



# TRANSFORMATIONAL ACQUISITION OF MPC KINETIC (MPK) AND CAPITAL RAISING

20 May 2026

Not for release to US wire services or distribution in the United States

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This Presentation has been prepared in connection with the Company's proposed offer of new fully paid ordinary shares in Genus (**New Shares**) to sophisticated and professional investors under section 708A of the *Corporations Act 2001* (Cth) (**Corporations Act**) to raise up to ~A\$200 million (before costs) (**Placement**). The funds raised from the Placement are intended to partially fund the Company's proposed acquisition of 100% of the shares in MPC Kinetic Holdings Pty Ltd (ACN 626 678 911) (**MPK**) (**Transaction**) on the terms set out in the announcement dated 18 May 2026.

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There are a number of risks specific to the Transaction, the Placement, Genus and of a general nature which may affect the future operating and financial performance of Genus and the value of an investment in Genus. These include but are not limited to the conditions to completion of the Transaction not being met, economic conditions, stock market fluctuations, cybersecurity and data breach risks, ability to obtain further financing or any termination or non-renewal of existing facilities, industry competition, legislative, fiscal or regulatory developments, changes in accounting standards, operational risks, reliance on key personnel, and foreign currency fluctuations. An investment in New Shares is subject to known and unknown risks, some of which are beyond the control of Genus. Genus does not guarantee any particular rate of return or the performance of the Company. Investors should have regard to the risk factors outlined in this Presentation in the 'Key Risks' section when making their investment decision.

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Genus has conducted due diligence in relation to MPK and the Transaction, but has not independently verified the accuracy, reliability or completeness of all such information and, to the maximum extent permitted by law, makes no representation or warranty, expressed or implied, as to the fairness, accuracy, correctness, completeness or adequacy of any information relating to those. If any such information provided to, and relied upon by, Genus in both its due diligence and preparation of this Presentation, including forecasts relating to the Transaction and MPK contained in this Presentation, proves to be incorrect, incomplete or misleading, there is a risk that the actual financial position and performance of the MPK business proposed to be acquired (and the financial position and performance of Genus following the Transaction) may be materially different to the expectations reflected in this Presentation. Nothing in this Presentation can be relied on as implying that there has been no change to any information relating to MPK or its operations since the date of this Presentation, or as a representation as to future matters in relation to MPK. The sellers of MPK have not prepared this Presentation, do not make any statement contained in it and have not caused or authorised its release.

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## Financial data

The information contained in this Presentation is based upon certain historical financial information extracted from: (i) Genus' audited consolidated financial statements for the financial year ended 30 June 2025; (ii) Genus' unaudited management accounts as at 31 March 2026; (iii) MPK's audited consolidated financial statements for the years ended 30 June 2024 and 30 June 2025; (iv) MPK's unaudited management accounts for the nine months ended 31 March 2026 (collectively, the **Historical Financial Information**). The Historical Financial Information is presented in an abbreviated form insofar as it does not include all the presentation and disclosures, statements or comparative information as required by the Australian Accounting Standards (**AAS**) and other mandatory professional reporting requirements applicable to general purpose financial reports prepared in accordance with the Corporations Act. Amounts shown within totals and general percentages are calculated on whole numbers and not the rounded amounts presented.

This Presentation also contains pro forma financial information for Genus as at 31 March 2026 to show the proforma impact of the Transaction and the Placement on Genus (**Proforma Financial Information**). Genus has applied assumptions and estimates to prepare proforma adjustments that illustrate the impact of the Transaction on the Genus group as if MPK were owned throughout the financial year ending 30 June 2026. The Proforma Financial Information (and other information relating to the impact of the Transaction provided) in this Presentation is for illustrative purposes only and has been prepared by Genus with reliance on information that was provided by representatives of MPK in connection with the Transaction. This Proforma Financial Information has not been audited by Genus' auditors. Genus notes that the Proforma Financial Information has, as far as possible, been prepared in accordance with the measurement and recognition requirements, but not the disclosure requirements, of applicable accounting standards and other mandatory reporting requirements in Australia. Genus has not undertaken a full purchase price allocation for acquisition accounting purposes. This process would include a fair valuation of net assets acquired and the identification of intangible assets to calculate a separate goodwill figure and derive an amortisation charge. The Proforma Financial Information excludes amortisation.

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## Financial data (con't)

The Proforma Financial Information incorporates information regarding (i) Genus' forecast EBIT(A) and EBITDA for FY26; and (ii) MPK's forecast revenue, EBIT and EBITDA for FY26 (**Forecast Financial Information**). The Forecast Financial Information of MPK for FY26 in this Presentation has been prepared by Genus based on the unaudited financial information of MPK for the nine months ended 31 March 2026 adjusted for Genus' expectations and assumptions for the remainder of FY26, including the absence of material changes to the competitive and operating environment of MPK, current economic and market conditions, government legislation or other regulations which would impact MPK's activities. The Forecast Financial Information may not reflect the actual results for either Genus or MPK for FY26. The Forecast Financial Information is unaudited, and there can be no assurance that it will not vary from Genus' or MPK's actual financial results for FY26. In this regard, investors are referred specifically to the scenario analysis undertaken on page 15 of this Presentation.

Investors should be aware that the Historical Financial Information, Pro Forma Financial Information, and Forecast Financial Information contains financial measures which are 'non-IFRS financial information' under ASIC Regulatory Guide 230: 'Disclosing non-IFRS financial information' published by ASIC and are not recognised under International Financial Reporting Standards (IFRS). The principal non-IFRS financial measures that are referred to in this presentation are EBITDA, EBIT, EBIT(A), NPAT(A). EBITDA is earnings before interest, tax, depreciation and amortisation and significant exceptional items. EBIT is earnings before interest, tax, depreciation and significant exceptional items. EBIT(A) is EBIT adjusted for amortisation expense relating to acquisition of intangible assets. NPAT(A) is net profit after tax, adjusted for amortisation expense relating to acquisition of intangible assets, and significant exceptional items. Management uses EBITDA, EBIT, EBIT(A) and NPAT(A) to provide further insight into Genus' performance. The Company believes the non-IFRS financial information provides useful information to users in measuring the financial performance and conditions of Genus, MPK and the pro forma merged entity. The non-IFRS financial information does not have a standardised meaning prescribed by IFRS. Therefore, the non-IFRS financial information is not a measure of financial performance, liquidity or value under the IFRS and may not be comparable to similarly titled measures presented by other entities, and should not be construed as an alternative to other financial measures determined in accordance with IFRS. Investors are cautioned, therefore, not to place undue reliance on any non-IFRS financial information included in this presentation.

## Past performance

Past performance (including past share price performance of Genus), the Historical Financial Information and Proforma Financial Information given in this Presentation should not be relied upon as (and is not) an indication of Genus' views on its future financial performance or condition.

Investors should note that past performance of Genus, including the historical trading price of its shares, cannot be relied upon as an indicator of (and provides no guidance as to) future Genus performance, including the future trading price of shares.

## Forward-looking statements and forecasts

This Presentation contains certain "forward-looking statements" and comments about future matters. Forward-looking statements can generally be identified by the use of forward-looking words such as, "expect", "anticipate", "likely", "intend", "should", "could", "may", "predict", "plan", "propose", "will", "believe", "forecast", "estimate", "target", "outlook", "continue", "guidance" and other similar expressions within the meaning of securities laws of applicable jurisdictions. Forward-looking statements include, but are not limited to: (i) the Forecast Financial Information (ii) statements about completion of the Transaction; (iii) statements about the future performance of Genus and MPK post-completion of the Transaction; (iv) statements about Genus' plans, future developments and strategy; and (v) statements about the outcome and effects of the Placement and the use of funds. You are cautioned not to place undue reliance on these forward-looking statements. Any such statements, opinions and estimates in this Presentation speak only as of the date hereof and are based on assumptions and contingencies subject to significant uncertainties or change without notice, as are statements about market and industry trends, projections, guidance, estimates, potential synergies, guidance, potential growth, forecasts and other forward-looking information.

Forward-looking statements are provided as a general guide only and the forward-looking statements contained in this Presentation are not indications, guarantees or predictions of future performance and involve known and unknown risks and uncertainties and other factors, many of which are beyond the control of Genus, and may involve significant elements of subjective judgement and assumptions as to future events which may or may not be correct. Results may also be affected by a number of variables and changes in underlying assumptions which could cause actual results or trends to differ materially, including but not limited to: price fluctuations, currency fluctuations, changes in customer demand, industry competition, legislative, fiscal or regulatory developments, changes in accounting standards, economic and financial market conditions in various countries and regions, approvals and cost estimates.

There can be no assurance that actual outcomes will not differ materially from these forward-looking statements. A number of important factors could cause actual results or performance to differ materially from the forward-looking statements, including the risk factors set out in this Presentation. Investors should consider the forward-looking statements contained in this Presentation in light of those risks and disclosures. The forward-looking statements are based on information available to Genus as at the date of this Presentation, and except as required by law or regulation (including the ASX Listing Rules), Genus undertakes no obligation to supplement, revise or update forward-looking statements or to publish prospective financial information in the future, regardless of whether new information, future events or results or other factors affect the information contained in this Presentation.

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# SECTION 1 TRANSACTION OVERVIEW



# TRANSACTION HIGHLIGHTS

Transformational and highly EPS accretive<sup>1</sup> acquisition of MPC Kinetic expected to provide strategic diversification into gas and water sector, significant scale, and highly complementary skillsets

Genus has agreed to acquire 100% of MPC Kinetic Holdings Pty Ltd (MPK) for an upfront cash consideration of A\$325m, deferred cash consideration of A\$25m payable 6 months post completion, and earn-out cash consideration of up to A\$50m subject to achieving FY27 EBIT target of A\$70m

MPK is a leading provider of gas gathering and well maintenance services to Tier 1 customers in the QLD onshore gas sector, as well as construction services for renewable energy and major pipeline projects in Australia

Strategic diversification into the attractive gas sector (critical for Australia's energy security and transition) and water sector

Highly complementary skillsets between MPK's pipeline and civil capabilities, and Genus' electrical capabilities (allows Genus to self perform CBOP and EBOP<sup>3</sup> scopes for renewable projects)

Strong long-term relationships and/or multi-year contracts with Tier 1 client base of energy asset owners – significant majority of schedule of rates, cost reimbursable, and target cost work

Transformational acquisition – attractive multiple of ~4.3x FY27 EBITDA<sup>2</sup> and ~5.7x FY27 EBIT<sup>2</sup> and approximately 59% EPS(A) accretive<sup>1</sup> to Genus on a pro-forma FY26F basis

Consideration to be funded via up to A\$200m (before costs) institutional placement, with remainder to be funded via upsized debt facility and Genus' existing cash reserves. Genus to retain a strong and highly conservative balance sheet (pro forma Net Debt / normalised EBITDA of 0.01x based on upfront consideration<sup>4</sup>)

Genus post-completion, would become a larger, more liquid, and more diversified platform to continue to pursue organic and inorganic growth opportunities in the critical infrastructure sector

## Notes:

1. Note FY26F EPS(A) accretion has been calculated based on MPK's 3 year average earnings from FY2024 to FY2026F which results in an average EBIT of ~A\$75m, compared to MPK's FY2026F EBIT of A\$95m. Refer to slide 18 for more detail on EPS accretion assumptions. Acquisition multiple is indicative and should not be considered a forecast of MPK's earnings for FY27.
2. Based on maximum total consideration of A\$400m assuming top end earn-out target of A\$70m FY27 EBIT is achieved. Assumes c.A\$22m D&A to imply a A\$92m EBITDA based on MPK's average D&A for FY2024 – FY2026F
3. CBOP = civil balance of plant. EBOP = electrical balance of plant
4. Genus' pro forma Net Debt will be A\$1m if assuming only the upfront A\$325m cash consideration is paid, resulting in pro forma Net Debt / normalised EBITDA of 0.01x. Note pro forma Net Debt / normalised EBITDA of 0.39x assuming full A\$400m EV consideration is all paid upfront (including \$75m deferred + earn-out component). Refer to slide 18 for more detail

# TRANSACTION DETAILS



<b>OVERVIEW</b>	<ul style="list-style-type: none"> <li>Genus has entered into binding agreements to acquire 100% of the equity interests in MPC Kinetic Holdings Pty Ltd (MPK)<sup>1</sup></li> </ul>
<b>CONSIDERATION</b>	<ul style="list-style-type: none"> <li>Upfront cash consideration of A\$325m (cash free, debt free, normal working capital basis)</li> <li>Deferred cash consideration of A\$25m payable 6 months post completion</li> <li>Earn-out cash consideration of up to A\$50m payable subject to achieving FY27 EBIT target of A\$70m               <ul style="list-style-type: none"> <li>Nil payable if FY27 EBIT is A\$60m or below</li> <li>Full A\$50m payable if FY27 EBIT is A\$70m or above</li> <li>Pro-rata for anything in between</li> <li>Subject to certain adjustments in the event of defects claims for pre-completion work during the earn-out period</li> </ul> </li> </ul>
<b>FUNDING</b>	<ul style="list-style-type: none"> <li>Genus to raise up to A\$200m (before costs) via a single tranche placement under its existing LR 7.1 placement capacity</li> <li>Bell Potter Securities Limited and Euroz Hartleys Limited are acting as Joint Lead Managers, and MA Moelis Australia as Co-Manager for the capital raising</li> <li>Remaining A\$125m upfront and up to A\$75m deferred &amp; contingent consideration to be funded from a combination of Genus upsized debt facility<sup>2</sup>, existing cash reserves, and operating cash flows (see slide 17)</li> <li>Pro forma gearing ratio of 0.01x ND/EBITDA (based on A\$325m upfront consideration) and 0.39x ND/EBITDA (illustratively assuming total A\$400m consideration all paid upfront), maintaining a strong balance sheet<sup>4</sup></li> </ul>
<b>CONDITIONS PRECEDENT</b>	<ul style="list-style-type: none"> <li>Completion of the Transaction is subject to:           <ul style="list-style-type: none"> <li>Completion of Genus equity raising of not less than A\$200 million (before costs)</li> <li>Change of control consents on certain Material Contracts</li> <li>ACCC approval</li> </ul> </li> </ul>
<b>ADVISORS</b>	<ul style="list-style-type: none"> <li>Sternship Advisers acted as corporate adviser and Gilbert + Tobin acted as legal adviser to Genus</li> <li>RSM Australia acted as financial and tax due diligence adviser to Genus</li> <li>Leeuwin Capital Partners acted as debt adviser and Thomson Geer acted as debt financing legal counsel to Genus</li> </ul>
<b>INDICATIVE TIMETABLE</b>	<ul style="list-style-type: none"> <li>Announcement of Transaction and Placement and Trading Halt – Monday, 18 May 2026</li> <li>Announcement of results of Placement and recommence trading – Wednesday, 20 May 2026</li> <li>Settlement of Placement<sup>5</sup> – Friday, 22 May 2026</li> <li>Expected completion of Transaction – 1 July 2026</li> </ul>

**Notes:**

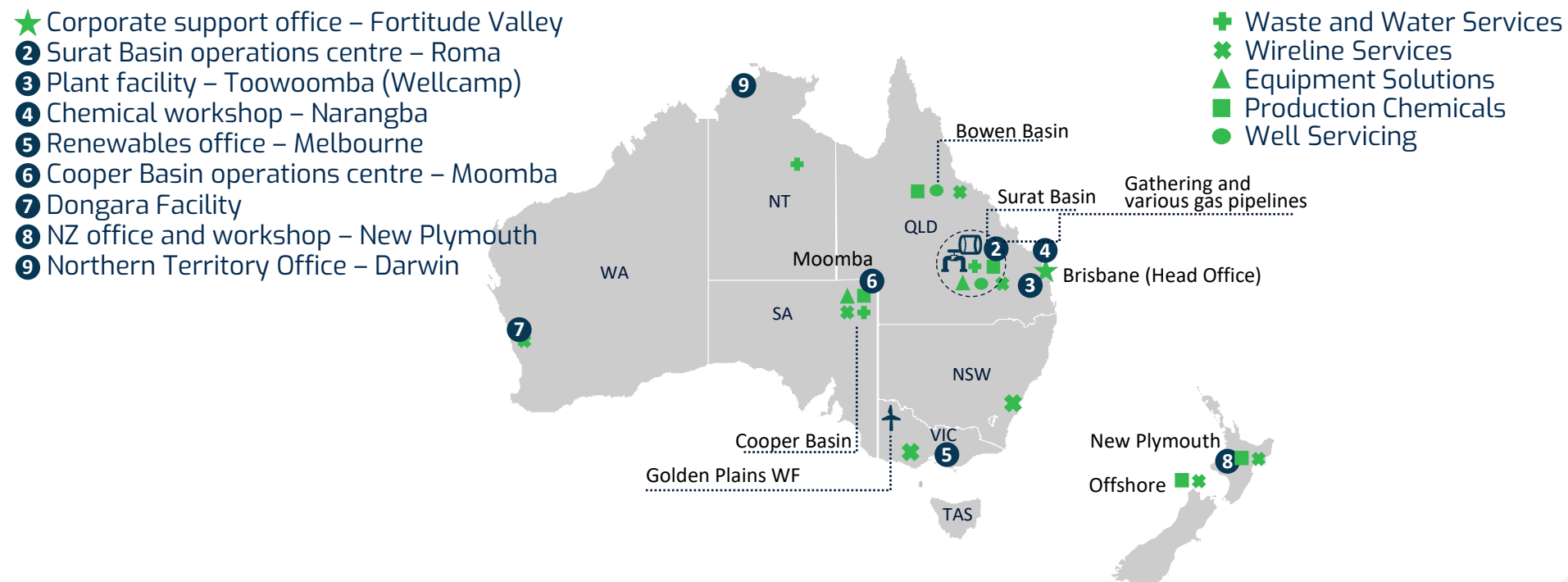
1. A summary of the key terms of the Transaction is set out in Annexure A of Genus' ASX Announcement dated 18 May 2026
2. Genus has upsized its existing A\$429m Revolving Syndicated Facility Agreement (SFA) with Commonwealth Bank of Australia, HSBC, and National Australia Bank, to A\$549m
3. Refer to slide 18 for more detail on EPS accretion assumptions
4. Refer to slide 18 for more detail on pro forma gearing
5. Should Completion of the Transaction not occur, proceeds from the Placement will be utilised by Genus to fund potential alternative inorganic growth opportunities

# MPK OVERVIEW

MPK is a leading provider of gas gathering, well services, major pipeline and renewable energy construction services to Tier 1 asset owners in Australia

- MPC Kinetic (formerly Murphy Pipe and Civil est. in 2011) is a leading provider of gas gathering, well servicing, major pipeline, and renewable construction services to Tier 1 asset owners in Australia
- Headquartered in Brisbane QLD, with approximately 900 skilled workforce
- Exposed to highly attractive growth markets and critical infrastructure including gas, water, electrical reticulation, and renewable (windfarms, BESS) projects
- Majority of revenue is derived from onshore gas gathering work in the Surat basin – which relate to ongoing / recurring work required to maintain LNG supply
- Long-term relationships and multi-year contracts with Tier 1 client base of energy asset owners
- Approximately A\$99m of PP&E on the balance sheet as at 31 March 2026<sup>1</sup>

## MPK Presence



## KEY CAPABILITIES / SERVICES

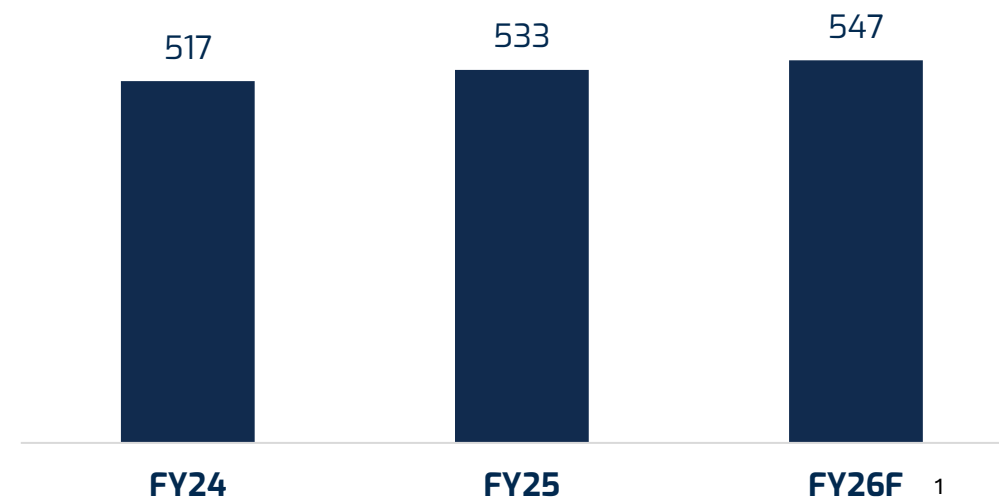
<b>Gas Gathering</b> Gas, water, and electrical reticulation installation. Wellsite facilities installation and civils 	<b>Renewables</b> Onshore Windfarm CBOP and BESS CBOP construction 	<b>Pipelines</b> Large diameter long distance water and gas remote pipelines 	<b>Mining Services</b> Environmental management incl pond construction and pipeline installation 
~42% of FY25 Revenue	~30% of FY25 Revenue	~6% of FY25 Revenue	
<b>Well Equipment Solutions</b> Specialist gas production and waste management supporting equipment for workover & drilling operations 	<b>Wireline Services</b> Specialist down hole tools & services to support wellsite production 	<b>Well Servicing</b> Fleet of light service rigs for maintenance and decommissioning 	<b>Production Chemicals</b> Chemical solutions to support field operations and asset lifecycles 
~22% of FY25 Revenue			

# MPK FINANCIAL PERFORMANCE

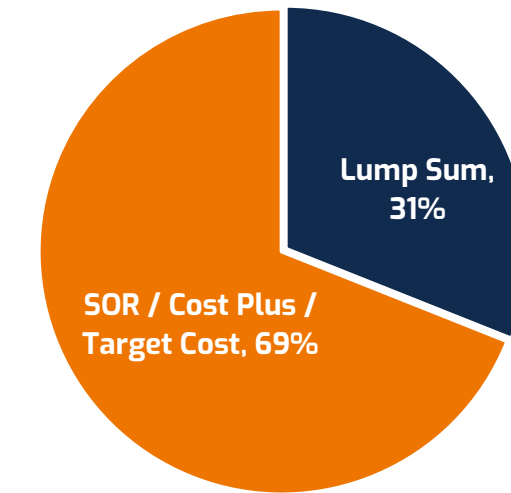
Strong recent performance driven by outperformance, early completion and release of profits on major renewable projects, which has now reached practical completion. FY27 performance expected to be lower, with earn-out consideration structured accordingly

- Strong FY25 and FY26F performance driven by outperformance, early completion, and release of profits on major renewable projects which reached practical completion in FY25 & FY26:
  - FY25 EBITDA of A\$104m and EBIT of A\$83m
  - FY26F EBITDA of A\$116m and EBIT of A\$95m
- FY27 performance expected to be lower than FY25 and FY26F given several major renewable projects have reached practical completion
  - Currently in tendering phase on a pipeline of renewable projects
  - Earn-out consideration based on FY27 EBIT target of A\$60m-70m, to mitigate downside risk for Genus
- Tier 1 client base of asset owners such as, but not limited to, Santos, Origin, Arrow, QGC, and Vestas
- Significant majority of revenue based on schedule of rates, cost reimbursable, or target cost work

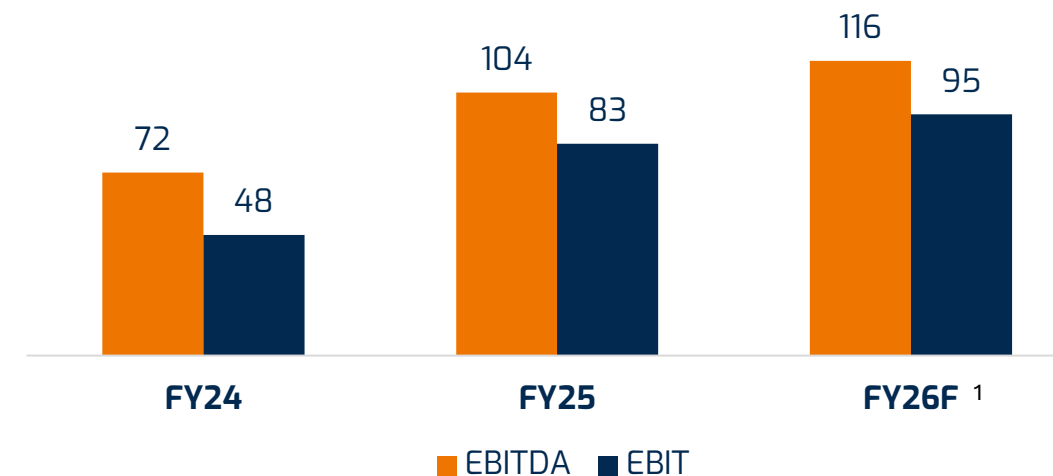
## Revenue (A\$ Millions)



## FY25 Revenue Split by Contract Type



## EBITDA and EBIT (A\$ Millions)



## Select Key Customers



### Notes:

1. Refer to Financial Data notes on slides 3 and 4 for basis of preparation

# STRATEGIC RATIONALE

Highly complementary and accretive<sup>2</sup> acquisition positions Genus to better capitalise on Australia's energy transition



## Strategic diversification to position for Australia's energy transition

- Strategic diversification into the attractive gas and LNG sector which is critical for energy security and energy transition in Australia and globally
- Attractive supply / demand outlook for gas with significant supply deficit forecasted in both the east and west coast of Australia
- Transaction is consistent with Genus' growth strategy – accelerates growth and service offering to capitalise on the coming energy transition



## Complementary skillsets and service offering

- Highly complementary skillsets between MPK's pipeline and civil capabilities, and Genus' electrical capabilities
  - MPK typically performs CBOP (Civil Balance of Plant) scope whilst Genus performs EBOP (Electrical Balance of Plant) scope on renewable projects
  - Genus' underground electrical infrastructure work is also highly complementary to MPK's civil and pipeline capabilities
- Provides Genus with entry into water sector, through MPK's historical experience in major water pipelines
- MPK's gas services division adds to Genus' service capability and recurring revenue
- Strengthens Genus' service offering and capability to cover a broader scope of works for end customers



## Long-term Tier 1 relationships

- Long-term relationships and/or multi-year contracts with Tier 1 client base of energy asset owners (e.g. Santos, Arrow, Origin, QGC, Vestas)
- Majority of work (~69% of revenue in FY25) based on schedule of rates, cost reimbursable and target cost work
- Potential cross-selling opportunities given complementary skillsets outlined above



## Highly earnings accretive

- Attractive acquisition multiple – maximum total consideration of A\$400 million implies a ~4.3x FY27 EBITDA and 5.7x FY27 EBIT multiple<sup>1</sup> (assuming top end of FY27 earn-out target is achieved)
- Pro-forma FY26F EPS(A) accretion of approximately ~59%<sup>2</sup>
- Strong operating cash flow generation expected to support earn-out payments and future growth initiatives



## Increased scale, liquidity, and market relevance

- Transaction adds significant scale, liquidity, and market relevance
- Genus retains a strong conservative balance sheet (pro forma Net Debt / normalised EBITDA of 0.01x on upfront A\$325m consideration only, and pro forma Net Debt / normalised EBITDA of 0.39x illustratively assuming full A\$400m consideration paid upfront<sup>2</sup>)

### Notes:

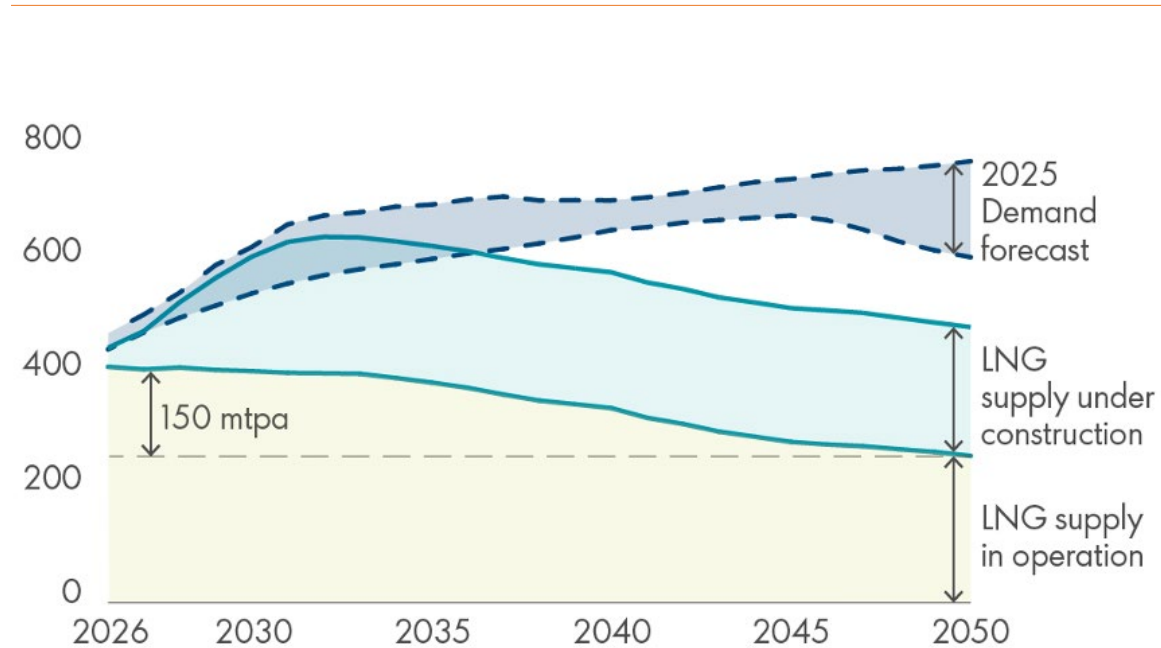
1. Based on maximum total consideration of A\$400m assuming top end earn-out target of A\$70m FY27 EBIT is achieved. Assumes c.A\$22m D&A to imply a A\$92m EBITDA based on MPK's average D&A for FY2024 – FY2026F. Acquisition multiple is indicative and should not be considered a forecast of MPK's earnings for FY27.
2. Refer to slide 18 for more detail on EPS accretion assumptions and pro forma Net Debt / EBITDA calculations

# STRATEGIC DIVERSIFICATION INTO THE GAS SECTOR

Provides Genus exposure to growth in the gas sector which is critical to Australia's energy security and energy transition

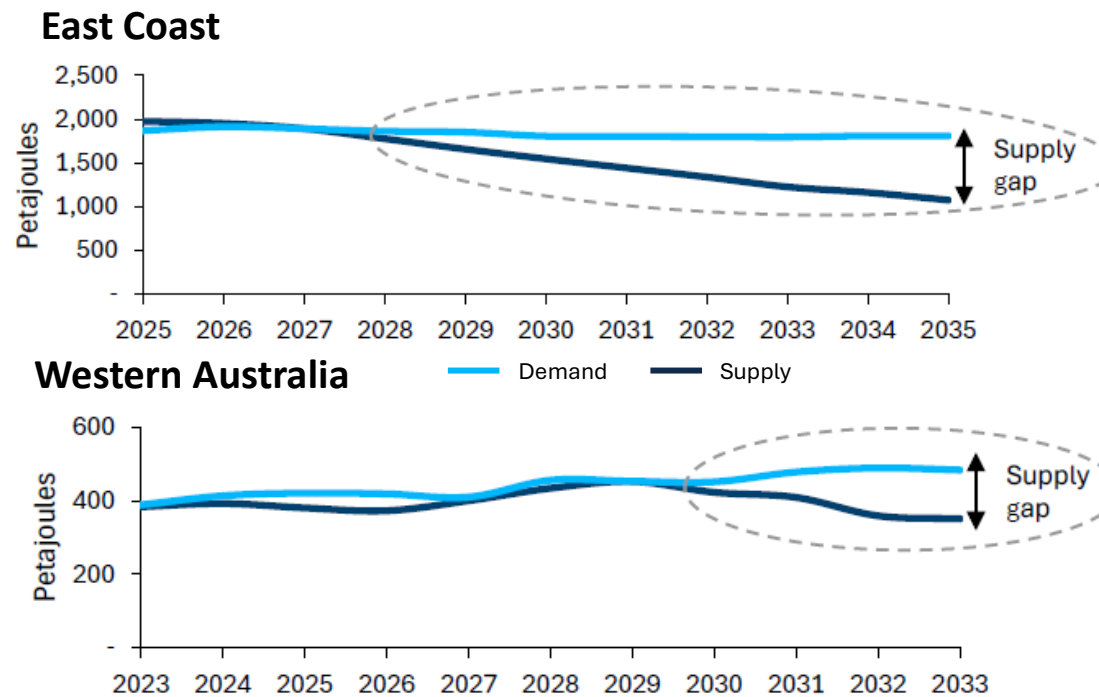
- Gas is critical to energy security and the energy transition globally, further emphasised by the recent geopolitical events in the Middle East
- Attractive structural dynamics with strong global LNG demand growth and an increasing supply deficit (see Figure 1)
- Significant supply gap is expected in both east coast and west coast gas market in Australia (see Figure 2)
- Majority of MPK's current work is related to onshore Coal Seam Gas (CSG) in the Surat basin which has strong outlook for well development - CSG well numbers are forecast to increase from ~12,500 in 2024 to >19,300 by 2040 (see Figure 3)
- In addition, MPK is exposed to maintenance services work, and plug & abandonment work related to the increasing well inventory
- Sector historically challenged by Government policy. However, a change in Government and public sentiment on the importance of gas as a strategic commodity is gaining momentum
  - Recent QLD Government announcement - "Crisafulli Government steps on the gas to bring down prices and attract investment... Nine new areas opened for gas exploration across the Cooper/Eromanga and Bowen/Surat Basins to boost future supply."<sup>1</sup>

**Figure 1: Global LNG supply & demand forecast**



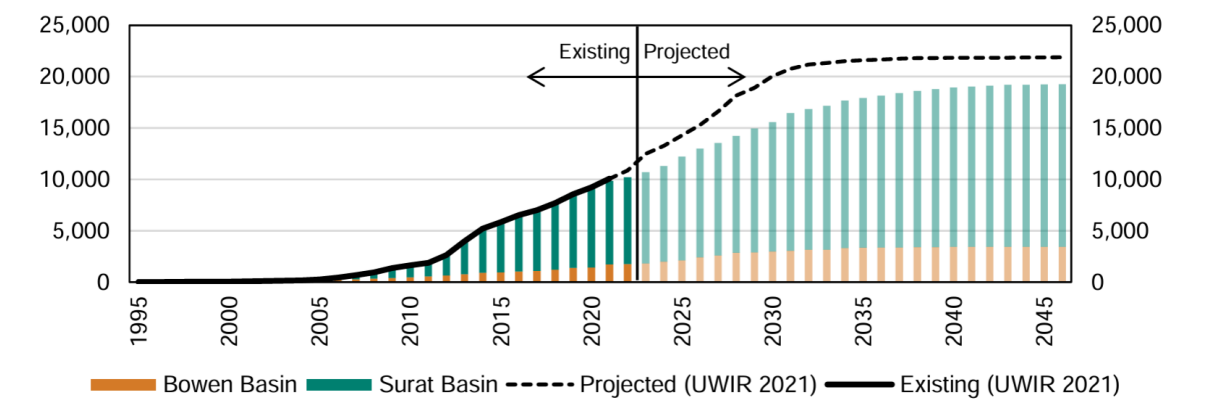
Source: Shell LNG Portfolio Spotlight March 2026

**Figure 2: Australia gas supply & demand forecast**



Source: Future Gas Strategy Analytical Report (May 2024)

**Figure 3: Outlook for CSG well development (Bowen/Surat)**



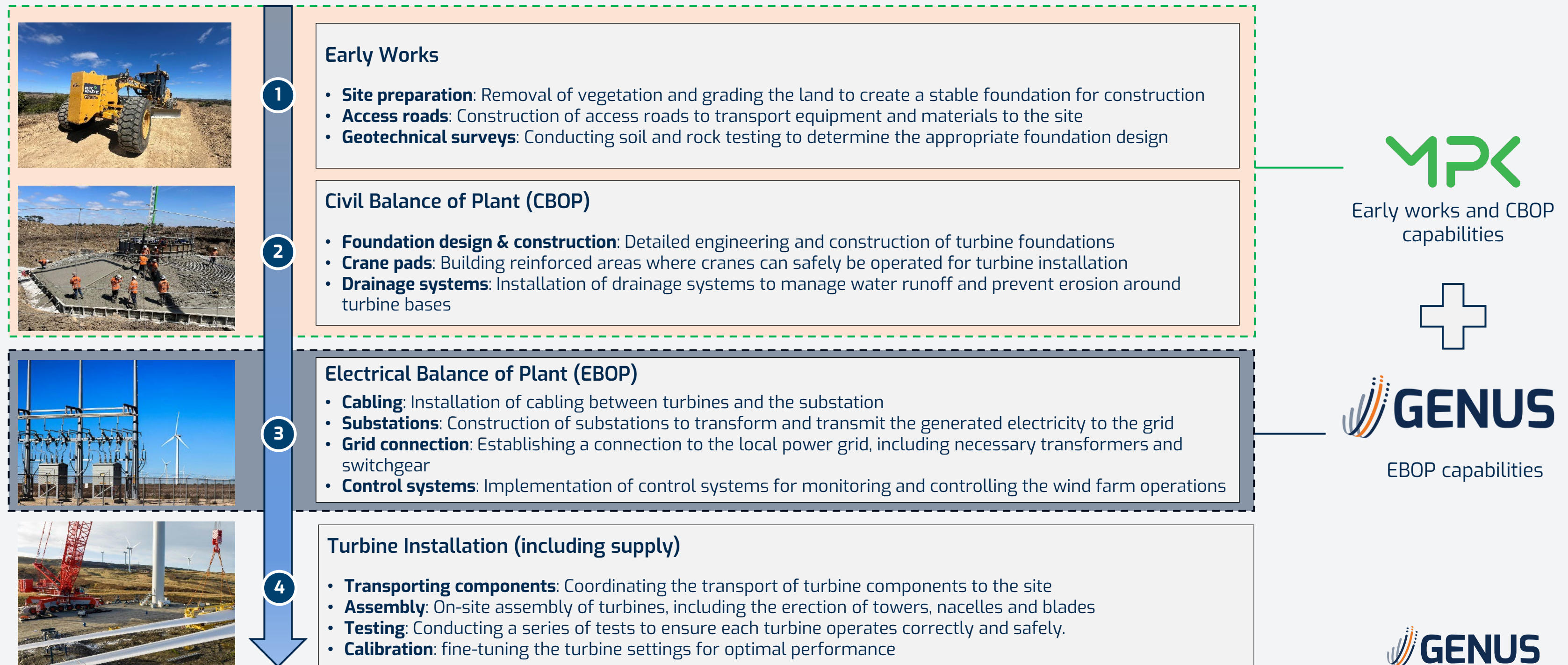
Source: Queensland Government – Annual review 2024 for the Surat Underground Water Impact Report (January 2025)

**Notes:**

1. Source: Ministerial Media Statements "Crisafulli Government steps on the gas to bring down prices and attract investment" – 28 May 2025

# COMPLEMENTARY SKILLSETS ENHANCE SERVICE OFFERING

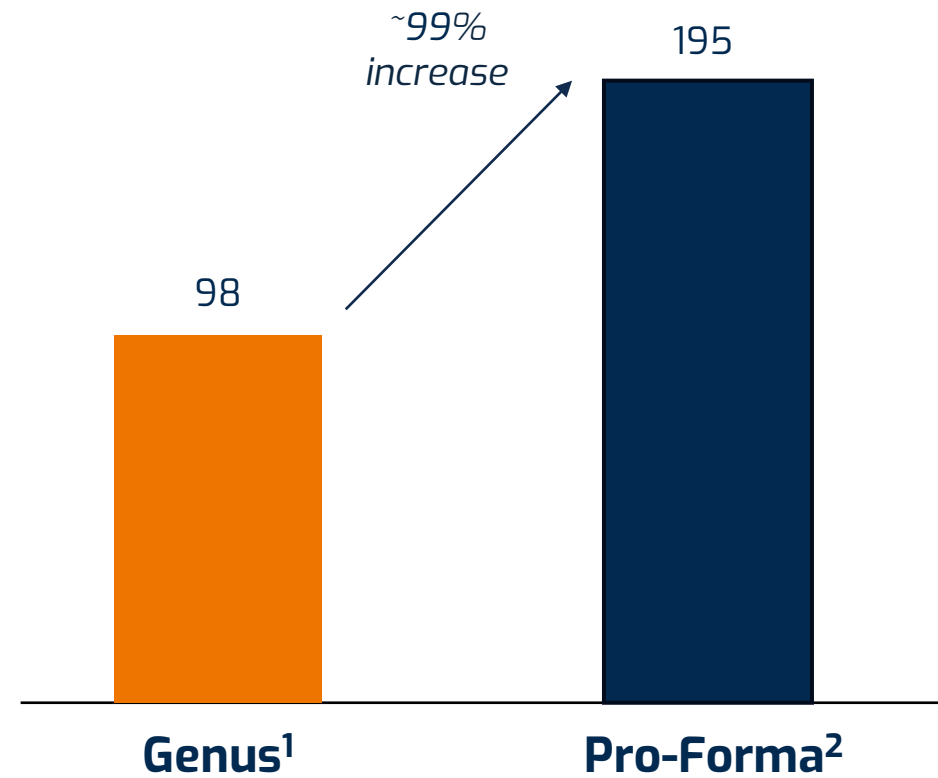
Highly complementary skillsets between MPK's pipeline and civil capabilities and Genus' electrical capabilities expected to enhance Genus' service offering and self-perform capability



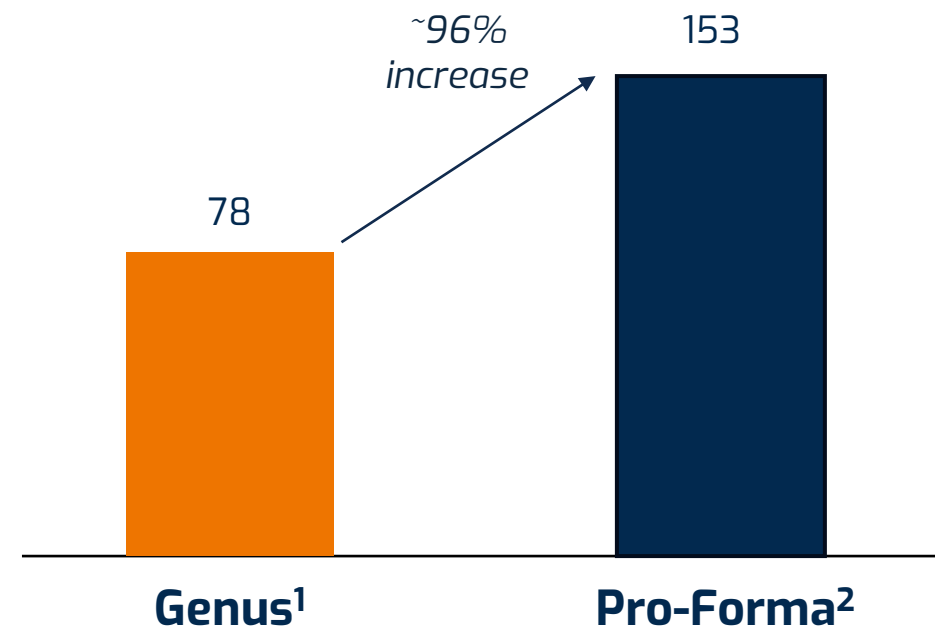
# TRANSFORMATIONAL AND ACCRETIVE TRANSACTION

The acquisition is expected to transform Genus – with forecast ~99% increase in pro-forma FY26F EBITDA and ~96% increase in FY26F EBIT(A), with only a ~12% increase in pro-forma number of ordinary shares issued

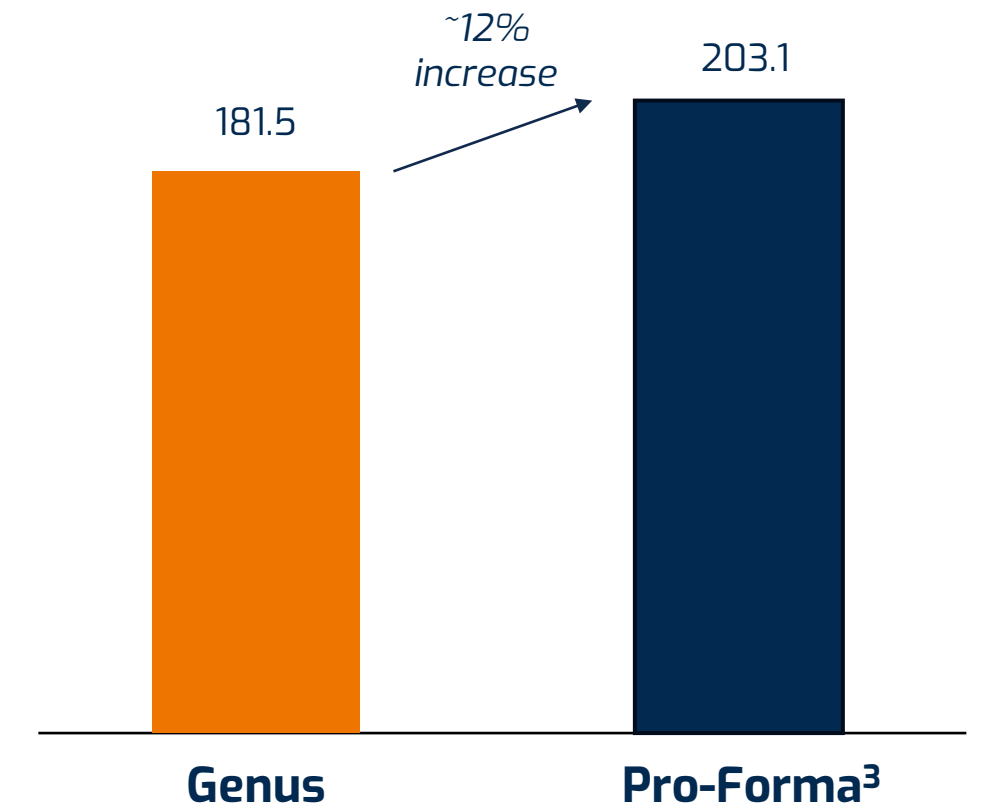
Pro-forma FY26F EBITDA (A\$m)



Pro-forma FY26F EBIT(A) (A\$m)



Pro-forma ordinary shares (m)



**Notes:**

1. Genus EBITDA and EBIT(A) are based on mid-point of Genus' FY26 normalised earnings guidance range. See ASX Announcement of 18 May 2026 entitled "Earnings Guidance Upgrade". Note EBIT(A) excludes acquisition amortisation.
2. Pro-forma EBITDA and EBIT(A) based on Genus FY26 forecast normalized earnings plus MPK's 3 year FY24 – FY26F average EBITDA of ~A\$97m and EBIT of ~A\$75m, compared to MPK's FY2026F EBITDA of A\$116m and EBIT of A\$95m. Refer to Financial Data notes on slides 3 and 4 for basis of preparation
3. Pro-forma ordinary shares assumes A\$200m equity raising at a price of A\$9.25 per share

# DEAL METRICS AND SCENARIO ANALYSIS

~59% EPS(A) accretive on a pro-forma FY26F basis (assuming MPK's 3 year average FY24-FY26F EBIT of A\$75m), with sensitivity analysis confirming that the acquisition remains highly accretive even when assuming significantly lower earnings

			Lower threshold of earn-out target		Upper threshold of earn-out target	Based on MPK's 3 year average (FY24 - FY26F) <sup>3</sup>
<b>MPK EBITDA Scenario</b>	<b>A\$m</b>	<b>77</b>	<b>82</b>	<b>87</b>	<b>92</b>	<b>97</b>
<b>MPK EBIT Scenario</b>	<b>A\$m</b>	<b>55</b>	<b>60</b>	<b>65</b>	<b>70</b>	<b>75</b>
<b>Transaction Value (TV)</b>						
Upfront	A\$m	325	325	325	325	325
Deferred	A\$m	25	25	25	25	25
Earn-out	A\$m	-	-	25	50	50
<b>Total</b>	<b>A\$m</b>	<b>350</b>	<b>350</b>	<b>375</b>	<b>400</b>	<b>400</b>
<b>TV / EBITDA multiple</b>	<b>x</b>	<b>4.5x</b>	<b>4.3x</b>	<b>4.3x</b>	<b>4.3x</b>	<b>4.1x</b>
<b>TV / EBIT multiple</b>	<b>x</b>	<b>6.4x</b>	<b>5.8x</b>	<b>5.8x</b>	<b>5.7x</b>	<b>5.3x</b>
<b>FY26F EPS(A) accretion<sup>1,2</sup></b>	<b>%</b>	<b>40%</b>	<b>45%</b>	<b>49%</b>	<b>53%</b>	<b>59%</b>
<b>Pro-forma FY26F EBITDA<sup>1</sup></b>	<b>A\$m</b>	<b>175</b>	<b>180</b>	<b>185</b>	<b>190</b>	<b>195</b>
<b>Pro-forma FY26F EBIT(A)<sup>1</sup></b>	<b>A\$m</b>	<b>133</b>	<b>138</b>	<b>143</b>	<b>148</b>	<b>153</b>

**Notes:**

1. Based on midpoint of Genus' standalone FY26 normalised EBITDA guidance of A\$98m and normalised EBIT(A) guidance of A\$78m. See ASX Announcement of 18 May 2026 entitled "Earnings Guidance Upgrade". Refer to Financial Data notes on slides 3 and 4 for basis of preparation
2. See slide 18 for further details behind EPS(A) accretion
3. Average 3 year EBITDA of A\$97m based on MPK's FY24 EBITDA of A\$72m, FY25 EBITDA of A\$104m, and FY26F EBITDA of A\$116m. Average 3 year EBIT of A\$75m based on MPK's FY24 EBIT of A\$48m, FY25 EBIT of A\$83m, and FY26F EBIT of A\$95m



# GENUS

## SECTION 2

# CAPITAL RAISING OVERVIEW



# CAPITAL RAISING DETAILS

Single tranche unconditional Placement to raise up to A\$200m (before costs) at an offer price of A\$9.25 per share

<b>Offer structure &amp; size</b>	<ul style="list-style-type: none"> <li>Genus to raise up to A\$200m (before costs) via a single tranche placement to institutional and sophisticated investors</li> <li>Issue of up to 21,621,622 new shares under existing LR7.1 placement capacity</li> <li>Placement is not underwritten</li> <li>Completion of the Placement is NOT conditional on completion of the Transaction</li> </ul>
<b>Offer pricing</b>	<ul style="list-style-type: none"> <li>Offer price of A\$9.25 per New Share represents a: <ul style="list-style-type: none"> <li>5.0% discount to last closing price (on 15 May 2026) of A\$9.74/share</li> <li>1.5% discount to the 5 trading day VWAP of A\$9.39/share</li> </ul> </li> </ul>
<b>Ranking</b>	<ul style="list-style-type: none"> <li>Pari passu with existing fully paid ordinary shares on issue</li> </ul>
<b>Joint Lead Managers and Co-Manager</b>	<ul style="list-style-type: none"> <li>Bell Potter Securities Limited and Euroz Hartleys Limited are acting as Joint Lead Managers</li> <li>MA Moelis Australia is acting as Co-Manager</li> </ul>

## Uses of Funds

Uses <sup>1</sup>	A\$m
Upfront Consideration	325
Deferred Consideration (payable 6 months post completion)	25
Transaction Costs (incl raising cost)	14
<b>Total Uses</b>	<b>364</b>

## Sources of Funds

Sources	A\$m
Placement	200
Debt drawdown under existing facility <sup>2</sup> / existing cash reserves	164
<b>Total Sources</b>	<b>364</b>

### Notes:

- This does not include the up to A\$50m earn-out which may become payable in H1 FY28 if MPK meets the EBIT target thresholds. Genus intends to use its cash reserves (including cash flow generated during the period between completion and when the consideration is payable) and undrawn debt facility available at that time to fund any earn-out payment
- Genus has upsized its existing A\$429m Revolving Syndicated Facility Agreement (SFA) with Commonwealth Bank of Australia, HSBC, and National Australia Bank, to A\$549m

# PRO-FORMA CAPITAL STRUCTURE

Single tranche unconditional Placement to raise up to A\$200m (before costs) at an offer price of A\$9.25 per share

		Genus <sup>1,2,3</sup>	Transaction <sup>4</sup>	Placement	Debt <sup>5</sup>	Genus pro-forma @ Placement price
Price	A\$/sh	9.74		9.25		9.25
Existing ordinary shares	m	181.5		21.6		203.1
<b>Equity Value</b>	<b>A\$m</b>	<b>1,768</b>		<b>200</b>		<b>1,879</b>
% ownership	%	89.4%	-%	10.6%	-%	100.0%
Cash	A\$m	214	(414)	200	200	200
Debt	A\$m	(75)			(200)	(275)
<b>Net Cash / (Debt)</b>	<b>A\$m</b>	<b>139</b>	<b>(414)</b>	<b>200</b>	<b>-</b>	<b>(76)</b>
<b>Enterprise Value</b>	<b>A\$m</b>	<b>1,630</b>	<b>414</b>	<b>-</b>	<b>-</b>	<b>1,955</b>
<b>EBITDA<sup>6,7</sup></b>	<b>A\$m</b>	<b>98</b>	<b>97</b>			<b>195</b>
<b>EBIT(A)<sup>6,7</sup></b>	<b>A\$m</b>	<b>78</b>	<b>75</b>			<b>153</b>
<b>NPAT(A)<sup>6,7,8</sup></b>	<b>A\$m</b>	<b>55</b>	<b>53</b>		<b>(10)</b>	<b>97</b>
<b>EPS(A)</b>	<b>A\$/sh</b>	<b>0.301</b>				<b>0.477</b>
<b>Net Debt / EBITDA</b>	<b>x</b>	<b>n/m</b>				<b>0.39x<sup>9</sup></b>

## Notes:

1. Genus share price and ordinary shares as at close on 15 May 2026
2. Genus cash of A\$214m based on unaudited cash balance as at 31 March 2026 of A\$250m, adjusted for A\$36.5m payment of upfront consideration for the Railtrain acquisition which was paid post 31 March 2026
3. Genus debt of A\$75m based on unaudited debt balance as at 31 March 2026 (inclusive of A\$25m debt drawn down to fund Railtrain acquisition)
4. MPK Enterprise Value and cash consideration of A\$414m includes A\$325m upfront consideration, A\$25m deferred consideration, A\$50m earn-out consideration assuming FY27 earn-out EBIT of A\$70m is achieved, and includes A\$14m of estimated transaction costs (including equity raising costs)
5. Assumes debt draw down of A\$200m, noting that it is likely that a portion of the MPK deferred and earn-out consideration will be funded via cash flow generation during the period between completion and when the consideration is payable
6. Genus adj. EBITDA, EBIT(A) and NPAT(A) are based on midpoint of Genus FY26 normalised earnings guidance range. See ASX Announcement of 18 May 2026 entitled "Earnings Guidance Upgrade". Note EBIT(A), NPAT(A) and EPS(A) excludes acquisition amortisation
7. Note FY26F EPS(A) accretion has been calculated based on MPK's 3 year average earnings from FY2024 to FY2026F which results in an average EBIT of ~A\$75m, compared to MPK's FY2026F EBIT of A\$95m. MPK's NPAT(A) is then derived based on applying a 30% tax rate to the average EBIT of ~A\$75m.
8. Debt funding negative NPAT(A) represents the tax effected estimated interest cost from the draw down of debt facility and from the reduced interest income from the cash consideration of the acquisition
9. Note Net Debt / normalised EBITDA of 0.39x assumes full A\$400m EV consideration is all paid upfront (including \$75m deferred + earn-out component). Genus' pro-forma Net Debt will be A\$1m if assuming only the upfront A\$325m cash consideration is paid, and hence pro forma Net Debt / normalised EBITDA will be 0.01x

# INDICATIVE TIMETABLE

EVENT	INDICATIVE DATE <sup>1</sup>
Announcement of Transaction and Placement and Trading Halt	Monday, 18 May 2026
Announcement of results of Placement Genus resumes trading on ASX	Wednesday, 20 May 2026
Settlement of Placement	Friday, 22 May 2026
Allotment and expected commencement of normal trading of New Shares	Monday, 25 May 2026
Estimated Completion of Transaction	1 July 2026

**Notes:**

1. The above timetable is indicative only and subject to change without notice.



# APPENDIX



# GENUS FY2026 GUIDANCE UPGRADE

## Genus Standalone Update

- Genus' previous FY2026 guidance as released on 22 January 2026, anticipated growth in normalised FY2026 EBITDA to be circa 35% compared to normalised FY2025 EBITDA of \$67.4m. This implied a normalised FY2026 EBITDA of approximately A\$91m.
- Based on the Company's latest financial performance and market indicators, Genus provides updated guidance for FY2026 (on a standalone basis excluding MPK) as follows:
  - Normalised EBITDA: A\$96m – A\$100m
  - Normalised EBIT(A)<sup>1</sup>: A\$76m – A\$80m
- The updated guidance represents a c.42-48% growth in normalised EBITDA compared to normalised FY2025 EBITDA. Approximately A\$2m – A\$3m of this EBITDA growth is expected to be derived from the acquisition of Railtrain Holdings Pty Ltd, which completed on 1 April 2026<sup>2</sup>

### Notes:

1. EBIT(A) is EBIT adjusted for amortisation expense relating to acquisition of intangible assets
2. See ASX Announcement of 4 March 2026 for further information

# CORPORATE OVERVIEW

## Genus Board of Directors



**Simon High**  
Non-Executive Chairman



**David Riches**  
Managing Director/Founder



**José Martins**  
Non-Executive Director

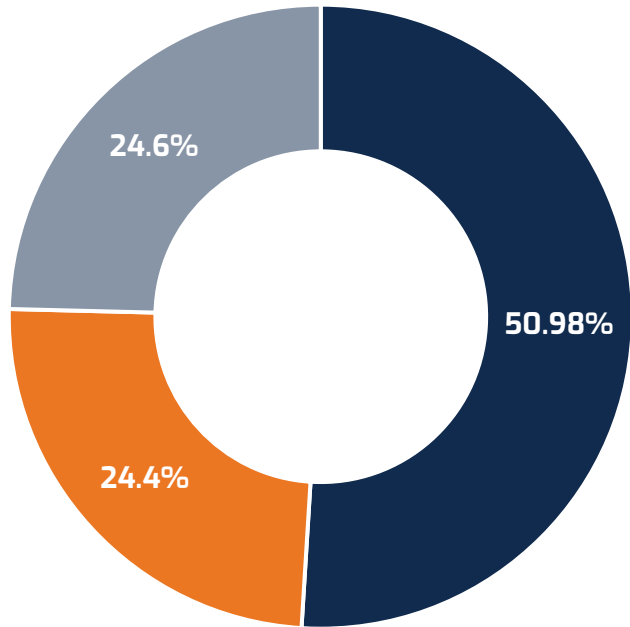
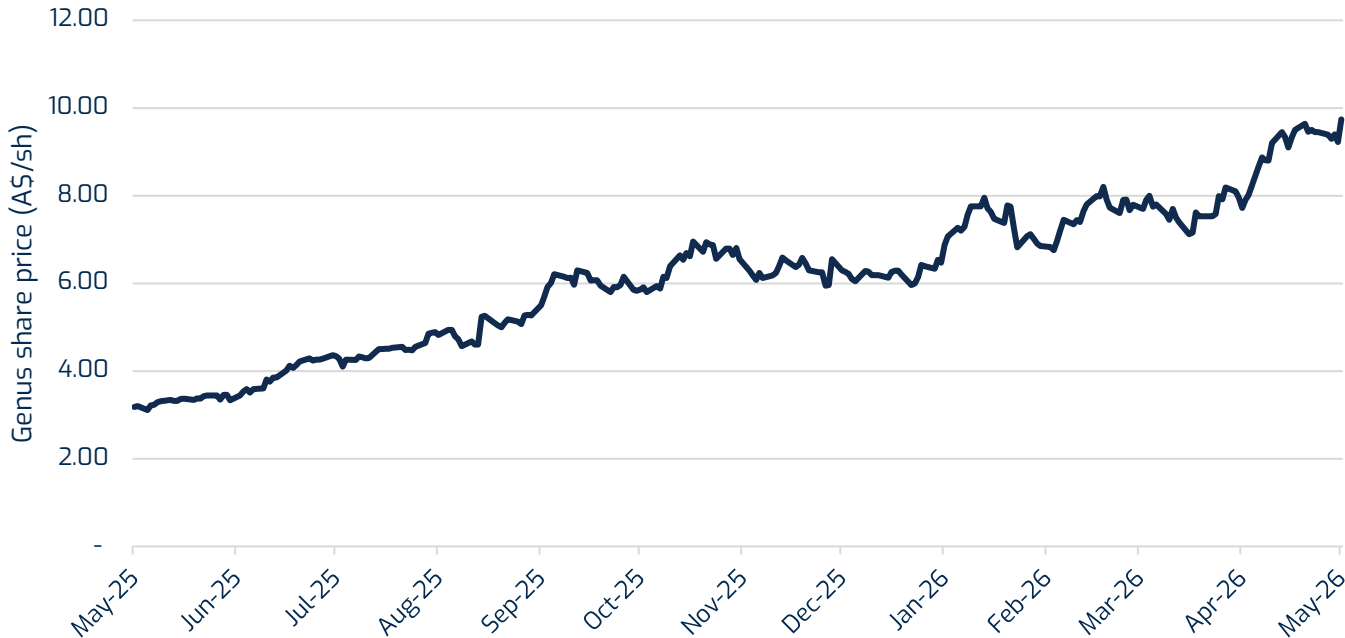


**Paul Gavazzi**  
Non-Executive Director



**Tony Narvaez**  
Non-Executive Director

## Share Price History & Shareholder Information



■ David Riches & Related entities 
 ■ Other Top 20 
 ■ Other Shareholders





# KEY RISKS AND OFFER JURISDICTIONS

# KEY RISKS

There are a number of risks, both specific to the Company and of a general nature, which may, either individually or in combination, affect the future operational and financial performance of the Company and the value of its Shares.

The risks set out below are not, and should not be considered to be, an exhaustive list of all the risks relevant to an investment in the Company. The Company, however, considers that these risks represent key risks to an investment in the Company. Additional risks and uncertainties that the Company is unaware of, or that the Company considers to be immaterial, may also become key risks that can adversely affect the Company's operational and financial performance in the future. These key investment risks are general in nature and regard has not been had to the investment objectives, financial situation, tax position or particular needs of any investor.

Before investing, or increasing any investment, in the Company, participants should consider whether an investment is suitable for them having regard to the risk factors set out below, publicly available information, own investment objectives, and personal financial and other circumstances. Investors should consult their professional adviser in respect of an investment in the Company.

## 1. Capital raising risks

<b>Underwriting risk</b>	The Placement is not underwritten. Accordingly, there is a risk that less than the targeted amount is raised. The Transaction is conditional on (amongst other things) Genus raising not less than \$200 million (before costs) and accordingly, if the targeted amount is not raised, the Transaction may not complete (see further discussion under 'Completion Risk' below).
<b>Potential for dilution</b>	Upon completion of the Placement, the number of Shares on issue will increase from 181,525,633 to up to a maximum of 203,147,255. The New Shares will therefore represent up to approximately 10.6% of all the issued Shares immediately following completion of the Placement, and will dilute the holding of existing shareholders who do not participate in the Placement by up to 10.6%. This means that each Share will represent a lower proportion of the ownership of Genus.  The directors of Genus are not participating in the Placement. David Riches' voting power in the Company (currently ~50.98%) is therefore expected to be reduced to approximately 45.6% following completion of the Placement.
<b>ASX quotation</b>	There is no guarantee that the ASX will grant official quotation of the New Shares. A decision by ASX to grant official quotation of the New Shares is not to be taken in any way as an indication of ASX's view as to the merits of Genus or the New Shares.

## 2. Transaction risks

<b>Completion risk</b>	Completion of the Transaction is conditional on a number of matters, including Genus raising not less than \$200 million (before costs) under the Placement, consents to the Transaction being obtained from material contract counterparties, and Genus obtaining ACCC approval, further details of which are set out in Annexure A of Genus' ASX Announcement dated 18 May 2026.  There can be no certainty, nor can Genus provide any assurance or guarantee, that these conditions will be satisfied or waived (as applicable) or, if satisfied or waived, when that will occur. If, for any reason, any condition is not satisfied or waived (as applicable) by the time required, Completion may be delayed or may not occur on the current terms or at all. If completion of the Transaction is delayed, Genus may incur additional costs and it may take longer than anticipated for Genus to realise the expected benefits and synergies of the Transaction. Any delay or failure to complete the Transaction could adversely affect Genus and the price of its Shares.  The Transaction is also subject to termination events of similar effect to the conditions precedent, including where there is a material adverse change affecting MPK. There is a risk that one of the parties may breach their obligations under the documentation for the Transaction and, if they do, the other party may seek to terminate the documentation and/or seek damages.  If the Transaction does not complete and funds from the Placement have been raised, Genus will need to consider alternative uses for the funds raised, including (but not limited to) applying those funds towards other potential inorganic growth opportunities in the future.
<b>Recourse to warranty and indemnity insurance</b>	The current shareholders of MPK ( <b>Sellers</b> ) include individuals, companies and trusts, together with entities managed by private equity funds, Viburnum Funds and SCF Partners. In order to provide the Sellers with a clean exit, Genus' sole recourse in respect of the Transaction will be to warranty and indemnity insurance (with limited exceptions for fraud). Genus' warranty and indemnity insurance coverage is subject to limitations on claims and exclusions. To the extent that any loss suffered by Genus in connection with the Transaction is below the retention, above the policy limit or the subject of an exclusion, Genus will bear the loss. Any inability to recover amounts claimed could materially adversely affect Genus' financial position and performance.

# KEY RISKS (CONT.)

## 2. Transaction risks (cont.)

<b>Risk of default</b>	In the event of default by the Sellers, the Company may have certain remedies, such as a right to recover damages for breach. However, there are a large number of private and individual Sellers (in addition to the two majority private equity fund managed Sellers) which introduces credit risk given the obligations of the sellers under the share purchase agreement are unsecured. This risk is mitigated by the warranty and indemnity insurance taken out by Genus in connection with the Transaction (see above). Although if there was a breach of the agreement (other than for breach of a warranty covered by insurance) and any seller became insolvent, Genus' rights to enforce those obligations against the seller would be those of an unsecured creditor.
<b>Integration risk</b>	There is a risk that (assuming the Transaction completes) Genus will not be able to integrate the business of MPK successfully or within a reasonable period of time. There is a risk that the integration of the business may take longer than expected or that the financial performance of MPK does not continue as expected. The same risks apply to Genus' other historical and potential future acquisitions and divestments. Any of these possibilities may have an adverse impact on Genus's financial performance and the price of its Shares.  In addition, even if Genus integrates the business of MPK successfully, there is no guarantee, that this will result in an improvement of Genus' or financial performance. Additionally, there is a risk that, following the Transaction, Genus is not able to realise the potential benefits set out in this Presentation to the disclosed extent or at all.
<b>Due diligence risk</b>	Genus undertook due diligence investigations in respect of the Transaction consistent with what is typical for a transaction of this nature. While Genus considers that these investigations were adequate in the circumstances, the information reviewed was provided by MPK and its representatives, or publicly available. Consequently, Genus has not been able to verify the accuracy, reliability or completeness of all of the information which was provided to it against independent data.  There is no assurance that the due diligence conducted was conclusive and that all material issues and risks in respect of the Transaction have been identified, sufficiently disclosed, described, or appropriately dealt with, and therefore there is a risk that unforeseen issues and risks may arise or materialise which may also have a material adverse impact on Genus. The Transaction defers a proportion of the consideration payable to the sellers including A\$50 million which is conditional on MPK achieving specified EBIT thresholds in FY27 (see slide 8 for further details). While the Company has undertaken financial and operational analysis in determining the Transaction terms, there is no assurance that MPK will achieve the EBIT targets required to trigger earn-out payments or that the FY27 EBIT target of A\$70m will be achieved. Factors outside management's control, including commodity prices, labour availability, weather events and contract timing, could adversely affect MPK's financial performance. Any failure to achieve the assumed financial outcomes could have an adverse effect on the Company's financial performance and the return on its investment.  In addition, Genus has prepared (and made assumptions in the preparation of) the financial and other information relating to the Transaction included in this Presentation in reliance on information provided by or on behalf of the sellers. If any of the information relied on by Genus proves to be incomplete, incorrect, inaccurate or misleading, there is a risk that the actual financial position and performance of Genus may be materially different to the financial position and performance reflected in this Presentation. This risk is mitigated by the warranty and indemnity insurance taken out by Genus in connection with the Transaction (see above).
<b>Change of control</b>	The Transaction may trigger change of control clauses in a number of material contracts to which MPK is a party. If triggered, the change of control clauses may require counterparty consent or permit the counterparty to terminate the contract. If the consent of a counterparty cannot be obtained either before or after completion of the Transaction, depending on the specific requirement, it may have an adverse impact on Genus's financial performance and prospects and the performance of Genus following the Transaction may be different (including in a materially adverse way) from what is reflected in this Presentation. Genus has sought to limit this risk by requiring the consent of counterparties to certain contracts that Genus considers are material to MPK's business as a condition precedent to completion of the Transaction.
<b>Key customer risk</b>	Through Genus' due diligence in connection with the Transaction, it has identified a number of customers and long-term contracts which are key to the MPK business and underpin the potential benefits of the Transaction. While Genus will seek consent of MPK's customers to the Transaction where such consent is required (see discussion above), there are a number of key contracts which provide the customer with a right to terminate for convenience. It is therefore possible that the customers could seek to terminate or vary arrangements with MPK under these contracts prior to, or following, completion of the Transaction.
<b>Key employee risk</b>	The retention of MPK's senior management team following completion of the Transaction is important to achieving the potential benefits set out in this Presentation, as well as meeting the earn-out thresholds. There is a risk that the MPK key personnel will not remain in the business following completion.
<b>Historical liabilities</b>	If the Transaction completes, Genus may become directly or indirectly exposed to liabilities that MPK may have incurred in the past or is otherwise liable for as a result of prior acts or omissions, including liabilities which were not identified or sufficiently disclosed during Genus' due diligence investigations or which are greater than expected, or for which Genus was unable to negotiate sufficient protection in the Transaction agreement or accepted as a tolerable risk. Given the nature of certain of MPK's operations, these liabilities may include material defects liabilities in respect of projects completed by MPK prior to completion of the Transaction.  Such liabilities may affect the ultimate value of Genus's investment in MPK and the financial performance or position of Genus following completion of the Transaction. It may also have other impacts, such as attracting greater scrutiny from regulators or cause reputational damage. If such liabilities arise for which Genus has been unable to obtain sufficient protection, it may be liable for meeting these costs which may also affect the ultimate value of Genus's investment in MPK and the financial performance or position of Genus after the Transaction.

# KEY RISKS (CONT.)

## 2. Transaction risks (cont.)

<b>Market acceptance and competitor risk</b>	There is a risk that Genus may not be able to effectively compete with other participants in the market in which it will operate in following completion of the Transaction. This may result in the performance of Genus following the Transaction being different (including in a materially adverse way) from what is reflected in this Presentation.
<b>Expansion and change in risk profile</b>	<p>In addition to risks associated with Genus's existing business (as summarised below), Shareholders will (assuming the Transaction completes) also be exposed to risks relating to MPK's business and the industries in which it operates.</p> <p>While Genus considers the Transaction represents complementary growth in Genus' current service offering, it presents expansion into new services such as services in the oil and gas sector, the construction phase of renewables projects and production chemicals servicing. MPK also has current operations in New Zealand, which may increase Genus' exposure to the performance of international economies, global macroeconomic conditions, the imposition of additional regulatory requirements, albeit MPK's current New Zealand operations are not material.</p> <p>MPK's Energy Services division derives a significant portion of its revenue from the oil and gas sector to which Genus is not presently exposed. A sustained decline in oil and/or gas prices may reduce the capital expenditure and operational spending of MPK's oil and gas customers, potentially leading to a reduction in contracted work volumes or contract renegotiations.</p> <p>For these and other reasons, assuming the Transaction is completed, there will be a change in the risk profile to which Shareholders are exposed.</p>

## 3. Business risks

<b>Competition and growth risk</b>	Ensuring the continuity of Genus' project pipeline is essential to meeting strategic growth objectives and winning and completing new contracts in a competitive market. Genus strives to secure and retain high-quality projects supported by strong financial and commercial practices, enabling sustainable growth. Pricing major projects carries inherent uncertainty, and fluctuations in demand or competitive pressures can affect profitability. Competition from domestic and international suppliers may affect Genus' ability to secure contracts and maintain margins and competitor actions and market pressures may put pricing under pressure. Emerging technologies, client preference changes, or delays in securing contracts may impact Genus' ability to deliver on growth targets. Failure to meet forecasts can hinder capital raising, delay expansion, and reduce investor confidence.
<b>Acquisition risks</b>	<p>The Company is consistently considering opportunities for growth through inorganic acquisitions of target companies or businesses in addition to the Transaction. Genus assesses opportunities both within areas and jurisdictions currently serviced by the Company as well as extensions of Genus' current service offering.</p> <p>Whilst due diligence is undertaken in connection with such opportunities, there can be no assurance that the Company will accurately identify suitable acquisition opportunities or such opportunities at acceptable prices.</p> <p>Further, there can be no guarantee that the Company will successfully execute on these opportunities, once made. Such a failure may arise from a number of factors including higher than expected integration costs or unanticipated liabilities which were not accounted for. Such costs and liabilities may result in anticipated synergies not being realised and may materially adversely affect the Company's financial performance.</p>
<b>Insurance risk</b>	While Genus maintains insurance for many operational aspects and endeavours to maintain insurance within ranges of coverage in accordance with industry practice, not all risks are insurable. Coverage limits may be inadequate, or policies may exclude events like extreme weather or cyber incidents. Insurance market conditions may change, making coverage unavailable or unaffordable. Uninsured or underinsured losses could materially impact financial performance. Adequate insurance coverage and bonding facilities are critical to protect against operational, contractual, and financial risks. Insufficient insurance could leave Genus exposed to significant liabilities, while limited bonding capacity may constrain the ability to win or deliver large projects. The evolving risk landscape, including increased premiums and coverage restrictions, adds complexity to maintaining adequate protections.
<b>Customer contract risk</b>	<p>In the ordinary course of its operations, the Company is party to a large number of contracts that may be terminated for the customer's convenience or may not be renewed. If this were to occur, this may result in lost revenue for the Company and may adversely affect its financial performance.</p> <p>Additionally, these contracts are typically on the customer's standard terms and may be subject to fixed pricing, performance milestones and liquidated damages provisions. The Company is therefore exposed to risks associated with cost overruns, project delays, scope changes and counterparty default. A material claim or contractual dispute could adversely impact the Company's financial performance and financial position. In addition, the Company's revenue is concentrated across a relatively small number of large clients and contracts, and the loss of a key client or contract could have a material adverse effect on the Company.</p> <p>A number of the Company's customers are involved in oil and gas, mining, and minerals processing industries. While conditions in these sectors are generally positive at present, the level of activity and profitability is cyclical and sensitive to a number of factors outside of the Company's control, such as movements in commodity prices. The Company is not able to predict the timing, extent or duration of these activity cycles which may affect the financial performance and/or financial position of the Company. The cyclical nature of the business is somewhat mitigated by the Company's revenues from the Government utilities sector, particularly on maintenance related works which are typically more stable year on year.</p>

# KEY RISKS (CONT.)

## 3. Business risks

<b>Third party risk</b>	<p>Genus also has in place various supply arrangements which may be terminated or not renewed in which case, the Company would be required to obtain inputs or services from other providers. There is a risk of insolvency or managerial failure by any of the contractors or suppliers used by the Company in any of its activities. There is also a risk of legal or other disputes between the Company and contractors or other suppliers. This may have an adverse effect on the interests and prospects of the Company.</p> <p>Additionally, there is a risk that the Company's suppliers or other contractual parties provide products or services which are faulty, inadequate or not up to the Company and its customers' standards which may impact Genus' financial performance and cause reputational harm.</p>
<b>Debt risk</b>	<p>Genus has financing facilities in place with external financiers. Defaults on financing facilities could result in withdrawal of support or increased borrowing costs.</p> <p>Following completion of the Transaction, the Company will have an increased debt position relative to its current balance sheet. While the Company has secured sufficient funding to complete the Transaction, there is a risk that increases in interest rates or a deterioration in the Company's financial performance could affect its ability to service its debt obligations. The Company's banking facilities contain financial covenants, and a breach of those covenants could result in an event of default and acceleration of outstanding indebtedness.</p> <p>Additionally, customers and landlords often require security in the form of bank guarantees or insurance bonds. As contract and lease volume and size increase, available facilities may be reduced, potentially constraining new contract opportunities.</p>
<b>Financing risk</b>	<p>The Company's continued ability to operate its business and effectively implement its business plan and growth objectives will depend in part on its ability to fund future operations and acquisitions. The Company will also require further funds to pay the deferred consideration (up to A\$25 million payable on or around 31 December 2026) and contingent consideration (up to A\$50 million payable in 1H FY28) under the Transaction.</p> <p>While the Company has historically predominately funded its business plan and growth via profits from operations and debt facilities, it may need to raise additional equity in the future. The Company may also seek to increase the limits of its existing debt facilities to fund future operations or acquisitions.</p> <p>There is no assurance that the Company will be able to renew existing debt funding, or obtain additional debt or equity funding when required, or that the terms associated with that funding will be acceptable to the Company.</p> <p>This may have a material adverse effect on the Company. Debt finance, if available on terms acceptable to the Company, may involve restrictions on financing and operating activities. If additional funds are raised through the issue of equity securities, the raising may be dilutive to the Company shareholders.</p>
<b>Workforce availability and labour cost risk</b>	<p>Retaining and recruiting qualified personnel is critical to the Company's success. If the Company cannot attract and retain qualified personnel for a longer period of time, it could adversely affect the Company's operations, strategy and its future growth plans.</p> <p>Growth and profitability may be limited by loss of key personnel, challenges recruiting or retaining skilled employees, or rising compensation costs. Increased demand in the sector tightens the talent market and puts upward pressure on wages.</p> <p>Any disputes with employees (through personal injuries, industrial matters or otherwise), change in labour regulations, or other developments in the area may cause labour disputes, work stoppages or other disruptions in production that could adversely impact the Company.</p>
<b>Interruption to operations risk</b>	<p>Genus and its customers are exposed to a range of operational risks relating to both current and future operations. Such operational risks include, but are not limited to, external factors such as extreme weather, geological issues, equipment and information technology system failures, industrial disputes, supply shortages, unanticipated and/or undetected quality problems or defects as a result of faulty design or construction, delays to project timetables and scheduled maintenance shutdowns. Whilst Genus endeavours to take appropriate action to mitigate these operational risks and, in some circumstances, insure against them, the Company cannot control the risks which its customers are exposed to nor can it completely remove all possible risks relating to its own business. A disruption to the operations of the Company or its customers may have an adverse impact on the financial performance and/or financial position of the Company.</p> <p>Genus also depends on its customers' assessments of the financial viability of their projects, ensuring they have access to sufficient funding to meet project working capital and debt covenant requirements. If a customer fails to obtain sufficient funding or meet its working capital or debt covenant requirements, the customer may scale back or cancel its contract with Genus, adversely impacting Genus' financial performance.</p>
<b>Project delivery, margins and operations risk</b>	<p>Genus' operations, cash flows and liquidity could be affected if the resources or time needed to complete a project are miscalculated, if it fails to meet contractual obligations, or if it encounters delays or unspecified conditions. Cost overruns, unfavourable contract outcomes, serious or continued operational failure, adverse industrial relations outcomes, disruption at key facilities, disruptions to information and communication systems or a safety incident have the potential to have an adverse financial impact. There is exposure to input costs through its operations, such as the cost of fuel and energy sources, equipment and personnel. To the extent that costs cannot be passed on to customers in a timely manner, or at all, Genus' financial performance could be adversely affected.</p>
<b>Health and safety risk</b>	<p>The Company is exposed to a number of health and safety risks for its employees and contractors, both on the Company's sites and those of its customers. There are also health and safety risks associated with the Company's products provided to customers, including safety issues which may develop over time. Genus is committed to providing a systematic process to manage risks around health and safety and has in place numerous policies and procedures and product safety testing to mitigate health and safety concerns. Incidents causing physical or psychological harm can lead to contract loss, reputational damage, and difficulty winning future work.</p>

# KEY RISKS (CONT.)

## 3. Business risks

<b>Risk of litigation, regulatory action and claims</b>	The Company may be subject to litigation, prosecutions, regulatory investigations and other proceedings, claims and disputes in the course of its business, including employment disputes, contractual disputes and claims for infringement of intellectual property rights. Litigation could result in public censure, restitution to customers, regulators or other stakeholders or unenforceability of contracts such as the Company's loan facilities, bank guarantees and other security documents. Defence and settlement costs of legal claims can be substantial, even with respect to claims that have no merit. Due to the inherent uncertainty of litigation processes, the resolution of any particular legal proceeding to which the Company is, or may become subject to, could have a material effect on its financial position, results of operations or its activities.
<b>Cybersecurity risk</b>	Genus collects and stores personal and confidential information relating to employees, clients, and suppliers. Failure to comply with privacy laws, or breaches of data security, could result in fines, litigation, or reputational damage. Therefore, the potential for cyber security attacks, misuse, and release of sensitive information are ongoing risks to Genus. Threats include unauthorised access to IT infrastructure, networks, and sensitive data, which could disrupt operations, cause financial loss, or damage reputation.
<b>Technological disruption and innovation risk</b>	The infrastructure and energy sectors in which Genus operates face rapid technological change, including developments in energy storage, automation, AI, smart grids, and distributed generation. Failure to adapt could erode competitive position, make assets obsolete, or require unplanned capital expenditure.
<b>IP and confidentiality risk</b>	Genus relies on intellectual property, proprietary information, and confidential data in its operations. Accordingly, the Company is reliant on regulations regarding patents, copyright, trade marks and confidentiality restrictions with staff, contractors, customers, suppliers and others to safeguard its intellectual property rights.  Any infringement, misappropriation, or unauthorised disclosure could result in competitive disadvantage, litigation, or reputational harm, with an adverse effect on Genus' operations and financial performance.  If the Company experiences conflict with third parties who purport to have rights to such intellectual property, the Company may need to commence legal proceedings to defend its intellectual property. There is no guarantee that the Company will be successful in defending its intellectual property in any such proceedings. There are also significant costs involved in defending intellectual property through legal proceedings and there is no guarantee that the Company will be able to recoup all or some of those costs, even if successful in the proceedings.
<b>Climate change and carbon emissions risk</b>	Climate change may cause certain physical and environmental risks that cannot be predicted by the Company, including events resulting from the physical and transitional nature-related risks flowing from the deterioration of the natural environment, such as increased severity of weather patterns and incidence of extreme weather events and longer-term physical risks such as shifting climate patterns. All these risks associated with climate change may impact the Company's operations.  Further, increasing regulatory requirements and stakeholder expectations for carbon emissions disclosure and climate-related risk management are driving pressure on companies to demonstrate effective action. The transition to a low-carbon economy may require operational changes and increased compliance costs, albeit is also likely to be supportive of demand for the Company's key services.
<b>Environmental contamination and remediation liability</b>	Genus' operations are subject to environmental laws, including obligations to remediate contaminated sites. Incidents such as spills, accidental releases, or the discovery of historical contamination could result in significant remediation costs, penalties, or reputational damage.
<b>Social, legal and compliance risk</b>	Genus operates in multiple jurisdictions under diverse laws, regulations, and standards. Changes to regulations or non-compliance, whether through inadequate processes, human error, or misconduct, may lead to penalties, reputational damage, or operational restrictions. Loss of technical, safety, quality, or financial accreditations could limit project eligibility.
<b>Unfavourable changes in operations conditions</b>	Key assumptions about the operating environment, including disruption events or budget forecasts, may prove to be incorrect. This could impact Genus' financial performance and strategic objectives.

# KEY RISKS (CONT.)

## 4. General risks

<b>Stock market fluctuations</b>	<p>The value of the Shares is determined by the stock market and are subject to a range of factors beyond the Company's control. These factors include, but are not limited to, the demand for, and availability of Shares, movements in interest rates, exchange rates, and rates of inflation, fluctuations in the Australian and international stock markets, changes in fiscal, monetary and regulatory policies, increases in interest rates, general domestic and international economic activity and geopolitical conditions.</p> <p>These factors may materially affect the market price of Shares, regardless of the Company's operational or financial performance. The past performance of the Company is not necessarily an indication as to the future performance of the Company.</p> <p>There can be no guarantee that there will continue to be an active market for Shares or that the price of Shares will increase. The Company cannot warrant the future performance of the Company or any return on an investment in the Company.</p>
<b>Dividends</b>	<p>The payment of dividends (if any) by the Company is determined by the Company's directors from time to time at their discretion and is dependent upon factors including the profitability and cashflow of the Company's business at the relevant time. Any dividends paid by the Company in the future will be subject to similar considerations. There are a number of factors which will have an impact on profit and cashflow generation, including but not limited to, foreign exchange rates, interest rates and inflation. This may result in variations in the capability of the Company to make dividend payments to shareholders through varying business cycles.</p>
<b>Geopolitical and economic risk</b>	<p>Genus operates in an environment where its operations and financial performance may be impacted by global economic conditions, trade policies, sanctions, pandemics, political instability, or other geopolitical events which may disrupt supply chains, affect resource availability, restrict market access, or reduce customer demand, impacting revenue and profitability.</p>

# INTERNATIONAL OFFER RESTRICTIONS

This document does not constitute an offer of new ordinary shares ("New Shares") of the Company in any jurisdiction in which it would be unlawful. In particular, this document may not be distributed to any person, and the New Shares may not be offered or sold, in any country outside Australia except to the extent permitted below.

<b>Hong Kong</b>	<p>WARNING: This document has not been, and will not be, registered as a prospectus under the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap. 32) of Hong Kong, nor has it been authorised by the Securities and Futures Commission in Hong Kong pursuant to the Securities and Futures Ordinance (Cap. 571) of the Laws of Hong Kong (the "SFO"). Accordingly, this document may not be distributed, and the New Shares may not be offered or sold, in Hong Kong other than to "professional investors" (as defined in the SFO and any rules made under that ordinance).</p> <p>No advertisement, invitation or document relating to the New Shares has been or will be issued, or has been or will be in the possession of any person for the purpose of issue, in Hong Kong or elsewhere that is directed at, or the contents of which are likely to be accessed or read by, the public of Hong Kong (except if permitted to do so under the securities laws of Hong Kong) other than with respect to New Shares that are or are intended to be disposed of only to persons outside Hong Kong or only to professional investors. No person allotted New Shares may sell, or offer to sell, such securities in circumstances that amount to an offer to the public in Hong Kong within six months following the date of issue of such securities.</p> <p>The contents of this document have not been reviewed by any Hong Kong regulatory authority. You are advised to exercise caution in relation to the offer. If you are in doubt about any contents of this document, you should obtain independent professional advice.</p>
<b>New Zealand</b>	<p>This document has not been registered, filed with or approved by any New Zealand regulatory authority under the Financial Markets Conduct Act 2013 (the "FMC Act").</p> <p>The New Shares are not being offered or sold in New Zealand (or allotted with a view to being offered for sale in New Zealand) other than to a person who:</p> <ul style="list-style-type: none"><li>• is an investment business within the meaning of clause 37 of Schedule 1 of the FMC Act;</li><li>• meets the investment activity criteria specified in clause 38 of Schedule 1 of the FMC Act;</li><li>• is large within the meaning of clause 39 of Schedule 1 of the FMC Act;</li><li>• is a government agency within the meaning of clause 40 of Schedule 1 of the FMC Act; or</li><li>• is an eligible investor within the meaning of clause 41 of Schedule 1 of the FMC Act.</li></ul>
<b>Singapore</b>	<p>This document and any other materials relating to the New Shares have not been, and will not be, lodged or registered as a prospectus in Singapore with the Monetary Authority of Singapore. Accordingly, this document and any other document or materials in connection with the offer or sale, or invitation for subscription or purchase, of New Shares, may not be issued, circulated or distributed, nor may the New Shares be offered or sold, or be made the subject of an invitation for subscription or purchase, whether directly or indirectly, to persons in Singapore except pursuant to and in accordance with exemptions in Subdivision (4) Division 1, Part 13 of the Securities and Futures Act 2001 of Singapore (the "SFA") or another exemption under the SFA.</p> <p>This document has been given to you on the basis that you are an "institutional investor" or an "accredited investor" (as such terms are defined in the SFA). If you are not such an investor, please return this document immediately. You may not forward or circulate this document to any other person in Singapore.</p> <p>Any offer is not made to you with a view to the New Shares being subsequently offered for sale to any other party. There are on-sale restrictions in Singapore that may be applicable to investors who acquire New Shares. As such, investors are advised to acquaint themselves with the SFA provisions relating to resale restrictions in Singapore and comply accordingly.</p>

# INTERNATIONAL OFFER RESTRICTIONS

## European Union (excluding Austria)

This document has not been, and will not be, registered with or approved by any securities regulator in the European Union. Accordingly, this document may not be made available, nor may the New Shares be offered for sale, in the European Union except in circumstances that do not require a prospectus under Article 1(4) of Regulation (EU) 2017/1129 of the European Parliament and the Council of the European Union (the "Prospectus Regulation").

In accordance with Article 1(4)(a) of the Prospectus Regulation, an offer of New Shares in the European Union is limited to persons who are "qualified investors" (as defined in Article 2(e) of the Prospectus Regulation).

## United Kingdom

This document has not been delivered for approval to the Financial Conduct Authority in the United Kingdom and no prospectus (within the meaning of Regulation 21 of The Public Offers and Admissions to Trading Regulations 2024 ("POATRs")) has been published or is required to be published in respect of the New Shares.

This document is issued on a confidential basis to "qualified investors" (within the meaning of paragraph 2 of Schedule 1 to the POATRs) in the United Kingdom. The New Shares may not be offered or sold in the United Kingdom by means of this document or any other document except pursuant to an exemption from the general prohibition on offers of relevant securities to the public in the United Kingdom. This document should not be distributed, published or reproduced, in whole or in part, nor may its contents be disclosed by recipients to any other person in the United Kingdom.

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