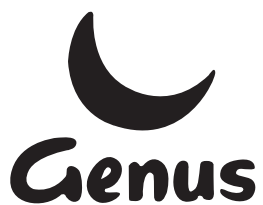


NOTICE OF ANNUAL GENERAL MEETING

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to the action you should take, you should consult your stockbroker, bank manager, solicitor, accountant or other independent financial adviser authorised under the Financial Services and Markets Act 2000. If you have sold or transferred all your shares in Genus plc, please send this document and the accompanying documents as soon as possible to the purchaser or transferee, or to the stockbroker, bank or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.



NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the 2025 Annual General Meeting (the 'AGM') of Genus plc (the 'Company') will be held at Buchanan Communications, 107 Cheapside, London, EC2V 6DN on Wednesday, 19 November 2025 at 11.00am for the following purposes:

To consider and if thought fit, to pass the following resolutions, of which numbers 1 to 16 (inclusive) will be proposed as ordinary resolutions and numbers 17 to 20 (inclusive) as special resolutions.

ORDINARY RESOLUTIONS

1. To receive the accounts and reports of the Directors and auditor for the year ended 30 June 2025.
2. To approve the Directors' Remuneration Report (other than the part containing the Directors' Remuneration Policy) for the year ended 30 June 2025, as set out on pages 80 to 119 of the Company's Annual Report 2025.
3. To approve the Directors' Remuneration Policy, as set out on pages 94 to 102 of the Company's Annual Report 2025, to take effect from the conclusion of the AGM.
4. To approve the rules of the Genus 2025 Long Term Incentive Plan (the 'LTIP'), in the form produced to the AGM and initialled by the Chair for the purposes of identification (a summary of which is set out in the Appendix to this Notice); and to authorise the Directors of the Company to establish further plans based on the LTIP for the benefit of Directors and employees of the Company and/or its subsidiaries who are located outside the United Kingdom, with such modifications as may be necessary or desirable in order to take account of local tax, exchange control or securities laws as they consider appropriate provided that any ordinary shares made available under such plans shall be treated as counting against any individual or overall limits contained in the LTIP.
5. To approve the rules of the Genus 2025 Deferred Bonus Plan (the 'DBP'), in the form produced to the AGM and initialled by the Chair for the purposes of identification (a summary of which is set out in the Appendix to this Notice); and to authorise the Directors of the Company to establish further plans based on the DBP for the benefit of Directors and employees of the Company and/or its subsidiaries who are located outside the United Kingdom, with such modifications as may be necessary or desirable in order to take account of local tax, exchange control or securities laws as they consider appropriate provided that any ordinary shares made available under such plans shall be treated as counting against any individual or overall limits contained in the DBP.
6. That the restricted share award granted to Andrew Russell in compensation for the forfeiture of awards granted to him by his previous employer (details of which are set out in the Directors' Remuneration Report for the year ended 30 June 2025 on page 81 of the Company's Annual Report 2025) and the restricted share awards granted to three other senior executives (as announced by the Company on 11 September 2025) be capable of being settled through the issuance of new shares or transfer of treasury shares.
7. To declare a final dividend for the year ended 30 June 2025 of 21.7 pence per ordinary share.
8. To elect Andrew Russell as a Director of the Company who, being eligible, offers himself for election.
9. To re-elect Jorgen Kokke as a Director of the Company who, being eligible, offers himself for re-election.
10. To re-elect Iain Ferguson CBE as a Director of the Company who, being eligible, offers himself for re-election.
11. To re-elect Ralph Heuser as a Director of the Company who, being eligible, offers himself for re-election.
12. To re-elect Lysanne Gray as a Director of the Company who, being eligible, offers herself for re-election.
13. To re-elect Lesley Knox as a Director of the Company who, being eligible, offers herself for re-election.
14. To reappoint PricewaterhouseCoopers LLP as auditor of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the next general meeting of the Company at which the accounts and reports of the Directors and auditor are laid.
15. To authorise the Audit & Risk Committee of the Board to determine the remuneration of the auditor.
16. That the Directors be generally and unconditionally authorised in accordance with section 551 of the Companies Act 2006 (the 'Act') to exercise all the powers of the Company to allot shares in the Company and to grant rights to subscribe for, or to convert any security into, shares in the Company up to a maximum aggregate nominal amount of:
 - 16.1. £2,217,915.10 being 22,179,151 ordinary shares of 10 pence each ('Ordinary Shares') representing one-third of the issued share capital of the Company as at 3 October 2025 (being the latest practicable date prior to the publication of this Notice); and
 - 16.2. £2,217,915.10 being 22,179,151 Ordinary Shares representing a further third of the issued share capital of the Company as at 3 October 2025 (being the latest practicable date prior to the publication of this Notice), provided that (i) they are equity securities (within the meaning of section 560(1) of the Act) and (ii) they are offered by way of a fully pre-emptive offer to holders of Ordinary Shares on the register on a fixed record date (as the Directors may determine) in proportion (as nearly as may be practicable) to the respective numbers of Ordinary Shares held by them on any such record date and to other holders of equity securities entitled to participate therein, but subject to such exclusions or other arrangements as the Directors may deem necessary or expedient to deal with any fractional entitlements or legal or practical difficulties under the laws of, or the requirements of any regulatory body or any stock exchange in, any territory or by virtue of shares being represented by depositary receipts or any other matter,

such authority to expire on the conclusion of the next Annual General Meeting of the Company or, if earlier, the close of business on the day which is 15 months after the date on which this resolution is passed save that the Company may, before the expiry of such period, make an offer or agreement which would or might require shares to be allotted or such rights to be granted after such expiry and the Directors may allot shares and grant rights in pursuance of such an offer or agreement as if the authority conferred hereby had not expired.

SPECIAL RESOLUTIONS

17. That subject to and conditional on the passing of resolution 16, the Directors be authorised, pursuant to sections 570 and 573 of the Companies Act 2006 (the 'Act') to allot equity securities (within the meaning of section 560 of the Act) for cash pursuant to the authority conferred by resolution 16 and by way of a sale of treasury shares as if section 561(1) of the Act did not apply to any such allotment, provided that this authority shall be limited to the allotment of equity securities or sale of treasury shares:

17.1. in connection with an offer of securities (but in the case of the authority granted under paragraph 16.2 of resolution 16 above by way of a fully pre-emptive offer only) to the holders of ordinary shares of 10 pence each ('Ordinary Shares') on a fixed record date (as the Directors may determine) in proportion (as nearly as may be practicable) to the respective numbers of Ordinary Shares held by them on any such record date and to such other holders of equity securities entitled to participate therein, but subject to such exclusions or other arrangements as the Directors may deem necessary or expedient to deal with any fractional entitlements or legal or practical difficulties under the laws of, or the requirement of any regulatory body or any stock exchange in, any territory or by virtue of shares being represented by depositary receipts or any other matter; and

17.2. other than pursuant to paragraph 17.1 above, to any person or persons up to an aggregate nominal amount of £332,687.20 representing not more than 5% of the issued share capital of the Company as at 3 October 2025 (being the latest practicable date prior to the publication of this Notice),

such authority to expire upon the expiry of the general authority conferred by resolution 16 above, save that the Company may, before such expiry, make an offer or agreement which would, or might, require equity securities to be allotted, or treasury shares to be sold, after such expiry and the Directors may allot equity securities or sell treasury shares in pursuance of any such offer or agreement as if the authority had not expired.

18. That subject to and conditional on the passing of resolution 16, and in addition to any authority granted by resolution 17, the Directors be authorised, pursuant to sections 570 and 573 of the Companies Act 2006 (the 'Act'), to allot equity securities (within the meaning of section 560 of the Act) for cash pursuant to the authority conferred by that resolution and by way of a sale of treasury shares as if section 561(1) of the Act did not apply to any such allotment and sale, provided that this authority shall be:

18.1. limited to the allotment of equity securities, or sale of treasury shares, up to an aggregate nominal amount of £332,687.20 representing not more than 5% of the issued share capital of the Company as at 3 October 2025 (being the latest practicable date before publication of this Notice); and

18.2. used only for the purposes of financing (or refinancing, if the authority is to be used within 12 months after the original transaction) a transaction which the Directors determine to be an acquisition or specified capital investment of a kind contemplated by the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this Notice,

such authority to expire upon the expiry of the general authority conferred by resolution 16 above, save that the Company may, before such expiry, make an offer or agreement which would, or might, require equity securities to be allotted, or treasury shares to be sold, after such expiry and the Directors may allot equity securities or sell treasury shares in pursuance of any such offer or agreement as if the authority had not expired.

19. That the Company be generally and unconditionally authorised to make market purchases (within the meaning of section 693(4) of the Companies Act 2006) of ordinary shares of 10 pence each ('Ordinary Shares') on such terms and in such manner as the Directors think fit provided that:

19.1. the maximum aggregate number of Ordinary Shares hereby authorised to be purchased is 6,653,745 (representing 10% of the Company's issued ordinary share capital as at 3 October 2025 (being the latest practicable date before publication of this Notice));

19.2. the minimum price, exclusive of any expenses, which may be paid for an Ordinary Share is 10 pence;

19.3. the maximum price, exclusive of any expenses, which may be paid for an Ordinary Share is an amount equal to the higher of: (i) 105% of the average of the middle market quotations for an Ordinary Share, as derived from the London Stock Exchange Daily Official List, for the five business days immediately before the day on which such share is contracted to be purchased; and (ii) the higher of the price of the last independent trade and the highest current independent bid for an Ordinary Share on the trading venues where the market purchases by the Company pursuant to the authority conferred by this resolution 19 will be carried out; and

19.4. the authority conferred by this resolution shall expire on the conclusion of the next Annual General Meeting of the Company or the close of business on the day which is 15 months after the date of its passing (whichever occurs first) unless previously renewed, varied or revoked by the Company in general meeting, except that the Company may, before such expiry, enter into a contract for the purchase of Ordinary Shares under the authority hereby conferred prior to the expiry of such authority, which will or may be completed by or executed wholly or partly after the expiration of this authority, and may purchase its Ordinary Shares in pursuance of any such contract.

20. That a General Meeting, other than an Annual General Meeting, may be called on not less than 14 clear days' notice and that such authority shall expire on the conclusion of the next Annual General Meeting of the Company.

NOTICE OF ANNUAL GENERAL MEETING CONTINUED

The Board considers that all the resolutions to be considered at the AGM are in the best interests of the Company and its members as a whole and are therefore likely to promote the success of the Company for the benefit of its members as a whole. The Directors unanimously recommend that you vote in favour of all the proposed resolutions as they intend to do in respect of their own beneficial holdings, which amount in aggregate to 112,057 shares representing approximately 0.168% of the existing issued ordinary share capital of the Company.

By order of the Board

Registered office:
Matrix House
Basing View
Basingstoke
RG21 4FF
Registered in England and Wales with number 02972325

LUCIE GRANT

Group General Counsel & Company Secretary
3 October 2025

EXPLANATORY NOTES

This section contains an explanation of each of the resolutions to be put to the AGM. Resolutions 1 to 16 (inclusive) are ordinary resolutions requiring the approval of a simple majority of shareholders present (in person or by proxy) and voting at the AGM. Resolutions 17 to 20 (inclusive) are special resolutions requiring the approval of 75% of shareholders present (in person or by proxy) and voting at the AGM.

Please refer to the 'General Notes' section of these Explanatory Notes for details of arrangements regarding the AGM.

RESOLUTION 1 – TO RECEIVE THE ANNUAL REPORT

The Chairman will present the Company's Annual Report 2025 to the AGM.

RESOLUTION 2 – APPROVAL OF THE DIRECTORS' REMUNERATION REPORT

The Company is required to offer an annual advisory vote on the implementation of the Company's existing Directors' Remuneration Policy in terms of the payments and share awards made to Directors during the year (the 'Directors' Remuneration Report').

Resolution 2 seeks shareholder approval for the Directors' Remuneration Report (other than the part containing the Directors' Remuneration Policy) as set out on pages 80 to 119 of the Company's Annual Report 2025. The Directors' Remuneration Report gives details of the Directors' remuneration for the year ended 30 June 2025.

Resolution 2 is an advisory resolution and does not affect the future remuneration paid to any Director. The Directors' Remuneration Report also includes details of the Remuneration Committee's representations and activities. The Company's auditor PricewaterhouseCoopers LLP has audited those parts of the Directors' Remuneration Report which are required to be audited and their report is issued in the Company's Annual Report 2025.

RESOLUTION 3 – APPROVAL OF THE DIRECTORS' REMUNERATION POLICY

The Company is required to offer a binding vote on the Company's forward looking remuneration policy (the 'Directors' Remuneration Policy') at least once every three years, or earlier if a change is made to the Directors' Remuneration Policy. The policy was last approved by shareholders at the 2022 AGM.

Resolution 3 seeks shareholder approval for the Directors' Remuneration Policy as set out on pages 94 to 102 of the Company's Annual Report 2025.

Over an extended period since the start of 2025, the Company undertook a detailed review of its Executive Directors' remuneration arrangements, including consultation with investors and proxy bodies. The input received from shareholders during an extensive consultation process has been invaluable in shaping the Company's proposals, and ultimately in forming the new Directors' Remuneration Policy.

Investors were broadly supportive of the proposals, recognising that Genus' remuneration needs to be more closely structured to reflect US norms where we operate and most of our executives are based, and in which we compete for talent.

Subject to such approval, the proposed effective date of the Directors' Remuneration Policy is the date of the AGM, and all payments from that date from the Company to the Directors and any former Directors must be made in accordance with such policy (unless a revision to the policy has been separately approved by shareholders to allow for such a payment).

If the Directors' Remuneration Policy is not approved for any reason, the Company will, if and to the extent permitted by the Act, continue to make payments to Directors in accordance with the existing policy approved in 2022 until a new Directors' Remuneration Policy is approved by shareholders.

RESOLUTION 4 – ADOPTION OF THE GENUS 2025 LONG TERM INCENTIVE PLAN (THE "LTIP")

The Remuneration Committee reviews the Company's long-term incentive arrangements annually in order to reflect developments in best practice and in light of the Group's objectives and priorities.

The Remuneration Committee has determined that it is appropriate to seek shareholder approval for the implementation of the LTIP.

The LTIP is an 'umbrella' plan which will replace the Genus plc Performance Share Plan ("PSP") previously approved by shareholders at the 2019 AGM. The use of discretionary share awards continues to be a key element of total remuneration for our management population, including Executive Directors, and is a means of further aligning their interests to those of shareholders. The LTIP will give the Remuneration Committee sufficient flexibility to provide awards for its employees for both retention and incentivisation. The LTIP will also be used to provide buyout awards for new joiners who may forfeit remuneration when they join Genus.

The ability to grant both performance share awards and restricted share awards under the LTIP provides a balanced suite of long-term incentives that gives improved alignment with common practice in the US, the market where most of our employees are based.

Subject to the approval of the new Directors Remuneration Policy (see Resolution 3 above), the new LTIP will enable us to grant restricted share awards to Executive Directors and satisfy such awards through newly issued shares.

A summary of the LTIP rules is set out in the Appendix to this document on pages 09 to 12.

RESOLUTION 5 – ADOPTION OF THE GENUS DEFERRED BONUS PLAN (THE “DBP”)

The Remuneration Committee has determined that it is appropriate to seek shareholder approval for the implementation of the DBP. The DBP will replace the Genus plc Deferred Bonus Share Plan which was approved by shareholders at the 2019 AGM.

A summary of the DBP rules is set out in the Appendix to this document on pages 09 to 12.

RESOLUTION 6 – FLEXIBILITY TO SETTLE SHARE AWARDS WITH NEWLY ISSUED SHARES OR TREASURY SHARES

The Remuneration Committee has determined that it is appropriate to seek shareholder approval of the buy-out award granted to Andrew Russell and of the other share awards granted on 10 September 2025 to three other senior executives to enable such awards to be satisfied using newly issued or, if relevant, treasury shares. Allowing the use of new issue or treasury shares will give the Company greater flexibility in satisfying Andrew Russell's buy-out award (the total number of Ordinary Shares under his buy-out award being 9,014) and the other senior management awards (the total number of Ordinary Shares under their share awards being 26,571) and ensures that Company cash need not be used to acquire existing Ordinary Shares in the market to satisfy these awards if it is determined that there are other uses for such cash.

RESOLUTION 7 – FINAL DIVIDEND

Final dividends must be approved by shareholders but must not exceed the amount recommended by Directors. If the shareholders approve the recommended final dividend it will be paid out on Friday 5 December 2025 to shareholders on the register of members at the close of business on Friday 7 November 2025. An interim dividend of 10.3 pence per Ordinary Share was paid on 4 April 2025 to shareholders on the register on 7 March 2025, which would result in a total dividend for the year of 32.0 pence per Ordinary Share.

RESOLUTIONS 8 TO 13 – ELECTION AND RE-ELECTION OF DIRECTORS

In accordance with the provisions of the UK Corporate Governance Code, all Directors are subject to election by shareholders at the first AGM after their appointment and to annual re-election thereafter. All Directors of the Company are standing for re-election or, in the case of Andrew Russell, election by shareholders at the AGM.

Biographies of all of the Directors seeking election or re-election can be found on pages 60 to 61 of the Company's Annual Report 2025 together with reasons why their contributions are, and continue to be, important to the Company's long-term sustainable success. The Board has considered whether each of the independent Non-Executive Directors is free from any relationship that could materially interfere with the exercise of his or her independent judgement and has determined that each continues to be considered to be independent.

The Board has confirmed following a performance review that all Directors standing for re-election continue to perform effectively and demonstrate commitment to their roles.

In addition to his role as Chairman of the Company, Iain Ferguson also chairs the boards of Crest Nicholson plc and Personal Assets Trust plc. The Board monitors Directors' other significant commitments and having explored Iain's capacity as part of the Board performance review, remains satisfied that he has consistently demonstrated his ability to dedicate a significant and appropriate portion of his time to fulfil his duties to the Company. This review takes into account the externally managed nature of Personal Assets Trust plc and the

corresponding reduction in time commitment required as compared to other FTSE 250 appointments. The Board is further satisfied that Iain's external appointments do not result in any conflicts of interest.

Lysanne Gray reached nine years' tenure on the Board in April 2025. Lysanne is Chair of the Audit & Risk Committee and the Board considers that it is in the best interests of the Company that she remain in this role in order to provide continuity of oversight following the appointment of PwC as the Group's new external auditor from FY25, as well as support the onboarding of Andrew Russell in his new role as Chief Financial Officer. Lysanne has agreed to remain on the Board beyond the usual nine-year term for a NED and, subject to continued election by shareholders in the meantime, she intends to retire following the AGM in November 2027. The Board is satisfied that Lysanne continues to operate effectively in her role and demonstrate the necessary level of independence and objectivity.

RESOLUTIONS 14 AND 15 – APPOINTMENT OF AUDITOR AND AUDITOR'S REMUNERATION

The Company is required to appoint an auditor at each general meeting at which accounts and reports of the Directors and auditor are laid, to hold office until the end of the next such meeting. Resolution 14 is recommended by the Audit & Risk Committee and proposes the reappointment of the Company's existing auditor, PricewaterhouseCoopers LLP.

Resolution 15 gives authority to the Audit & Risk Committee to agree the auditor's remuneration.

RESOLUTION 16 – AUTHORITY TO ALLOT SHARES

Resolution 16 is proposed as an ordinary resolution and seeks the approval of shareholders, in accordance with section 551 of the Act, to authorise the Directors to allot Ordinary Shares for a period as stated in resolution 16.

The Investment Association ('IA') guidelines on Directors' authority to allot shares state that IA members will regard as routine resolutions seeking the authority to allot shares representing up to two-thirds of the Company's issued share capital, provided that any amount in excess of one-third of the Company's issued share capital is only used to allot shares pursuant to a fully pre-emptive offer.

In light of the IA guidelines, the Board considers it appropriate that the Directors be granted authority to allot shares in the capital of the Company up to a maximum nominal amount of £4,435,830.20, representing two-thirds of the Company's issued ordinary share capital as at 3 October 2025 (being the latest practicable date prior to publication of this Notice). If the Company wishes to allot more than a nominal amount of £2,217,915.10 (representing one-third of the Company's issued ordinary share capital as at 3 October 2025), then any additional amount can only be allotted pursuant to a fully pre-emptive offer. The authority will last until the end of the next AGM of the Company or, if earlier, at the close of business on the day which is 15 months after the date on which resolution 16 is passed. The Directors' existing authority expires at the forthcoming AGM.

The Directors have no current intention to allot new Ordinary Shares (other than in relation to the Company's employee share schemes); however, they consider it appropriate to maintain the flexibility that this resolution provides. As at the date of this Notice, no shares are held by the Company in treasury.

RESOLUTIONS 17 AND 18 – DISAPPLICATION OF PRE-EMPTION RIGHTS

Resolutions 17 and 18 are special resolutions and give the Directors authority to allot Ordinary Shares pursuant to the authority granted under resolution 16 above for cash without complying with the pre-emption rights in the Act in certain circumstances.

These disapplication authorities are within institutional investor guidelines. The Pre-Emption Group's Statement of Principles (the 'Pre-Emption Group Principles') allow companies to seek authority to issue shares for cash on a non-pre-emptive basis of up to:

NOTICE OF ANNUAL GENERAL MEETING CONTINUED

(i) 10% of issued ordinary share capital for use on an unrestricted basis; and (ii) an additional 10% for use only in connection with an acquisition or specified capital investment announced contemporaneously with the issue, or which has taken place in the 12-month period preceding the announcement of the issue. In both cases, an additional authority of up to 2% may be sought for the purposes of making a follow-on offer to existing retail investors who were not allocated shares under such allotment.

The Directors note that a significant minority of investors voted against the equivalent resolutions at the Company's AGM in 2024, and recognise that several had applied their own voting policies in relation to the disapplication of pre-emption rights which differ from the Pre-Emption Group Principles.

Having considered the Pre-Emption Group Principles, and taking into account the above feedback from investors, the Directors consider it appropriate to seek a disapplication authority of 5% of issued share capital to be used for any purpose and a further 5% of issued share capital to be used for the purposes of financing or refinancing a transaction, balancing those shareholders' expectations with the flexibility that this resolution provides.

In line with the Pre-Emption Group Principles, the disapplication of pre-emption rights being sought is proposed as two separate resolutions.

Resolution 17 will permit the Directors to allot:

- equity securities for cash and sell treasury shares up to a nominal amount of £4,435,830.20, representing two-thirds of the Company's issued share capital as at 3 October 2025 (being the latest practicable date prior to publication of this Notice) in an offer to existing shareholders subject to any adjustments, such as for fractional entitlements and overseas shareholders, as the Directors see fit (with one-third being available only in connection with a fully pre-emptive offer); and
- equity securities for cash and sell treasury shares up to a maximum nominal value of £332,687.20, representing approximately 5% of the issued ordinary share capital of the Company as at 3 October 2025 otherwise than in connection with a pre-emptive offer to existing shareholders.

Resolution 18 is being proposed as a separate resolution to authorise the Directors to allot additional equity securities for cash and sell treasury shares up to a maximum nominal value of £332,687.20, representing a further 5% of the issued ordinary share capital of the Company as at 3 October 2025, otherwise than in connection with a pre-emptive offer to existing shareholders for the purposes of financing a transaction (or refinancing within 12 months of the transaction) which the Directors determine to be an acquisition or specified capital investment contemplated by the Pre-Emption Group Principles.

The Board considers that it is in the best interests of the Company and its shareholders generally that the Company have the flexibility conferred by resolutions 17 and 18 to conduct a pre-emptive offering without complying with the strict requirements of the statutory pre-emption provisions and to finance business opportunities quickly and efficiently when they arise.

As noted in relation to resolution 16 above, the Directors have no current intention of issuing Ordinary Shares (other than in relation to the Company's employee share schemes). The Board confirms that it intends to follow the shareholder protections contained in Part 2B of the Pre-Emption Group Principles.

The authorities contained in resolutions 17 and 18 will expire upon the expiry of the authority to allot shares conferred in resolution 16 (that is, at the end of the next AGM of the Company or, if earlier, at the close of business on the day which is 15 months from the date of these resolutions). The Directors' existing authorities expire at the forthcoming AGM.

RESOLUTION 19 – AUTHORITY TO PURCHASE OWN SHARES

Resolution 19 is proposed as a special resolution and seeks authority for the Company to purchase up to 10% of its Ordinary Shares at, or between, the minimum and maximum prices specified in this resolution. This authority would be used only after careful consideration by the Directors, having taken into account prevailing market conditions, the Company's investment needs, its opportunities for expansion and its overall financial position. The Directors would exercise the authority to purchase Ordinary Shares only if they considered it to be in the best interests of shareholders as a whole and if the purchase could be reasonably expected to result in an increase in earnings per share.

The Directors have no present intention of exercising the authority to purchase Ordinary Shares but consider it prudent to obtain the flexibility this resolution provides. In considering whether to exercise this authority, the Directors will take into account factors including the Company's financial resources, share price and future funding opportunities. Any purchases of Ordinary Shares would be by means of market purchases through the London Stock Exchange.

Under the Act, the Company is allowed to hold its own shares in treasury following a purchase of its own shares, instead of cancelling them. Such shares may be resold for cash or used to satisfy share options and share awards under the Company's share incentive schemes but all rights attaching to them, including voting rights and any right to receive dividends, are suspended whilst they are held in treasury. If the Directors exercise the authority conferred by resolution 19, the Company will have the option of holding repurchased shares in treasury.

If resolution 19 is passed at the AGM, it is the Company's current intention to hold in treasury all of the shares it may purchase pursuant to the authority granted to it. However, in order to respond properly to the Company's capital requirements and prevailing market conditions, the Directors will reassess at the time of any and each actual purchase whether to hold the shares in treasury or cancel them, provided it is permitted to do so. As at the date of this Notice, no shares are held by the Company in treasury.

As at 3 October 2025 (being the latest practicable date prior to the publication of this Notice), options were outstanding to subscribe for 1,179,863 Ordinary Shares, representing 1.77 % of the issued share capital at that date. If the full authority to purchase such shares (existing and sought) were exercised, they would represent 1.97% of the Company's issued share capital as at that date.

The authority sought at the AGM will expire at the conclusion of the next AGM, or the close of business on the day which is 15 months from the date of this resolution (whichever is earlier).

RESOLUTION 20 – NOTICE PERIOD FOR GENERAL MEETINGS

Resolution 20 is proposed as a special resolution and seeks the approval of shareholders to reduce to 14 clear days the notice period required for a general meeting (other than an AGM). The notice period required for general meetings for listed companies is 21 clear days but the Company may provide a shorter notice period of 14 clear days for meetings other than AGMs provided two conditions are met. The first condition is that the Company offers a facility for shareholders to vote by electronic means. This condition is met if the Company offers a facility, accessible to all shareholders, to appoint a proxy by means of a website. The second condition is that there is an annual resolution of shareholders approving the reduction of the minimum notice period from 21 clear days to 14 clear days. AGMs will continue to be held on at least 21 clear days' notice. It is intended that the shorter notice period would not be used as a matter of routine for general meetings but only where the flexibility is merited by the business of the meeting and is thought to be in the interests of the shareholders as a whole.

GENERAL NOTES

This Notice is being sent to all members and to any person nominated by a member of the Company under section 146 of the Act to enjoy information rights. Information regarding the AGM, including the information required by section 311A of the Act, is available from www.genusplc.com.

The Directors are keen to ensure that shareholders can put questions to the Directors and receive responses to those questions before the AGM. If you have any specific questions on the business of the AGM, please submit your questions ahead of the AGM by email to GlobalGenusCoSec@genusplc.com. Answers to questions received before 10 November 2025 will be published on our website (www.genusplc.com/investors/shareholder-information/agm) in advance of the proxy voting deadline. Answers to questions received after 10 November 2025 will be answered as soon as practicable (potentially following the AGM).

Shareholders are encouraged to monitor the Company's website (www.genusplc.com), where any changes to the arrangements described in this document will be set out.

PROXIES

Members will find an attendance card and a form of proxy enclosed with this Notice. If you are attending the AGM, you should bring the attendance card with you. Only holders of Ordinary Shares, or their duly appointed representatives, are entitled to attend, speak and vote at the AGM. Any member so entitled may appoint one or more proxies to attend, speak and vote instead of him or her. A proxy need not be a member of the Company but must attend the AGM to represent you. Your proxy could be the Chairman, another Director of the Company or another person who has agreed to attend to represent you. Your proxy must vote as you instruct and must attend the meeting for your vote to be counted. Details of how to appoint one or more proxies are set out in the notes to the proxy form. A member may appoint more than one proxy provided each proxy is appointed to exercise rights attached to different shares. You may not appoint more than one proxy to exercise rights attached to any one share. A vote withheld is not a vote in law, which means that the vote will not be counted in the calculation of votes for or against the resolution. If no voting indication is given, your proxy will vote or abstain from voting at his or her discretion. Your proxy will vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is put before the AGM.

If you do not have a proxy form and believe you should have one, or if you require additional forms, please contact Equiniti Limited, Aspect House, Spencer Road, Lancing, West Sussex, BN99 6DA.

To be valid, a duly executed form of proxy for use at the AGM together, if appropriate, with the power of attorney or other authority (if any) under which it is signed or a duly certified copy of such power or authority must be deposited at the offices of Equiniti Registrars, Freepost RTHJ-CLLL-KBKU, Equiniti, Aspect House, Spencer Road, Lancing, West Sussex, BN99 8LU.

Alternatively, proxies may be appointed by having an appropriate CREST message transmitted, if you are a user of the CREST system (further details are on the next page). In the case of a member which is a company, the proxy form must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company. Return of a completed form of proxy will not prevent a member from voting in person at the AGM.

To be valid, a proxy appointment must be received at least 48 hours before the time of the AGM or any adjournment thereof (in each case excluding non-working time).

To change your proxy instructions you may return a new proxy appointment using the methods set out above. Where you have appointed a proxy using the hard copy proxy form and would like to change the instructions using another hard copy proxy form, please contact Equiniti Limited, Aspect House, Spencer Road, Lancing, West Sussex, BN99 6DA.

The deadline for receipt of proxy appointments (see previous page) also applies in relation to amended instructions. Where two or more valid separate appointments of proxy are received in respect of the same share in respect of the same meeting, the one which is last sent shall be treated as replacing and revoking the other or others.

The right to appoint a proxy does not apply to persons whose shares are held on their behalf by another person and who have been nominated to receive communications from the Company in accordance with section 146 of the Act ('nominated persons').

Nominated persons may have a right under an agreement with the registered member who holds shares on their behalf to be appointed (or to have someone else appointed) as a proxy. Alternatively, if nominated persons do not have such a right, or do not wish to exercise it, they may have a right under such an agreement to give instructions to the person holding the shares as to the exercise of voting rights.

VOTING RECORD DATE

Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001, the time by which a person must be entered on the register of members of the Company in order to have the right to attend and vote at the AGM is 6.30pm on Monday 17 November 2025 (or if the AGM is adjourned, members on the register of members not later than 6.30pm on the day that is two working days prior to the reconvened AGM).

Changes to entries on the register of members after the relevant time will be disregarded in determining the rights of any person to attend or vote (and the number of votes they may cast) at the AGM or adjourned meeting.

DOCUMENTS ON DISPLAY

Copies of contracts of service and letters of appointment between the Directors and the Company will be available for inspection at the Registered Office of the Company during normal business hours (Saturdays, Sundays and public holidays excepted) and will be available at the place of the AGM from 15 minutes before it is held until its conclusion.

A copy of the Genus 2025 Long Term Incentive Plan and the Genus 2025 Deferred Bonus Plan are available for inspection on the National Storage Mechanism from the date of this Notice and will also be available for inspection at the place of the AGM from 15 minutes before it is held until its conclusion.

CREST

CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so by using the procedures described in the CREST Manual found on the Euroclear website www.euroclear.com. CREST Personal Members or other CREST-sponsored members, and those CREST members who have appointed a voting service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf. In order for a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST message (a 'CREST Proxy Instruction') must be properly authenticated in accordance with Euroclear UK and International Limited's specifications and must contain the information required for such instructions, as described in the CREST Manual. The message, regardless of whether it constitutes the appointment of a proxy or an amendment to the instruction given to a previously appointed proxy,

must, in order to be valid, be transmitted so as to be received by the issuer's agent (ID RA19) by the latest time(s) for receipt of proxy appointments specified in this Notice.

For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Applications Host) from which the issuer's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time, any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means.

CREST members and, where applicable, their CREST sponsors or voting service providers should note that Euroclear UK and International Limited do not make available special procedures in CREST for any particular messages. Normal system timings and limitations will therefore apply in relation to the input of CREST Proxy Instructions.

NOTICE OF ANNUAL GENERAL MEETING CONTINUED

It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member or sponsored member or has appointed a voting service provider(s), to procure that his CREST sponsor or voting service provider(s) take(s)) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting service providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.

The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5) (a) of the Uncertificated Securities Regulations 2001, as amended.

PROXYMITY

If you are an institutional investor, you may be able to appoint a proxy electronically via the Proxymity platform, a process which has been agreed by the Company and approved by the Registrar. For further information regarding Proxymity, please go to proximity.io. Your proxy must be lodged by 11.00am on 17 November 2025 in order to be considered valid. Before you can appoint a proxy via this process you will need to have agreed to Proxymity's associated terms and conditions. It is important that you read these carefully as you will be bound by them, and they will govern the electronic appointment of your proxy.

CORPORATE REPRESENTATIVES

Any corporation that is a member can appoint one or more corporate representatives who may exercise on its behalf all of its powers as a member provided that they do not do so in relation to the same shares.

WEBSITE DISCLOSURES

The contents of this Notice, the total numbers of shares in respect of which members are entitled to exercise voting rights at the AGM, the totals of the voting rights that members are entitled to exercise at the AGM and, if applicable, members' statements, members' resolutions and members' matters of business received by the Company after the date of this Notice will be available on the Company's website (www.genusplc.com).

QUESTIONS

Under section 319A of the Act, the Company must cause to be answered at the AGM any question a member asks relating to the business being dealt with at the AGM unless: answering the question would interfere unduly with the preparation for the AGM or involve the disclosure of confidential information; the answer has already been given on a website in the form of an answer to a question; or it is undesirable in the interests of the Company or the good order of the AGM that the question be answered.

REQUISITION RIGHTS

Under section 527 of the Act, members meeting the threshold requirements set out in that section have the right to require the Company to publish on its website a statement setting out any matter relating to: (i) the audit of the Company's accounts (including the auditor's report and the conduct of the audit) that are to be laid before the AGM; or (ii) any circumstances connected with an auditor of the Company ceasing to hold office since the previous meeting at which annual accounts and reports were laid in accordance with section 437 of the Act.

The Company may not require the members requesting any such website publication to pay its expenses in complying with sections 527 or 528 of the Act. Where the Company is required to place a statement on its website under section 527 of the Act, it must forward the statement to the Company's auditor not later than the time when it makes the statement available on the website. The business which may be dealt with at the AGM includes any statement that the Company has been required under section 527 of the Act to publish on its website.

VOTING AT THE MEETING

In order for the voting preferences of all shareholders (including those who cannot attend the meeting but who validly appoint a proxy) to be taken into account, a poll will be conducted on Resolutions 1 to 20 at the AGM. Each shareholder and proxy present at the meeting will be invited to complete a poll card indicating how they wish to cast their votes in respect of each resolution. The results of the voting will be posted on the Company's website as soon as practicable after the meeting.

Except as provided above, members who have general queries about the AGM should call Equiniti Registrars on +44 (0)371 384 2290. Please use the country code if calling from outside the UK. Lines are open 8.30am to 5.30pm, Monday to Friday (excluding UK public holidays). No other methods of communication will be accepted.

You may not use any electronic address provided either in this Notice, or any related documents (including the proxy form) to communicate with the Company for any purposes other than those expressly stated.

TOTAL VOTING RIGHTS

As at 3 October 2025 (being the latest practicable date before publication of this Notice), the Company's issued share capital comprised 66,537,454 Ordinary Shares of 10 pence each. As at the date of this Notice, no shares are held by the Company in treasury. Each Ordinary Share carries the right to one vote at a general meeting of the Company and, therefore, the total number of voting rights in the Company as at 3 October 2025 is 66,537,454.

DATA PROCESSING

The Company will process personal data that shareholders provide to the Company, including the personal data of a shareholder's proxy if a proxy is provided. Personal data includes all data provided by shareholders, or on behalf of shareholders, which relates to: (i) the shareholder, including name and contact details, the votes that the shareholder casts and any other personal data collected by the controller regarding the shareholder, e.g. the shareholder's reference/identification number; and (ii) any person who is identified as a proxy by a shareholder via form of proxy, including their name and contact details. The Company will also process personal data of shareholders and/or their proxy to the extent that shareholders or their proxy attend meetings held by the Company and the Company documents or makes a recording of these meetings, in which case personal data processed by the Company may include images and audio of the shareholder or their proxy which may be captured in the form of photographs and/or video and audio recordings.

Please note that if shareholders either provide the personal data of a proxy, or send a proxy to a meeting in their place, the Company requires the shareholder to communicate this privacy information to such proxy.

The Company and any third party to which it discloses the data (including the Company's registrar) may process such data for the purposes of maintaining the Company's records, meeting management, managing corporate actions, fulfilling the Company's obligations to shareholders, fulfilling the Company's legal obligations and communicating with shareholders.

The Company's lawful bases for the processing described above, for the purposes described above, is that the processing is necessary in order for the Company to: (i) fulfil its legitimate interests; and (ii) comply with its legal obligations.

All of this data will be processed in accordance with the Company's privacy notice which can be accessed at <https://www.genusplc.com/services/privacy-policy>.

APPENDIX 1: SUMMARY OF THE LONG TERM INCENTIVE PLAN ("LTIP") AND THE DEFERRED BONUS PLAN ("DBP")

The Board believes that it is important to attract, motivate and retain employees of the appropriate calibre and to align their interests with those of shareholders in the Company. Following review by the Remuneration Committee (the "Committee"), it has been determined to introduce the new LTIP and DBP, both of which have been prepared taking account of the significant updates to best practice in corporate governance since the existing Genus plc Performance Share Plan and Genus plc Deferred Bonus Share Plan were adopted. Accordingly, the Board is seeking shareholder approval for the new LTIP and the DBP to replace the existing Genus plc Performance Share Plan and Genus plc Deferred Bonus Share Plan.

The LTIP incentivises executives, typically over a three-year period, by providing them with the opportunity to acquire ordinary shares in the Company ("Shares") in the form of:

1. awards requiring continued service and performance conditions to be satisfied as a condition of vesting ("Performance Share Awards"); or
2. awards requiring continued service and potentially a performance underpin to be satisfied as a condition of vesting ("Restricted Share Awards").

The DBP provides that a proportion of an employee's annual cash bonus is deferred into shares, normally over a three year period, conditional upon remaining in employment.

TERMS COMMON TO THE LTIP AND DBP (TOGETHER THE "PLANS")

Administration

Awards may be granted, and the Plans will be administered, by the Board, or a duly authorised committee of the Board. The current intention is that the Plans will be administered and awards granted by the Committee (and this will always be the case in respect of awards for Executive Directors ("Executive Directors") and other senior management of the Company). References in this summary to the Committee should be read to include the Board, as appropriate.

Eligibility

Awards may be granted to any of the employees of the Company or its subsidiaries (the "Group"), including the Executive Directors ("Participants").

Executive Directors

Participation by the Executive Directors shall, unless and until approved otherwise by shareholders, be in accordance with the terms of the Company's remuneration policy as approved by shareholders from time to time (the "Remuneration Policy").

Form of awards

Under the Plans, awards ("Awards") will take the form of either:

- a. a conditional right to receive Shares which will be automatically transferred to the Participant following vesting (a "Conditional Award"); or
- b. a nil or nominal-cost option, exercisable by the Participant following vesting during a permitted exercise period, extending not later than the tenth anniversary of the date of grant (an "Option").

In either case, an Award may be granted over a fixed cash amount rather than Shares, in which case references to Shares shall be read as references to the cash amount with the necessary changes. Executive Directors are not normally eligible for such cash awards. Cash awards could, for example, be used on the recruitment of a Participant (including as an Executive Director) as part of buy-out awards forfeited on leaving their previous employer.

Plan Limit

Shares may be newly issued, transferred from treasury or market purchased for the purposes of the Plans.

Awards may not be granted under the Plans on terms capable of being satisfied by newly issued Shares where to do so would cause the number of Shares which may be issued pursuant to outstanding Awards granted within the previous 10 years under the Plans and any

other employees' share scheme adopted by the Company, when added to the number of Shares issued for the purpose of any such Awards, to exceed 10 per cent. of the Company's ordinary share capital in issue immediately prior to the proposed date of grant.

This limit does not include rights to Shares which have been released, lapsed or otherwise become incapable of exercise or vesting.

Treasury shares will count as new issue Shares for the purpose of this limit for so long as institutional investor bodies consider that they should be so counted.

Non-Transferable and Non-Pensionable

Awards are non-transferable, save to personal representatives following death, and do not form part of pensionable earnings (unless required by law).

Leavers

On the death of a Participant, Awards shall immediately vest, unless the Committee determines that the Award should instead continue to remain capable of vesting on the normal vesting date.

If a Participant leaves for any of the reasons set out below ("Good Leaver"), an Award will vest on its normal vesting date, unless the Committee determines that the award shall vest on the date of cessation or on a later date which falls between the date of cessation and the normal vesting date. In these circumstances, the award shall vest to the extent that any applicable performance conditions or performance underpins have been met and, unless the Committee determines otherwise for LTIP awards, pro rata for time (as further explained in sections 23 and 28):

- retirement (in agreement with the Company);
- redundancy;
- disability, injury or ill health (evidenced to the satisfaction of the Committee);
- the company or business for which they work being transferred out of the Group; or
- any other reason at the discretion of the Committee.

An Award will lapse where the Participant ceases to hold office or employment with the Group other than as a Good Leaver.

Where an Award remains outstanding in circumstances where the Participant has become a Good Leaver, the Committee may impose additional terms on the vesting of such Award including terms preventing Awards vesting in whole or in part if the Participant takes up a new role with another company following cessation.

An Option will be exercisable during a period of six months from the later of the vesting date and the expiry of any applicable holding period (or such other period as the Committee may permit) or 12 months in the case of death.

Holding periods may also apply as determined by the Committee.

Any exercise of discretion in respect of Awards granted to Executive Directors shall be undertaken in accordance with the terms of the prevailing Remuneration Policy.

Corporate actions

In the event of a change of control, Conditional Awards will normally vest and Options may be exercised for a period of six months (in the case of the LTIP, subject to assessment of any performance conditions or performance underpins and time pro-rating may also apply as explained in section 10). The Committee may however instead determine that an Award shall not vest and instead will be replaced with an Award of equivalent value over shares in the new controlling company.

In the event of the passing of a resolution for the voluntary winding-up of the Company, Conditional Awards will vest and Options will be exercisable for a period of two months (in the case of the LTIP, subject to assessment of any performance conditions or performance

APPENDIX 1: SUMMARY OF THE LONG TERM INCENTIVE PLAN ("LTIP") AND THE DEFERRED BONUS PLAN ("DBP") CONTINUED

underpins). In the event of a demerger of a substantial part of the Group's business, a special dividend or a similar event affecting the value of the Shares to a material extent, Awards may be adjusted as set out in section 13 below or the Committee may allow Awards to vest (in the case of the LTIP, subject to assessment of any performance conditions or performance underpins), in which case Options may be exercised for a period of two months, or such longer period as the Committee may permit.

Where the corporate action forms part of an internal re-organisation, unless the Committee determines otherwise, an Award shall not vest, and instead will be replaced with an Award of equivalent value over shares in the new controlling company (and in the case of the LTIP, will continue to be subject to assessment of any performance conditions and performance underpins).

International transfers

If a Participant is transferred to work in another country as a result of which the Participant or a Group Company will suffer a tax disadvantage or the Participant will become subject to restrictions on their ability to receive or deal in Shares, or to exercise an Option, the Committee may determine that an Award will vest prior to the date of such transfer (in the case of the LTIP, subject to assessment of the performance conditions or performance underpins), in which case an Option may be exercised during a period of six months.

Dividend equivalents

Participants may receive additional Shares or a cash payment with equal value to the dividends which would have been paid during the vesting period (or, in the case of an Option that is subject to a holding period, during the period from the date of grant to the earlier of the expiry of the holding period and the date on which the Option is exercised) on the number of Shares that vest.

Cash alternative/cash awards

If the Committee so determines, an Award may be satisfied in whole or in part by a cash payment as an alternative to the issue or transfer of Shares. Alternatively, an Award may be granted on terms that it may only be satisfied in cash, in which case the value of the Award shall be calculated by reference to a number of notional Shares (or a maximum fixed cash amount as described in section 4).

Variation of capital

The number of Shares subject to Awards and, where applicable, any Option exercise price may be adjusted, in such manner as the Committee may determine, following any variation of share capital of the Company or a demerger of a substantial part of the Group's business, a special dividend or a similar event affecting the value of Shares to a material extent.

Alterations

The Committee may amend the rules of the Plans as it considers appropriate, subject to any relevant legislation, provided that no modification may be made which confers any additional advantage on Participants relating to eligibility, the plan limit, the basis of individual entitlement, any price payable for the acquisition of Shares and the provisions for the adjustment of Awards without prior shareholder approval, except in relation to performance conditions or performance underpins or for amendments which are minor amendments to benefit the administration of the Plans, to take account of a change in legislation, or to obtain or maintain favourable tax, exchange control or regulatory treatment for Participants or the Company (or other Group Companies).

Malus and Claw-back

In respect of the LTIP, the Committee may apply claw-back where at any time before vesting or at any time prior to the third set of audited accounts being published following the date on which an Award vests if it determines that the financial results of the Company were misstated, an error was made in any calculation or in assessing performance, in each case resulting in the number of Shares in respect of which the Award was granted or vested being more than it should have been.

In respect of the DBP, the Committee may apply claw-back where at any time before vesting it determines that the financial results of the Company were misstated or an error was made in any calculation, which resulted in the number of Shares in respect of which the Award was granted or vested being more than it should have been.

In respect of Awards granted under both Plans, the Committee may also apply claw-back at any time where it determines that, at any time prior to the later of the vesting of a Conditional Award, the end of any holding period or the exercise of an Option, either the participant committed misconduct that justified, or could have justified, dismissal, the participant committed an act or omission which had a significant detrimental impact on the reputation of any Group Company, a material failure of risk management occurred for which the participant was directly or indirectly responsible or which occurred in the part of the business in which the participant performs a role or has responsibility or in the event of corporate failure.

A claw-back may be satisfied in a number of ways, including by reducing the amount of any future bonus, by reducing the vesting of any subsisting or future Awards, by reducing the number of Shares under any vested but unexercised Option and/or by either one or both of a requirement to make a cash payment or transfer of Shares to the Company.

The claw-back provisions will not apply following the occurrence of a takeover or similar corporate event.

Overseas plans

The Plans contain provisions which permit the Committee to establish further Plans for the benefit of overseas Participants based on the Plans but modified as necessary or desirable to take account of overseas tax, exchange control or securities laws. Any new Shares issued under such Plans would count towards the individual and overall Plan limits outlined above.

Employee benefit trust (the "EBT")

The Plans may operate in conjunction with an EBT of which the trustee is an independent professional trustee.

The power to appoint and remove the trustee rests with the Company. The EBT will not, without prior shareholder approval, be able to make an acquisition of Shares where it would then hold more than 5 per cent. of the Company's issued share capital from time to time.

TERMS SPECIFIC TO THE LTIP

Individual limit

For Executive Directors, unless or until otherwise approved by shareholders, Award levels will always be in accordance with the Company's prevailing Remuneration Policy.

The maximum market value of the Shares over which another Participant may be granted an Award under the LTIP in any financial year shall not typically exceed an amount equal to 200 per cent of the Participant's gross annual salary as at the date of grant.

The LTIP may, in addition, be used to facilitate "buy-out" Awards granted on the recruitment of a Participant.

Timing of grant of awards

It is intended that the initial Awards under the LTIP will be granted following shareholder approval.

Awards may, save in exceptional circumstances, only be granted within a period of 42 days following the date of announcement by the Company of its interim or final results (or as soon as practicable thereafter if the Company is restricted from being able to grant Awards, or make invitations, during such period).

Awards made in connection with the recruitment of a Participant can be made as soon as reasonably practicable thereafter.

In circumstances where there is a dealing restriction, the Committee may determine that the grant date of the Award shall be the date on which the Award would have been granted but for such a restriction having arisen.

Awards may not be granted more than ten years after the date of approval of the LTIP by shareholders.

Performance share Awards

Awards may be granted as Performance Share Awards requiring performance conditions to be satisfied as a condition of vesting.

The Committee will determine the performance conditions which will apply to Performance Share Awards and the period over which such conditions will be measured (the "Performance Period").

There will be no provision for re-testing for awards granted to Executive Directors.

As set out in section 23 below, in determining the extent to which the performance conditions are met and the number of Shares that vest, the Committee may override the formulaic outcomes, either positively or negatively, to reflect the broader circumstances of the Group and/or such other factors as it considers to be relevant.

The Committee may alter the performance conditions attaching to a Performance Share Award if events happen after the date of grant that cause the Committee to consider that any element of the performance conditions is no longer a fair measure of the Company's performance, provided that the revised target is not considered to be materially less challenging than was intended in setting the original conditions. Where a Performance Share Award vests prior to the normal vesting date, the Committee will assess performance using such information as it determines to be appropriate.

Performance conditions and the length of the Performance Period for Executive Directors will be set in line with the Remuneration Policy, and will be set out in the annual directors' remuneration report.

Restricted share awards

Awards may be granted as Restricted Share Awards requiring continued service and one or more (or no) performance underpins to be satisfied as a condition of vesting.

Any performance underpins for Executive Directors would be set in line with the Remuneration Policy and would be set out in the annual directors' remuneration report. For other eligible employees, different performance underpins may be applied to Awards granted to different eligible employees, and the Committee may apply different performance underpins for different award grants.

Vesting period

All Awards (whether a Performance Share Award or a Restricted Share Award) will require continued service as a condition of vesting.

Vesting periods are determined at the Committee's discretion.

Awards granted to participants who are not Executive Directors will vest on such basis as the Committee shall determine (which may, for example, include a Restricted Share Award vesting over a period of less than three years or annual vesting on a phased basis over up to three years from the date of grant while the participant remains in office or employment with the Group).

Awards granted to an Executive Director will normally only vest after a minimum of three years (or such other period as set out in the prevailing Remuneration Policy) from the date of grant, while the Executive Director remains in office or employment with the Group.

In the case of Restricted Share Awards granted to Executive Directors immediately following the AGM in November 2025, Awards will vest 34 months post grant such that the vesting of the Awards is in the same month as long-term incentive awards typically vest as part of the annual cycle.

In all cases, a shorter vesting period may apply in exceptional circumstances or where an Award is granted in connection with the recruitment, retention or promotion of an eligible employee.

Discretion to adjust extent of vesting

The Committee may adjust the extent to which a Performance Award shall vest (negatively or positively, but never to more than the original number of Shares subject to the Award) if it determines that it is appropriate to do so to reflect the broader circumstances of the Group and/or such other factors as it considers to be relevant.

In respect of Awards granted to Executive Directors, any such adjustment shall be undertaken in accordance with the terms of the prevailing Remuneration Policy.

Extent of vesting on certain events

Where, prior to the normal vesting date, a Participant dies, ceases employment, or gives or receives notice, for a Good Leaver reason, is subject to an international transfer on which Awards vest, or there is a corporate action, the number of Shares in respect of which an Award vests will, unless the Committee determines otherwise, be pro-rated on the basis of the number of months which have elapsed from the date of grant to the date of cessation (or, unless the Committee determines otherwise, notice), the date of the international transfer or the date of the corporate action (as applicable), relative to the vesting period and subject to assessment (where relevant under the LTIP) of the performance conditions or performance underpins.

Holding period

Awards may be subject to a holding period following the vesting of an Award during which a Participant shall not be permitted to exercise an Option or dispose of Shares acquired on vesting of a Conditional Award (other than to cover tax liabilities or in the event of a corporate action).

For Awards granted to Executive Directors, a holding period of two years (or such other period as set out in the prevailing Remuneration Policy) will normally apply to all of the Shares in respect of which an Award vests.

For Awards granted to other eligible employees or in connection with the recruitment or promotion of an Executive Director, a holding period may apply to such number of the Shares which vest and for such period as the Committee may determine.

Shares (or share certificates) may be deposited with a custodian in order to enforce a holding period.

APPENDIX 1: SUMMARY OF THE LONG TERM INCENTIVE PLAN ("LTIP") AND THE DEFERRED BONUS PLAN ("DBP") CONTINUED

TERMS SPECIFIC TO THE DBP

Bonus deferral

Before the amount of a Participant's annual bonus is determined, the Committee may specify that a proportion of the Employee's annual bonus shall be deferred. A Participant has no entitlement to receive the proportion of the annual bonus that is deferred.

The Committee will grant to a Participant whose bonus is subject to deferral an Award over the number of Shares which have a value equivalent to the proportion of the Participant's bonus which is deferred.

Awards can also be granted to a former employee or former Executive Director in respect of their performance prior to the termination of their employment or office where they remain eligible to receive a deferred portion of an annual bonus following such termination.

Timing of grant of awards

Awards under the DBP may be granted at any time, provided that there is no dealing restriction. In circumstances where there is a dealing restriction, the Committee may determine that the grant date of the Award shall be the date on which the Award would have been granted but for such a restriction having arisen.

Vesting

Awards will normally vest on the third anniversary of the date of grant. However, the Committee may specify a shorter vesting period (or multiple vesting periods) if it considers it appropriate, provided that the vesting period for awards granted to Executive Directors shall be set in accordance with the prevailing Remuneration Policy. Where an Award is granted with multiple vesting dates, the DBP rules will apply separately to each part of the Award.

Extent of vesting on certain events

Where, prior to the normal vesting date, a Participant dies, ceases employment, or gives or receives notice, for a Good Leaver reason, is subject to an international transfer on which Awards vest, or there is a corporate action, an Award will normally vest in full, unless the Committee determines that it would be appropriate to reduce the extent to which an Award vests to take account of the length of time the Award has been held by the Participant before the date of, the date of the international transfer or the date of the corporate action (as applicable).

