



GENUSPLUS GROUP LTD

ABN 86 620 283 561

NOTICE OF THE 2021 ANNUAL GENERAL MEETING EXPLANATORY MEMORANDUM AND PROXY FORM

DATE OF MEETING

26 November 2021

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 2021 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 Friday 26 November 2021 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 2021.

(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 2021 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 – JOSÉ EZEQUIEL VARELA MARTINS

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

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

(See the Explanatory Memorandum for information on José Ezequiel Varela Martins).

4. RESOLUTION 3 –FINANCIAL ASSISTANCE

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

That for the purposes of section 260B(2) of the Corporations Act 2001 (Cth), approval is given for the financial assistance to be provided by Connect Engineering Pty Ltd ACN 003 282 371 and Connect Infrastructure Pty Ltd ACN 121 223 096 to the company in connection with the Acquisition as described in the Explanatory Memorandum accompanying the Notice of Annual General Meeting.

TERMS

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 attached proxy form 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. 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;
 - (d) sending the Proxy form by fax to (02) 9287 0309

Proxy forms must be returned by 1.00pm WST on Wednesday 24 November 2021 to be effective. **Proxy forms received later than this time will be invalid.**

Your proxy form is enclosed.

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.

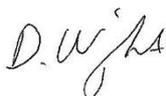
The representative should bring to the Meeting evidence of their appointment, including any authority under which the appointment is signed.

ATTENDANCE AND VOTING ELIGIBILITY

The Directors have determined pursuant to Regulation 7.11.37 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 at 1.00pm WST on Wednesday 24 November 2021.

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

BY ORDER OF THE BOARD OF DIRECTORS



Damian Wright
COMPANY SECRETARY
26 October 2021

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, 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 Company's 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 19 November 2021, 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.

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 19 November 2021.

The Company's 2021 Financial Report, Directors' Report and Auditor's Report is available on the Company's website at www.genusplusgroup.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@genusplusgroup.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 2021 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") that another meeting be held within 90 days at which all of the Company's directors (other than the Managing Director) must stand for re-election.

However, the Division does not apply if a spill resolution was put to the vote at the previous annual general meeting.

This is the Company's first annual general meeting as an ASX Listed entity. As such, Shareholders do not need to consider a spill resolution at this Meeting.

A voting exclusion applies to Resolution 1 in the terms set out in the Notice of Meeting. Key Management Personnel and their Closely Related Parties 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 Chairperson and expressly authorises the Chairperson to exercise the proxy. The Chairperson 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 – JOSÉ EZEQUIEL VARELA MARTINS

Pursuant to Rule 6.1 of the Constitution one third of the Directors (or the number nearest one third) must retire at each annual general meeting and are eligible for re-election, and must not hold office for more than 3 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 José Ezequiel Varela Martins, who is retiring by rotation under Rule 6.1 of the Company's Constitution.

The qualifications and experience and other information about José Ezequiel Varela Martins are detailed below:

Mr Martins is a Non-Executive Director and Member of the Audit and Risk Committee and Remuneration and Nominations Committees and brings over 25 years' experience in the financial management of public and private companies. Jose is the former CFO of ASX listed Ausdrill Ltd and Macmahon Holdings Ltd. Jose is the current CFO of Alliance Mining Commodities.

Mr Martins joined the Company as a Director in January 2018 and the Board considers that Mr Martins is an independent Director.

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

ITEM 4: RESOLUTION 3 – FINANCIAL ASSISTANCE

4.1 General

GenusPlus Group and certain of its Subsidiaries are parties to:

- a) General Security Deed dated 30 October 2018 between, among others, Commonwealth Bank of Australia ABN 48 123 123 124 ("**Financier**") and GenusPlus Group ("**GSD**");
- b) Facility Agreement dated 30 October 2018 between, among others, the Financier and GenusPlus Group ("**FA**"); and
- c) A number of other finance documents referred to in the FA as 'Finance Documents',

(together the "**Finance Documents**"), which form the documents underlying the debt facilities provided by the Financier to GenusPlus Group and those Subsidiaries ("**Facilities**"). GenusPlus Group and those Subsidiaries are the current borrowers and guarantors in respect of the Facilities ("**Transaction Parties**").

The terms of the Facilities, including in relation to interest charges, events of default, representations and warranties and undertakings (by the Transaction Parties) are customary for debt facilities of this nature.

Each guarantor provides, under the FA, a guarantee and indemnity in favour of the Financier in respect of the liabilities and obligations of all the Transaction Parties under the Finance Documents. Each guarantor also grants

in favour of the Financier a security interest over all of that guarantor's present and after-acquired property as security for those liabilities and obligations.

The FA requires GenusPlus Group to ensure that the EBITDA and the total tangible assets (respectively) of the guarantors represent not less than 95% of the EBITDA and the total tangible assets (respectively) of GenusPlus Group and its Subsidiaries ("**Guarantor Coverage Requirement**").

On 31 May 2021, GenusPlus Group acquired all of the ordinary shares in Connect Engineering Pty Ltd ACN 003 282 371 ("**Connect Engineering**"), being the owner of 100% of the ordinary shares in Connect Infrastructure Pty Ltd ACN 121 223 096 ("**Connect Infrastructure**") (together "**Connect Companies**") so that they became wholly owned subsidiaries of GenusPlus Group.

The FA specifies that an approved purpose of one of the credit facilities made available to GenusPlus Group by the Financier is to assist with funding a reimbursement of the purchase price paid by GenusPlus Group in respect of that acquisition ("**Purpose**").

4.2 Accession to the Finance Documents

In accordance with the Guarantor Coverage Requirement in the FA, GenusPlus Group is now required to ensure the Connect Companies become guarantors and security providers in respect of the Facilities. It is also proposed that the Connect Companies become borrowers in respect of some of the Facilities.

In view of the Purpose, the accession of the Connect Companies as guarantors and security providers ("**Accession**") may constitute those companies giving financial assistance to GenusPlus Group to acquire the shares in Connect Engineering.

4.3 The Financial Assistance rules

Section 260A(1) of the Corporations Act provides that a company may financially assist a person to acquire shares in the company or a holding company of the company only in certain circumstances, including where the giving of the assistance does not materially prejudice (a) the interests of the company or its shareholders, or (b) the company's ability to pay its creditors; or where the assistance is approved by shareholders under section 260B of the Corporations Act.

Financial assistance is broadly interpreted and may be the provision of anything needed in order to carry out a transaction, including giving security over assets or giving a guarantee or indemnity in respect of another person's liability.

The Board has not formed the view that the Accession would materially prejudice the interests of creditors or the shareholders of the Connect Companies. However, due to uncertainty surrounding the interpretation and application of the expression "material prejudice" and the fact that, on the face of it, the Accession does to some extent prejudice the Connect Companies' freedom to operate their businesses as they see fit, the Board believes it is prudent to obtain the approval of its shareholders under section 260B of the Corporations Act.

Between the date of this Notice and the Annual General Meeting, GenusPlus Group (being the shareholder of Connect Engineering and thereby a holding company of Connect Infrastructure) will be asked to give approval for the giving of financial assistance by the Connect Companies to GenusPlus Group. Under section 260B(2) of the Corporations Act, if immediately after the acquisition, the company giving financial assistance will be a subsidiary of another corporation which is listed in Australia, that listed domestic corporation must also obtain shareholder approval for the financial assistance by way of a special resolution passed at a general meeting. As GenusPlus Group is the listed holding company of the Connect Companies, it seeks the approval of Shareholders, pursuant to section 260B(2) of the Corporations Act, for financial assistance to be provided by the Connect Companies.

In compliance with section 260B(4) of the Corporations Act, Shareholders are advised of the information below.

4.4 The Proposed Financial Assistance in detail

As noted above, on 31 May 2021, GenusPlus Group acquired all of the ordinary shares in Connect Engineering, which is the owner of 100% of the ordinary shares in Connect Infrastructure, so that the Connect Companies became wholly owned subsidiaries of GenusPlus Group (**Acquisition**). In connection with the Acquisition, the Financier requires that the Connect Companies execute and deliver an accession letter under which they agree to become guarantors under, and bound by the terms of, the FA together with the Transaction Parties ("**Accession Letter**") and to execute and deliver a general security deed under which they each grant in favour of the Financier a security interest over all of their present and after-acquired property ("**Connect General Security Deed**") (each subject to shareholder approval).

By executing the Accession Letter and the Connect General Security Deed, the Connect Companies will provide the following financial assistance to GenusPlus Group:

- (a) They will unconditionally and irrevocably guarantee the payment and repayment of any money owing, and the performance of obligations, under the Finance Documents;
- (b) They will provide the Financier with security over their assets on the terms of the Connect General Security Deed as security for the payment and repayment of any money owing under the Finance Documents; and
- (c) They will give the indemnities, undertakings, representations and warranties which GenusPlus Group and each other Transaction Party has provided and continues to provide to the Financier in the FA. The undertakings, representations and warranties may restrict various corporate actions the Connect Companies could otherwise undertake.

The Board does not currently believe that GenusPlus Group, any other existing Transaction Party, or any Connect Company is likely to be in default in relation to its obligations under the Finance Documents.

4.5 Advantages

The advantage to GenusPlus Group of the proposed resolution is that:

- (a) the Connect Companies will be able to execute an Accession Deed and the Connect General Security Deed; and,
- (b) it will allow GenusPlus Group to meet the Guarantor Coverage Requirement under the Finance Documents and avoid the occurrence of an 'Event of Default' under the Finance Documents.

In addition, GenusPlus Group would not be required to incur the additional cost of corporate restructuring, and the risk that it may not be able to complete the corporate restructuring by 10 December 2021. The effect of failure to complete the corporate restructuring by 10 December 2021 is set out under "4.7 Reason for Financial Assistance".

The principal advantage of the proposed resolution to the Connect Companies is that they will benefit from the Finance Documents. The Board believes that this is in the interests of the Connect Companies because the Connect Companies will:

- (a) have greater access to funding as a result of integration in the GenusPlus Group;
- (b) benefit from synergies, cost savings and greater growth potential through that integration with the GenusPlus Group; and
- (c) have access to new management expertise provide by GenusPlus Group.

In addition, if approval of financial assistance is not obtained, and GenusPlus Group is not able to complete the corporate restructuring by 10 December 2021, the Financier may require immediate repayment of the amounts owing under the Finance Documents, and this may have a material impact on the operations of the Connect Companies.

The Board believes that approving the financial assistance described above is in the interests of GenusPlus Group.

4.6 Disadvantages

The Board does not believe there are any disadvantages for GenusPlus Group as a result of the proposed resolution as GenusPlus Group is already a Transaction Party to the Finance Documents.

The disadvantages of the proposed resolution for the Connect Companies include the following:

- (a) The Connect Companies will become liable for amounts due under the Finance Documents and the Connect Companies' assets may become subject to enforcement action by the Financier in the event of any 'Event of Default' under the Finance Documents;
- (b) The Connect Companies becoming borrowers and guarantors under the Finance Documents may impact on their ability to borrow from other financiers in the future;
- (c) The corporate actions of the Connect Companies will be restricted by the terms of the Finance Documents; and
- (d) Although the Board does not currently believe there is or will likely be any prospect of default, a member of the GenusPlus Group may, in the future, default under the Finance Documents which will result in the Financier having various rights and remedies under the Finance Documents including making a demand under a guarantee or indemnity provided by a Connect Company requiring immediate repayment of amounts due under the Finance Documents.

4.7 Reason for Financial Assistance

The reason for the giving of the financial assistance described above is to enable GenusPlus Group to comply with its obligations under the Finance Documents.

If approval for financial assistance is not provided, GenusPlus Group will need to investigate the possibility of undertaking corporate restructuring to move all or a substantial portion of the assets of the Connect Companies to entities which are existing Transaction Parties under the Finance Documents. There is no guarantee that any such restructuring would be successful or efficient. In addition, restructuring will incur additional costs for GenusPlus Group which would not otherwise be incurred if the resolution is approved.

Further, if shareholder approval is not provided and GenusPlus Group is not able to complete any such corporate restructuring by 10 December 2021 GenusPlus Group:

- a) will be in breach of undertakings which will result in the occurrence of an 'Event of Default' enabling the Financier to exercise rights under the Finance Documents such as demanding repayment of all money owing under the Finance Documents; and
- b) may be forced to negotiate alternative financing and incur break costs and additional transaction fees.

4.8 Prior Notice to ASIC

Copies of the Notice of Annual General Meeting and these Explanatory Notes were lodged with the Australian Securities and Investments Commission before being sent to Shareholders in accordance with section 260B(5) of the Corporations Act.

4.9 Disclosure

The Board considers that the Notice and these Explanatory Notes contain all information known to GenusPlus Group that would be material to Shareholders in deciding how to vote on the resolution, other than information which it would be unreasonable to require GenusPlus Group to include because it has been previously disclosed to Shareholders.

4.10 Voting consequences

This resolution is a special resolution and will be passed if more than 75% of votes cast by Shareholders are in favour of the Resolution.

4.11 Board recommendation

The Directors unanimously support the provision of Financial Assistance by the Connect Companies and recommend that Shareholders vote in favour of the Resolution.

4.12 Voting Intention

The Chair of the Annual General Meeting intends to vote all undirected proxies in favour of Resolution 3.

GLOSSARY

Accession Letter	means a letter to be executed by each of Connect Engineering and Connect Infrastructure to become a borrower and a guarantor under the Facility Agreement
Acquisition	means the acquisition of all the ordinary shares of Connect Engineering, which is the owner of 100% of the ordinary shares in Connect Infrastructure, by which both of those companies became wholly owned subsidiaries of GenusPlus Group
Annual General Meeting or AGM	means the Annual General Meeting of the Company to be held at 1.00pm WST on Friday, 26 November 2021
ASX	means ASX Limited (ABN 98 008 624 691)
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
Chairman	means the individual acting as chairperson of the AGM
Company or GenusPlus Group	means GenusPlus Group Ltd ABN 86 620 283 561
Connect Companies	means Connect Engineering and Connect Infrastructure.
Connect Engineering	means Connect Engineering Pty Ltd ACN 003 282 371
Connect General Security Deed	means a general security deed to be entered into by the Connect Companies with the Financier under which each Connect Company grants in favour of the Financier a security interest over all of its present and after-acquired property.
Connect Infrastructure	means Connect Infrastructure Pty Ltd ACN 121 223 096
Constitution	means the constitution of the Company
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
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
Facility Agreement or FA	means the facility agreement dated 30 October 2018 between, among others, the Financier and GenusPlus Group.
Finance Documents	means the following documents underlying GenusPlus Group's and its Subsidiaries' debt facilities with the Financier: (i) the General Security Deed; (ii) the Facility Agreement; and

(iii) other documents referred to in the Facility Agreement as 'Finance Documents'

Financial Report means the annual financial report of the Company for the year ending 30 June 2021

Financier means Commonwealth Bank of Australia ABN 48 123 123 124

General Security Deed or GSD means the general security deed dated 30 October 2018 between, among others, the Financier and GenusPlus Group

Meeting means the meeting convened by the Notice

Notice means the notice of meeting which accompanies 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

Subsidiaries has the meaning given in the Corporations Act, but as if body corporate includes any entity. It also includes an entity required by current accounting practice to be included in the consolidated annual financial statements of that entity or would be required if that entity were a corporation

WST means Australian Western Standard Time

LODGE YOUR VOTE

 **ONLINE**
www.linkmarketservices.com.au

 **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
Level 12, 680 George Street, Sydney NSW 2000

 **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

STEP 1

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 Friday, 26 November 2021 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

	For	Against	Abstain*
1 Adoption of the Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 Re-election of Director – José Ezequiel Varela Martins	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 Financial Assistance	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

STEP 2

 * 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).

STEP 3



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 Wednesday, 24 November 2021**, 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

www.linkmarketservices.com.au

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 www.linkmarketservices.com.au 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*
Level 12
680 George Street
Sydney NSW 2000

*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.**