

GENINCODE PLC

(Company)

Minutes of the Annual General Meeting of the Company held at the offices of Cavendish Capital Markets, One Bartholomew Close, London, EC1A 7BL on Thursday 27 June 2024 at 2:00 pm.

Present: William Rhodes (in the chair) (non-shareholder) (by video link)
Matthew Walls
Paul Foulger (proxy for member)
Jordi Puig (by video link)
Huon Gray (by video link)
Felix Frueh (by video link)
Sergio Olivero (by video link)

See Shareholder attendance sheet

In attendance:

A Brown Addleshaw Goddard (by video link)

See non-shareholder attendance sheet

1 Preliminary

- 1.1 A quorum being present, the chairman declared the meeting open. The chairman noted that the notice convening the meeting dated 3 June 2024 (**Notice**) had been given to all those entitled to receive it. The chairman noted that a quorum was present. The meeting proceeded to business.
- 1.2 The Chairman welcomed shareholders to the second AGM following Admission to AIM. The Chairman requested the consent of the meeting to the Notice being taken as read and for the attendance of non-members. Consent was granted.

2 Resolutions

- 2.1 After explaining certain procedural matters to the meeting the chairman proposed Resolution 1 as set out in the Notice as an ordinary resolution. It was noted that Resolution 1 was to receive and adopt the audited consolidated financial statements of the Company and its subsidiaries for the year ended 31 December 2023. The resolution was put to the meeting and declared carried on a show of hands. It was noted that proxies votes had been received in respect of Resolution 1 as follows:
- (a) 72,428,428 votes in favour of the resolution, including at the discretion of the Chair;
 - (b) 0 votes against the resolution; and
 - (c) 0 shares in respect of which votes directed to be withheld.

The Chairman declared the resolution passed.

2.2 The chairman proposed Resolution 2 as set out in the Notice as an ordinary resolution. It was noted that Resolution 2 was to approve the report of the board to the members on directors' remuneration for the year ended 31 December 2023. The resolution was put to the meeting and declared carried on a show of hands. It was noted that proxies votes had been received in respect of Resolution 2 as follows:

- (a) 72,425,834 votes in favour of the resolution, including at the discretion of the Chair;
- (b) 2,594 votes against the resolution; and
- (c) 0 shares in respect of which votes directed to be withheld.

The Chairman declared the resolution passed.

2.3 The chairman proposed Resolution 3 as set out in the Notice as an ordinary resolution. It was noted that Resolution 3 was to propose the re-appointment of Matthew Heaton Walls as a director of the Company. The resolution was put to the meeting and declared carried on a show of hands. It was noted that proxies votes had been received in respect of Resolution 3 as follows:

- (a) 72,424,982 votes in favour of the resolution, including at the discretion of the Chair;
- (b) 2,594 votes against the resolution; and
- (c) 852 shares in respect of which votes directed to be withheld.

The Chairman declared the resolution passed.

2.4 The chairman proposed Resolution 4 as set out in the Notice as an ordinary resolution. It was noted that Resolution 4 was to propose the re-appointment of Jordi Puig Gilberte as a director of the Company. The resolution was put to the meeting and declared carried on a show of hands. It was noted that proxies votes had been received in respect of Resolution 4 as follows:

- (a) 72,424,982 votes in favour of the resolution, including at the discretion of the Chair;
- (b) 2,594 votes against the resolution; and
- (c) 852 shares in respect of which votes directed to be withheld.

The Chairman declared the resolution passed.

2.5 The chairman proposed Resolution 5 as set out in the Notice as an ordinary resolution. It was noted that Resolution 5 was to propose the re-appointment of Paul Andrew Peter Foulger as a director of the Company. The resolution was put to the meeting and declared carried on a show of hands. It was noted that proxies votes had been received in respect of Resolution 5 as follows:

- (a) 72,424,982 votes in favour of the resolution, including at the discretion of the Chair;
- (b) 2,594 votes against the resolution; and
- (c) 852 shares in respect of which votes directed to be withheld.

The Chairman declared the resolution passed.

2.10 The chairman proposed Resolution 10 as set out in the Notice as an ordinary resolution. It was noted that Resolution 10 was to propose the re-appointment of Crowe U.K LLP, Chartered Accountants, as auditors of the Company from conclusion of this meeting until the conclusion of the next General Meeting at which financial statements are laid before the shareholders of the Company. The resolution was put to the meeting and declared carried on a show of hands. It was noted that proxies votes had been received in respect of Resolution 10 as follows:

- (a) 71,961,764 votes in favour of the resolution, including at the discretion of the Chair;
- (b) 466,664 votes against the resolution; and
- (c) 0 shares in respect of which votes directed to be withheld.

The Chairman declared the resolution passed.

2.11 The chairman proposed Resolution 11 as set out in the Notice as an ordinary resolution. It was noted that Resolution 11 was to authorise the Directors to determine the auditor's remuneration. The resolution was put to the meeting and declared carried on a show of hands. It was noted that proxies votes had been received in respect of Resolution 11 as follows:

- (a) 72,428,428 votes in favour of the resolution, including at the discretion of the Chair;
- (b) 0 votes against the resolution; and
- (c) 0 shares in respect of which votes directed to be withheld.

The Chairman declared the resolution passed.

2.12 The chairman proposed Resolution 12 as set out in the Notice as an ordinary resolution. It was noted that Resolution 12 was to allow the directors of the Company to allot shares in the Company up to the limits set out in Resolution 12. The resolution was put to the meeting and declared carried on a show of hands. It was noted that proxies votes had been received in respect of Resolution 12 as follows:

- (a) 71,747,098 votes in favour of the resolution, including at the discretion of the Chair;
- (b) 681,330 votes against the resolution; and
- (c) 0 shares in respect of which votes directed to be withheld.

The Chairman declared the resolution passed.

2.13 The chairman proposed Resolution 13 as set out in the Notice as a special resolution. It was noted that Resolution 13 was to authorise the directors of the Company to allot equity securities for cash pursuant to the authority conferred upon them in Resolution 12 by dis-applying the existing shareholders' pre-emption rights, such authority being limited to the allotment and issue of shares up to the limits set out in Resolution 13. The resolution was put to the meeting and declared carried on a show of hands. It was noted that proxies votes had been received in respect of Resolution 13 as follows:

- (a) 72,424,982 votes in favour of the resolution, including at the discretion of the Chair;
- (b) 2,594 votes against the resolution; and
- (c) 852 shares in respect of which votes directed to be withheld.

2.6 The chairman handed the chair to Matthew Walls. Mr Walls proposed Resolution 6 as set out in the Notice as an ordinary resolution. It was noted that Resolution 6 was to propose the re-appointment of William Edward Rhodes as a director of the Company. The resolution was put to the meeting and declared carried on a show of hands. It was noted that proxies votes had been received in respect of Resolution 6 as follows:

- (a) 71,958,318 votes in favour of the resolution, including at the discretion of the Chair;
- (b) 469,258 votes against the resolution; and
- (c) 852 shares in respect of which votes directed to be withheld.

The Chairman declared the resolution passed.

Mr Walls returned the chair to Mr Rhodes.

2.7 The chairman proposed Resolution 7 as set out in the Notice as an ordinary resolution. It was noted that Resolution 7 was to propose the re-appointment of Sergio Olivero as a director of the Company. The resolution was put to the meeting and declared carried on a show of hands. It was noted that proxies votes had been received in respect of Resolution 7 as follows:

- (a) 72,424,982 votes in favour of the resolution, including at the discretion of the Chair;
- (b) 2,594 votes against the resolution; and
- (c) 852 in respect of which votes directed to be withheld.

The Chairman declared the resolution passed.

2.8 The chairman proposed Resolution 8 as set out in the Notice as an ordinary resolution. It was noted that Resolution 8 was to propose the re-appointment of Professor Huon Hamilton Gray CBE as a director of the Company. The resolution was put to the meeting and declared carried on a show of hands. It was noted that proxies votes had been received in respect of Resolution 8 as follows:

- (a) 71,958,318 votes in favour of the resolution, including at the discretion of the Chair;
- (b) 469,258 votes against the resolution; and
- (c) 852 shares in respect of which votes directed to be withheld.

The Chairman declared the resolution passed.

2.9 The chairman proposed Resolution 9 as set out in the Notice as an ordinary resolution. It was noted that Resolution 9 was to propose the re-appointment of Felix Wilhelm Frueh as a director of the Company. The resolution was put to the meeting and declared carried on a show of hands. It was noted that proxies votes had been received in respect of Resolution 9 as follows:

- (a) 71,958,318 votes in favour of the resolution, including at the discretion of the Chair;
- (b) 469,258 votes against the resolution; and
- (c) 852 shares in respect of which votes directed to be withheld.

The Chairman declared the resolution passed.

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2.14 The chairman proposed Resolution 14 as set out in the Notice as a special resolution. It was noted that Resolution 14 was to authorise the directors of the Company to allot equity securities for cash pursuant to the authority conferred upon them in Resolution 12 and in addition to any authority granted under Resolution 13 by dis-applying the existing shareholders' pre-emption rights. Such authority was only for the purposes of an acquisition or a specified capital investment. The resolution was put to the meeting and declared carried on a show of hands. It was noted that proxies votes had been received in respect of Resolution 14 as follows:

- (a) 72,424,982 votes in favour of the resolution, including at the discretion of the Chair;
- (b) 2,594 votes against the resolution; and
- (c) 852 shares in respect of which votes directed to be withheld.

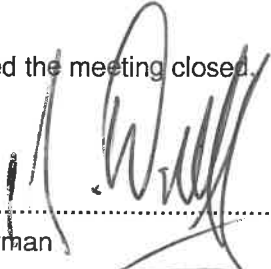
The Chairman declared the resolution passed.

3 Filing

It was resolved to prepare and file all necessary forms and documents with the Registrar of Companies and announce the results of the AGM.

4 Close of meeting

There being no further business, the chairman declared the meeting closed.


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Chairman

