



GENUSPLUS GROUP LTD

ABN 86 620 283 561

NOTICE OF THE 2022 ANNUAL GENERAL MEETING EXPLANATORY MEMORANDUM AND PROXY FORM

DATE OF MEETING

28 November 2022

TIME OF MEETING

1.00pm WST

PLACE OF MEETING

Level 43
152-158 St Georges Terrace
Perth, Western Australia

This Notice of Annual General Meeting and Explanatory Memorandum should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their accountant, solicitor or other professional adviser without delay.

NOTICE OF 2022 ANNUAL GENERAL MEETING

NOTICE is hereby given that the Annual General Meeting of GenusPlus Group Ltd ("**Company**") will be held at the offices of Grant Thornton, Level 43, 152-158 St Georges Terrace, Perth, Western Australia on Monday 28 November 2022 at 1.00pm WST ("**Meeting**").

The Explanatory Memorandum to this Notice of Annual General Meeting provides additional information on matters to be considered at the Meeting. The Explanatory Memorandum and the Proxy Form are incorporated in and comprise part of this Notice.

Shareholders are specifically referred to the Glossary in the Explanatory Memorandum which contains definitions of capitalised terms used in this Notice and the Explanatory Memorandum.

AGENDA

1. FINANCIAL STATEMENTS AND REPORTS

To receive and consider the Financial Report, Directors' Report and the Auditor's Report for the year ended 30 June 2022.

(See the Explanatory Memorandum for information on to a Shareholder's right to submit written questions to the Auditor in connection with the Auditor's Report or the conduct of the audit.)

2. RESOLUTION 1 – ADOPTION OF THE REMUNERATION REPORT

To consider and, if thought fit, to pass the following Resolution as an as a non-binding advisory resolution:

"That for the purpose of section 250R(2) of the Corporations Act and for all other purposes, the Remuneration Report set out in the Company's Annual Report for the financial year ended 30 June 2022 be adopted."

Notes: In accordance with the Corporations Act, the vote on this Resolution is advisory only and does not bind the Directors or the Company.

The Directors will consider the outcome of the vote and comments made by Shareholders on the Remuneration Report at the Meeting when reviewing the Company's remuneration policies.

Voting Exclusion Statement: Pursuant to section 250R(4) of the Corporations Act, the Company is required to disregard any votes cast on Resolution 1 (in any capacity) by or on behalf of any of the following persons:

- a) a member of the Key Management Personnel, details of whose remuneration are included in the Remuneration Report; or
- b) a Closely Related Party of such a member (together "**Prohibited Persons**").

However, the Company will not disregard a vote if:

- a) the Prohibited Person does so as a proxy appointed by writing that specifies how the proxy is to vote on the proposed resolution; and
- b) the vote is not cast on behalf of a Prohibited Person.

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

- (a) *the appointment specifies the way the proxy is to vote on the Resolution; or*

- (b) *the proxy is the Chair of the Meeting and the appointment expressly authorises the Chair to exercise the proxy even though the Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel. Shareholders should note that the Chair intends to vote any undirected proxies in favour of the Resolution.*

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

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

3. RESOLUTION 2 – RE-ELECTION OF DIRECTOR – SIMON ROBERT HIGH

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

“That for the purpose of Rule 6.1 of the Constitution and for all other purposes, Simon Robert High, being a Director who retires by rotation, and being eligible, is re-elected as a Director.”

(See the Explanatory Memorandum for information on Simon Robert High).

4. RESOLUTION 3 – RATIFICATION OF PRIOR ISSUE OF 16,528,926 ORDINARY SHARES PURSUANT TO LISTING RULE 7.4

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

That in accordance with Listing Rule 7.4, and for all other purposes, Shareholders ratify and approve for the purposes of Listing Rule 7.1, the issue of 16,528,926 Shares on 28 February 2022 to institutional and sophisticated investors under the Placement, details of which are set out in the Explanatory Memorandum.

Voting Exclusion Statement: The Company will disregard any votes cast in favour of Resolution 3 by any persons who participated in the Placement as outlined in the Explanatory Memorandum accompanying this Notice or an associate of those persons.

However, this does not apply to a vote cast in favour of Resolution 3 by:

- a) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way; or
- b) the Chair of the Meeting as a proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with the direction given to the Chair to vote on the Resolution as the Chair decides; or
- c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of the beneficiary provided the following conditions are met:
 - i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluding from voting, on the Resolution; and
 - ii) the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Chair appointed as proxy

The Chair intends to vote all undirected proxies in favour of Resolution 3.

5. RESOLUTION 4 – RATIFICATION OF PRIOR ISSUE OF SHARES TO BJ FRASER PTY LTD ATF BJ FRASER FAMILY TRUST

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

That in accordance with Listing Rule 7.4, and for all other purposes, Shareholders ratify and approve for the purposes of Listing Rule 7.1, the issue of 2,316,765 Shares on 29 April 2022 to BJ Fraser Pty Ltd atf BJ Fraser Family Trust, details of which are set out in the Explanatory Memorandum.

Voting Exclusion Statement: The Company will disregard any votes cast in favour of Resolution 4 by or on behalf of BJ Fraser Pty Ltd atf BJ Fraser Family Trust or an associate of BJ Fraser Pty Ltd atf BJ Fraser Family Trust.

However, this does not apply to a vote cast in favour of Resolution 4 by:

- a) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way; or
- b) the Chair of the Meeting as a proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with the direction given to the Chair to vote on the Resolution as the Chair decides; or
- c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of the beneficiary provided the following conditions are met:
 - i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluding from voting, on the Resolution; and
 - ii) the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Chair appointed as proxy

The Chair intends to vote all undirected proxies in favour of Resolution 4.

6. RESOLUTION 5 – RATIFICATION OF PRIOR ISSUE OF SHARES TO CC RANKINE PTY LTD ATF CC RANKINE FAMILY TRUST

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

That in accordance with Listing Rule 7.4, and for all other purposes, Shareholders ratify and approve for the purposes of Listing Rule 7.1, the issue of 2,316,765 Shares on 29 April 2022 to CC Rankine Pty Ltd atf Rankine Family Trust, details of which are set out in the Explanatory Memorandum.

Voting Exclusion Statement: The Company will disregard any votes cast in favour of Resolution 5 by or on behalf of CC Rankine Pty Ltd atf CC Rankine Family Trust or an associate of CC Rankine Pty Ltd atf CC Rankine Family Trust.

However, this does not apply to a vote cast in favour of Resolution 5 by:

- a) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way; or
- b) the Chair of the Meeting as a proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with the direction given to the Chair to vote on the Resolution as the Chair decides; or
- c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of the beneficiary provided the following conditions are met:
 - i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of the person excluding from voting, on the Resolution; and
 - ii) the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Chair appointed as proxy

The Chair intends to vote all undirected proxies in favour of Resolution 5.

7. RESOLUTION 6 – ADDITIONAL CAPACITY TO ISSUE EQUITY SECURITIES UNDER LISTING RULE 7.1A

To consider and, if thought fit, to pass the following resolution as a special resolution:

“That, for the purposes of Listing Rule 7.1A and for all other purposes, Shareholders approve the issue of up to that number of Equity Securities equal to 10% of the issued capital of the Company at the time of the issue, calculated in accordance with the formula prescribed in Listing Rule 7.1A.2 and otherwise on the terms and conditions set out in the Explanatory Memorandum.”

Voting Exclusion Statement: The Company will disregard any votes cast in favour of Resolution 6 by or on behalf of any person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue of equity securities (except a benefit solely by reason of being a holder of ordinary securities in the Company), or an associate of those persons.

However, this does not apply to a vote cast in favour of Resolution 6 by:

- a) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way; or
- b) the Chair of the Meeting as a proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with the direction given to the Chair to vote on the Resolution as the Chair decides; or
- c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of the beneficiary provided the following conditions are met:
 - i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of the person excluding from voting, on the Resolution; and
 - ii) the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Note: As at the date of dispatch of this Notice of Meeting, the Company is not proposing to make an issue of Equity Securities under Listing Rule 7.1A. On that basis, no Shareholders are currently excluded from voting on Resolution 6.

Chair appointed as proxy

The Chair intends to vote all undirected proxies in favour of Resolution 6.

TERMS

Defined terms used in this Notice, including the Resolutions set out in this Notice have, unless otherwise defined, the same meanings set out in the Glossary to the Explanatory Memorandum.

PROXIES

1. A Shareholder who is unable to attend and vote at the Meeting may appoint a proxy by completing and returning the Proxy Form provided in the manner provided below. The proxy need not be a shareholder of the Company.
2. A Shareholder entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise, but where the proportion or number is not specified, each proxy may exercise half of the votes (with any fractions being disregarded).
3. If a proxy is not directed how to vote on an item of business, the proxy may generally vote, or abstain from voting, as they think fit. However, where a Prohibited Person is appointed as a proxy, the proxy may only vote on Resolution 1 in accordance with a direction on how the proxy is to vote or, if the proxy is the Chair of the Meeting and the appointment expressly authorises the Chair to exercise the proxy even if the Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.
4. Forms to appoint proxies, and a power of attorney (if any) under which they are signed, must be lodged not less than 48 hours before the time of the Meeting as follows:
 - (a) voting online at www.linkmarketservices.com.au;
 - (b) sending the completed Proxy Form by post to GenusPlus Group Ltd c/- Link Market Services, Locked Bag A14, Sydney South NSW 1235
 - (c) delivering the Proxy Form by hand to Link Market Services, Level 12, 680 George Street, Sydney NSW, Australia, 2000; or
 - (d) sending the Proxy Form by fax to (02) 9287 0309.

Proxy Forms must be returned by 1.00pm WST on Thursday 24 November 2022 to be effective. **Proxy Forms received later than this time will be invalid.**

Your Proxy Form will be provided to you with this Notice.

CORPORATE REPRESENTATIVES

Any corporate Shareholder that has appointed a person to act as its corporate representative at the Meeting should provide that person with a certificate or letter executed in accordance with the Corporations Act authorising them to act as that company's representative.

The representative should bring to the Meeting evidence of their appointment, including any authority under which the appointment is signed.

ATTENDANCE AND VOTING ELIGIBILITY

The Directors have determined pursuant to regulations 7.11.37 and 7.11.38 of the *Corporations Regulations 2001* (Cth) that the persons eligible to vote at the Meeting are those persons who are registered Shareholders of the Company as at 4.00pm WST on Thursday 24 November 2022.

To vote in person, attend the Meeting on the date and at the place set out in this Notice of Meeting and Explanatory Memorandum.

RECEIVING SHAREHOLDER COMMUNICATIONS

Shareholders can elect to receive some or all of their communications in physical or electronic form or elect not to receive certain documents. To review your communications preferences or sign up to receive your shareholder communications via email, please update your details by contacting Link Market Services Limited on 1300 554 474.

BY ORDER OF THE BOARD OF DIRECTORS

A handwritten signature in black ink, appearing to read 'D. Wright', written in a cursive style.

Damian Wright
COMPANY SECRETARY

24 October 2022

GENUSPLUS GROUP LTD
ACN 620 283 561
EXPLANATORY MEMORANDUM

INTRODUCTION

This Explanatory Memorandum is intended to provide Shareholders with sufficient information to assess the merits of the Resolutions contained in the Notice.

ITEM 1: FINANCIAL STATEMENTS AND REPORTS

The Corporations Act requires the Financial Report, Directors' Report and Auditor's Report for the last financial year to be laid before the Annual General Meeting.

No Resolution is required in respect of this item, but Shareholders will be given the opportunity to ask questions and to make comments on the reports and the management and performance of the Company.

The Auditor will also be present at the Annual General Meeting. As required under section 250PA of the Corporations Act, at the Annual General Meeting, the Company will pass on any questions for the Auditor, received by the Company by 21 November 2022, provided the questions are relevant to the content of the Auditor's Report or the conduct of the audit of the Financial Report. Both reports will be considered at the Meeting. Every endeavour will be made to answer questions submitted by Shareholders, however, depending upon the number and types of questions received, it may not be possible to respond to every question, either at or after the Meeting. The Chair will also allow a reasonable opportunity for the Auditor or their representative to answer any written questions submitted to the Auditor under section 250PA of the Corporations Act.

To enable Shareholders who cannot attend the Meeting to raise issues and to assist the Board and the Auditor of the Company to respond to questions, please submit any questions in writing so that they are received by the Company no later than 21 November 2022.

The Company's 2022 Financial Report, Directors' Report and Auditor's Report are available on the Company's website at www.genus.com.au. When you access the Company's Annual Report online, you can view it and print a copy (if required).

Please note that if you have elected to continue to receive a hard copy of the Company's Annual Reports, the Annual Report will accompany this Notice of Meeting or alternatively it will be mailed to you no later than 21 days before the Meeting.

However, if you did not elect to continue to receive a hard copy of the Company's Annual Reports and now (or sometime in the future) wish to receive a hard copy of the Company's Annual Reports, please contact the Company Secretary at investors@genus.com.au. We will be pleased to mail you a copy.

ITEM 2: RESOLUTION 1 – ADOPTION OF THE REMUNERATION REPORT

The Remuneration Report is set out in the Directors' Report in the Company's 2022 Annual Report.

The Corporations Act requires the Company to put a resolution to Shareholders that the Remuneration Report be adopted. In accordance with section 250R(3) of the Corporations Act, the vote on this Resolution is advisory only and does not bind the Directors or the Company.

In accordance with Division 9 of Part 2G.2 of the Corporations Act, if 25% or more of votes that are cast are voted against the adoption of the Remuneration Report at two consecutive annual general meetings, Shareholders will be required to vote at the second of those annual general meetings on a resolution (a "**Spill Resolution**") to approve calling a general meeting ("**Spill Meeting**"). If more than 50% of Shareholders vote in favour of the Spill Resolution, the Company must then convene a Spill Meeting within 90 days of the second Annual General Meeting. All of the Directors (other than the Managing Director) who were in office when the applicable Directors' Report was approved must stand for re-election at the Spill Meeting if they wish to continue as Directors.

The remuneration report for the financial year ended 30 June 2021 did not receive a vote of more than 25% against its adoption at the Company's last general meeting held on 26 November 2021. Accordingly, if at least 25% of the votes cast on this Resolution are against adoption of the Remuneration Report it will not result in the Company putting a Spill Resolution to Shareholders.

The Chair will give Shareholders a reasonable opportunity to ask questions about, or make comments on, the Remuneration Report.

A voting exclusion applies to Resolution 1 in the terms set out in the Notice of Meeting. Prohibited Persons may not vote on this Resolution and may not cast a vote as proxy unless the proxy appointment gives a direction on how to vote or the proxy is given to the Chair and expressly authorises the Chair to exercise the proxy. The Chair will use any such proxies to vote in favour of Resolution 1.

The Company encourages all Shareholders to cast their votes on Resolution 1.

ITEM 3: RESOLUTION 2 – RE-ELECTION OF DIRECTOR – SIMON ROBERT HIGH

Pursuant to Rule 6.1 of the Constitution one third of the Directors (rounded down, if necessary, to the nearest whole number) must retire at each annual general meeting and are eligible for re-election, and must not hold office for more than 3 or more years without re-election. The Directors to retire are those who have been longest in office since their appointment or last re-appointment or, if the Directors have been in office for an equal length of time, by drawing lots (unless otherwise agreed). However, these requirements for a Director to retire do not apply to a Managing Director.

Resolution 2 seeks approval for the re-election of Mr Simon Robert High, who is retiring by rotation under Rule 6.1 of the Company's Constitution.

The qualifications and experience and other information about Simon Robert High are detailed below:

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

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

Mr High does currently not hold any other directorship positions.

Mr High joined the Company as a Director in October 2017 and the Board considers that Mr High is an independent Director.

Having considered the performance of Mr High as a Director, and his skills, experience and knowledge, each Director other than Mr High recommends that Shareholders vote in favour of the Resolution to re-elect Simon Robert High as a Director.

ITEM 4: RESOLUTION 3 – RATIFICATION OF PRIOR ISSUE OF 16,528,926 ORDINARY SHARES PURSUANT TO LISTING RULE 7.4

BACKGROUND

On 28 February 2022, the Company issued 16,528,926 Shares at an issue price of \$1.21 per Share (“**Placement Shares**”) to institutional and sophisticated investors which raised total funds of \$20 million (“**Placement**”).

The Placement Shares ranked pari passu to the existing Shares.

The purpose of the Placement was to fund the strategic acquisition of Pole Foundations Australia (“**PFA**”) plus transaction costs and working capital. PFA is a specialised provider of electrical pole inspection and reinforcement services to Tier 1 customers across the East Coast of Australia.

Refer to the ASX announcement released on 21 February 2022 for further details of the Placement.

Listing Rule 7.1 and 7.4

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

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

Listing Rule 7.4 allows the shareholders of a listed company to ratify and approve an issue of Equity Securities after it has been made or agreed to be made. If approval is provided, the issue is taken to have been approved under Listing Rule 7.1 and so does not reduce the Company’s capacity to issue further Equity Securities without shareholder approval under that rule.

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

To this end, Resolution 3 seeks Shareholder approval to ratify the issue of the Placement Shares under and for the purposes of Listing Rule 7.4.

If Resolution 3 is passed, the issue of the Placement Shares will be excluded in calculating the companies 15% limit in Listing Rule 7.1, effectively increasing the number of Equity Securities it can issue without Shareholder approval over the 12 month period following the issue of the Placement Shares.

If Resolution 3 is not passed, the issue of the Placement Shares will be included in calculating the companies 15% limit in Listing Rule 7.1, effectively decreasing the number of Equity Securities it can issue without Shareholder approval over the 12 month period following the issue of the Placement Shares.

Information required under Listing Rule 7.5

Listing Rule 7.5 requires the following information be provided to Shareholders:

The names of the persons to whom the entity issued or agreed to issue the securities or the basis on which those persons were identified or selected	The Placement Shares were issued to existing and new sophisticated and institutional investors under the Placement, who were introduced by Bell Potter Securities Limited and Euroz Hartleys acting as joint lead managers and bookrunners to the Placement. In accordance with paragraph 7.4 of ASX Guidance Note 21, the Company confirms that no related parties of the Company, members of the Company's Key Management Personnel, substantial holders of the Company, advisers of the Company or an associate of any of these parties participated in the Placement.
The number of securities issued	16,528,926 Shares
The price at which the securities were issued	A\$1.21 per Share
The date on which the securities were issued	28 February 2022
The terms of the securities	The Placement Shares were all fully paid ordinary Shares that rank pari passu with the Company's existing Shares.
The use (or intended use) of the funds raised	Funds were raised to fund the strategic acquisition of PFA plus transaction costs and working capital.
A voting exclusion statement	A voting exclusion statement is included under Resolution 3 in the Notice.

The Board recommends that Shareholders vote in **FAVOUR** of Resolution 3. The Chair intends to vote undirected proxies in **FAVOUR** of Resolution 3.

ITEM 5: RESOLUTION 4 – RATIFICATION OF PRIOR ISSUE OF SHARES TO BJ FRASER PTY LTD ATF BJ FRASER FAMILY TRUST

BACKGROUND

On 17 February 2022, the Company announced the strategic acquisition of PFA. PFA is a specialised provider of electrical pole inspection and reinforcement services to Tier 1 customers across the East Coast of Australia. The acquisition was partly funded via the issue of 2,316,765 Shares ("**Fraser Shares**") to BJ Fraser Pty Ltd atf BJ Fraser Family Trust on the completion date of 29 April 2022, at an issue price of \$1.187 per Share. The Fraser Shares are subject to voluntary escrow of 24 months from the date of their issue.

The Company issued the Fraser Shares to BJ Fraser Pty Ltd atf BJ Fraser Family Trust within the Company's 15% annual limit permitted under Listing Rule 7.1, without the need for Shareholder approval. The Fraser Shares were issued pari passu to the existing Shares.

Listing Rule 7.1 and 7.4

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

The issue of the Fraser Shares does not fit within any of these exceptions and, as it has not yet been approved by Shareholders, it effectively uses up part of the 15% limit in Listing Rule 7.1, reducing the Company's capacity to issue further Equity Securities without shareholder approval under Listing Rule 7.1 for the 12 month period following the issue of the Fraser Shares.

Listing Rule 7.4 allows the shareholders of a listed company to ratify and approve an issue of Equity Securities after it has been made or agreed to be made. If approval is provided, the issue is taken to have been approved under Listing Rule 7.1 and so does not reduce the Company's capacity to issue further Equity Securities without Shareholder approval under that rule.

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

To this end, Resolution 4 seeks Shareholder approval to ratify the issue of the Fraser Shares under and for the purposes of Listing Rule 7.4.

If Resolution 4 is passed, the issue of the Fraser Shares will be excluded in calculating the Company's 15% limit in Listing Rule 7.1, effectively increasing the number of Equity Securities it can issue without Shareholder approval over the 12 month period following the issue of the Fraser Shares.

If Resolution 4 is not passed, the issue of the Fraser Shares will be included in calculating the Company's 15% limit in Listing Rule 7.1, effectively decreasing the number of Equity Securities it can issue without Shareholder approval over the 12 month period following the issue of the Fraser Shares.

Information required under Listing Rule 7.5

Listing Rule 7.5 requires the following information be provided to Shareholders:

The name of the persons to whom the entity issued or agreed to issue the securities or the basis on which those persons were identified or selected	The Fraser Shares were issued to BJ Fraser Pty Ltd atf BJ Fraser Family Trust.
The number of securities issued	2,316,765 Shares
The price at which the securities were issued	A\$1.187 per Share
The date on which the securities were issued	29 April 2022
The terms of the securities	The Fraser Shares were all fully paid ordinary Shares that rank pari passu with existing Shares.
The use (or intended use) of the funds raised	There were no funds raised from the issue of the Fraser Shares. The Fraser Shares were issued as part consideration for the strategic acquisition of PFA.
Summary of agreement	The Fraser Shares were issued under a binding business purchase agreement ("BPA") pursuant to which the Company acquired 100% of PFA from BJ Fraser Pty Ltd atf BJ Fraser Family Trust and CC Rankine Pty Ltd atf CC Rankine Family Trust, in exchange for upfront consideration of approximately A\$22 million, payable in A\$16.5m cash and the issue of A\$5.5 million of Shares (comprising the Fraser Shares (Resolution 4) and Rankine Shares (Resolution 5)) and contingent earn-out payments in cash subject to PFA's performance in FY22 to FY24. The BPA included conditions precedent such as the Company completing the Placement, receipt of change of control consents on PFA material contracts, no material adverse change in the PFA business and other customary closing conditions precedent. Completion of the acquisition of PFA under the BPA occurred on 29 April 2022.
A voting exclusion statement	A voting exclusion statement is included under Resolution 4 in the Notice.

The Board recommends that Shareholders vote in **FAVOUR** of Resolution 4. The Chair intends to vote undirected proxies in **FAVOUR** of Resolution 4.

ITEM 6: RESOLUTION 5 – RATIFICATION OF PRIOR ISSUE OF SHARES TO CC RANKINE PTY LTD ATF CC RANKINE FAMILY TRUST

BACKGROUND

On 17 February 2022, the Company announced the strategic acquisition of PFA. PFA is a specialised provider of electrical pole inspection and reinforcement services to Tier 1 customers across the East Coast of Australia. The acquisition was partly funded via the issue of 2,316,765 Shares ("**Rankine Shares**") to CC Rankine Pty Ltd atf CC Rankine Family Trust on the completion date of 29 April 2022, at an issue price of \$1.187 per Share. The Rankine Shares are subject to voluntary escrow of 24 months from the date of their issue.

The Company issued the Rankine Shares to CC Rankine Pty Ltd atf CC Rankine Family Trust within the 15% annual limit permitted under Listing Rule 7.1, without the need for Shareholder approval. The Rankine Shares were issued pari passu to the existing Shares.

Listing Rule 7.1 and 7.4

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

The issue of the Rankine Shares does not fit within any of these exceptions and, as it has not yet been approved by Shareholders, it effectively uses up part of the 15% limit in Listing Rule 7.1, reducing the Company's capacity to issue further Equity Securities without Shareholder approval under ASX Listing Rule 7.1 for the 12 month period following the issue of the Rankine Shares.

Listing Rule 7.4 allows the shareholders of a listed company to approve an issue of Equity Securities after it has been made or agreed to be made. If approval is provided, the issue is taken to have been approved under Listing Rule 7.1 and so does not reduce the Company's capacity to issue further Equity Securities without Shareholder approval under that rule.

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

To this end, Resolution 5 seeks Shareholder approval to ratify the issue of the Rankine Shares under and for the purposes of Listing Rule 7.4.

If Resolution 5 is passed, the issue of the Rankine Shares will be excluded in calculating the Company's 15% limit in Listing Rule 7.1, effectively increasing the number of Equity Securities it can issue without Shareholder approval over the 12 month period following the issue of the Rankine Shares.

If Resolution 5 is not passed, the issue of the Rankine Shares will be included in calculating the Company's 15% limit in Listing Rule 7.1, effectively decreasing the number of equity securities it can issue without Shareholder approval over the 12 month period following the issue of the Rankine Shares.

Information required under Listing Rule 7.5

Listing Rule 7.5 requires the following information be provided to shareholders:

The name of the persons to whom the entity issued or agreed to issue the securities or the basis on which those persons were identified or selected	The Rankine Shares were issued to CC Rankine Pty Ltd atf CC Rankine Family Trust.
The number of securities issued	2,316,765 Shares
The price at which the securities were issued	A\$1.187 per Share
The date on which the securities were issued	29 April 2022
The terms of the securities	The Rankine Shares were all fully paid ordinary Shares that rank pari passu with existing Shares.
The use (or intended use) of the funds raised	There were no funds raised from the issue of the Rankine Shares. The Rankine Shares were issued as part consideration for the strategic acquisition of PFA, plus transaction costs and working capital.
Summary of agreement	The Rankine Shares were issued under the BPA pursuant to which the Company acquired 100% of PFA from BJ Fraser Pty Ltd atf BJ Fraser Family Trust and CC Rankine Pty Ltd atf CC Rankine Family Trust, in exchange for upfront consideration of approximately A\$22 million, payable in A\$16.5m cash and the issue of A\$5.5 million of Shares (comprising the Fraser Shares (Resolution 4) and Rankine Shares (Resolution 5)) and contingent earn-out payments in cash subject to PFA's performance in FY22 to FY24. The BPA included conditions precedent such as the Company completing the Placement, receipt of change of control consents on PFA material contracts, no material adverse change in the PFA business and other customary closing conditions precedent. Completion of the acquisition of PFA under the BPA occurred on 29 April 2022.
A voting exclusion statement	A voting exclusion statement is included under Resolution 5 in the Notice.

The Board recommends that Shareholders vote in **FAVOUR** of Resolution 5. The Chair intends to vote undirected proxies in **FAVOUR** of Resolution 5.

ITEM 7: RESOLUTION 6 – ADDITIONAL CAPACITY TO ISSUE EQUITY SECURITIES UNDER LISTING RULE 7.1A

7.1 General

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

However, under Listing Rule 7.1A, an eligible entity may seek shareholder approval by way of a special resolution passed at its annual general meeting to increase this 15% limit by an extra 10% to 25% in accordance with the formula under Listing Rule 7.1A.2 ("**7.1A Mandate**").

An 'eligible entity' means an entity which is not included in the S&P/ASX 300 Index and has a market capitalisation of \$300,000,000 or less. The Company is an eligible entity for these purposes.

As at the date of this Notice, the Company is an eligible entity as it is not included in the S&P/ASX 300 Index and has a current market capitalisation of approximately \$175 million (based on the number of Shares on issue and the closing price of Shares on the ASX on 16 September 2022).

Resolution 6 seeks Shareholder approval by way of special resolution for the Company to have the additional 10% placement capacity provided for in Listing Rule 7.1A to issue Equity Securities without Shareholder approval.

If Resolution 6 is passed, the Company will be able to issue Equity Securities up to the combined 25% limit in Listing Rules 7.1 and 7.1A without any further Shareholder approval.

If Resolution 6 is not passed, the Company will not be able to access the additional 10% capacity to issue Equity Securities without Shareholder approval under Listing Rule 7.1A and will remain subject to the 15% limit on issuing Equity Securities without Shareholder approval set out in Listing Rule 7.1.

7.2 The number of Equity Securities which may be issued pursuant to the 7.1A Mandate

Based on the number of Shares on issue at the date of this Notice, the Company will have 176,752,420 Shares on issue and therefore, subject to Shareholder approval being obtained under this Resolution, **17,675,242** Equity Securities will be permitted to be issued in accordance with Listing Rule 7.1A. Shareholders should note that the calculation of the number of Equity Securities permitted to be issued under the 7.1A Mandate is a moving calculation and will be based the formula set out in Listing Rule 7.1A.2 at the time of issue of the Equity Securities. That formula is:

$$(A \times D) - E$$

- A** is the number of Shares on issue 12 months immediately preceding the date of issue or agreement ("**Relevant Period**"):
- (a) plus the number of fully paid Shares issued in the Relevant Period under an exception in Listing Rule 7.2 other than exception 9, 16 or 17;
 - (i) plus the number of fully paid Shares issued in the Relevant Period on the conversion of convertible securities within Listing Rule 7.2 exception 9 where:
 - (ii) the convertible securities were issued or agreed to be issued before the commencement of the Relevant Period; or
 - (iii) the issue of, or agreement to issue, the convertible securities was approved or taken under the Listing Rules to have been approved, under Listing Rules 7.1 or 7.4;
 - (b) plus the number of Shares issued in the Relevant Period under an agreement to issue securities within Listing Rule 7.2 exception 16 where:
 - (i) the agreement was entered into before the commencement of the Relevant Period; or

- (ii) the agreement or issue was approved, or taken under these rules to have been approved, under Listing Rules 7.1 or 7.4;
- (c) plus the number of fully paid Shares issued in the Relevant Period with approval of holders of Shares under Listing Rules 7.1 and 7.4;
- (d) plus the number of partly paid Shares that become fully paid in the Relevant Period;
- (e) less the number of fully paid Shares cancelled in the Relevant Period.

Note that 'A' has the same meaning in Listing Rule 7.1 when calculating an entity's 15% placement capacity.

D is 10%

E is the number of Equity Securities issued or agreed to be issued under Listing Rule 7.1A.2 in the Relevant Period where the issue or agreement to issue has not been subsequently approved by Shareholders under Listing Rule 7.4.

7.3 Technical information required by Listing Rule 7.1A

Pursuant to and in accordance with Listing Rule 7.3A, the information below is provided in relation to Resolution 6:

(a) Period for which the 7.1A Mandate is valid

The 7.1A Mandate will commence on the date of the Meeting and expire on the first to occur of the following:

- i. the date that is 12 months after the date of this Meeting;
- ii. the time and date of the Company's next annual general meeting; and
- iii. the time and date of approval by Shareholders of any transaction under Listing Rule 11.1.2 (a significant change in the nature or scale of activities) or Listing Rule 11.2 (disposal of main undertaking).

(b) Minimum price

Any Equity Securities issued under the 7.1A Mandate must be in an existing quoted class of the Company's Equity Securities and be issued for cash consideration at a minimum price of not less than 75% of the volume weighted average price of the Company's Equity Securities in that class, calculated over the 15 trading days on which trades in that class were recorded immediately before:

- i. the date on which the price at which the Equity Securities are to be issued is agreed by the entity and the recipient of the Equity Securities; or
- ii. if the Equity Securities are not issued within 10 trading days of the date in Section 7.3(b)(i), the date on which the Equity Securities are issued.

(c) Use of funds raised under the 7.1A Mandate

The Company intends to use funds raised from issues of Equity Securities under the 7.1A Mandate for:

- (i) the acquisition of new resources, assets and investments (including expenses associated with such an acquisition);
- (ii) the development of the Company's current business; and
- (iii) general working capital.

(d) Risk of Economic and Voting Dilution

Any issue of Equity Securities under the 7.1A Mandate will dilute the interests of Shareholders who do not receive any Shares under the issue.

If Resolution 6 is approved by Shareholders and the Company issues the maximum number of Equity Securities available under the 7.1A Mandate, the economic and voting dilution of existing Shares would be as shown in the table below.

The table below shows the dilution of existing Shareholders calculated in accordance with the formula outlined in Listing Rule 7.1A.2, on the basis of the closing market price of Shares and the number of Equity Securities on issue or proposed to be issued as at 16 September 2022.

The table also shows the voting dilution impact where the number of Shares on issue (Variable A in the formula) changes and the economic dilution where there are changes in the issue price of Shares issued under the 7.1A Mandate.

Number of shares on Issue (Variable A in Listing Rule 7.1A.2)			Issue Price		
			\$0.495	\$0.990	\$1.485
			50% decrease in price	Issue Price	50% increase in price
Funds Raised					
Current	176,752,420	17,675,242	\$8,749,245	\$17,498,490	\$26,247,734
50% increase	265,128,629	26,512,863	\$13,123,867	\$26,247,734	\$39,371,602
100% increase	353,504,839	35,350,484	\$17,498,490	\$34,996,979	\$52,495,469

*The number of Shares on issue (Variable A in the formula) could increase as a result of the issue of Shares that do not require Shareholder approval (such as under a pro-rata rights issue or scrip issued under a takeover offer) or that are issued with Shareholder approval under Listing Rule 7.1.

The table above uses the following assumptions:

1. There are currently 176,752,420 Shares on issue as at the date of this Notice.
2. The issue price set out above is the closing market price of the Shares on the ASX on 16 September 2022 (being \$0.99).
3. The Company issues the maximum possible number of Equity Securities under the 7.1A Mandate.
4. Resolutions 3, 4 and 5 are approved by Shareholders
5. The Company has not issued any further Equity Securities in the 12 months prior to the Meeting or not issued under an exception in Listing Rule 7.2 or with approval under Listing Rule 7.1.
6. The issue of Equity Securities under the 7.1A Mandate consists only of Shares.
7. The calculations above do not show the dilution that any one particular Shareholder will be subject to. All Shareholders should consider the dilution caused to their own shareholding depending on their specific circumstances.
8. This table does not set out any dilution pursuant to approvals under Listing Rule 7.1.
9. The 10% voting dilution reflects the aggregate percentage dilution against the issued share capital at the time of issue. This is why the voting dilution is shown in each example as 10%.
10. The table does not show an example of dilution that may be caused to a particular Shareholder by reason of placements under the 7.1A Mandate based on that Shareholders holding at the date of the Meeting.

Shareholders should note that there is a risk that:

- (i) the market price for the Company's Shares may be significantly lower on the issue date than on the date of the Meeting; and
- (ii) the Shares may be issued at a price that is at a discount to the market price for those Shares on the date of issue

(e) Allocation policy under the 7.1A Mandate

The recipients of the Equity Securities to be issued under the 7.1A Mandate have not yet been determined. However, the recipients of Equity Securities could consist of current Shareholders or new investors (or both), none of whom will be related parties of the Company.

The Company will determine the recipients at the time of the issue under the 7.1A Mandate, having regard to the following factors:

- (i) the purpose of the issue;
- (ii) alternative methods for raising funds available to the Company at that time, including, but not limited to, an entitlement issue, share purchase plan, placement or other offer where existing Shareholders may participate;
- (iii) the effect of the issue of the Equity Securities on the control of the Company;
- (iv) the circumstances of the Company, including, but not limited to, the financial position and solvency of the Company;
- (v) prevailing market conditions; and
- (vi) advice from corporate, financial and broking advisers (if applicable).

(f) Previous approval under Listing Rule 7.1A

The Company has not previously obtained approval from its Shareholders pursuant to Listing Rule 7.1A.

7.4 Voting Exclusion Statement

A voting exclusion statement is included under Resolution 6 in the Notice. However, as at the date of dispatch of this Notice of Meeting, the Company is not proposing to make an issue of Equity Securities under Listing Rule 7.1A. On that basis, no Shareholders are currently excluded from voting.

GLOSSARY

\$ or A\$	means Australian dollars
7.1A Mandate	has the meaning set out in Item 7.1 of the Explanatory Memorandum
Accounting Standards	has the meaning given to that term in the Corporations Act
Annual General Meeting or Meeting	means the Annual General Meeting of the Company convened by the Notice
ASX	means ASX Limited (ABN 98 008 624 691) and, where the context permits, the Australian Securities Exchange operated by ASX Limited
Auditor	means Grant Thornton being the Company's appointed auditor
Auditor's Report	means the report of the Auditor regarding its audit of the Company
Board	means the board of Directors of the Company
BPA	has the meaning set out in Item 5 of the Explanatory Memorandum
Chair	means the individual acting as chairperson of the Meeting
Closely Related Party	has the meaning given to that term in the Corporations Act
Company or GenusPlus Group	means GenusPlus Group Ltd ABN 86 620 283 561
Corporations Act	means the <i>Corporations Act 2001</i> (Cth)
Directors	means the directors of the Company
Directors' Report	means the report of the Directors of the Company
Equity Securities	has the meaning given to that term in the Listing Rules
Explanatory Memorandum	means the explanatory notes accompanying the Notice prepared for the information of Shareholders in connection with the business to be transacted at the Annual General Meeting
Financial Report	means the annual financial report of the Company for the year ending 30 June 2022
Fraser Shares	has the meaning set out in Item 5 of the Explanatory Memorandum
Key Management Personnel	has the meaning given to that term in the Accounting Standards
Listing Rules	means the ASX Listing Rules
Notice	means the notice of meeting which accompanies the Explanatory Memorandum
PFA	has the meaning set out in Item 4 of the Explanatory Memorandum
Placement	has the meaning set out in Item 4 of the Explanatory Memorandum
Placement Shares	has the meaning set out in Item 4 of the Explanatory Memorandum

Prohibited Person	means Key Management Personnel and their Closely Related Parties as at the date of the Meeting
Rankine Shares	has the meaning set out in Item 6 of the Explanatory Memorandum
Relevant Period	has the meaning set out in Item 7.2 of the Explanatory Memorandum
Resolution	means a resolution referred to in the Notice
Share	means a fully paid ordinary share in the capital of the Company
Shareholder	means a registered holder of one or more Shares
Spill Meeting	has the meaning set out in Item 2 of the Explanatory Memorandum
Spill Resolution	has the meaning set out in Item 2 of the Explanatory Memorandum
WST	means Australian Western Standard Time

LODGE YOUR VOTE



ONLINE

<https://investorcentre.linkgroup.com>


BY MAIL

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



BY FAX

+61 2 9287 0309



BY HAND

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



ALL ENQUIRIES TO

Telephone: 1300 554 474

Overseas: +61 1300 554 474



X99999999999

PROXY FORM

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

APPOINT A PROXY

☐ the Chairman of the Meeting (mark box)

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

or failing the person or body corporate named, or if no person or body corporate is named, the Chairman of the Meeting, as my/our proxy to act on my/our behalf (including to vote in accordance with the following directions or, if no directions have been given and to the extent permitted by the law, as the proxy sees fit) at the Annual General Meeting of the Company to be held at **1:00pm (WST) on Monday, 28 November 2022 at Grant Thornton's offices at Level 43, 152 -158 St Georges Terrace, Perth Western Australia** (the Meeting) and at any postponement or adjournment of the Meeting.

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

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

VOTING DIRECTIONS

Proxies will only be valid and accepted by the Company if they are signed and received no later than 48 hours before the Meeting.

Please read the voting instructions overleaf before marking any boxes with an ☒

Resolutions

- 1 Adoption of the Remuneration Report
- 2 Re-Election of Director – Simon Robert High
- 3 Ratification of Prior Issue of 16,528,926 Ordinary Shares Pursuant to Listing Rule 7.4
- 4 Ratification of Prior Issue of Shares to BJ Fraser Pty Ltd atf BJ Fraser Family Trust

For Against Abstain*

☐	☐	☐
☐	☐	☐
☐	☐	☐
☐	☐	☐

- 5 Ratification of Prior Issue of Shares to CC Rankine Pty Ltd atf CC Rankine Family Trust
- 6 Additional Capacity to Issue Equity Securities Under Listing Rule 7.1a

For Against Abstain*

☐	☐	☐
☐	☐	☐



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

SIGNATURE OF SHAREHOLDERS – THIS MUST BE COMPLETED

Shareholder 1 (Individual)

Joint Shareholder 2 (Individual)

Joint Shareholder 3 (Individual)

Sole Director and Sole Company Secretary

Director/Company Secretary (Delete one)

Director

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

HOW TO COMPLETE THIS SHAREHOLDER PROXY FORM

YOUR NAME AND ADDRESS

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

APPOINTMENT OF PROXY

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

DEFAULT TO CHAIRMAN OF THE MEETING

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

VOTES ON ITEMS OF BUSINESS – PROXY APPOINTMENT

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

APPOINTMENT OF A SECOND PROXY

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

To appoint a second proxy you must:

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

SIGNING INSTRUCTIONS

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

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

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

Power of Attorney: to sign under Power of Attorney, you must lodge the Power of Attorney with the registry. If you have not previously lodged this document for notation, please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the *Corporations Act 2001*) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please indicate the office held by signing in the appropriate place.

CORPORATE REPRESENTATIVES

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

LODGEMENT OF A PROXY FORM

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below by **1:00pm (WST) on Saturday, 26 November 2022**, being not later than 48 hours before the commencement of the Meeting. Any Proxy Form received after that time will not be valid for the scheduled Meeting.

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



ONLINE

<https://investorcentre.linkgroup.com>

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



BY MOBILE DEVICE

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

QR Code



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



BY MAIL

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



BY FAX

+61 2 9287 0309



BY HAND

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

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

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