

Appendix 4G

Key to Disclosures

Corporate Governance Council Principles and Recommendations

Name of entity

GenusPlus Group Ltd

ABN/ARBN

86 620 283 561

Financial year ended:

30 June 2025

Our corporate governance statement¹ for the period above can be found at:²

☐ These pages of our annual report:

☒ This URL on our website: <https://www.genus.com.au/who-we-are/corporate-governance>

The Corporate Governance Statement is accurate and up to date as at 20 October 2025 and has been approved by the board.

The annexure includes a key to where our corporate governance disclosures can be located.³

Date: 20 October 2025

Name of authorised officer authorising lodgement: Damian Wright, Joint Company Secretary

¹ "Corporate governance statement" is defined in Listing Rule 19.12 to mean the statement referred to in Listing Rule 4.10.3 which discloses the extent to which an entity has followed the recommendations set by the ASX Corporate Governance Council during a particular reporting period.

Listing Rule 4.10.3 requires an entity that is included in the official list as an ASX Listing to include in its annual report either a corporate governance statement that meets the requirements of that rule or the URL of the page on its website where such a statement is located. The corporate governance statement must disclose the extent to which the entity has followed the recommendations set by the ASX Corporate Governance Council during the reporting period. If the entity has not followed a recommendation for any part of the reporting period, its corporate governance statement must separately identify that recommendation and the period during which it was not followed and state its reasons for not following the recommendation and what (if any) alternative governance practices it adopted in lieu of the recommendation during that period.

Under Listing Rule 4.7.4, if an entity chooses to include its corporate governance statement on its website rather than in its annual report, it must lodge a copy of the corporate governance statement with ASX at the same time as it lodges its annual report with ASX. The corporate governance statement must be current as at the effective date specified in that statement for the purposes of Listing Rule 4.10.3.

Under Listing Rule 4.7.3, an entity must also lodge with ASX a completed Appendix 4G at the same time as it lodges its annual report with ASX. The Appendix 4G serves a dual purpose. It acts as a key designed to assist readers to locate the governance disclosures made by a listed entity under Listing Rule 4.10.3 and under the ASX Corporate Governance Council's recommendations. It also acts as a verification tool for listed entities to confirm that they have met the disclosure requirements of Listing Rule 4.10.3.

The Appendix 4G is not a substitute for, and is not to be confused with, the entity's corporate governance statement. They serve different purposes and an entity must produce each of them separately.

² Tick whichever option is correct and then complete the page number(s) of the annual report, or the URL of the web page, where your corporate governance statement can be found. You can, if you wish, delete the option which is not applicable.

³ Throughout this form, where you are given two or more options to select, you can, if you wish, delete any option which is not applicable and just retain the option that is applicable. If you select an option that includes "OR" at the end of the selection and you delete the other options, you can also, if you wish, delete the "OR" at the end of the selection.

See notes 4 and 5 below for further instructions on how to complete this form.

ANNEXURE – KEY TO CORPORATE GOVERNANCE DISCLOSURES

Corporate Governance Council recommendation		Where a box below is ticked, ⁴ we have followed the recommendation <u>in full</u> for the <u>whole</u> of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: ⁵
PRINCIPLE 1 – LAY SOLID FOUNDATIONS FOR MANAGEMENT AND OVERSIGHT			
1.1	A listed entity should have and disclose a board charter setting out: (a) the respective roles and responsibilities of its board and management; and (b) those matters expressly reserved to the board and those delegated to management.	☒ and we have disclosed a copy of our board charter at: https://www.genus.com.au/awcontent/genusgroup/document/s/genusplus-board-charter.pdf and on page 5 of Genus' 2025 Corporate Governance Statement	☐ set out in our Corporate Governance Statement <u>OR</u> ☐ we are an externally managed entity and this recommendation is therefore not applicable
1.2	A listed entity should: (a) undertake appropriate checks before appointing a director or senior executive or putting someone forward for election as a director; and (b) provide security holders with all material information in its possession relevant to a decision on whether or not to elect or re-elect a director.	☒ and we have disclosed the information in our response on page 5 of Genus' 2025 Corporate Governance Statement	☐ set out in our Corporate Governance Statement <u>OR</u> ☐ we are an externally managed entity and this recommendation is therefore not applicable
1.3	A listed entity should have a written agreement with each director and senior executive setting out the terms of their appointment.	☒ and we have disclosed the information in our response on page 5 of Genus' 2025 Corporate Governance Statement	☐ set out in our Corporate Governance Statement <u>OR</u> ☐ we are an externally managed entity and this recommendation is therefore not applicable
1.4	The company secretary of a listed entity should be accountable directly to the board, through the chair, on all matters to do with the proper functioning of the board.	☒ and we have disclosed the information in our response on page 5 of Genus' 2025 Corporate Governance Statement	☐ set out in our Corporate Governance Statement <u>OR</u> ☐ we are an externally managed entity and this recommendation is therefore not applicable

⁴ Tick the box in this column only if you have followed the relevant recommendation in full for the whole of the period above. Where the recommendation has a disclosure obligation attached, you must insert the location where that disclosure has been made, where indicated by the line with "insert location" underneath. If the disclosure in question has been made in your corporate governance statement, you need only insert "our corporate governance statement". If the disclosure has been made in your annual report, you should insert the page number(s) of your annual report (eg "pages 10-12 of our annual report"). If the disclosure has been made on your website, you should insert the URL of the web page where the disclosure has been made or can be accessed (eg "www.entityname.com.au/corporate governance/charters").

⁵ If you have followed all of the Council's recommendations in full for the whole of the period above, you can, if you wish, delete this column from the form and re-format it.

Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation	Where a box below is ticked, ⁴ we have followed the recommendation <u>in full</u> for the <u>whole</u> of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: ⁵
1.5 A listed entity should: (a) have and disclose a diversity policy; (b) through its board or a committee of the board set measurable objectives for achieving gender diversity in the composition of its board, senior executives and workforce generally; and (c) disclose in relation to each reporting period: (1) the measurable objectives set for that period to achieve gender diversity; (2) the entity's progress towards achieving those objectives; and (3) either: (A) the respective proportions of men and women on the board, in senior executive positions and across the whole workforce (including how the entity has defined "senior executive" for these purposes); or (B) if the entity is a "relevant employer" under the Workplace Gender Equality Act, the entity's most recent "Gender Equality Indicators", as defined in and published under that Act. If the entity was in the S&P / ASX 300 Index at the commencement of the reporting period, the measurable objective for achieving gender diversity in the composition of its board should be to have not less than 30% of its directors of each gender within a specified period.	☒ and we have disclosed a copy of our diversity policy at: https://www.genus.com.au/awcontent/genusgroup/documents/diversity-policy.pdf and we have disclosed the information referred to on page 6 Genus' 2025 Corporate Governance Statement.	☐ set out in our Corporate Governance Statement <u>OR</u> ☐ we are an externally managed entity and this recommendation is therefore not applicable
1.6 A listed entity should: (a) have and disclose a process for periodically evaluating the performance of the board, its committees and individual directors; and (b) disclose for each reporting period whether a performance evaluation has been undertaken in accordance with that process during or in respect of that period.	☒ and we have disclosed the evaluation process referred on page 7 of Genus' 2025 Corporate Governance Statement. and whether a performance evaluation was undertaken for the reporting period in accordance with that process on page 7 of Genus' 2025 Corporate Governance Statement.	☐ set out in our Corporate Governance Statement <u>OR</u> ☐ we are an externally managed entity and this recommendation is therefore not applicable

Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation		Where a box below is ticked, ⁴ we have followed the recommendation <u>in full</u> for the <u>whole</u> of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: ⁵
1.7	A listed entity should: (a) have and disclose a process for evaluating the performance of its senior executives at least once every reporting period; and (b) disclose for each reporting period whether a performance evaluation has been undertaken in accordance with that process during or in respect of that period.	☒ and we have disclosed the evaluation process referred to on page 5 of Genus' 2025 Corporate Governance Statement. and whether a performance evaluation was undertaken for the reporting period in accordance with that process at on page 7 Genus' 2025 Corporate Governance Statement.	☐ set out in our Corporate Governance Statement <u>OR</u> ☐ we are an externally managed entity and this recommendation is therefore not applicable

Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation		Where a box below is ticked, ⁴ we have followed the recommendation <u>in full</u> for the <u>whole</u> of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: ⁵
PRINCIPLE 2 - STRUCTURE THE BOARD TO BE EFFECTIVE AND ADD VALUE			
2.1	The board of a listed entity should: (a) have a nomination committee which: (1) has at least three members, a majority of whom are independent directors; and (2) is chaired by an independent director, and disclose: (3) the charter of the committee; (4) the members of the committee; and (5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or (b) if it does not have a nomination committee, disclose that fact and the processes it employs to address board succession issues and to ensure that the board has the appropriate balance of skills, knowledge, experience, independence and diversity to enable it to discharge its duties and responsibilities effectively.	☒ and we have disclosed a copy of the charter of the committee at: https://www.genus.com.au/awcontent/genusgroup/documents/remuneration-nomination-committee-charter.pdf and the information referred to on page 9 of Genus' 2025 Corporate Governance Statement and in the Directors' Report contained in Genus' 2025 Annual Financial Report.	☐ set out in our Corporate Governance Statement OR ☐ we are an externally managed entity and this recommendation is therefore not applicable
2.2	A listed entity should have and disclose a board skills matrix setting out the mix of skills that the board currently has or is looking to achieve in its membership.	☒ and we have disclosed our board skills matrix on page 11 of Genus' 2025 Corporate Governance Statement.	☐ set out in our Corporate Governance Statement OR ☐ we are an externally managed entity and this recommendation is therefore not applicable
2.3	A listed entity should disclose: (a) the names of the directors considered by the board to be independent directors; (b) if a director has an interest, position, affiliation or relationship of the type described in Box 2.3 but the board is of the opinion that it does not compromise the independence of the director, the nature of the interest, position or relationship in question and an explanation of why the board is of that opinion; and (c) the length of service of each director.	☒ and we have disclosed the names of the directors considered by the board to be independent directors on page 10 of Genus' 2025 Corporate Governance Statement. and, where applicable, the information referred to in paragraph (b) at: Not applicable. and the length of service of each director on page 10 of Genus' 2025 Corporate Governance Statement.	☐ set out in our Corporate Governance Statement

Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation		Where a box below is ticked, ⁴ we have followed the recommendation in full for the whole of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: ⁵
2.4	A majority of the board of a listed entity should be independent directors.	☒ Disclosed on pages 9-11 of Genus' 2025 Corporate Governance Statement.	☐ set out in our Corporate Governance Statement OR ☐ we are an externally managed entity and this recommendation is therefore not applicable
2.5	The chair of the board of a listed entity should be an independent director and, in particular, should not be the same person as the CEO of the entity.	☒ Disclosed on pages 9-11 of Genus' 2025 Corporate Governance Statement.	☐ set out in our Corporate Governance Statement OR ☐ we are an externally managed entity and this recommendation is therefore not applicable
2.6	A listed entity should have a program for inducting new directors and for periodically reviewing whether there is a need for existing directors to undertake professional development to maintain the skills and knowledge needed to perform their role as directors effectively.	☒ Disclosed on pages 9-11 of Genus' 2025 Corporate Governance Statement.	☐ set out in our Corporate Governance Statement OR ☐ we are an externally managed entity and this recommendation is therefore not applicable
PRINCIPLE 3 – INSTIL A CULTURE OF ACTING LAWFULLY, ETHICALLY AND RESPONSIBLY			
3.1	A listed entity should articulate and disclose its values.	☒ and we have disclosed our values on page 12 of Genus' 2025 Corporate Governance Statement and on Genus' website at https://www.genus.com.au/who-we-are/about-us	☐ set out in our Corporate Governance Statement
3.2	A listed entity should: (a) have and disclose a code of conduct for its directors, senior executives and employees; and (b) ensure that the board or a committee of the board is informed of any material breaches of that code.	☒ and we have disclosed our code of conduct at https://www.genus.com.au/awcontent/genusgroup/documents/corporate-of-conduct.pdf and on page 12 of Genus' 2025 Corporate Governance Statement	☐ set out in our Corporate Governance Statement
3.3	A listed entity should: (a) have and disclose a whistleblower policy; and (b) ensure that the board or a committee of the board is informed of any material incidents reported under that policy.	☒ and we have disclosed our whistleblower policy at https://www.genus.com.au/awcontent/genusgroup/documents/whistleblower-policy.pdf and on page 12 of Genus' 2025 Corporate Governance Statement	☐ set out in our Corporate Governance Statement

Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation		Where a box below is ticked, ⁴ we have followed the recommendation <u>in full</u> for the <u>whole</u> of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: ⁵
3.4	A listed entity should: (a) have and disclose an anti-bribery and corruption policy; and (b) ensure that the board or committee of the board is informed of any material breaches of that policy.	☒ and we have disclosed our anti-bribery and corruption policy at https://www.genus.com.au/awcontent/genusgroup/documents/anti-bribe-corruption-policy.pdf and on page 12 of Genus' 2025 Corporate Governance Statement	☐ set out in our Corporate Governance Statement

Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation		Where a box below is ticked, ⁴ we have followed the recommendation in full for the whole of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: ⁵
PRINCIPLE 4 – SAFEGUARD THE INTEGRITY OF CORPORATE REPORTS			
4.1	The board of a listed entity should: (a) have an audit committee which: (1) has at least three members, all of whom are non-executive directors and a majority of whom are independent directors; and (2) is chaired by an independent director, who is not the chair of the board, and disclose: (3) the charter of the committee; (4) the relevant qualifications and experience of the members of the committee; and (5) in relation to each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or (b) if it does not have an audit committee, disclose that fact and the processes it employs that independently verify and safeguard the integrity of its corporate reporting, including the processes for the appointment and removal of the external auditor and the rotation of the audit engagement partner.	☒ and we have disclosed a copy of the charter of the committee at https://www.genus.com.au/awcontent/genusgroup/documents/audit-and-risk-management-committee-charter.pdf and the information referred to on page 9 of Genus' 2025 Corporate Governance Statement.	☐ set out in our Corporate Governance Statement
4.2	The board of a listed entity should, before it approves the entity's financial statements for a financial period, receive from its CEO and CFO a declaration that, in their opinion, the financial records of the entity have been properly maintained and that the financial statements comply with the appropriate accounting standards and give a true and fair view of the financial position and performance of the entity and that the opinion has been formed on the basis of a sound system of risk management and internal control which is operating effectively.	☒ Disclosed on page 13 of Genus' 2025 Corporate Governance Statement.	☐ set out in our Corporate Governance Statement
4.3	A listed entity should disclose its process to verify the integrity of any periodic corporate report it releases to the market that is not audited or reviewed by an external auditor.	☒ Disclosed on page 14 of Genus' 2025 Corporate Governance Statement.	☐ set out in our Corporate Governance Statement

Key to Disclosures Corporate Governance Council Principles and Recommendations

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PRINCIPLE 5 – MAKE TIMELY AND BALANCED DISCLOSURE			
5.1	A listed entity should have and disclose a written policy for complying with its continuous disclosure obligations under listing rule 3.1.	☒ and we have disclosed our continuous disclosure compliance policy at https://www.genus.com.au/awcontent/genusgroup/documents/disclosure-policy.pdf and on page 15 of Genus' 2025 Corporate Governance Statement	☐ set out in our Corporate Governance Statement
5.2	A listed entity should ensure that its board receives copies of all material market announcements promptly after they have been made.	☒ Disclosed on page 15 of Genus' 2025 Corporate Governance Statement.	☐ set out in our Corporate Governance Statement
5.3	A listed entity that gives a new and substantive investor or analyst presentation should release a copy of the presentation materials on the ASX Market Announcements Platform ahead of the presentation.	☒ Disclosed on page 15 of Genus' 2025 Corporate Governance Statement.	☐ set out in our Corporate Governance Statement
PRINCIPLE 6 – RESPECT THE RIGHTS OF SECURITY HOLDERS			
6.1	A listed entity should provide information about itself and its governance to investors via its website.	☒ and we have disclosed information about us and our governance on our website at https://www.genus.com.au/investor-relations and https://www.genus.com.au/who-we-are/corporate-governance and the information referred to on page 16 of Genus' 2025 Corporate Governance Statement	☐ set out in our Corporate Governance Statement
6.2	A listed entity should have an investor relations program that facilitates effective two-way communication with investors.	☒ Disclosed on page 16 of Genus' 2025 Corporate Governance Statement.	☐ set out in our Corporate Governance Statement
6.3	A listed entity should disclose how it facilitates and encourages participation at meetings of security holders.	☒ and we have disclosed how we facilitate and encourage participation at meetings of security holders on page 16 of Genus' 2025 Corporate Governance Statement.	☐ set out in our Corporate Governance Statement
6.4	A listed entity should ensure that all substantive resolutions at a meeting of security holders are decided by a poll rather than by a show of hands.	☒ Disclosed on page 16 of Genus' 2025 Corporate Governance Statement.	☐ set out in our Corporate Governance Statement
6.5	A listed entity should give security holders the option to receive communications from, and send communications to, the entity and its security registry electronically.	☒ Disclosed on page 16 of Genus' 2025 Corporate Governance Statement.	☐ set out in our Corporate Governance Statement

Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation		Where a box below is ticked, ⁴ we have followed the recommendation <u>in full</u> for the <u>whole</u> of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: ⁵
PRINCIPLE 7 – RECOGNISE AND MANAGE RISK			
7.1	The board of a listed entity should: (a) have a committee or committees to oversee risk, each of which: (1) has at least three members, a majority of whom are independent directors; and (2) is chaired by an independent director, and disclose: (3) the charter of the committee; (4) the members of the committee; and (5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or (b) if it does not have a risk committee or committees that satisfy (a) above, disclose that fact and the processes it employs for overseeing the entity's risk management framework.	☒ and we have disclosed a copy of the charter of the committee at https://www.genus.com.au/awcontent/genusgroup/documents/audit-and-risk-management-committee-charter.pdf and the information referred to on page 9 of Genus' 2025 Corporate Governance Statement and in the Directors' Report contained in Genus' 2025 Annual Financial Report.	☐ set out in our Corporate Governance Statement
7.2	The board or a committee of the board should: (a) review the entity's risk management framework at least annually to satisfy itself that it continues to be sound and that the entity is operating with due regard to the risk appetite set by the board; and (b) disclose, in relation to each reporting period, whether such a review has taken place.	☒ and we have disclosed whether a review of the entity's risk management framework was undertaken during the reporting period on page 17 of Genus' 2025 Corporate Governance Statement.	☐ set out in our Corporate Governance Statement
7.3	A listed entity should disclose: (a) if it has an internal audit function, how the function is structured and what role it performs; or (b) if it does not have an internal audit function, that fact and the processes it employs for evaluating and continually improving the effectiveness of its governance, risk management and internal control processes.	☐	☒ set out in our Corporate Governance Statement on page 19 of Genus' 2025 Corporate Governance Statement.

Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation		Where a box below is ticked, ⁴ we have followed the recommendation <u>in full</u> for the <u>whole</u> of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: ⁵
7.4	A listed entity should disclose whether it has any material exposure to environmental or social risks and, if it does, how it manages or intends to manage those risks.	☒ and we have disclosed whether we have any material exposure to environmental and social risks at: page 19 of Genus' 2025 Corporate Governance Statement and in the Risk Management section in Genus' 2025 Annual Financial Report. and, if we do, how we manage or intend to manage those risks at: page 19 of Genus' 2025 Corporate Governance Statement and in the Risk Management section in Genus' 2025 Annual Financial Report.	☐ set out in our Corporate Governance Statement

Key to Disclosures Corporate Governance Council Principles and Recommendations

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PRINCIPLE 8 – REMUNERATE FAIRLY AND RESPONSIBLY			
8.1	The board of a listed entity should: (a) have a remuneration committee which: (1) has at least three members, a majority of whom are independent directors; and (2) is chaired by an independent director, and disclose: (3) the charter of the committee; (4) the members of the committee; and (5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or (b) if it does not have a remuneration committee, disclose that fact and the processes it employs for setting the level and composition of remuneration for directors and senior executives and ensuring that such remuneration is appropriate and not excessive.	☒ [If the entity complies with paragraph (a):] and we have disclosed a copy of the charter of the committee at: https://www.genus.com.au/awcontent/genusgroup/documents/remuneration-nomination-committee-charter.pdf and the information referred to page 9 of Genus' 2025 Corporate Governance Statement and in the Directors' Report in Genus' 2025 Annual Financial Report.	☐ set out in our Corporate Governance Statement <u>OR</u> ☐ we are an externally managed entity and this recommendation is therefore not applicable
8.2	A listed entity should separately disclose its policies and practices regarding the remuneration of non-executive directors and the remuneration of executive directors and other senior executives.	☒ and we have disclosed separately our remuneration policies and practices regarding the remuneration of non-executive directors and the remuneration of executive directors and other senior executives at: page 20 of Genus' 2025 Corporate Governance Statement and in the Remuneration Report contained in Genus' 2025 Annual Financial Report.	☐ set out in our Corporate Governance Statement <u>OR</u> ☐ we are an externally managed entity and this recommendation is therefore not applicable
8.3	A listed entity which has an equity-based remuneration scheme should: (a) have a policy on whether participants are permitted to enter into transactions (whether through the use of derivatives or otherwise) which limit the economic risk of participating in the scheme; and (b) disclose that policy or a summary of it.	☒ and we have disclosed our policy on this issue or a summary of it at: page 20 of Genus' 2025 Corporate Governance Statement and https://www.genus.com.au/awcontent/genusgroup/documents/securities-trading-policy.pdf	☐ set out in our Corporate Governance Statement <u>OR</u> ☐ we do not have an equity-based remuneration scheme and this recommendation is therefore not applicable <u>OR</u> ☐ we are an externally managed entity and this recommendation is therefore not applicable

Key to Disclosures Corporate Governance Council Principles and Recommendations

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ADDITIONAL RECOMMENDATIONS THAT APPLY ONLY IN CERTAIN CASES			
9.1	A listed entity with a director who does not speak the language in which board or security holder meetings are held or key corporate documents are written should disclose the processes it has in place to ensure the director understands and can contribute to the discussions at those meetings and understands and can discharge their obligations in relation to those documents.	☐	☐ set out in our Corporate Governance Statement <u>OR</u> ☒ we do not have a director in this position and this recommendation is therefore not applicable <u>OR</u> ☐ we are an externally managed entity and this recommendation is therefore not applicable
9.2	A listed entity established outside Australia should ensure that meetings of security holders are held at a reasonable place and time.	☐	☐ set out in our Corporate Governance Statement <u>OR</u> ☒ we are established in Australia and this recommendation is therefore not applicable <u>OR</u> ☐ we are an externally managed entity and this recommendation is therefore not applicable
9.3	A listed entity established outside Australia, and an externally managed listed entity that has an AGM, should ensure that its external auditor attends its AGM and is available to answer questions from security holders relevant to the audit.	☐	☐ set out in our Corporate Governance Statement <u>OR</u> ☒ we are established in Australia and not an externally managed listed entity and this recommendation is therefore not applicable ☐ we are an externally managed entity that does not hold an AGM and this recommendation is therefore not applicable
ADDITIONAL DISCLOSURES APPLICABLE TO EXTERNALLY MANAGED LISTED ENTITIES			
-	<i>Alternative to Recommendation 1.1 for externally managed listed entities:</i> The responsible entity of an externally managed listed entity should disclose: (a) the arrangements between the responsible entity and the listed entity for managing the affairs of the listed entity; and (b) the role and responsibility of the board of the responsible entity for overseeing those arrangements.	☐ and we have disclosed the information referred to in paragraphs (a) and (b) at: <i>[insert location]</i>	☐ set out in our Corporate Governance Statement

Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation		Where a box below is ticked, ⁴ we have followed the recommendation <u>in full</u> for the <u>whole</u> of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: ⁵
-	<i>Alternative to Recommendations 8.1, 8.2 and 8.3 for externally managed listed entities:</i> An externally managed listed entity should clearly disclose the terms governing the remuneration of the manager.	☐ and we have disclosed the terms governing our remuneration as manager of the entity at: [insert location]	☐ set out in our Corporate Governance Statement

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CORPORATE GOVERNANCE STATEMENT

2025

**CONNECTING
THE FUTURE**

ABOUT THIS STATEMENT

Establishing our commitment



OUR VALUES



INNOVATION

We strive to learn, improve and seek out solutions that create value.



MATESHIP

We look out for each other and treat one another equally and with respect.



SAFETY

We embody "Think Safe. Work Safe. Home Safe."



INTEGRITY

We are honest, transparent and we do what we say we will do.



COLLABORATION

We believe in the power of working together to achieve success.

GenusPlus Group Ltd (**Genus or Company**) is dedicated to upholding the standards set forth by the ASX Corporate Governance Council in the fourth edition of its Corporate Governance Principles and Recommendations (**ASX Recommendations**), and is committed to operating with the highest levels of responsibility and integrity, while meeting its obligations to all stakeholders. This dedication and commitment guides Genus' corporate governance practices, with the aim of maintaining sustainable long-term performance and creating value for the Company's stakeholders.

For the reporting period ending 30 June 2025, the Company's Board of Directors (**Board**) is confident that the Company's governance practices have consistently adhered to the ASX Recommendations.

This Statement outlines Genus' key governance principles and practices, which are regularly reviewed and updated to ensure they are current and in compliance with legal requirements and in accordance with the evolving corporate governance landscape. This Statement and more comprehensive details on Genus' governance policies, including Board and Committee Charters, are available in the "Corporate Governance" section of the Company's website: www.genus.com.au/who-we-are/corporate-governance.

This Statement is current as at 20 October 2025 and has been approved by the Board. This Statement should be read in conjunction with the Company's 2025 Annual Report.



David Riches
Managing Director

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01 ABOUT US

Our Vision, Mission & Values



Through developing strong, effective client relationships we create smart and integrated solutions that bring visions to life. We build client relationships for the long term – through the construction and maintenance of critical power and communications infrastructure for tomorrow and beyond.

We are proud of our excellent track record in delivering successful projects.

Safety is and will always be paramount and underpins our approach in everything we do. Leveraging a robust strategic platform, we focus on clients who seek purpose-driven and innovative power and communication solutions that offer exceptional value without compromising on quality.



OUR VISION

The Company's vision is to become Australia's leading services provider in the design, construction and maintenance of electricity transmission, electricity distribution and communications infrastructure.

OUR MISSION

To be the contractor of choice within the industries in which we operate, creating sector leading returns, continuous improvement and innovation, real life value for our people and the community, whilst exceeding industry expectations.



02 MANAGEMENT

Laying the foundations



Principle 1: Lay Solid foundations for management and oversight

A listed entity should establish and disclose the respective roles and responsibilities of its board and management and how their performance is monitored and evaluated.

Genus' Board is committed to establishing clear roles, responsibilities and accountability for both the Board and management, and to ensuring that their performance is monitored and evaluated effectively.

The Board operates under a Board Charter, which is publicly available on the Company's website. The Charter defines the respective roles of the Board, the Chairman, the Managing Director, management, and the Company Secretary, and sets out those matters reserved for Board decision-making and those delegated to management or Board committees. The Company Secretary reports directly to the Board through the Chair and is responsible for supporting the proper functioning of the Board.

Appointments of Directors and senior executives follow a formal process overseen by the Remuneration and Nomination Committee (**RNC**). Appropriate background checks are undertaken prior to appointment, and all Directors and senior executives enter into written agreements setting out the terms of their appointment. When security holders are asked to elect or re-elect a Director, the Company provides all material information relevant to the decision, including biographical details, skills, experience, independence, and other interests that may impact judgement.





Genus acknowledges and values the importance of having a diverse workforce, and the company strives to create an inclusive workplace environment where people from various backgrounds, experiences, and perspectives are embraced and leveraged. To uphold this commitment, the Company has an Equal Opportunity Employment Policy, Diversity Policy and Corporate Code of Conduct which are accessible on the Company's intranet, GenConnect, and website.

The Company also participates in annual events such as RUOK Day and Women's Health Month. Pursuant to paragraph 3 of this policy, the Board assumes responsibility for setting and reporting against measurable diversity targets, including those related to gender diversity. The specific measurable objectives established by the Board to promote gender diversity are as follows:

The Board continues to work actively toward achieving these objectives and actively cultivates a workplace environment and recruitment policies aimed at enhancing female participation in the company's workforce. Genus' diversity policy goes beyond professional skills and competencies, encompassing aspects such as gender, marital or family status, sexual orientation, gender identity, age, disabilities, religious beliefs, cultural backgrounds, socio-economic backgrounds, perspectives, and experiences.

Recognising the historical male dominance in the infrastructure construction industry's operational sectors, Genus is mindful of the limited pool of female candidates with suitable skills and experience in certain instances. The Company experiences a male dominance on the field in which a significant majority of its employees are employed, however women are more prominent in roles in its head office and offices across Australia. Across the whole group, nationwide, Genus strives to continue to maintain female participation rates equal to or above the industry average of 14%.

	FY24 Actual	FY25 Actual	FY26 Goal
Female Board Members	0%	0%	20%
Female Senior Executives	15%	22%	25%
Female Management	12%	14%	16%
Females in Whole Organisation	15%	15.5%	18%

GOVERNANCE FRAMEWORK



Performance evaluation is an integral part of the governance framework. The Board, its committees and individual Directors are assessed periodically against their Charters and responsibilities, with the process facilitated by the RNC. The Board also conducts an annual review of the Managing Director's performance, while the Managing Director evaluates the performance of senior executives at least annually. A full review was undertaken in FY25 of the senior executives and the Board, Committees and Individual Directors.

Through these measures, Genus ensures that responsibilities are clearly defined and aligned with the Company's objectives, that appointments are transparent and accountable, and that performance is actively monitored and improved.

03 BOARD STRUCTURE

Size, composition, skills & commitment



Principle 2: Structure the Board to add value.

A listed entity should have a board of an appropriate size, composition, skills and commitment to enable it to discharge its duties effectively.

THE BOARD OF DIRECTORS



MANAGING DIRECTOR
David Riches



NON-EXECUTIVE CHAIRMAN
Simon High



NON-EXECUTIVE DIRECTOR
Jose Martins



NON-EXECUTIVE DIRECTOR
Paul Gavazzi

BOARD COMMITTEES

Committee as at October 2025	Composition Requirements	Responsibilities
Audit and Risk Committee (ARC) -Paul Gavazzi (Chairman) -José Martins -Simon High	- The Committee should have at least three members, all being non-executive Directors, with a majority being independent. - Members must be able to read and understand financial statements. - The ARC Chair must be independent, not the Board Chair, and have leadership experience and a strong finance, accounting, or business background. - The Board appoints, removes, and replaces Committee members by resolution. - External auditors, Directors, and senior executives may be invited to meetings at the ARC's discretion. - The Board acknowledges that these composition requirements may not always be possible.	Financial Reporting: Review and ensure the integrity of financial statements, oversee external audits, assess adequacy of external reporting, and review the impact of accounting policy changes. External Auditors: Recommend procedures for auditor selection and rotation, review performance, approve audit plans and fees, and ensure auditor independence and availability to answer shareholder questions. Internal Audit: Monitor internal audit needs, assess internal audit performance, and review internal controls and risk management. Corporate Reports: Ensure the integrity of unaudited periodic corporate reports and disclose verification processes. Risk Management: Oversee risk management systems, review the risk management framework annually, and monitor safety, health, environmental, and quality risk management processes. Other: Oversee Whistleblower protection, the company's insurance program, and related party transactions
Remuneration and Nomination Committee (RNC) -José Martins (Chairman) -Paul Gavazzi -David Riches	- The RNC will have at least three members, with a majority being independent Non-Executive Directors. - It will be chaired by an independent Non-Executive Director appointed by the Board. - The Board can add, remove, or replace Committee members by resolution.	Board Composition & Performance: Ensure appropriate size, diversity, and skills on the Board; recommend appointments, re-elections, and removals; assess Board performance and succession plans; oversee Director induction and professional development. Recruitment: Conduct background checks and set appointment terms for Directors and Senior Management. Selection Process: Develop criteria for selecting Board candidates, including skills, experience, and diversity, and disclose relevant candidate information. Executive Remuneration: Review and approve executive remuneration policies, incentive plans, and termination payments for the Managing Director and Senior Management. Non-Executive Director Remuneration: Set remuneration structures for Non-Executive Directors, ensuring they stay within shareholder-approved limits and do not include equity-based incentives or performance-based pay. Other Responsibilities: Oversee executive incentive plans, approve awards, and manage the policy on risk-limiting transactions related to these plans. Perform additional duties as deemed appropriate by the Board.

As and when required, the Board establishes special purpose sub-committees to give detailed consideration to specific matters or projects. Board Committees report to and make recommendations to the Board. The Chair of each Committee reports at the Board meeting following the relevant Committee meeting.

At the end of each reporting period the Company discloses in its annual report the number of times the various committees have met throughout the period and the individual attendances of the members at those meetings.

Name	Role	Independent	Length of Service
David Riches	Managing Director	No	6 July 2017 - present ~8 years 3 months
Simon High	Director	Yes	23 October 2017 – present ~7 years 11 months
Paul Gavazzi	Director	Yes	27 November 2017 – present ~7 years 10 months
Jose Martins	Director	Yes	3 January 2018 – present ~7 years 9 months

Genus recognises the importance of a well-structured Board that brings the right mix of skills, experience, independence, and diversity to guide the Company's strategy and create long-term value for security holders. Board composition and succession planning are overseen by the RNC, which operates under the RNC Charter which is available on the Company's website.

The Board maintains a skills matrix that identifies the mix of competencies and attributes required to support the Company's strategic objectives. The RNC reviews the matrix regularly to assess whether the Board has the necessary coverage in areas such as infrastructure development, financial management, governance, risk oversight, safety, stakeholder engagement, and sustainability. The skills and experience of individual Directors are detailed in the Annual Report. Collectively, the Directors bring a depth of industry knowledge and expertise that the Board considers appropriate for the Company's current stage of growth.

The independence of Directors is assessed on a regular basis, in line with the Company's Board Charter and having regard to ASX Corporate Governance Principles. Each Director discloses any interests, positions or relationships that may impact their independence. As at the date of this Statement, the majority of the Board is comprised of independent non-executive directors, and the Board considers that no disclosed interests materially compromise independence. The Chair of the Board, Mr Simon High, is an independent non-executive director who is not the Chief Executive Officer.

The length of service of each Director is disclosed in the Annual Report and on the Company's website. The Board recognises that tenure is one factor relevant to independence, and that appropriate renewal and succession planning is necessary to ensure the Board continues to evolve in line with the Company's needs.

Genus has a structured induction program for new Directors, which includes briefings with the Managing Director, senior executives, and management, as well as site visits to key operations. The program equips new Directors with a detailed understanding of the Company's operations, strategy, governance framework, and risk profile. Ongoing professional development is supported through tailored briefings, access to industry updates, and encouragement for Directors to undertake external education as required.

Through these practices, Genus ensures that its Board is appropriately structured, independent, and equipped with the skills and experience necessary to oversee the Company's business and deliver sustainable value to its stakeholders.

The number of times the RNC met and individual attendances of members at meetings is set out in the Company's 2025 Annual Report.

SKILLS MATRIX

Management & Leadership				
Leadership - Experience in a senior management position in a listed company, large or complex organisation or government body. Analyse issues and contribute at board level to solutions.				
Executive Management - Experience in evaluating performance of senior management, and oversee strategic human capital planning.				
Negotiation - Possess excellent negotiation skills, with the ability to drive stakeholder support for board decisions.				
Strategy & Policy				
Strategy - Skills in developing and implementing successful business strategy, including appropriately overseeing management on the delivery of agreed strategic planning objectives, including acquisitions and international expansion.				
Policy Development - Ability to identify key issues for the organisation and develop appropriate policy parameters within which the organization should operate.				
Crisis Management - Ability to constructively manage crisis, provide leadership around solutions and contribute to communications strategy with stakeholders.				
Stakeholder Engagement and External Affairs – Ability to foster strong stakeholder relationships, represent the organisation, and support strategies that build trust and reputation.				
Risk & Compliance				
Operational Risk and Compliance - Identify key risks to the organisation related to each key area of operations.				
Legal Risk and Compliance - Ability to monitor risk and compliance and knowledge of legal and regulatory requirements.				
Financial & Audit - Experience in accounting and finance to analyse statements, assess financial viability, contribute to financial planning, oversee budgets, capital management and oversee funding arrangements.				
Technology - Knowledge of IT governance and systems including privacy, data management and security.				
Health and Safety - Experience related to workplace health and safety, social responsibility, and community.				
Environmental Management – Experience in Environmental, Social, Governance (ESG), climate and sustainability governance.				
Corporate Governance - Experience in, and commitment to, the highest standards of corporate governance, including experience as a director or senior management in a listed company or large organisation.				
Relevant Industry Experience - Experience and knowledge with respect to the industry in which the Company operates.				
Culture & Remuneration Management - Relevant experience in overseeing workplace culture, people management, development and succession planning, and in relation to remuneration setting including incentive programs.				

- Expert – substantial career experience in senior executive, director or professional roles
- Substantial – considerable experience at director management or professional levels
- Familiar – some knowledge and can participate in discussion.

04 CULTURE

Lawful, Ethical & Responsible Conduct



Principle 3: Instill a culture of acting lawfully, ethically and responsibly

Genus is committed to fostering a culture that promotes integrity, accountability, and lawful and ethical behaviour across all levels of the organisation. The Company's values, vision and mission, which are disclosed on its website, underpin the way Directors, executives, and employees conduct themselves and guide decision-making throughout the business.

The Company has adopted a Code of Conduct (**Code**) that applies to Directors, officers, employees, contractors and suppliers. The Code sets minimum standards of ethical behaviour and requires individuals to act honestly, fairly, and in alignment with Genus' values. Any material breaches of the Code are required to be reported to the Board to ensure transparency and accountability. To support a culture of openness and accountability, Genus maintains a Whistleblower Policy, available on the Company's website. This policy provides a framework for employees and other stakeholders to raise concerns confidentially and, if desired, anonymously, about misconduct or other disclosable matters. It outlines the protections available to whistleblowers and the process by which disclosures are investigated. The Board is to be kept informed of any material incidents reported under the policy.

The Company also has an Anti-Bribery and Corruption Policy, which applies to all Directors, officers, employees, contractors, suppliers, and business partners. The policy prohibits bribery, corruption, and other improper practices and reflects Genus' commitment to conducting business with integrity. Material breaches of this policy, or any incidents of bribery or corruption, must be reported to the Board.

This year the Company has expanded its policies and procedures to include Human Rights and Artificial Intelligence use to further underpin its values and corporate governance requirements.

Together, the Company's policies and procedures reinforce Genus' commitment to acting lawfully, ethically, and responsibly, and ensure that the Company maintains the trust of its stakeholders while supporting sustainable long-term success.



INNOVATION

We strive to learn, improve and seek out solutions that create value.



MATESHIP

We look out for each other and treat one another equally and with respect.



SAFETY

We embody "Think Safe. Work Safe. Home Safe."



INTEGRITY

We are honest, transparent and we do what we say we will do.



COLLABORATION

We believe in the power of working together to achieve success.

05 REPORTING

Safeguarding Integrity.



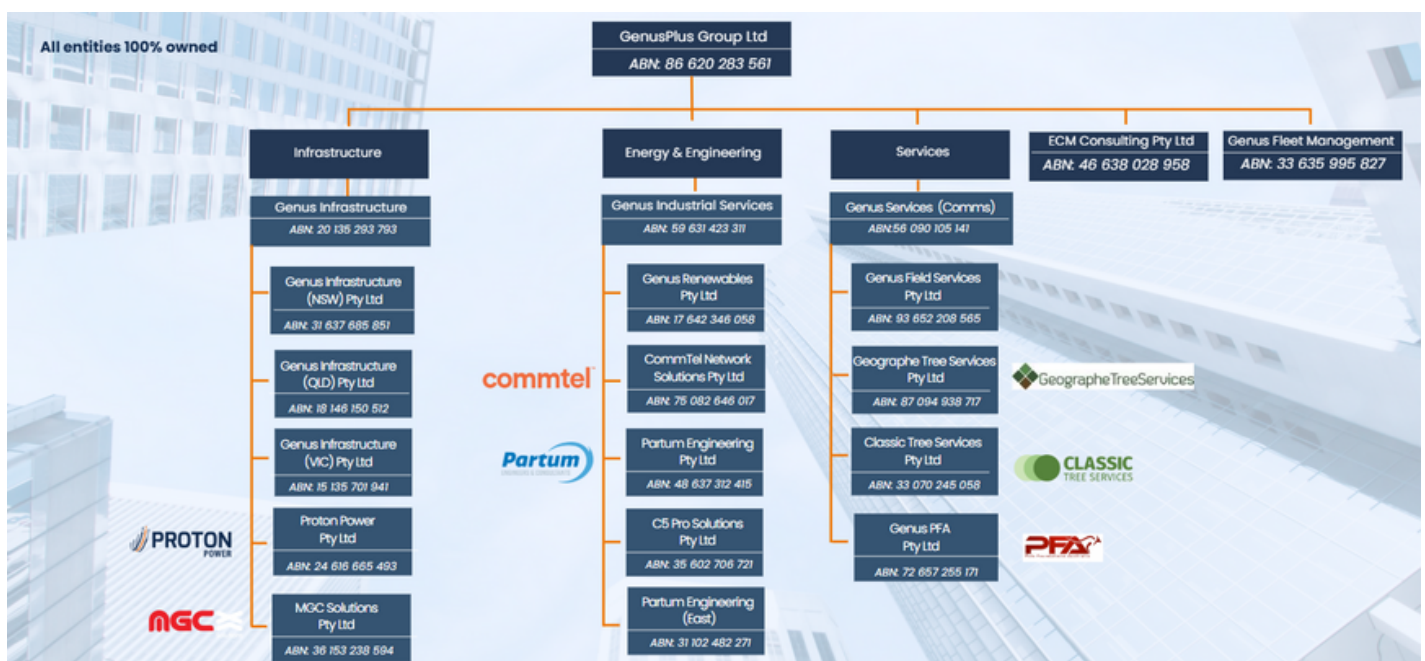
Principle 4: Safeguard integrity in corporate reporting

A listed entity should have appropriate processes to verify the integrity of its corporate reports.

Genus is committed to ensuring the integrity, transparency, and accuracy of its corporate reporting. Robust governance processes, supported by the Audit & Risk Committee (**ARC**) underpin the Company's approach to financial and non-financial disclosures.

The ARC operates under a formal Charter, available on the Company's website, which sets out its duties and responsibilities. Members of the ARC are appointed by the Board on the basis of their financial literacy, qualifications, and relevant industry experience, details of which are provided in the Annual Report and on the Company's website. The ARC meets regularly throughout the year, and attendance at these meetings is disclosed in the Company's FY2025 Annual Report.

Before approving the Company's financial statements, the Board receives a declaration from the Managing Director and Chief Financial Officer that, in their opinion, the financial records have been properly maintained, that the statements comply with applicable accounting standards, and that they give a true and fair view of the Company's financial position and performance.



The ARC oversees these processes and engages with both management and the external auditor to ensure appropriate standards are maintained. Genus recognises the importance of accuracy in corporate reports that are not subject to external audit or review. The Company has a Disclosure Policy, administered by a Disclosure Committee, which sets out the processes for verifying the integrity of such reports before they are released to the market. This includes cross-checking all information with relevant departments and verifying against source documents. Draft reports are reviewed by senior management, including the Managing Director and CFO, before being reviewed and approved by the Board.

Through these practices, Genus ensures that its financial and non-financial reporting provides stakeholders with reliable, timely, and accurate information on the Company's performance and prospects.



06 DISCLOSURE

Timely and balanced.



Principle 5: Make timely and balanced disclosure.

A listed entity should make timely and balanced disclosure of all matters concerning it that a reasonable person would expect to have a material effect on the price or value of its securities.

Genus is committed to ensuring that it makes timely and balanced disclosure of all matters that a reasonable person would expect to have a material effect on the price or value of its securities.

The Company has a Disclosure Policy, available on its website, which sets out the processes for complying with its continuous disclosure obligations under ASX Listing Rule 3.1. In line with this policy, the Company Secretary ensures that the Board receives copies of all material market announcements promptly after they have been released to the ASX.

Further, any new and substantive investor or analyst presentation is released to the ASX Market Announcements Platform ahead of the presentation, consistent with the requirements of the Disclosure Policy.



07 SECURITY HOLDERS

Respect the rights of security holders.



Principle 6: Respect the rights of securityholders

A listed entity should provide its security holders with appropriate information and facilities to allow them to exercise their rights as security holders effectively.

Genus is committed to providing its security holders with appropriate information and facilities to enable them to exercise their rights effectively. Information about the Company and its governance is available on the Company's website, including all disclosures made to the ASX, Director and management profiles, the corporate directory, corporate governance documentation, and shareholder services.

To promote effective two-way communication with investors, Genus has a Shareholder Communication Policy and an investor relations program. This includes making relevant information available online, providing options for security holders to receive company updates by email, and facilitating direct contact with the Company and its share registry. Public briefings are held with advance notice, and where possible, these are made widely accessible through webcasting or conference calls. Records of investor briefings, including topics discussed and attendees, are also maintained.

The Annual General Meeting (**AGM**) remains a key platform for engagement, with shareholders actively encouraged to participate and contribute. The Company also seeks to make participation in meetings straightforward and inclusive. Notices of meeting and explanatory materials are provided on the Company's website, and shareholders are offered opportunities to ask questions during AGMs and other general meetings.

Online voting is available through the Company's share registry, enabling shareholders who cannot attend to appoint a proxy and vote directly on resolutions. Following meetings, voting results are released to the market and posted on the Company's website. The Company's external auditor attends the AGM to answer questions on the audit process, the financial statements, and auditor independence.

Consistent with its governance practices, all substantive resolutions at general meetings are decided by a poll rather than by a show of hands, ensuring fairness and transparency. Security holders are also encouraged to register with the Company's share registry to receive all communications electronically, supporting timely, cost-effective, and environmentally friendly engagement.



08 RISK MANAGEMENT

Recognise and manage risk.



Principle 7: Recognise and manage risk

A listed entity should establish a sound risk management framework and periodically review the effectiveness of that framework.

Genus has established a comprehensive risk management framework designed to support the Company in achieving its objectives while safeguarding its operations and stakeholders. Oversight of risk is delegated to the ARC.

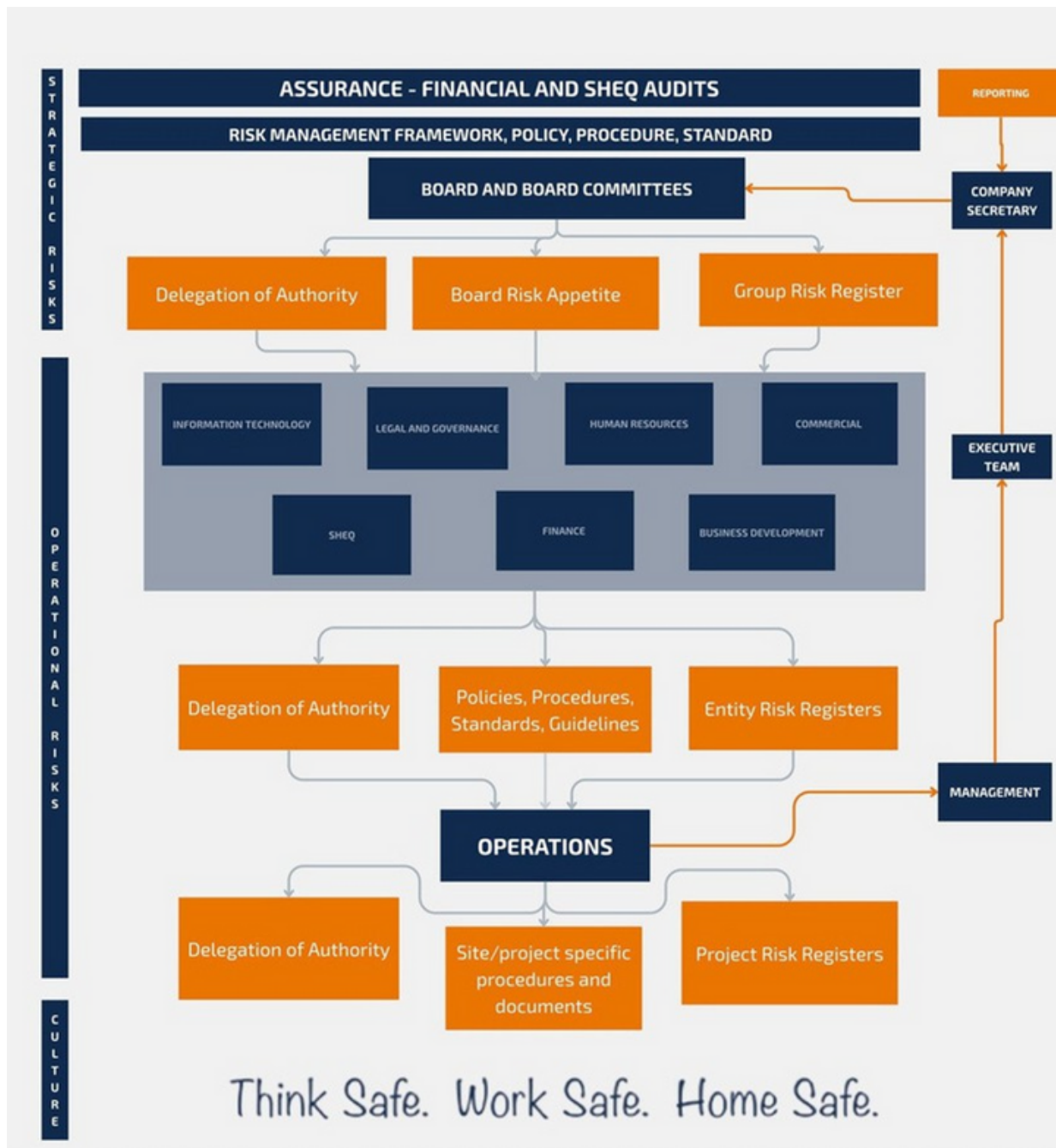
The Company's risk management framework is based on AS/NZS ISO 31000:2018 and includes a Risk Management Policy, Risk Appetite Statement, Risk Management Standard, and Risk Management Procedure. These components embed risk management throughout the business by aligning strategy, processes, people, technology, and knowledge to evaluate and address uncertainties and opportunities.

The ARC reviews the framework at least annually, receiving reports from management on its effectiveness and ensuring that it continues to operate soundly. Management is responsible for implementing and maintaining the framework, identifying risks, applying treatment strategies, and monitoring controls and actions. To ensure alignment between management's objectives and the risks identified by the Board, several mechanisms are in place. Regular updates on key risks associated with business operations are provided to the Board. In addition, the Board approves annual budgets and plans, with progress closely monitored, and receives regular updates on key risks and internal audit findings. The Company's risk management framework was reviewed during 2025.

Think Safe. Work Safe. Home Safe.

- We never compromise on safety, health, environment and the quality of our services. SHEQ is therefore integrated into everything we do.
- Genus is committed to the health, safety and wellbeing of all of our employees, as well as protection of the environment in the provision of our services.
- Our goal is to ensure that those influenced by our work (including employees, subcontractors, and the general public) go home safely, every day. This approach to health and safety is embodied in the Group's "Think Safe. Work Safe. Home Safe." message.

RISK MANAGEMENT FRAMEWORK



Genus' risk management framework and internal control systems are aimed at mitigating and managing the risks it faces.

While Genus does not have a dedicated internal audit function, the Company employs a range of processes to continually assess and improve its governance, risk management, and internal control systems. These include maintaining governance policies and charters that are regularly reviewed, conducting monthly operational and project reviews, and implementing improvements as issues are identified. Safety, governance, and operational matters are reported regularly to the Board and its committees, and detailed safety, health, environment, and quality **(SHEQ)** audits are undertaken across the business, with findings reported to the Board for oversight.

Genus has exposure to a broad range of economic, environmental, and social sustainability risks that could impact financial and operational performance. These include market fluctuations, health and safety concerns, operational challenges, and environmental impacts. The Company manages these risks through a range of measures, such as strong project selection and financial practices, prudent financial planning and risk assessment, robust commercial and tendering processes, project risk management methodologies, and SHEQ management systems aligned with Australian standards. Employee retention and development strategies, along with initiatives to understand and reduce resource use and environmental impacts, further strengthen the Company's ability to respond to sustainability risks.

Further details about Genus' material risks and the steps taken to manage them are provided in the Company's 2025 Annual Report.



09 REMUNERATION

Attract, retain and motivate.



Principle 8: Remunerate fairly and responsibly

A listed entity should pay director remuneration sufficient to attract and retain high quality directors and design its executive remuneration to attract, retrain and motivate high quality senior executives and to align their interests with the creation of value for security holders and with the entity's values and risk appetite.

Genus is committed to remunerating its directors and executives in a manner that attracts, retains, and motivates high-quality individuals while aligning their interests with the creation of long-term value for security holders, the Company's values, and its risk appetite. The RNC's meetings and member attendances are disclosed annually in the Company's Annual Report.

Genus maintains clear and separate policies regarding the remuneration of non-executive directors, executive directors, and senior executives. The Board, with the support of the RNC, reviews and approves remuneration packages that include fixed salary, short-term incentives linked to performance, and participation in long-term incentive equity schemes. External remuneration consultants may be engaged to provide independent advice where required.

The remuneration of executive directors is determined by the Board without their involvement in the decision-making process. Non-executive directors are remunerated through fixed fees, with additional fees for membership on standing committees, but they do not participate in equity incentive schemes or receive performance-based bonuses. The maximum aggregate remuneration available to directors is \$600,000 per annum, in accordance with the ASX Listing Rules and the Company's Constitution. Non-executive directors may also be reimbursed for reasonable expenses incurred in carrying out their duties, and in certain cases may receive additional remuneration for performing special duties or services outside their usual responsibilities.

Senior executives are remunerated through a mix of fixed salary, performance-based incentives, equity participation, and superannuation. This structure is designed to reward achievement of both short-term operational goals and long-term strategic objectives. Genus prohibits employees, directors, and senior management from entering into arrangements, such as hedging transactions, that would limit the economic risk associated with unvested equity or securities subject to holding locks. These restrictions are set out in the Company's Securities Trading Policy, which is publicly available on the Company's website.

Through this approach, Genus ensures its remuneration practices are transparent, appropriately benchmarked, and aligned with the Company's performance, values, and strategic objectives. This framework supports the attraction and retention of skilled directors and executives, while maintaining accountability to shareholders and promoting sustainable long-term growth.

10 ADDITIONAL



Principle 9: Additional recommendations that apply only in certain cases

The following additional recommendations apply to the entities described within them.

Recommendation 9.1: *A listed entity with a director who does not speak the language in which board or security holder meetings are held or key corporate documents are written should disclose the processes it has in place to ensure the director understands and can contribute to the discussions at those meetings and understands and can discharge their obligations in relation to those documents.*

Not applicable to Genus.

Recommendation 9.2: *A listed entity established outside Australia should ensure that meetings of security holders are held at a reasonable place and time.*

Not applicable to Genus.

Recommendation 9.3: *A listed entity established outside Australia, and an externally managed listed entity that has an AGM, should ensure that its external auditor attends its AGM and is available to answer questions from security holders relevant to the audit.*

Not applicable to Genus.





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**CONNECTING
THE FUTURE**