



GENUS PLC

ADMINISTRATION COMMITTEE – TERMS OF REFERENCE

Note: Reference to “the Committee” shall mean the Administrative Committee.

Reference to “the Board” shall mean the Board of Directors.

Reference to “the Code” shall mean the UK Corporate Governance Code.

1. Purpose of the Committee

- 1.1. In summary, the Committee has delegated authority from the Board to deal with items of a routine and administrative nature as set out below.

2. Membership

- 2.1. The members of the Committee shall be the directors and the Company Secretary.
- 2.2. The quorum of the Committee shall be any two members.
- 2.3. The chairman of meetings of the Administration Committee is the Chairman of the Board if present or him failing the Chief Executive if present or him failing the Chief Financial Officer if present or him failing such member present as the Administration Committee members present shall decide.

3. Secretary

- 3.1. The Company Secretary of the Company or his or her nominee shall be Secretary to the Committee.

4. Frequency of meetings

- 4.1. Meetings shall be held as and when required.
- 4.2. Meetings may be convened by the Company Secretary, or by any Director by notice to any two Committee members of whom one may be the Director convening the meeting. It is not necessary for the notice to be given to all Directors.
- 4.3. Written resolutions, signed by two members of the Committee, shall be as effective as if a meeting had been held in person.

5. Duties

5.1. The Committee shall meet to execute and approve matters not otherwise reserved to the Board, relating to the following:

5.1.1. Changes to the Group's corporate structure or legal entities of a routine nature including;

5.1.1.1. the exercise of the Company's powers to appoint and remove directors of subsidiary companies and directors of other companies of which the Company is entitled to appoint directors, and

5.1.1.2. the matters noted in the Company's Delegation of Authority policy requiring prior approval from the Chief Financial Officer and General Counsel;

5.1.2. The operation of routine banking matters within the scope of the Company's existing banking facilities, including entering into additional facilities up to the level permitted in the main banking agreement;

5.1.3. Administrative amendments to the Company's share schemes;

5.1.4. The allotment of shares to satisfy awards of shares granted under the Company's share schemes;

5.1.5. Grants of powers of attorney;

5.1.6. Authorising any person or persons on the Company's behalf to sign or execute any contractual, regulatory or other business-related document, instrument or correspondence, to approve any document requiring execution as a deed and to authorise the affixing of the seal of the Company (the "Seal") to such document in compliance with the Articles of Association of the Company, or the execution of such document in such manner as provided by law;

5.1.7. Freehold and leasehold property matters;

5.1.8. Other matters as delegated to it by the Board from time to time;

5.1.9. Other minor and administrative matters not otherwise reserved to the Board or its other committees requiring approval on behalf of the Company; and

5.1.10. Ratifying any arrangement, transaction, act or document of or affecting the Company which falls within the authority of the Committee.

6. Reporting Responsibilities

6.1. The Committee shall compile a report for the main Board of Directors of the meetings held between each of the scheduled meetings of the main Board.

7. Other Matters

- 7.1. The Committee shall review regularly its constitution and terms of reference to ensure it is operating effectively and recommend any changes it considers necessary to the Board for approval.

Approved by the Board on 23 October 2025.