

GENUS

Proudly Powering
What Matters

CORPORATE GOVERNANCE STATEMENT

2026

ABOUT THIS STATEMENT

Establishing our commitment



OUR VALUES

INNOVATION

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

MATESHIP

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

SAFETY

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

INTEGRITY

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

COLLABORATION

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

GenusPlus Group Ltd (Genus or Company) is committed to maintaining high standards of corporate governance and conducting its business with integrity, accountability and transparency. The Company has adopted governance practices that are aligned with the ASX Corporate Governance Council's in the fourth edition of its Corporate Governance Principles and Recommendations (ASX Recommendations) ,recognising that effective governance is fundamental to sustainable long-term performance and the creation of value for security holders and other stakeholders.
This Corporate Governance statement outlines the Company's governance framework and the manner in which Genus has applied the ASX Recommendations during the reporting period.

For the reporting period ending 30 June 2026, the Company's Board of Directors **(Board)** is confident that the Company's governance practices have consistently adhered to the ASX Recommendations.

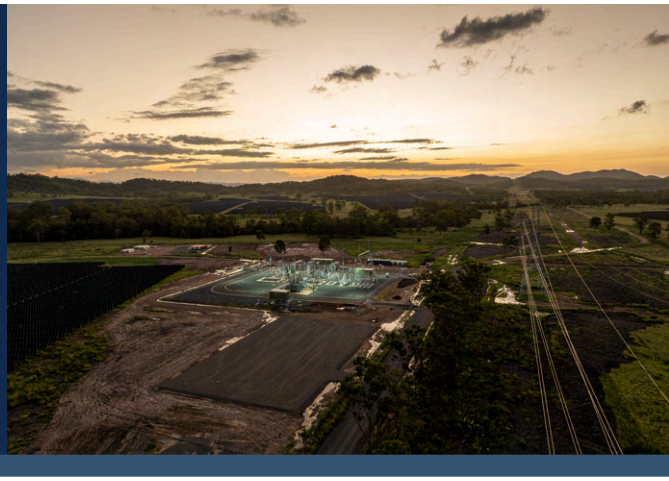
This Statement outlines Genus' key governance principles and practices, which are regularly reviewed and updated to ensure they are current and in compliance with legal requirements and in accordance with the evolving corporate governance landscape. This Statement and more comprehensive details on Genus'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

This Statement is current as at 1 October 2026 and has been approved by the Board. This Statement should be read in conjunction with the Company's 2026 Annual Report.

D. Riches

David Riches
Managing Director

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01 ABOUT US

Our Vision, Mission & Values



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

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

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



OUR VISION

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

OUR MISSION

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



02 MANAGEMENT

Laying the foundations



Principle 1: Lay Solid foundations for management and oversight

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

Genus' Board is committed to maintaining a robust governance framework that clearly defines the roles, responsibilities and accountability of the Board and management, while ensuring their performance is appropriately monitored and evaluated.

The Board operates under a Board Charter, which is publicly available on the Company's website. The Charter outlines the respective roles and responsibilities of the Board, the Chair, the Managing Director, management and the Company Secretary, and distinguishes between matters reserved for the Board and those delegated to management or Board committees. The Company Secretary reports directly to the Board through the Chair and plays a key role in supporting the effective operation of the Board and its committees.

The appointment of Directors and senior executives is governed by a formal process overseen by the Remuneration and Nomination Committee (RNC). Appropriate background and probity checks are undertaken prior to appointment, and all Directors and senior executives enter into written agreements setting out the terms of their appointment. When security holders are asked to elect or re-elect a Director, the Company provides all material information relevant to the decision, including the candidate's biographical details, skills, experience, independence, and any other interests that may reasonably be considered to influence their judgement.



Genus recognises that a diverse and inclusive workforce is fundamental to its long-term success. The Company is committed to fostering a workplace culture where individuals from a broad range of backgrounds, experiences and perspectives are valued, respected and empowered to contribute.

To support this commitment, Genus maintains an Equal Employment Opportunity Policy, Diversity Policy and Corporate Code of Conduct, which are available to employees via the Company's intranet, GenConnect, and publicly on the Company's website.

The Company also promotes inclusion and employee wellbeing through participation in annual initiatives such as R U OK? Day and Women's Health Month. In accordance with its Diversity Policy, the Board is responsible for setting, monitoring and reporting against measurable diversity objectives, including objectives relating to gender diversity. The Board has established the following measurable objectives to support improved gender representation across the Group:

The Board remains committed to achieving these objectives and continues to support initiatives that promote diversity through recruitment, retention, career development and leadership opportunities. Genus actively seeks to create an inclusive workplace that encourages greater participation and advancement of women across all levels of the organisation.

The Company's approach to diversity extends beyond professional skills and experience and encompasses a broad range of characteristics, including gender, age, disability, cultural and socio-economic background, family and caring responsibilities, religious beliefs, sexual orientation, gender identity, perspectives and lived experiences.

Genus acknowledges that the infrastructure construction sector has historically been male-dominated, particularly in operational and field-based roles. While this can affect the availability of experienced female candidates in certain disciplines, the Company remains focused on improving gender diversity across its workforce. Women continue to have strong representation in the Company's corporate, professional and administrative functions, including its head office and regional offices throughout Australia.

Across the Group, Genus is committed to maintaining female workforce participation at or above the relevant industry average and to continuing to improve representation through targeted diversity and inclusion initiatives.



Diversity

The Company recognises that a diverse and inclusive workforce contributes to stronger organisational performance, innovation and decision-making. The Board is responsible for setting measurable diversity objectives and monitoring progress against those objectives.

The Board's FY27 measurable diversity objectives are set out below:

	FY26 Outcome	FY27 Goal
Female Board Representation	0% (0 of 5 directors)	Appoint and maintain at least one female Non-Executive Director by 30 June 2027 (20% of the Board)
Female Senior Executives	28.57%	Maintain female representation of at least 28% and target 30% or greater
Female Management	16.03%	Increase female representation to 18%
Female Workforce Participation	15.11%	Increase female participation to at least 16% and maintain participation above relevant industry benchmarks
Diversity, inclusion & pay equity initiatives	Achieved	Continue annual pay equity reviews and diversity and inclusion initiatives, including consideration of diversity in recruitment, succession planning and talent development

As at 30 June 2026, women represented 28.57% of senior executives, 16.03% of management positions and 15.11% of the Group's workforce. While the Company achieved its FY26 objectives for senior executive, management and workforce representation, the Board acknowledges that no female directors served on the Board during the reporting period.

Accordingly, the appointment of at least one female Non-Executive Director has been adopted as a priority diversity objective for FY27. The Board will continue to monitor progress against these objectives and report annually on outcomes achieved.

GOVERNANCE FRAMEWORK





Performance evaluation is a key component of Genus' governance framework and supports the effective oversight and accountability of the Board and management.

The performance of the Board, its committees and individual Directors is reviewed periodically against their respective charters, responsibilities and objectives, with the process overseen by the RNC. The Board also undertakes an annual review of the Managing Director's performance, while the Managing Director conducts annual performance assessments of senior executives.

During FY26, formal performance evaluations were completed for the Board, its committees, individual Directors and senior executives.

Through these processes, Genus seeks to ensure that roles and responsibilities remain clearly defined and aligned with the Company's strategic objectives, appointments are transparent and accountable, and performance is regularly assessed to support continuous improvement and long-term value creation.

03 BOARD STRUCTURE

Size, composition, skills & commitment



Principle 2: Structure the Board to add value.

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

THE BOARD OF DIRECTORS



MANAGING DIRECTOR
David Riches



NON-EXECUTIVE CHAIRMAN
Simon High



NON-EXECUTIVE DIRECTOR
Tony Narvaez



NON-EXECUTIVE DIRECTOR
Jose Martins



BOARD COMMITTEES

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

Committee as at October 2026	Composition Requirements	Responsibilities
Audit and Risk Committee (ARC) -Paul Gavazzi (Chairman) -José Martins -Tony Narvaez	• The Committee should have at least three members, all being non-executive Directors, with a majority being independent. • Members must be able to read and understand financial statements. • The ARC Chair must be independent, not the Board Chair, and have leadership experience and a strong finance, accounting, or business background. • The Board appoints, removes, and replaces Committee members by resolution. • External auditors, Directors, and senior executives may be invited to meetings at the ARC's discretion. • The Board acknowledges that these composition requirements may not always be possible.	• Financial Reporting: Review and ensure the integrity of financial statements, oversee external audits, assess adequacy of external reporting, and review the impact of accounting policy changes. • External Auditors: Recommend procedures for auditor selection and rotation, review performance, approve audit plans and fees, and ensure auditor independence and availability to answer shareholder questions. • Internal Audit: Monitor internal audit needs, assess internal audit performance, and review internal controls and risk management. • Corporate Reports: Ensure the integrity of unaudited periodic corporate reports and disclose verification processes. • Risk Management: Oversee risk management systems, review the risk management framework annually, and monitor safety, health, environmental, and quality risk management processes. • Other: Oversee Whistleblower protection, the company's insurance program, and related party transactions
Remuneration and Nomination Committee (RNC) -José Martins (Chairman) -Paul Gavazzi -David Riches	• The RNC will have at least three members, with a majority being independent Non-Executive Directors. • It will be chaired by an independent Non-Executive Director appointed by the Board. • The Board can add, remove, or replace Committee members by resolution.	• Board Composition & Performance: Ensure appropriate size, diversity, and skills on the Board; recommend appointments, re-elections, and removals; assess Board performance and succession plans; oversee Director induction and professional development. • Recruitment: Conduct background checks and set appointment terms for Directors and Senior Management. • Selection Process: Develop criteria for selecting Board candidates, including skills, experience, and diversity, and disclose relevant candidate information. • Executive Remuneration: Review and approve executive remuneration policies, incentive plans, and termination payments for the Managing Director and Senior Management. • Non-Executive Director Remuneration: Set remuneration structures for Non-Executive Directors, ensuring they stay within shareholder-approved limits and do not include equity-based incentives or performance-based pay. • Other Responsibilities: Oversee executive incentive plans, approve awards, and manage the policy on risk-limiting transactions related to these plans. Perform additional duties as deemed appropriate by the Board.

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

Name	Role	Independent	Length of Service
David Riches	Managing Director	No	6 July 2017 - present ~9 years 3 months
Simon High	Director	Yes	23 October 2017 – present ~8 years 11 months
Paul Gavazzi	Director	Yes	27 November 2017 – present ~8 years 10 months
Jose Martins	Director	Yes	3 January 2018 – present ~8 years 9 months
Tony Narvaez	Director	Yes	20 November 2025 - present ~0 years 11 months

Genus recognises that an effective Board requires an appropriate balance of skills, experience, independence and diversity to oversee the Company's strategy and deliver sustainable value for security holders. Board composition, succession planning and Board renewal are overseen by the RNC, which operates under a charter available on the Company's website.

The Board maintains a skills matrix to identify the competencies and attributes required to support the Company's strategic objectives. The RNC reviews the matrix regularly to assess whether the Board possesses the appropriate mix of capabilities across areas including infrastructure, financial management, governance, risk oversight, health and safety, stakeholder engagement and sustainability. Details of each Director's skills and experience are set out in the Annual Report. Collectively, the Directors bring extensive industry knowledge and expertise that the Board considers appropriate for the Company's business and strategic direction.

Director independence is assessed regularly in accordance with the Board Charter and the ASX Corporate Governance Principles and Recommendations. Directors are required to disclose any interests, positions, associations or relationships that may affect, or appear to affect, their independent judgement. As at the date of this Statement, a majority of the Board comprises independent non-executive Directors, and the Board has determined that no disclosed interests materially interfere with the exercise of independent judgement. The Chair, Mr Simon High, is an independent non-executive Director and is not the Managing Director or Chief Executive Officer.

The tenure of each Director is disclosed in the Annual Report and on the Company's website. The Board recognises that tenure is one of several factors considered when assessing independence and that ongoing Board renewal and succession planning are important to maintaining an effective and high-performing Board.

Genus has a structured induction program for newly appointed Directors, including briefings with the Managing Director and senior management, reviews of key governance and operational documents, and visits to major operational sites. The program is designed to provide Directors with a comprehensive understanding of the Company's operations, strategy, governance framework and risk profile. Ongoing professional development is supported through regular industry, regulatory and governance updates, as well as access to external education and training programs where appropriate.

Through these practices, the Board seeks to ensure it remains appropriately structured, independent and equipped with the skills, experience and expertise necessary to effectively oversee the Company and support the creation of long-term value for stakeholders. Details of the number of meetings held by the RNC during FY26 and the attendance of individual committee members are disclosed in the Company's 2026 Annual Report

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

SKILLS MATRIX

Management & Leadership					
Leadership *- Experience in a senior management position in a listed company, large or complex organisation or government body. Analyse issues and contribute at board level to solutions.*					
Executive Management *- Experience in evaluating performance of senior management, and oversee strategic human capital planning.*					
Negotiation *- Possess excellent negotiation skills, with the ability to drive stakeholder support for board decisions.*					
Strategy & Policy					
Strategy *- Skills in developing and implementing successful business strategy, including appropriately overseeing management on the delivery of agreed strategic planning objectives, including acquisitions and international expansion.*					
Policy Development *- Ability to identify key issues for the organisation and develop appropriate policy parameters within which the organization should operate.*					
Crisis Management *- Ability to constructively manage crisis, provide leadership around solutions and contribute to communications strategy with stakeholders.*					
Stakeholder Engagement and External Affairs *- Ability to foster strong stakeholder relationships, represent the organisation, and support strategies that build trust and reputation.*					
Risk & Compliance					
Operational Risk and Compliance *- Identify key risks to the organisation related to each key area of operations.*					
Legal Risk and Compliance *- Ability to monitor risk and compliance and knowledge of legal and regulatory requirements.*					
Financial & Audit *- Experience in accounting and finance to analyse statements, assess financial viability, contribute to financial planning, oversee budgets, capital management and oversee funding arrangements.*					

SKILLS MATRIX (CONT'D)

Technology *- Knowledge of IT governance and systems including privacy, data management and security.*					
Health and Safety *- Experience related to workplace health and safety, social responsibility, and community.*					
Environmental Management *- Experience in Environmental, Social, Governance (ESG), climate and sustainability governance.*					
Corporate Governance *- Experience in, and commitment to, the highest standards of corporate governance, including experience as a director or senior management in a listed company or large organisation.*					
Relevant Industry Experience *- Experience and knowledge with respect to the industry in which the Company operates.*					
Culture & Remuneration Management *- Relevant experience in overseeing workplace culture, people management, development and succession planning, and in relation to remuneration setting including incentive programs.*					

04 CULTURE

Lawful, Ethical & Responsible Conduct



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

Genus is committed to fostering a culture that promotes integrity, accountability, inclusion and responsible decision-making at every level of the organisation. The Company's values, vision and mission provide the foundation for how we work, interact and make decisions, shaping a culture where people are empowered to do the right thing, speak up when concerns arise, and act in the best interests of the Company and its stakeholders.

To support this culture, Genus has adopted a Code of Conduct that applies to Directors, officers, employees, contractors and suppliers. The Code sets clear expectations for ethical and professional behaviour and reinforces the standards of honesty, respect, accountability and integrity that underpin the Company's values. Any material breaches of the Code are reported to the Board, ensuring appropriate oversight and accountability.

Genus recognises that a strong culture is supported not only by values, but by clear governance frameworks and trusted reporting channels. The Company maintains a Whistleblower Policy, which is available on its website and provides a framework for employees and other stakeholders to confidentially, and where desired anonymously, raise concerns regarding misconduct or other disclosable matters. The policy outlines the protections available to whistleblowers and the process for investigating disclosures. The Board is informed of any material matters reported under the policy.

The Company also maintains an Anti-Bribery and Corruption Policy that applies to Directors, officers, employees, contractors, suppliers and business partners. The policy prohibits bribery, corruption and other improper conduct and reinforces Genus' commitment to conducting business fairly, ethically and in compliance with applicable laws. Any material breaches of the policy, or incidents involving bribery or corruption, are reported to the Board.

During FY26, Genus further strengthened its governance framework through the introduction of Human Rights and Artificial Intelligence policies, reflecting the Company's commitment to responsible business practices, emerging risks, and evolving stakeholder expectations. Together, these values, policies and governance practices help to foster a culture of trust, accountability and ethical conduct. They support Genus' commitment to acting lawfully, responsibly and with integrity, while creating a workplace in which employees are empowered to contribute to the Company's long-term success.

At Genus, culture is not viewed as a standalone initiative, but as the practical expression of the Company's values in the decisions made every day by its people.

INNOVATION

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

MATESHIP

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

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COLLABORATION

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

05 REPORTING

Safeguarding Integrity.



Principle 4: Safeguard integrity in corporate reporting

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

Genus is committed to maintaining the integrity, transparency and accuracy of its corporate reporting. Effective governance, rigorous oversight and strong internal controls underpin the Company's approach to both financial and non-financial reporting, ensuring that stakeholders receive reliable, balanced and timely information.

Oversight of the Company's reporting and assurance framework is supported by the Audit & Risk Committee (ARC), which operates under a formal charter available on the Company's website. The ARC assists the Board in fulfilling its responsibilities by overseeing the integrity of financial reporting, the effectiveness of risk management and internal control systems, and compliance with applicable legal and regulatory requirements.

The Board appoints ARC members having regard to their financial literacy, professional qualifications and relevant industry experience. Details of the qualifications, skills and experience of each ARC member are provided in the Annual Report and on the Company's website. The ARC meets regularly throughout the year, and details of committee meetings and member attendance are disclosed in the Company's FY2026 Annual Report.

Prior to approving the Company's financial statements, the Board receives written declarations from the Managing Director and Chief Financial Officer confirming that, in their opinion, the Company's financial records have been properly maintained, the financial statements comply with applicable accounting standards and statutory requirements, and the statements present a true and fair view of the Company's financial position and performance. Through these processes, the Board seeks to ensure that the Company's reporting is subject to appropriate oversight and review, supporting investor confidence and informed decision-making by security holders and other stakeholders.



The ARC oversees these processes and regularly engages with management and the external auditor to help ensure the integrity and effectiveness of the Company's reporting framework.

Genus recognises the importance of maintaining the integrity of all corporate reporting, including market disclosures and other reports that are not subject to external audit or review. The Company has adopted a Disclosure Policy, administered by a dedicated Disclosure Committee, which establishes clear processes for reviewing and verifying the accuracy, completeness and balance of information before it is released to the market.
As part of this process, information is validated against source documents and reviewed in consultation with relevant business units and subject matter experts. Draft disclosures and reports are subject to review by senior management, including the Managing Director and Chief Financial Officer, before being considered and approved by the Board where appropriate.

Through these governance and verification processes, Genus seeks to ensure that its financial and non-financial reporting is accurate, balanced, timely and reliable, providing security holders and other stakeholders with confidence in the Company's performance, strategy and prospects.



06 DISCLOSURE

Timely and balanced.



Principle 5: Make timely and balanced disclosure.

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

Genus is committed to providing timely, balanced and transparent disclosure of information that a reasonable person would expect to have a material effect on the price or value of the Company's securities. Effective disclosure practices are fundamental to maintaining market integrity and ensuring that investors have equal and timely access to material information.

The Company has adopted a Disclosure Policy, available on its website, which establishes the framework and processes for complying with its continuous disclosure obligations under the ASX Listing Rules and applicable legislation. The policy is supported by a dedicated Disclosure Committee, which assists in identifying, assessing and escalating potentially market-sensitive information to ensure disclosure obligations are met in a timely and consistent manner.

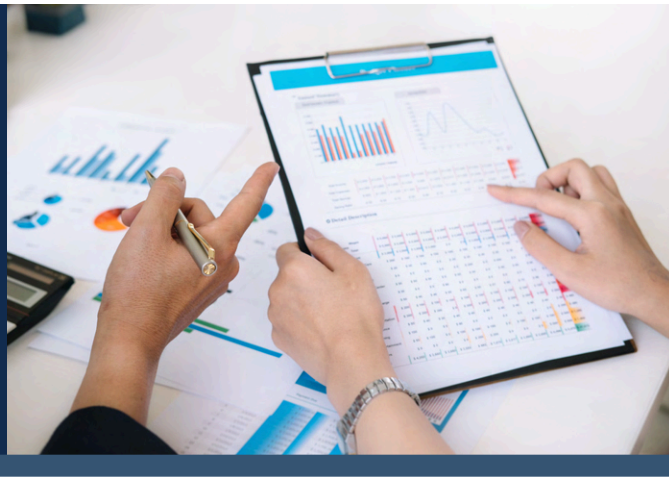
In accordance with the Disclosure Policy, all material announcements released to the ASX are promptly provided to the Board. This ensures Directors remain informed of material matters disclosed to the market and can effectively discharge their governance responsibilities.

Consistent with the Company's commitment to equal access to information, all new and substantive investor or analyst presentations are released to the ASX Market Announcements Platform before the presentation is delivered. This approach helps ensure that material information is made available to all investors at the same time and supports fair and informed trading in the Company's securities.

Through these practices, Genus seeks to maintain a culture of transparency and accountability while ensuring compliance with its continuous disclosure obligations and promoting investor confidence in the Company's communications.

07 SECURITY HOLDERS

Respect the rights of security holders.



Principle 6: Respect the rights of securityholders

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

Genus is committed to facilitating effective engagement with its security holders and ensuring they have access to timely, relevant and accessible information to enable them to exercise their rights as investors. The Company seeks to promote open, transparent and meaningful communication with security holders through a range of channels and engagement opportunities.

Information about the Company, its operations and its governance framework is available on the Company's website, including ASX announcements, annual and sustainability reports, corporate governance documents, Board and executive profiles, shareholder information and key corporate information.

To support effective two-way communication, Genus has adopted a Shareholder Communication Policy and maintains an active investor relations program. The Company provides security holders with multiple channels through which to access information, communicate with the Company and engage with management and the Board. Relevant announcements, reports and presentations are made available on the Company's website, and security holders can elect to receive communications electronically through the Company's share registry.

Genus is committed to ensuring that all investors have equal access to material information. Investor and analyst briefings are conducted in accordance with the Company's Disclosure Policy, and all new and substantive investor presentations are released to the ASX prior to being presented. Where appropriate, investor briefings and presentations are made accessible through webcasts or teleconferences to encourage broader participation.

The Annual General Meeting (AGM) remains an important forum for communication between the Company, its Board and security holders. Shareholders are encouraged to attend, participate and ask questions of the Board, management and the Company's external auditor. Notices of meeting, explanatory materials and voting information are made available through the Company's website and share registry platform to facilitate informed participation.

To support accessibility and participation, shareholders are able to lodge votes electronically and appoint proxies where they are unable to attend a meeting in person. Following each meeting, voting outcomes are released to the ASX and published on the Company's website. In accordance with the ASX Corporate Governance Principles and Recommendations, all substantive resolutions are decided by poll, ensuring that the voting outcome accurately reflects the views of security holders.

Genus encourages security holders to receive communications electronically through the Company's share registry, supporting more timely, efficient and environmentally sustainable engagement.

Through these practices, Genus seeks to foster a culture of transparency, accessibility and constructive engagement, ensuring security holders are well informed and able to participate effectively in the governance of the Company.

08 RISK MANAGEMENT

Recognise and manage risk.



Principle 7: Recognise and manage risk

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

Genus is committed to maintaining a strong and proactive risk management culture that supports the achievement of its strategic objectives, protects stakeholder value and promotes informed decision-making across the business. The Board recognises that effective risk management is critical to the long-term sustainability and resilience of the Company and has delegated oversight of the risk management framework to the Audit & Risk Committee (ARC).

The Company's risk management framework is aligned with AS/NZS ISO 31000:2018 and is supported by a suite of governance documents, including the Risk Management Policy, Risk Appetite Statement, Risk Management Standard and Risk Management Procedure. Together, these documents provide a structured and consistent approach to identifying, assessing, monitoring and managing risks and opportunities across the Group, while embedding risk management into strategic planning, operational decision-making and business performance processes.

The ARC reviews the effectiveness of the risk management framework at least annually and receives regular reports from management on emerging risks, control effectiveness and risk mitigation activities. Management is responsible for implementing and maintaining the framework, monitoring risk exposures, and ensuring that appropriate controls and treatment plans are in place and operating effectively.

To support alignment between the Company's strategic objectives and risk profile, the Board receives regular reporting on principal risks, emerging risk trends, compliance matters, internal audit findings and the progress of key risk treatment initiatives. The Board also reviews and approves the Company's annual business plans and budgets and monitors performance against those plans throughout the year.

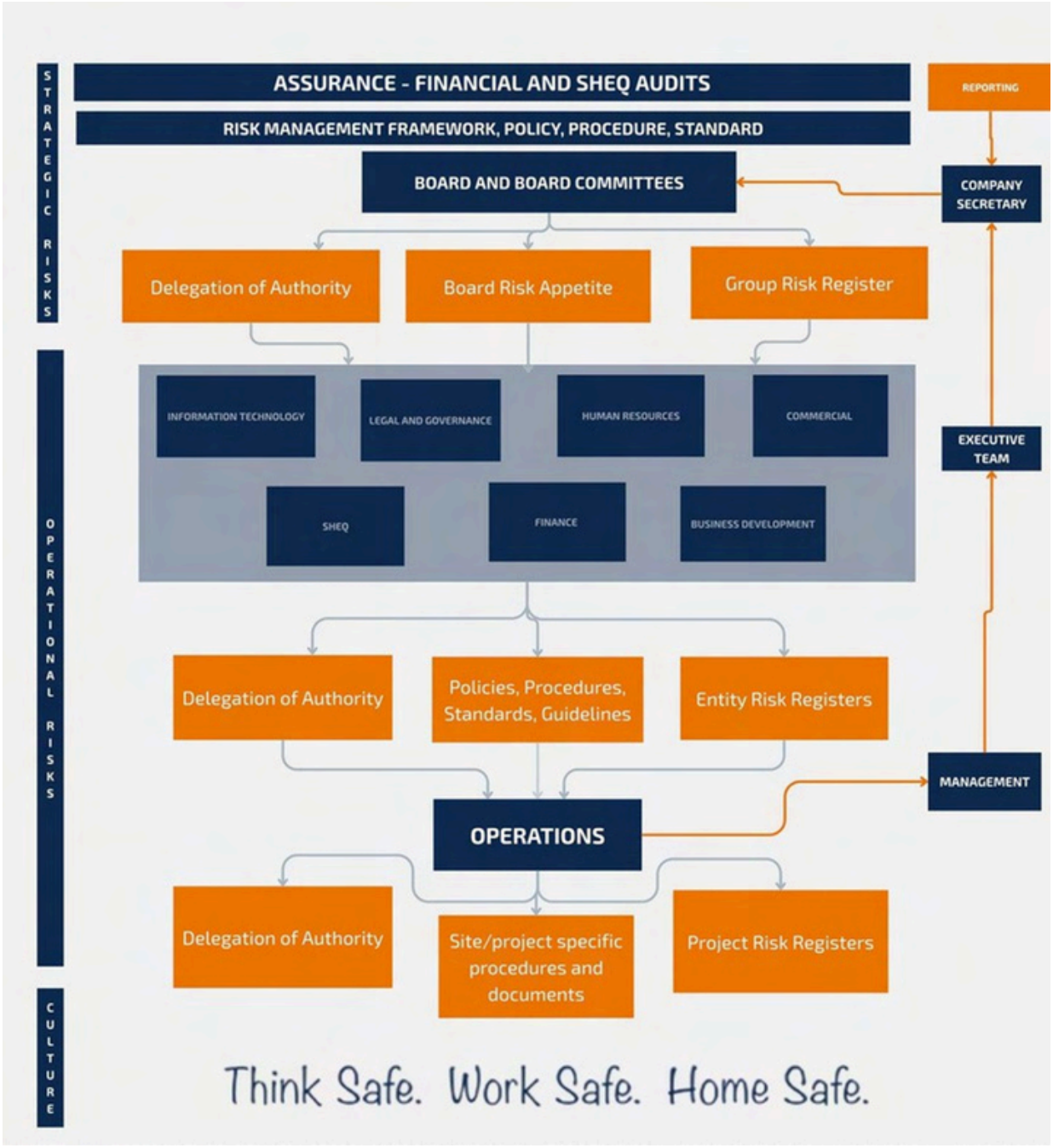
Through these practices, Genus continues to enhance its risk management capability and strengthen organisational resilience, ensuring that risk considerations remain embedded in decision-making and that the Company is well positioned to respond to evolving business, regulatory and market conditions.

Think Safe. Work Safe. Home Safe.

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

RISK MANAGEMENT FRAMEWORK





Genus maintains a risk management and internal control framework designed to support the delivery of its strategic objectives, safeguard its people and assets, and promote the effective management of risk across the Group.

While the Company does not maintain a dedicated internal audit function, it has established a range of governance, assurance and review processes that provide ongoing oversight of risk management, compliance and internal controls. These processes include regular reviews of governance policies and frameworks, monthly operational and project performance reviews, targeted assurance activities, and oversight by the Board and its committees.

During FY26, Genus continued to strengthen its assurance framework through enhanced enterprise risk management processes and refinement of the Group risk register. These initiatives have further embedded risk management and accountability across the business and enhanced visibility of emerging and strategic risks.

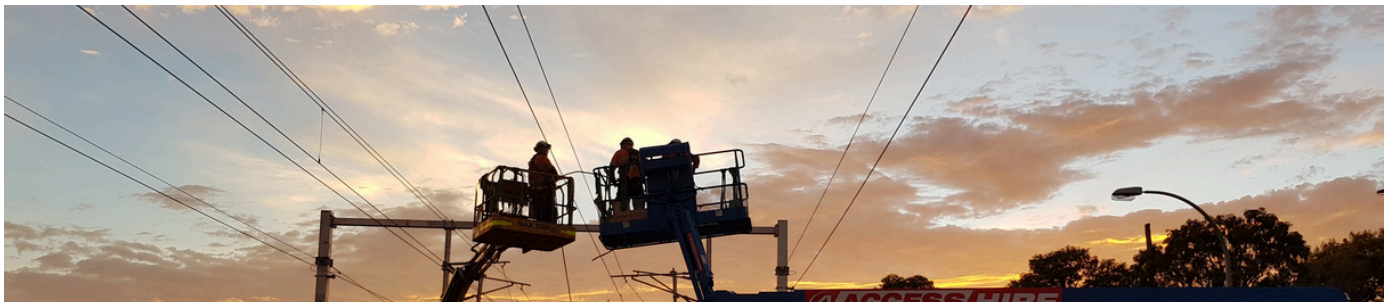
Safety, Health, Environment and Quality (SHEQ) performance remains a key focus area. Comprehensive SHEQ audits, inspections and compliance reviews are undertaken across the Group, with findings, trends and improvement actions reported regularly to management, the Audit & Risk Committee and the Board. Lessons learned from operational activities, investigations and assurance reviews are incorporated into continuous improvement initiatives to strengthen controls and drive better business outcomes.

Genus is exposed to a range of economic, environmental and social sustainability risks that may affect its financial performance, operations and long-term growth prospects. These include market and economic conditions, health and safety risks, environmental impacts, workforce capability and retention, project delivery challenges, supply chain risks and changing regulatory requirements.

The Company manages these risks through a combination of disciplined project selection and tender review processes, robust commercial and financial controls, structured project risk management methodologies, enterprise risk oversight, and SHEQ management systems aligned with recognised Australian standards. Ongoing investment in employee development, leadership capability, succession planning and sustainability initiatives further supports the Company's ability to identify, manage and respond to evolving risks and opportunities.

Through these processes, Genus seeks to strengthen organisational resilience, support informed decision-making and maintain an effective system of risk management and internal control that is appropriate for the scale and complexity of the Group's operations.

Further information regarding the Company's material business risks and the measures in place to manage those risks is provided in the FY2026 Annual Report.



09 REMUNERATION

Attract, retain and motivate.



Principle 8: Remunerate fairly and responsibly

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

Genus is committed to maintaining a remuneration framework that attracts, retains and motivates high-calibre Directors and executives, while aligning remuneration outcomes with the Company's strategic objectives, values, risk appetite and the creation of sustainable long-term value for security holders.

Oversight of remuneration matters is supported by the Remuneration and Nomination Committee (RNC), which assists the Board in reviewing remuneration practices, succession planning and talent management across the Group. Details of RNC meetings and member attendance are disclosed annually in the Company's Annual Report.

Genus maintains separate remuneration structures for non-executive Directors, executive Directors and senior executives, reflecting their respective responsibilities and accountabilities. The Board, having regard to recommendations from the RNC, reviews and approves remuneration arrangements to ensure they remain competitive, equitable and aligned with market practice and shareholder interests. Independent external remuneration advice may be obtained where appropriate.

Executive remuneration comprises a mix of fixed remuneration, short-term incentives linked to the achievement of financial, operational and strategic objectives, and long-term incentive arrangements designed to align executive performance with sustainable shareholder value creation. The remuneration framework is intended to reward both the achievement of annual performance objectives and the delivery of long-term business outcomes.

The remuneration of executive Directors is determined by the Board, with affected Directors excluded from deliberations relating to their own remuneration. Non-executive Directors receive fixed fees, including additional fees for Board committee responsibilities where applicable, but do not participate in performance-based incentive arrangements or equity incentive schemes. The aggregate maximum remuneration payable to non-executive Directors is $600,000 per annum, as approved by shareholders and set out in the Company's Constitution. Non-executive Directors may also be reimbursed for reasonable expenses incurred in performing their duties and, where appropriate, may receive additional remuneration for services outside the ordinary scope of their Board responsibilities.

Senior executive remuneration is structured to support performance, accountability and retention. Remuneration arrangements typically include fixed remuneration, performance-based incentives, superannuation and participation in equity-based incentive programs, promoting alignment between executive decision-making and the long-term interests of security holders.

To reinforce alignment with shareholder interests and prudent risk management, Genus prohibits Directors, officers and employees from entering into transactions that limit the economic risk of participating in unvested equity-based remuneration arrangements or securities subject to holding locks. These restrictions are contained in the Company's Securities Trading Policy, which is available on the Company's website. Through this framework, Genus seeks to ensure remuneration outcomes are fair, transparent and aligned with performance, accountability and long-term value creation. The framework supports the attraction, retention and development of talented leaders, while promoting behaviours consistent with the Company's values and strategic objectives.

10 ADDITIONAL



Principle 9: Additional recommendations that apply only in certain cases

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

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

Not applicable to Genus.

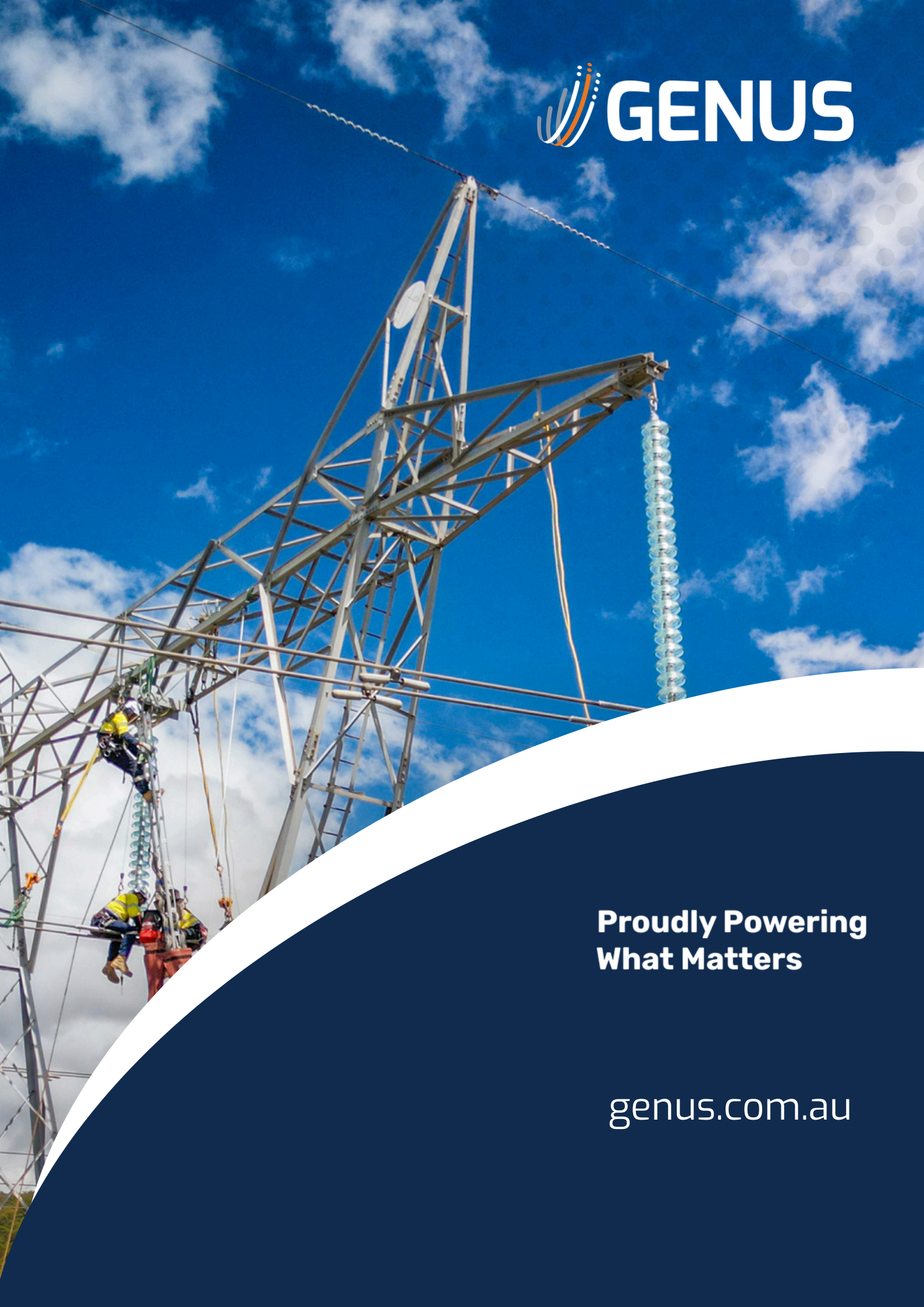
Recommendation 9.2: A listed entity established outside Australia should ensure that meetings of security holders are held at a reasonable place and time.

Not applicable to Genus.

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

Not applicable to Genus.





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