

17 July 2025

Response to ASX Notice

Talius Group Limited (Talius or the Company) (ASX: TAL) advises that it has been made aware by the Australian Securities Exchange (ASX) of a breach of ASX Listing Rule 10.11 and 14.7, arising from the issue of Performance Rights to an entity associated to Mr Graham Russell, Managing Director of the Company.

Background

At the Annual General Meeting (AGM) held on 22 May 2025, the Company obtained approval from shareholders to issue 1,200,000 Performance Rights to Mr Graham Russell (or his associated entity) under ASX Listing Rule 10.11. Of the votes cast on the poll at the meeting, 98.67% of votes were in favour of the resolution.

ASX Listing Rule 10.13.5 states that, where an issue of securities is approved by shareholders under ASX Listing Rule 10.11, the date by which those securities are issued *“must not be more than 1 month after the date of the meeting”*. In addition, ASX Listing Rule 14.7 also states that *“If any entity states in a notice of meeting that it will do something that the listing rules require it to do, the entity must do that thing. If the thing is to be done by another person, the entity must take all reasonable steps to ensure that the other person does it”*.

Due to an unintended administrative oversight, the Performance Rights¹ were issued to an entity associated with Mr Russell on 30 June 2025, being outside the one-month period prescribed by ASX Listing Rule 10.13.5 and making the approval obtained by shareholders under ASX Listing Rule 10.11 invalid. As such, the Performance Rights were inadvertently issued in technical breach of ASX Listing Rule 10.11 and 14.7.

Remedial action

Talius has engaged constructively with the ASX and proposed the following remediation plan, which the ASX has accepted. Talius will:

- Cancel the issued 120,000 Performance Rights to Mr Russell’s associated entity, and lodge amended Appendix 3G and Appendix 3Y for Mr Russell.
- Not proceed with the Performance Rights issue to Mr Stephen Norris and Mr Greg Kennish (in lieu of cash payment of Director fees), which were also approved under ASX Listing Rule 10.11 at the Company’s AGM on 22 May 2025.
- Obtain subsequent approval for the issue of Performance Rights (or other suitable security) to its Directors at the next meeting of the Company’s shareholders.

Governance and Next Steps

Talius remains firmly committed to high standards of corporate governance and regulatory compliance and has since taken active steps to ensure that such a breach does not reoccur, which includes ensuring any securities that are being issued under ASX Listing Rule 10.11 and 14.7 are done so within one month of shareholder approval. This will be achieved by ensuring Performance Rights

¹ The Company notes that due to the Consolidation of Capital on a 10:1 basis that was announced as completed on 10 June 2025, one tenth of the Performance Rights approved by shareholders were issued, being 120,000 Performance Rights.

offer documentation is distributed and finalised immediately after approval is obtained at the meeting of shareholders.

This announcement has been authorised by the Board of Directors of Talius Group Limited.

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Talius provides a suite of technology enabled care solutions to the aged and disability sectors across multiple verticals, including retirement living, residential aged care, home, and community settings to improve the quality of life, later in life.

Talius' Software as a Service (SaaS) data analytics platform Talius Smart Care combines smart sensors with AI machine learning that delivers automated actions. Talius links awareness, analysis, and action through one platform allowing the care model to move from spot check care to sense-respond care. Nursing staff can switch their focus from data collection to building a human connection. Most importantly, residents benefit from a new era of autonomy and dignity.

Talius helps protect and connect our elderly and people with disabilities with a scalable healthcare technology platform integrated with leading third-party providers to ensure end-to-end solutions for Connected Health.