; plus

   (b) the total number of Plan Shares issued or that may be issued as a result of offers that were both received in this jurisdiction (as defined in section 9 of the Corporations Act) and made under an employee share scheme (as defined in section 1100L(1) of the Corporations Act) at any time during the previous 3 year period,

   would exceed 10% of the total number of Shares on issue at the date of the offer or such other limit as may be specified by the relevant regulations or the Company's Constitution from time to time.

   The maximum number of Shares proposed to be issued under the Tax Exempt Plan for the purposes of Listing Rule 7.2, Exception 13 will be as approved by Shareholders from time to time (**ASX Limit**). This means that, subject to the following paragraph, the Company may issue up to the ASX Limit under the Tax Exempt Plan without seeking Shareholder approval and without reducing its placement capacity under Listing Rule 7.1.

   The Company will require prior Shareholder approval for the acquisition of Shares under the Tax Exempt Plan to Directors, their associates and any other person whose relationship with the Company or a Director or a Director's associate is such that, in ASX's opinion, the acquisition should be approved by Shareholders. The issue of Shares with Shareholder approval will not count towards the ASX Limit.

4. **(Purpose):** The purpose of the Tax Exempt Plan is to:

   (a) assist in the reward, retention and motivation of Eligible Participants;

   (b) link the reward of Eligible Participants to Shareholder value creation; and

   (c) align the interests of Eligible Participants with shareholders of the Group (being the Company and each of its subsidiaries), by providing an opportunity to Eligible Participants to receive an equity interest in the Company in the form of Shares.

5. **(Tax Exempt Plan administration):** The Tax Exempt Plan will be administered by the Board. The Board may exercise any power or discretion conferred on it by the Tax Exempt Plan rules in its sole and absolute discretion, subject to compliance with applicable laws and the Listing Rules. The Board may delegate its powers and discretion.

6. **(Eligibility, invitation and application):** The Board may from time to time determine that an Eligible Participant may participate in the Tax Exempt Plan and make an invitation to that Eligible Participant to apply for Shares on such terms and conditions as the Board decides providing those conditions meet section 83A-35 of the *Income Tax Assessment Act 1997* (Cth). An invitation issued under the

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Tax Exempt Plan will comply with the disclosure obligations pursuant to Division 1A.

On receipt of an invitation, an Eligible Participant may apply for the Shares the subject of the invitation by sending a completed application form to the Company. The Board may accept an application from an Eligible Participant in whole or in part. A waiting period of at least 14 days will apply to acquisitions of Shares for monetary consideration as required by the provisions of Division 1A.

7. **(Grant of Shares):** The Company will, to the extent that it has accepted a duly completed application, grant the successful applicant (**Participant**) the relevant number of Shares, subject to the terms and conditions set out in the invitation, the Tax Exempt Plan rules and any ancillary documentation required.

The Board may determine the price at which Shares will be offered to Eligible Participants. Plan Shares will be granted at no cost to the Participant unless the Board determines that some other price is appropriate.

8. **(Rights attaching to Plan Shares):** All Shares issued under the Tax Exempt Plan (**Plan Shares**) will rank pari passu in all respects with the Shares of the same class. A Participant will be entitled to any dividends declared and distributed by the Company on the Plan Shares and may participate in any dividend reinvestment plan operated by the Company in respect of Plan Shares. A Participant may exercise any voting rights attaching to Plan Shares.

9. **(Disposal restrictions on Plan Shares):** The Board will have regard to the tax exemption conditions (as set out below) in determining the applicable disposal restrictions. The Board may implement any procedure it deems appropriate to enforce any disposal or other restrictions on the Shares including (without limitation):

(a) imposing a holding lock on the Shares; or

(b) using an employee share trust to hold the Shares during the relevant restriction period.

The Participants will have full dividend and voting rights during any such restriction period. Where a Participant ceases to be employed by the Company or a Group member prior to the completion of the disposal restriction period, the restrictions will be automatically lifted.

10. **(Adjustments for corporate actions):** Subject to the Listing Rules, if the Company reconstructs its capital in any way, Shares acquired under the Tax Exempt Plan will be affected in the same way as other Shares. If a Takeover Bid is made or the Company merges with another company, the Board may, in its discretion and having regard to applicable tax legislation, determine that any disposal restrictions imposed and applying to Plan Shares affected by the change, cease at a time determined by the Board, subject to such a change not breaching the tax exemption requirements of Subdivision 83A-B of the *Income Tax Assessment Act 1997* (Cth) (**Tax Act**)**.**

11. **(Tax exemption conditions):** In Australia, there are a number of exemption conditions that must be satisfied for the tax exemption to apply in respect of a Participant. Having regard to the conditions as at the date of this Notice, the Tax Exempt Plan includes the following terms:

(a) The Tax Exempt Plan must not have any conditions that could result in any Participant forfeiting their ownership of Shares.

(b) The Tax Exempt Plan must be operated so that no Participant will be permitted to dispose of or otherwise deal with their Shares before the earlier of the following times:

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i. the end of 3 years after the date of allocation or such earlier time the Commissioner of Taxation allows in accordance with section 83A-45(5) of the Tax Act; and

ii. the time when the Participant ceases to be employed by any member of the Group within the meaning of section 83A-330 of the Tax Act.

In addition, the Participant's 'adjusted taxable income' for the relevant income year must not exceed $180,000.

12. **(Amendment of Tax Exempt Plan):** Subject to the following paragraph, the Board may at any time amend any provisions of the Tax Exempt Plan rules, including (without limitation) the terms and conditions upon which any Shares have been granted under the Tax Exempt Plan and determine that any amendments to the Tax Exempt Plan rules be given retrospective effect, immediate effect or future effect provided that the amendment does not affect the ability for the Participant to access the $1,000 tax exemption.

No amendment to any provision of the Tax Exempt Plan rules may be made if the amendment materially reduces the rights of any Participant as they existed before the date of the amendment, other than an amendment introduced primarily for the purpose of complying with legislation or to correct manifest error or mistake, amongst other things, or is agreed to in writing by all Participants.

13. **(Tax Exempt Plan duration):** The Tax Exempt Plan continues in operation until the Board decides to end it. The Board may from time to time suspend the operation of the Tax Exempt Plan for a fixed period or indefinitely, and may end any suspension. If the Tax Exempt Plan is terminated or suspended for any reason, that termination or suspension must not prejudice the accrued rights of the Participants.

14. **(Employee Share Trust):** The Board may in its sole and absolute discretion use an employee share trust or other mechanism for the purposes of holding Shares for holders under the Tax Exempt Plan.

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Schedule 4 Rule 14 of the Constitution (Approval of Proportional Takeover Bids)

14. Proportional Takeover Bids

14.1 Definitions

In this rule 14:

(a) Approving Resolution, in relation to a Proportional Takeover Bid, means a resolution to approve the Proportional Takeover Bid passed in accordance with rule 14.3;

(b) Proportional Takeover Bid means an off-market bid that is made or purports to be made under section 618(1)(b) of the Corporations Act in respect of a specified proportion of shares included in a class of shares in the Company; and

(c) Approving Resolution Deadline, in relation to a Proportional Takeover Bid, means the day that is 14 days before the last day of the bid period in respect of the Proportional Takeover Bid.

14.2 Transfers not to be registered

Despite rules 4.1(g) and 4.2, a transfer giving effect to a takeover contract resulting from the acceptance of an offer made under a Proportional Takeover Bid must not be registered unless and until an Approving Resolution to approve the Proportional Takeover Bid has been passed or is taken to have been passed in accordance with rule 14.3.

14.3 Resolution

(a) Where offers have been made under a Proportional Takeover Bid, the directors must:

(i) convene a meeting of the persons entitled to vote on the Approving Resolution for the purpose of considering and, if thought fit, passing an Approving Resolution to approve the Proportional Takeover Bid; and

(ii) ensure that such a resolution is voted on in accordance with this rule 14.3, before the Approving Resolution Deadline in relation to that Proportional Takeover Bid.

(b) The provisions of this constitution that apply to a general meeting of the Company apply:

(i) with any changes that the circumstances require, to a meeting convened under rule 14.3(a); and

(ii) as if the meeting convened under rule 14.3(a) were a general meeting of the Company.

(c) The bidder under a Proportional Takeover Bid and any associates of the bidder are not entitled to vote on the Approving Resolution relating to that Proportional Takeover Bid and, if they do vote, their votes must not be counted.

(d) Subject to rule 14.3(c), a person who, as at the end of the day on which the first offer under the Proportional Takeover Bid was made, held bid class shares is entitled to vote on the Approving Resolution relating to the Proportional Takeover Bid.

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(e) An Approving Resolution is to be taken to have been passed if the proportion that the number of votes in favour of the resolution bears to the total number of votes on the resolution is greater than 50%, and otherwise is to be taken to have been rejected.

(f) If an Approving Resolution to approve a Proportional Takeover Bid has not been voted on in accordance with this rule 14.3 as at the end of the day before the Approving Resolution Deadline, an Approving Resolution to approve the Proportional Takeover Bid will be taken to have been passed in accordance with this rule 14.3.

14.4 **Sunset**

Rules 14.1, 14.2 and 14.3 cease to have effect at the end of three years beginning:

(a) on the date this constitution is adopted by the Company; or

(b) where those rules have been renewed in accordance with the Corporations Act, on the date those rules were last renewed.

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GENUS

ABN 86 620 283 561

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

*During business hours Monday to Friday

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

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LODGEMENT OF A PROXY FORM

This Voting Form (and any Power of Attorney under which it is signed) must be received at an address given above by **10:00am (AWST) on Wednesday, 18 November 2026,** being not later than 48 hours before the commencement of the Meeting. Any Voting Form received after that time will not be valid for the scheduled Meeting.

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

ONLINE
https://au.investorcentre.mpms.mufg.com

Login to the Investor Centre website using the holding details as shown on the Voting 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.mufg.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

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 attend 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:

(a) 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

(b) 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.mufg.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.mufg.com/en/mufg-corporate-markets.

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

SAMPLE

NAME SURNAME
ADDRESS LINE 1
ADDRESS LINE 2
ADDRESS LINE 3
ADDRESS LINE 4
ADDRESS LINE 5
ADDRESS LINE 6

X99999999999

PROXY FORM

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

STEP 1 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 **10:00am (AWST) on Friday, 20 November 2026 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, 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, 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.

STEP 2 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	☐	☐	☐
2 Election of Director – Mr Antonio Narvaez	☐	☐	☐
3 Election of Non-Board-Endorsed Director – Mr Stephen Mayne	☐	☐	☐
4 Increase in Non-Executive Directors' Fees	☐	☐	☐
5 Approval of Employee Securities Incentive Plan	☐	☐	☐
6 Approval of Tax Exempt Plan	☐	☐	☐
7 Renewal of Proportional Takeover Bid Approval Provisions	☐	☐	☐
8 Approval of Financial Assistance	☐	☐	☐
9 Ratification of prior issue of Placement Shares	☐	☐	☐

* 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.

STEP 3 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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