

10 October 2025

Dear Shareholder,

TALI DIGITAL LIMITED – 2025 ANNUAL GENERAL MEETING

TALi Digital Limited (**Company**) advises that the 2025 Annual General Meeting of the shareholders of the Company (**Shareholders**) is scheduled to be held on Tuesday, 11 November 2025 at 1.00pm (Melbourne time) (**Meeting**). The Meeting will be held online using technology (namely an online webcasting platform) and not a face-to-face meeting. Shareholders may be present online and vote through an online platform provided by the Share Registry, which is accessible by logging into the Automic website (<https://investor.automic.com.au/#/home>) on a smartphone, tablet or computer.

The Company will not be dispatching physical copies of the Notice of 2025 Annual General Meeting (**Notice of Meeting**) unless a Shareholder has requested a physical copy or made an election to receive documents from the Company in physical form. Instead, the Notice of Meeting can be viewed, accessed and downloaded via the following direct link to the ASX announcements platform of the Company:

<https://www2.asx.com.au/markets/trade-our-cash-market/announcements.td1>

Shareholders are strongly encouraged to vote by lodging a directed proxy appointing the Chairperson of the Meeting before 1.00pm (Melbourne time) on Sunday, 9 November 2025. A personalised proxy form is enclosed with this letter. Proxies can be lodged in accordance with the instructions on the personalised proxy form enclosed with this letter. Shareholders who attend the Meeting and have not lodged their proxy form prior to the Meeting will be provided an opportunity to participate and vote at the Meeting.

Shareholders who wish to watch, listen and vote virtually on the day of the Meeting will need to login to the Automic website (<https://investor.automic.com.au/#/home>) with their *username* and *password*. Further details of how to register for and attend the Meeting can be found in the Notice of Meeting (which can be accessed as described above) and in the registration and Voting Guide which can be access at <https://www.automicgroup.com.au/virtual-agms/>.

If it becomes necessary or appropriate to make alternative arrangements to those set out above and in the Notice of Meeting the Company will announce the alternative arrangements to ASX. Shareholders are encouraged to check for announcements of the Company at the ASX website (<https://www2.asx.com.au/>), using the search code "TD1".

The Company thanks Shareholders for their ongoing support.

For and on behalf of the Board:



Tim Luscombe
Company Secretary



TALi Digital Limited

ACN 108 150 750

NOTICE OF 2025 ANNUAL GENERAL MEETING AND EXPLANATORY STATEMENT

**Tuesday, 11 November 2025 at
1.00pm (Melbourne time)**

**Notice is given that the 2025 Annual General Meeting of Shareholders of
TALi Digital Limited ACN 108 150 750 (TALi or the Company) will be held on
Tuesday, 11 November 2025 at 1.00pm (Melbourne time)**

This Notice of Meeting should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their professional advisors prior to voting. Should you wish to discuss the matters in this Notice of Meeting please do not hesitate to contact the Company Secretary on 1300 082 013 or at investors@talidigital.com.

For personal use only

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS GIVEN that the 2025 Annual General Meeting (**Meeting**) of the Shareholders of TALi Digital Limited (ACN 108 150 750) (**TALi** or **Company**) will be held on Tuesday, 11 November 2025 at 1.00pm (Melbourne time) as a virtual meeting for the purposes of considering the items of business set out below.

The Meeting will be held online using technology (namely an online webcasting platform) and not a face-to-face meeting.

Shareholders may be present online and vote through an online platform provided by the Share Registry, which is accessible by logging into the Automic website (<https://investor.automic.com.au/#/home>) on a smartphone, tablet or computer.

The online webcasting platform used for the conduct of the Meeting will provide a reasonable opportunity for all Shareholders and other persons entitled to attend and vote at the Meeting to participate in, and ask questions at, the Meeting. All persons so participating in the Meeting using the online webcasting platform are taken for all purposes to be present at the Meeting while so participating.

All voting at the Meeting will be undertaken by way of poll using the online voting platform and not by a show of hands.

The results of the voting on resolutions requiring a Shareholder vote at the Meeting will be announced to the ASX promptly after the Meeting.

The Explanatory Statement and Proxy Form accompanying this Notice of Meeting are hereby incorporated in and comprise part of this Notice of Meeting.

BUSINESS OF THE MEETING

Financial Statements and Related Reports

To receive and consider the Financial Report, the Directors' Report and the Auditor's Report of the Company for the financial year ended 30 June 2025.

No resolution will be required to be passed on this item.

Resolution 1 – Adoption of Remuneration Report

To consider and, if thought fit, to pass the following resolution as an **ordinary** resolution:

“That the Remuneration Report forming part of the Directors' Report for the financial year ended 30 June 2025 be adopted.”

The vote on this resolution is advisory only and does not bind the Company or its Directors. The Directors will consider the outcome of the vote and comments made by Shareholders on the Remuneration Report at the Meeting when reviewing TALi's remuneration policies.

Voting Exclusion:

The Company will disregard any vote cast on Resolution 1 (in any capacity) by or on behalf of a member of the Key Management Personnel (**KMP**) (being a member of key management personnel, details of whose remuneration are included in the Remuneration Report for the year ended 30 June 2025) or a Closely Related Party of such a KMP.

However, a member of the KMP or Closely Related Party of a KMP may cast a vote on this item as proxy for a person that is entitled to vote if the appointment of the proxy specifies in writing the way the proxy is to vote on the resolution, and the vote is not cast on behalf of a person described above as being excluded from voting on Resolution 1. The Chair of the Meeting may also exercise undirected proxies if the appointment of the proxy expressly authorises the Chair of the Meeting to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of a member or members of the KMP, and the vote is not cast on behalf of a person described above as being excluded from voting on Resolution 1.

Resolution 2 – Re-election of Director (Mark Simari)

To consider and, if thought fit, to pass the following resolution as an **ordinary** resolution:

"That for the purposes of Listing Rule 14.5 and clauses 5.1 and 5.2 of the Constitution, Mark Simari, who retires as a Director by rotation in accordance with the Constitution and, being eligible, offers himself for re-election, be re-elected as a Director."

Resolution 3 – Approval of Previous Share Issue – Placement

To consider and, if thought fit, to pass the following resolution as an **ordinary** resolution:

"That for the purposes of Listing Rule 7.4 and for all other purposes, the Shareholders approve and ratify the previous issue of 800,000,000 Shares, at an issue price of \$0.001 per Share, on the basis set out in the Explanatory Statement."

Voting Exclusion:

The Company will disregard any votes cast in favour of this resolution by any person who participated in the issue or any associates of those persons.

However, this does not apply to a vote cast in favour of the resolution by:

- a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way;
- the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the Chair to vote on the resolution as the Chair decides; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and
 - the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Resolution 4 – Approval of Issue of Options

To consider and, if thought fit, to pass the following resolution as an **ordinary** resolution:

"That for the purposes of Listing Rule 7.1 and for all other purposes, the Shareholders approve the proposed issue of 125,000,000 unlisted options to subscribe for Shares to FinCap Australia Pty Ltd (or its nominee), each with an exercise price of \$0.001 and expiring three years from their date of issue, on the basis set out in the Explanatory Statement."

Voting Exclusion:

The Company will disregard any votes cast in favour of this resolution by FinCap Australia Pty Ltd and any other person who will obtain a material benefit as a result of, the proposed issue (except solely by reason of being a holder of Shares) or an associate of those persons.

However, this does not apply to a vote cast in favour of the resolution by:

- a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way;
- the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the Chair to vote on the resolution as the Chair decides; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and
 - the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Resolution 5 – Renewal of and Issue of Securities under Performance Right and Share Options Plan

To consider and, if thought fit, to pass the following resolution as an **ordinary** resolution:

*"That for the purposes of Listing Rule 7.2 (Exception 13(b)) and for all other purposes, the Shareholders hereby approve the renewal of the Company's Performance Right and Share Option Plan (the **Plan**) and approves the issue of securities under the Plan, on the terms and conditions in the Explanatory Statement."*

Voting Exclusion:

The Company will disregard any votes cast in favour of this resolution by or on behalf of a person who is eligible to participate in the Plan or an associate of those persons.

However, this does not apply to a vote cast in favour of the resolution by:

- a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or
- the chair of the meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the chair to vote on the resolution as the chair decides; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and
 - the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

The Company will also disregard any votes cast by a person appointed as proxy, on the basis of that appointment, if the person is a member of the KMP or a Closely Related Party of such a member, and the appointment does not specify the way the proxy is to vote on the resolution, unless that person is the Chair of the Meeting, and the appointment of the proxy expressly authorises the Chair of the Meeting to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of a member of the KMP.

Resolution 6 – Approval of Share Consolidation

To consider and, if thought fit, to pass the following resolution as an **ordinary** resolution:

"That for the purposes of Listing Rule 7.20 and section 254H(1) of the Corporations Act and for all other purposes, Shareholders approve and agree to the consolidation of its issued capital on the basis that:

- (a) every 100 shares in the Company be consolidated into 1 Share in the Company; and*
- (b) the Options be consolidated in accordance with Listing Rule 7.22.1,*

and where this consolidation results in a fraction of a Share being held, the Company be authorised to round that fraction up to the nearest whole number with the Consolidation to take effect in accordance with the timetable and otherwise on the terms and conditions in the Explanatory Statement."

Resolution 7 – Approval of 10% Capacity

To consider and, if thought fit, to pass the following resolution as a **special** resolution:

"That for the purposes of Listing Rule 7.1A and for all other purposes, the Shareholders approve the additional capacity of the Company to issue Equity Securities up to 10% of the issued capital of the Company (at the time of the issue) calculated in accordance with Listing Rule 7.1A.2 and otherwise on the terms and conditions contained in the Explanatory Statement which accompanied and formed part of the Notice."

Voting Note:

If at the time of the Meeting the Company:

- is included in the S&P/ASX 300 Index; and
- has a market capitalisation of greater than AU\$300 million,

then this Resolution will be withdrawn.

Voting Exclusion:

The Company will disregard any votes cast in favour of this Resolution by or on behalf of any person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the entity) or an associate of that person.

However, this does not apply to a vote cast in favour of this Resolution by:

- a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with the directions given to the proxy or attorney to vote on the resolution in that way; or
- the chair of the Meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the chair to vote on the resolution as the chair decides; or
- a holder acting solely as nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and
 - the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Resolution 8 – Approval of Renewal of the Proportional Takeover Provisions

To consider and, if thought fit, to pass the following resolution as a **special resolution**:

“That, for the purposes of section 648G of the Corporations Act and for all other purposes, the Shareholders approve the renewal of the proportional takeover approval provisions in Rule 163 of the Company’s Constitution for a period of three years from the date of the Meeting.”

By order of the Board



Tim Luscombe
Company Secretary
Date: 10 October 2025

MEETING INFORMATION

Voting entitlement

A determination has been made by the Board under regulation 7.11.37 of the *Corporations Regulations 2001* (Cth) that the persons eligible to vote at the Meeting are those who are registered as Shareholders as at 7.00pm (Melbourne time) on Sunday, 9 November 2025, subject to any applicable voting exclusion.

Voting methods

All voting on the Resolutions to be considered at the Meeting will be conducted by way of a poll. On a poll, Shareholders have one vote for every Share held.

As this is a virtual meeting, you will not be able to attend the Meeting in person. However, you will have the opportunity to be present and participate via an online webcasting platform. You will also have the opportunity to ask questions at the meeting.

Shareholders who wish to watch, listen and vote virtually on the day of the Meeting will need to login to the Automic website (<https://investor.automic.com.au/#/home>) with their *username* and *password*.

Shareholders who do not have an account with Automic are strongly encouraged to register for an account as soon as possible and well in advance of the Meeting to avoid any delays on the day of the Meeting.

How do I create an account with Automic?

To create an account with Automic, please go to the Automic website (<https://investor.automic.com.au/#/home>), click on 'Register' and follow the steps. Shareholders will require their holder number (Securityholder Reference Number (SRN) or Holder Identification Number (HIN)) to create an account with Automic.

How do I create an account with Automic?

To create an account with Automic, please go to the Automic website (<https://investor.automic.com.au/#/home>), click on 'Register' and follow the steps. Shareholders will require their holder number (Securityholder Reference Number (SRN) or Holder Identification Number (HIN)) to create an account with Automic.

I have an account with Automic, what are the next steps?

Shareholders who have an existing account with Automic (Note: with a *username* and *password*) are advised to take the following steps to attend and vote virtually on the day of the Meeting:

1. Login to the Automic website (<https://investor.automic.com.au/#/home>) using your *username* and *password*.
2. **(Registration on the day)** If registration for the virtual meeting is open, a banner will display at the bottom of your screen to indicate that the Meeting is open for registration, click on 'Register' when this appears and follow the steps. Click on the URL to join the webcast where you can view and listen to the virtual meeting. Note that the webcast will open in a separate window.
3. **(Live voting on the day)** Once the Chair has declared the poll open for voting, click on 'Refresh' within the platform to be taken to the voting screen. Select your voting choice and click 'Confirm' to submit your vote. Note that you cannot amend your vote after it has been submitted.

For further details, please refer to the Registration and Voting Guide, which can be accessed at <https://www.automicgroup.com.au/virtual-agms/>. Please scroll to middle of the page for the links.

Voting by proxy

Each Shareholder who is entitled to attend and vote at the Meeting is entitled to appoint a proxy to attend and vote on behalf of that Shareholder. A proxy need not be a Shareholder. A proxy appointed by an Australian corporate body must be executed in accordance with the Corporations Act and a proxy given by a foreign corporation must be executed in accordance with the laws of that corporation's place of incorporation.

Any representatives of a corporate body wishing to attend and vote at the Meeting on behalf of the corporate body must have a certificate of appointment duly executed by that corporate body.

A Shareholder who is entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes that each proxy is appointed to exercise. If a Shareholder appoints two proxies and the appointment does not specify the proportion, or number, of the Shareholder's votes each proxy may exercise, each proxy may exercise half the votes (disregarding fractions).

A proxy appointment form is enclosed with this Notice of Meeting. For the proxy form to be valid, the proxy form together with the power of attorney or other authority (if any) under which it is signed, or a certified copy of that power of attorney, must be lodged so it is received no later than 1.00pm (Melbourne time) on Sunday, 9 November 2025, being 48 hours prior to the Meeting. The proxy form provides for methods of lodgement.

If you sign the proxy form and do not appoint a proxy, you will have appointed the Chair as your proxy.

Proxy voting by the Chair

The Corporations Act imposes prohibitions on Key Management Personnel and their Closely Related Parties from voting their shares (or voting undirected proxies) on, amongst other things, remuneration matters including Resolution 1. However, the Chair of a Meeting may vote an undirected proxy (i.e. a proxy that does not specify how it is to be voted) including on Resolution 1, provided the Shareholder who has lodged the proxy is eligible to vote on the Resolution and has given an express authorisation to the Chair to exercise the undirected proxy, even if the resolution is connected directly or indirectly with remuneration of a member of Key Management Personnel.

If you complete a proxy form that authorises the Chair of the Meeting to vote on your behalf as proxy, and you do not mark any of the boxes so as to give the Chair directions about how your vote should be cast, then you will be taken to have expressly authorised the Chair to exercise your proxy on Resolution 1 even though the resolution is connected directly or indirectly with the remuneration of Key Management Personnel. In accordance with this express authority provided by you, the Chair will vote in favour of Resolution 1.

If you wish to appoint the Chair of the Meeting as your proxy, and you wish to direct him how to vote, please tick the appropriate boxes on the proxy form.

The Chair of the Meeting intends to vote all available undirected proxies in favour of each item of business.

If you appoint as your proxy any Key Management Personnel or any of their Closely Related Parties other than the Chair of the Meeting and you do not direct your proxy how to vote on Resolution 1, he or she will not vote your proxy on that item of business.

Attorneys

A Shareholder may appoint an attorney to vote on his or her behalf. For an appointment to be effective for the Meeting, the instrument effecting the appointment (or a certified copy of it) must be received by the Company at its registered office or to the Share Registry by no later than 1.00pm (Melbourne time) on Sunday, 9 November 2025.

Corporate Representatives

A body corporate which is a Shareholder, or which has been appointed as a proxy, may appoint an individual to act as its representative at the Meeting in accordance with section 250D of the Corporations Act.

If you wish to appoint a body corporate as your proxy, you must specify on the proxy form:

- the full name of the body corporate appointed as proxy; and
- the full name or title of the individual representative of the body corporate who will be present virtually at the Meeting.

Representatives should provide satisfactory evidence of their appointment including any authority under which that appointment is signed (unless previously given to the Company).

Asking questions at the AGM

Shareholders will be able to vote and ask questions at the Meeting.

Shareholders are also encouraged to submit questions in advance of the Meeting to the Company. Questions must be submitted in writing to investors@talidigital.com at least 48 hours before the Meeting.

Special Resolutions

For a special resolution to be passed, at least 75% of the votes validly cast on the resolution by Shareholders (by number of Shares) must be in favour of the resolution. Resolutions 7 & 8 are special resolutions.

Defined Terms

Capitalised terms in this Notice of Meeting and Explanatory Statement are defined either in the "Glossary" section or where the relevant term is first used and defined.

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EXPLANATORY STATEMENT

The purpose of this Explanatory Statement (which accompanies and forms part of the Notice of Meeting), is to provide Shareholders with an explanation of the business of the Meeting and of the resolutions to be proposed and considered at the AGM to be held on Tuesday, 11 November 2025 at 1.00pm (Melbourne time) and to assist Shareholders in deciding how they may wish to vote on the resolutions.

Shareholders should read this Explanatory Statement in full before deciding on how to vote on the proposed resolutions to be considered at the Meeting.

Financial Statements and Relevant Reports

Pursuant to the Corporations Act, the directors of a listed company that is required to hold an Annual General Meeting must table the financial statements and reports of the company (including the Directors' Report, Remuneration Report and Auditor's Report) for the previous financial year before the members at that Annual General Meeting. There is no requirement for a formal resolution on this item.

Shareholders can view and download all relevant information concerning the Company's financial statements, the Directors' Report, Remuneration Report and Auditor's Report in the Annual Report of the Company for the year ended 30 June 2025 at the Company's website at <https://talidigital.com/investors-centre/asx-announcements/>. The Company will not provide a hard copy of the Annual Report unless specifically requested to do so.

Shareholders will be given a reasonable opportunity at the Meeting to ask questions and make comments on the financial statements and the reports. The Company's auditor will also be available to receive questions and comments from Shareholders about the preparation and content of the financial statements and the Auditor's Report and the conduct of the audit generally.

Shareholders may submit written questions to the Company's auditor in advance of the Meeting. A reasonable opportunity will be allowed at the Meeting for a representative of the Company's auditor to answer any written questions submitted in accordance with the above procedure.

Resolution 1 – Adoption of Remuneration Report

The Corporations Act requires a non-binding resolution be put to shareholders for the adoption of the Remuneration Report. The Remuneration Report is set out in the 2025 Annual Report. During this item of business there will be an opportunity for Shareholders at the Meeting to comment on or ask questions about the Remuneration Report.

Shareholder votes on this resolution are advisory only and will not bind the Directors or the Company. However, the Board will take the outcome of the vote into consideration when reviewing the remuneration practices and policies of the Company.

The Board will consider the outcome of the vote and comments made by shareholders on the Remuneration Report at the meeting when reviewing the Company's remuneration policies. Under the Corporations Act, if 25% or more of votes that are cast are voted against the adoption of the Remuneration Report at two consecutive annual general meetings (**AGM**) (treating this AGM as the first such meeting), shareholders will be required to vote at the second of those AGM's on a resolution (a **spill resolution**) that another meeting be held within 90 days at which all of the Company's Directors (other than the Managing Director) must be put up for re-election. The vote on the Remuneration Report contained in the Company's 2024 Annual Financial Statements was passed with the support of more than 75% of votes, thus a spill resolution will not be required in the event 25% or more of votes that are cast are against the adoption of the 2025 Remuneration Report. However, in the event that 25% or more of votes that are cast are against the adoption of the 2025 Remuneration Report, shareholders should be aware that if there is a 'no' vote of 25% or more for the same resolution at the 2026 AGM the consequences are that it may result in the re-election of the Board.

A voting exclusion applies to Resolution 1 in the terms set out in the Notice. In particular, Directors and other members of the Key Management Personnel details of whose remuneration are included in the Remuneration Report or a Closely Related Party of those persons must not vote on Resolution 1 and must not cast a vote as proxy, unless the proxy appointment gives a direction on how to vote provided however that the Chair may vote undirected proxies on behalf of persons eligible to vote where expressly authorised to do so on the proxy form.

Board Recommendation: The Directors recommend that Shareholders vote in favour of Resolution 1.

Resolution 2 – Re-election of Director (Mark Simari)

Background

Mark Simari was appointed as the Executive Chair on 16 August 2023, having previously been appointed as a Non-Executive Chair on 6 October 2022. Mr Simari was last stood for re-election at the Company's 2022 Annual General meeting. Accordingly, Mr Simari retires in accordance with clauses 5.1 and 5.2 of the Constitution and being eligible, offers himself for re-election as a Director.

About Mark Simari

Appointed as Non-Executive Chair on 6 October 2022 and Executive Chair on 16 August 2023. Mark is an experienced and accomplished professional in the health industry and has over 15 years' Board experience in a diverse range of organisations. Mark was the former Managing Director and Co-Founder of Paragon Care (ASX: PGC) (between 2008 and 2018). He was instrumental in Paragon Care becoming one of the largest independent healthcare suppliers in the Australian and New Zealand Markets, creating a healthcare platform spanning across capital equipment, consumables, devices and service and maintenance.

Board Recommendation: The Directors (with Mr Simari abstaining) recommend that Shareholders vote in favour of Resolution 2.

Resolution 3 – Approval of Previous Share Issue – Placement

General

As announced to ASX on 16 June 2025, the Company undertook an equity capital raising to raise approximately \$800,000 (before costs) from a placement of new Shares at \$0.001 per Share (**Placement**). On 19 June 2025, the Company issued 800,000,000 Shares in connection with the Placement (**Placement Shares**).

The Placement Shares were issued without Shareholder approval under Listing Rule 7.1 and 7.1A.

Listing Rule 7.1 restricts the number of Equity Securities which a listed company may issue in any 12 month period without the approval of shareholders of up to 15% of the number of fully paid ordinary securities on issue at the start of the period, subject to certain permitted exceptions.

Listing Rule 7.1A provides that, in addition to issues permitted without prior shareholder approval under Listing Rule 7.1, an entity that is eligible and obtains shareholder approval under Listing Rule 7.1A may issue or agree to issue during the period for which the approval is valid up to the number of quoted equity securities which represents 10% of the number of fully paid ordinary securities on issue at the commencement of that 12 month period as adjusted in accordance with the formula in Listing Rule 7.1A (**10% Placement Capacity**). The Company is an Eligible Entity and last sought and received Shareholder approval for its 10% Placement Capacity at its annual general meeting held on 27 November 2024.

This resolution seeks Shareholder approval to the previous issue of the Placement Shares for the purposes of Listing Rule 7.4. Listing Rule 7.4 allows the shareholders of a listed company to approve an issue of Equity Securities after it has been made or agreed to be made. If they do, the issue is taken to have been approved under Listing Rule 7.1 and so does not reduce the company's capacity to issue further Equity Securities without shareholder approval under that rule.

If Resolution 3 is passed, the Placement Shares will not be counted as reducing the number of Equity Securities which the Company can issue without Shareholder approval under its 15% placement limit imposed by Listing Rule 7.1, effectively increasing the number of Equity Securities the Company can issue without Shareholder approval over the 12 month period following the date of this Meeting.

If Resolution 3 is not passed, the issue of the Placement Shares will be included in calculating the Company's placement capacity under Listing Rules 7.1, effectively decreasing the number of Equity Securities it can issue without Shareholder approval over the 12 month period following the issue date.

Information required by Listing Rule 7.5

The following information is provided in accordance with Listing Rule 7.5:

- The Placement Shares were issued to various institutional and sophisticated investors who participated in the Placement and were introduced following a bookbuild process conducted by the Company in conjunction with Sequoia Corporate Finance Pty Ltd as the lead manager, who are not related parties or associates of related parties of the Company.
- The Company has issued 494,273,343 Placement Shares, being fully paid ordinary shares in the Company under Listing Rule 7.1.
- The Company has issued 305,726,657 Placement Shares, being fully paid ordinary shares in the Company under Listing Rule 7.1A.
- The Placement Shares were issued on 19 June 2025.
- The Placement Shares were issued at an issue price of \$0.001 per Placement Share.
- The purpose of the Placement was to raise funds to support the commercialisation of the Company's products and the advancement of global and domestic partnership initiatives, including in relation to the recently acquired YCDI! Education business.
- A voting exclusion statement is included in the Notice of Meeting.

Board Recommendation: The Directors recommend that Shareholders vote in favour of Resolution 3.

Resolution 4 – Approval of Issue of Advisor Options

General

The Company proposes to issue 125,000,000 unlisted options (on a pre-Consolidation basis) to FinCap Australia Pty Ltd (or its nominee) (**Advisor Options**) in connection with its role as corporate advisor to the Company. Each option will have an exercise price of \$0.001 per Advisor Option (on a pre-Consolidation basis) and expire three years from their date of issue.

Further details regarding the terms of the Advisor Options are set out in Annexure B.

This resolution seeks Shareholder approval for the proposed issue of Advisor Options for the purposes of Listing Rule 7.1. In summary, and subject to a number of exceptions, Listing Rule 7.1 limits the amount of Equity Securities that a listed company can issue without the approval of its shareholders over any 12 month period to 15% of the total number of fully paid ordinary securities it had on issue at the beginning of the 12 month period.

The issue of the Advisor Options does not fit within any of these exceptions, and exceeds the Company's placement capacity under Listing Rule 7.1, therefore requiring Shareholder approval under Listing Rule 7.1.

If Resolution 4 is passed, the issue of the Advisor Options will not be counted as reducing the number of Equity Securities which the Company can issue without Shareholder approval under its annual 15% placement capacity imposed by Listing Rule 7.1.

If Resolution 4 is not passed (and Resolution 3 is also not passed), the Company will not be able to issue the Advisor Options as they exceed the Company's placement capacity under Listing Rule 7.1. In this instance, the Company may be required to re-negotiate with FinCap such other reasonable fees as may be applicable for its engagement with the Company, which may include payment of additional cash fees, reducing the Company's cash reserve.

If Resolution 4 is not passed (but Resolution 3 is passed), the issue of the Advisor Options will be included in calculating the Company's placement capacity under Listing Rule 7.1, effectively decreasing the number of Equity Securities it can issue without Shareholder approval over the 12 month period following the issue date.

Information required by Listing Rule 7.3

The following information is provided in accordance with Listing Rule 7.3:

- The Advisor Options will be issued to FinCap Australia Pty Ltd (or its nominee) in connection with its role as corporate advisor to the Company.
- The Company will issue 125,000,000 Advisor Options (on a pre-Consolidation basis), being unlisted options to acquire Shares exercisable at \$0.001 per Advisor Option (on a pre-Consolidation basis) and expiring three years from their date of issue.

- The material terms of the Advisor Options are set out in Annexure B.
- The Advisor Options will be issued on or about 15 November 2025 and in any event not later than three months after the date of the Meeting.
- The Company entered into a mandate agreement with FinCap in connection with its role as corporate advisor to the Company. Pursuant to the terms of the mandate, the Company agreed to issue of the Advisor Options as a success fee for the YCDI Education acquisition.
- A voting exclusion statement is included in the Notice of Meeting.

Board Recommendation: The Directors recommend that Shareholders vote in favour of Resolution 4.

Resolution 5 – Renewal of and Issue of Securities under Performance Right and Share Options Plan

Listing Rule 7.1 effectively limits the number of ordinary shares the Company may issue without the approval of its shareholders to 15% of issued capital unless the issue can be brought within one of the exceptions set out in Listing Rule 7.2. Listing Rule 7.2 Exception 13(b) permits issues under an employee incentive scheme if within three years before the issue date the issue of equity securities under the scheme has been approved by shareholders.

The last time the Company sought approval from shareholders in relation to the Plan was at the EGM held on 15 March 2023 and the approval granted will lapse on 23 March 2026. If Resolution 5 is passed at the AGM, the directors may issue securities under the Plan under Listing Rule 7.2 Exception 13(b) until 11 November 2028. If Resolution 5 is not passed, an issue under the Plan will only be able to be made without shareholder approval under Listing Rule 7.1 if the Company has sufficient placement capacity available at the time under Listing Rules 7.1 and (if applicable) 7.1A.

It is intended that the Plan will enable the Company and its subsidiaries (**Group**) to:

- provide incentive to participants by enabling them to participate in the profits and financial performance of the Company;
- attract, motivate and retain eligible executives; and
- align the interests of participants more closely with Shareholders in the Company and provide greater incentive for the participants to focus on longer-term goals of the Company.

The Plan is governed by the Plan Rules. Set out in Annexure A is a summary of the Plan Rules and the full Plan Rules may be found on the Company's website at: <https://talihealth.com/investors>.

Since 15 March 2023, nil securities (in any form) have been issued and remain on issue under the Plan.

The maximum number of equity securities proposed to be issued under the Plan following approval is 234,000,000 (approximately 5% of ordinary shares on issue at the time of this notice) (on a pre-Consolidation basis)..

Board Recommendation: The Directors recommend that Shareholders vote in favour of Resolution 5.

Resolution 6 – Approval of Share Consolidation

The Company has approximately 4.67 billion shares on issue. The Directors consider it more appropriate to have a smaller number of Shares on issue which would result in what the Directors regard to be a more appropriate structure. The Company is seeking Shareholder approval to consolidate the number of Shares on a 100 existing shares for 1 new Share basis, and where this consolidation results in a fraction of a Share being held, that fraction is rounded up to the nearest whole number (**Consolidation**), to take effect on and from the day following approval of this Resolution 6, namely 12 November 2025.

If Resolution 6 is passed, overall the number of Shares on issue will be reduced from the current level of approximately 4.67 billion shares to approximately 46.72 million shares (subject to rounding).

While the Consolidation should not in theory have any impact on the underlying value of the Company, Shareholders should appreciate that the value of the Company's shares as listed on the ASX (and in turn the Company's market capitalisation) post-Consolidation is subject to a broad range of market factors which are beyond the control of the Company.

Pursuant to section 254H(1) of the Corporations Act and clause 112 of the Company's Constitution, the Company may, by resolution passed in a general meeting, convert all or any of its Shares into a larger or smaller number. Accordingly, Resolution 6 is seeking Shareholder approval for the Company to undertake the Consolidation.

Information required by Listing Rule 7.20

The following information is provided in accordance with Listing Rule 7.20:

- the Consolidation will not result in any change to the substantive rights and obligations of existing Shareholders. As a result of the large number of Shares currently on issue, the purpose of the Consolidation is to reorganise the Company's share capital and reduce the number of Shares on issue.
- Under the proposed Consolidation, every 100 Shares will be consolidated into 1 Share (subject to rounding). Overall, this will result in the number of Shares on issue reducing from 4.67 billion to approximately 46.72 million Shares.
- As the Consolidation applies equally to all Shareholders, individual shareholdings will be reduced in the same ratio as the total number of Shares (subject to rounding). Accordingly, the Company does not expect there to be any dilution resulting from the Consolidation, other than a nominal amount caused by possible rounding.
- Where the Consolidation results in an entitlement to a fraction of a Share, that fraction will be rounded up to the nearest whole number of Shares.
- As at the date of this Notice, the Company has 180,051,506 unlisted Options on issue (excluding the Advisor Options the subject of Resolution 4). If the Consolidation is approved, the number of Options, or the exercise price of the Options, or both will be adjusted in accordance with the terms of the conditions of the Options and Listing Rule 7.22.1 (as applicable) on the basis that the number of Options will be consolidated in the same ratio as the ordinary capital and the exercise price must be amended inverse proportion to that ratio and in all other respects the terms for the exercise of the Options will remain unchanged. Accordingly, if Resolution 6 is passed, the Options will also be consolidated on a 100:1 basis, and the applicable exercise price will be revised upwards in inverse proportion to that ratio.
- The following table sets out the number of Options that will be on issue and their applicable exercise price if the Consolidation is implemented and the Advisor Options (the subject of Resolution 4) are issued:

Pre-Consolidation		Post-Consolidation	
Director Options			
No. of Options	24,000,000	No. of Options	240,000
Exercise Price	\$0.004	Exercise Price	\$0.40
Expiry Date	15 March 2028	Expiry Date	15 March 2028
No. of Options	24,000,000	No. of Options	240,000
Exercise Price	\$0.008	Exercise Price	\$0.80
Expiry Date	15 March 2028	Expiry Date	15 March 2028
No. of Options	24,000,000	No. of Options	240,000
Exercise Price	\$0.012	Exercise Price	\$1.20
Expiry Date	15 March 2028	Expiry Date	15 March 2028
Vendor, Broker & Consultant Options			
No. of Options	5,000,000	No. of Options	50,000
Exercise Price	\$0.030	Exercise Price	\$3.00
Expiry Date	25 November 2025	Expiry Date	25 November 2025
No. of Options	85,051,506	No. of Options	850,516
Exercise Price	\$0.004	Exercise Price	\$0.40
Expiry Date	15 March 2027	Expiry Date	15 March 2027
Other Options			
No. of Options	6,000,000	No. of Options	60,000
Exercise Price	\$0.004	Exercise Price	\$0.40
Expiry Date	15 March 2028	Expiry Date	15 March 2028
No. of Options	6,000,000	No. of Options	60,000
Exercise Price	\$0.008	Exercise Price	\$0.80
Expiry Date	15 March 2028	Expiry Date	15 March 2028
No. of Options	6,000,000	No. of Options	60,000
Exercise Price	\$0.012	Exercise Price	\$1.20
Expiry Date	15 March 2028	Expiry Date	15 March 2028
Advisor Options (the subject of Resolution 4)			
No. of Options	125,000,000	No. of Options	125,000
Exercise Price	\$0.001	Exercise Price	\$0.10
Expiry Date	3 years from their date of issue	Expiry Date	3 years from their date of issue

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The expiry dates of Options do not change.

Taxation

The Board does not believe it is appropriate to provide any advice on any taxation implications arising from the proposed Share Consolidation as this will depend upon the individual shareholders personal taxation structure. Shareholders are advised to seek their own taxation advice on the effect of the Consolidation. Neither the Company, nor its advisers, accept any responsibility for the individual taxation implications arising from the Consolidation.

Holding statements

Where Resolution 6 is approved, all holding statements for Shareholders will cease to have any effect, except as evidence of entitlement to a certain number of Shares on a post-Consolidation basis. As indicated in the timetable below, after the Consolidation become effective, the Company will arrange for new holding statements for Shares to be issued to holders of those Shares. It is the responsibility of each Shareholders to check the number of Shares held prior to the Consolidation.

Indicative timetable

If approved by Shareholders, the proposed Consolidation is intended to take effect in accordance with the following indicative timetable (which is subject to change):

Key Event	Date (2025)
Notification to ASX that Consolidation is approved	11 November
Effective date	12 November
Last day for trading in pre-Consolidation securities (if Company shares are not suspended from trading at this time)	13 November
Trading in post-Consolidation securities commences on a deferred settlement basis	14 November
Record date – Last day to register transfers on a pre-Consolidation basis	17 November
First day for Company to update register and send new holding statements	18 November
Last day to update register and completion of despatch of new holding statements (before noon). Deferred settlement trading ends	24 November
Normal trading starts (if Company shares are not suspended from trading at this time)	25 November

Board Recommendation: The Directors recommend that Shareholders vote in favour of Resolution 6.

Resolution 7 – Approval of Additional 10% Placement Facility

Background

Listing Rule 7.1 allows the Company to issue a maximum of 15% of its capital in any 12-month period without requiring shareholder approval. In addition, Listing Rule 7.1A enables eligible entities (companies that are outside the S&P/ASX 300 index and that also have a market capitalisation of \$300 million or less) to issue a further 10% of its issued share capital in 12 months provided shareholder approval for the eligible entity to make issues under Listing Rule 7.1A is obtained at an AGM. The Company is an eligible entity as at the date of the Notice of Meeting and must remain compliant with the requirements of Listing Rule 7.1A to be able to utilise the additional capacity to issue shares under that Listing Rule.

Approval under Listing Rule 7.1A requires a special resolution be passed and for a special resolution to pass, at least 75% of the votes cast must be in favour of the resolution. Additional disclosure obligations are imposed when the special resolution is proposed, when securities are issued and when any further approval is sought.

If Resolution 7 is passed, the Company will be able to issue Equity Securities under the additional 10% placement capacity under Listing Rule 7.1A in addition to the Company's 15% placement capacity under Listing Rule 7.1.

If Resolution 7 is not passed, the Company will not be able to access the additional 10% placement capacity to issue Equity Securities without Shareholder approval provided for in Listing Rule 7.1A and will remain subject to the 15% limit on issuing Equity Securities without Shareholder approval set out in Listing Rule 7.1.

Any Equity Securities issued under Listing Rule 7.1A must be in the same class as an existing quoted class of Equity Securities of the Company. As at the date of the Notice, the Company has one class of quoted Equity Securities being the Shares (fully paid ordinary shares).

Information required by Listing Rule 7.3A

For the purposes of Listing Rule 7.3A the Company provides the following information:

Period during which the Company may issue the securities	<p>Shareholder approval under Listing Rule 7.1A is valid from the period commencing on the date of the Annual General Meeting (to which this Notice relates) at which approval is obtained and expiring on the first to occur of the following:</p> <ol style="list-style-type: none">the date that is 12 months after the date of the Annual General Meeting at which the approval is obtained; orthe time and date of the Company's next Annual General Meeting; orthe time and date of the approval by Shareholders of a transaction under Listing Rules 11.1.2 (a significant change to the nature or scale of activities) or 11.2 (disposal of main undertaking).
Minimum price at which Equity Securities may be issued	<p>The issue price of each Equity Security must be a cash consideration which is not less than 75% of the volume weighted average price for securities in that class calculated over the 15 trading days on which trades in that class were recorded immediately before:</p> <ol style="list-style-type: none">the date on which the price at which the relevant Equity Securities are to be issued is agreed by the Company and the recipient of the relevant Equity Securities; orif the Equity Securities are not issued within 10 trading days of the date in paragraph (a), the date on which the Equity Securities are issued.
Purposes for which the funds raised from an issue of Equity Securities may be used	<p>While there are no current intentions to issue any Equity Securities under the Listing Rule 7.1A placement capacity, the Board anticipates that any funds raised from the issue of any securities would principally be made for the purpose of raising funds in connection with the Company's general working capital requirements.</p> <p>The specific purposes for which any particular issue is made under the Listing Rule 7.1A placement capacity will be disclosed by way of an ASX announcement at the time of the issue. The Company will comply with the disclosure obligations under Listing Rules 7.1A.4 and 3.10.5A upon issue of any Equity Securities under the Listing Rule 7.1A placement capacity.</p>
Risk of economic and voting dilution	<p>An issue of Equity Securities under Listing Rule 7.1A involves the risk of economic and voting dilution for existing ordinary security holders. These risks include:</p> <ol style="list-style-type: none">the market price for Equity Securities may be significantly lower on the issue date than on the date of the approval under Listing Rule 7.1A; andthe Equity Securities may be issued at a price that is at a discount to the market price for the Equity Securities on the issue date. <p>A table describing the potential dilution, based upon various assumptions as stated, is set out below.</p>
Details of the Company's allocation policy for issues under approval	<p>The Company's allocation policy of Equity Securities under Listing Rule 7.1A is dependent on the prevailing market conditions at the time of any proposed issue pursuant to Listing Rule 7.1A. The identity of the allottees will be determined on a case-by-case basis having regard to the factors including, but not limited to, the following:</p> <ol style="list-style-type: none">the methods of raising funds that are available to the Company including, but not limited to, rights issue or other issue in which existing security holders can participate; andthe effect of the issue of Equity Securities on the control of the Company; andthe financial situation and solvency of the Company; andadvice from corporate, financial and broking advisers (if applicable). <p>The allottees under the Listing Rule 7.1A facility have not been determined as at the date of this Notice of Meeting but may include existing Shareholders and/or new Shareholders who are not related parties or associates of a related party of the Company.</p>

Prior issues of Equity Securities under Listing Rule 7.1A	The Company previously obtained shareholder approval to issue Equity Securities under Listing Rule 7.1A at its 2024 AGM held on 27 November 2024. As at the date of the Notice, in the 12 months preceding the date of the Meeting (i.e. 12 months on and from 27 November 2024) the Company issued 305,726,657 ordinary shares under Listing Rule 7.1A as outlined in the explanatory details of Resolution 3 above.
Voting exclusion	A voting exclusion statement for Resolution 7 is included in the Notice of Meeting. At the time of dispatching this Notice of Meeting, the Company is not proposing to make an issue of securities under Listing Rule 7.1A.2 and therefore it is not anticipated that any Shareholder will be excluded from voting on Resolution 7.

Information required by Listing Rule 7.3A.4

The table below shows the dilution of existing Shareholders on the basis of the current market price of Shares and the current number of ordinary securities for variable "A" calculated in accordance with the formula in Listing Rule 7.1A.2 as at the date of this Notice.

The table also shows (on a pre-consolidation basis):

- two examples where variable "A" has increased, by 50% and 100%. Variable "A" is based on the number of Shares the Company has on issue as at the date of this Notice. The number of ordinary securities on issue may increase as a result of issues of Equity Securities that do not require Shareholder approval (for example, a pro rata entitlements issue or scrip issued under a takeover offer) or future specific placements under Listing Rule 7.1 that are approved at a future Shareholders' meeting; and
- two examples of where the issue price of ordinary securities has decreased by 50% and increased by 50% as against the approximate market price as at the date of this Notice.

Variable 'A' in 7.1A.2			Dilution		
			50% Decrease in Issue Price	Issue Price	50% Increase in Issue Price
Current 4,672,681,565	Variable "A"	10% Voting Dilution	467,268,157	467,268,157	467,268,157
			Funds raised	\$233,634	\$467,268
50% increase in Variable "A" – 7,009,022,348		10% Voting Dilution	700,902,234	700,902,234	700,902,234
			Funds raised	\$350,451	\$700,902
100% increase in Variable "A" – 9,345,363,130		10% Voting Dilution	934,536,313	934,536,313	934,536,313
			Funds raised	\$467,268	\$934,536

The table has been prepared on the following assumptions:

1. The Company issues the maximum number of Shares available under the Listing Rule 7.1A placement capacity.
2. No convertible securities are exercised and/or converted into Shares before the date of the issue of the Shares available under Listing Rule 7.1A.
3. The 10% voting dilution reflects the aggregate percentage dilution against the issued Share capital at the time of issue. This is why the voting dilution is shown in each example as 10%.
4. The table does not show an example of dilution that may be caused to a particular Shareholder by reason of Share issue under Listing Rule 7.1A, based on that Shareholder's holding at the date of the Meeting.
5. The table shows only the effect of issues of Equity Securities under Listing Rule 7.1A, not under the 15% placement capacity under Listing Rule 7.1.
6. The Company has not issued any Equity Securities in the 12 months prior to the Meeting that were not issued under an exception in Listing Rule 7.2, with approval under Listing Rule 7.1 or ratified under Listing Rule 7.4.
7. The issue of Shares under Listing Rule 7.1A consists only of Shares.
8. The issue price is \$0.001 being an indicative price of the Shares as at the date of the Notice of Meeting.

Board Recommendation: The Board recommends that Shareholders vote in favour of Resolution 7.

Resolution 8 – Renewal of Proportional Takeover Provisions in Constitution

Background

Under the Corporations Act, a company may include provisions in its constitution that enable it to refuse to register shares acquired under a proportional takeover bid unless a resolution approving the bid is passed by shareholders.

Rule 163 of the Company's Constitution currently contains provisions dealing with proportional takeover bids in accordance with the Corporations Act. The Directors consider it in the interests of Shareholders to renew these provisions. If Resolution 8 is passed, the proportional takeover provisions will apply for a period of 3 years from the time the resolution is passed (i.e. until 11 November 2028).

Resolution 8 is a special resolution. For a special resolution to pass, at least 75% of the votes cast must be in favour of the resolution.

Where the approval of shareholders is sought to renew proportional takeover provisions, the Corporations Act requires certain information to be included in the notice of meeting. That information is set out below.

Proportional takeover bid

A proportional takeover bid is a takeover bid where the offer made to each shareholder is only for a proportion of that shareholder's shares in the Company.

Effect of proportional takeover provisions

The proportional takeover provisions provide that if a proportional takeover bid is made, the Directors must ensure that a resolution of shareholders to approve the takeover bid is voted on before the fourteenth day before the last day of the bid period. The vote is decided on a simple majority and each person (other than the bidder and its associates) who, as at the end of the day on which the first offer under the bid was made, held bid class securities, is entitled to vote. If the resolution is not passed, transfers giving effect to takeover contracts for the bid will not be registered and the offer will be taken to have been withdrawn. If the resolution is not voted on within the required time, the bid will be taken to have been approved.

If the bid is approved (or taken to have been approved), the transfers must be registered (provided they comply with other provisions of the Corporations Act and the Company's Constitution).

The proportional takeover approval provisions do not apply to full takeover bids and will only apply for 3 years from the date of renewal. The provisions may be renewed for a further term, but only by a special resolution of shareholders. Such a renewal is sought under Resolution 8.

Reasons for proportional takeover provisions

A proportional takeover bid may result in control of the Company changing without shareholders having the opportunity to dispose of all their shares. Shareholders are exposed to the risk of being left as a minority in the Company and the risk of the bidder being able to acquire control of the Company without payment of an adequate control premium. In order to deal with this possibility, a company may provide in its constitution that:

- (a) in the event of a proportional takeover bid being made for shares in the company, shareholders are required to vote by ordinary resolution and collectively decide whether to accept or reject the offer; and
- (b) the majority decision of the company's shareholders will be binding on all individual shareholders.

These provisions allow shareholders to decide whether a proportional takeover bid is acceptable in principle, and assist in ensuring that any partial bid is appropriately priced.

Knowledge of any acquisition proposals

As at the date of the Notice, no Director is aware of any proposal by any person to acquire or to increase a substantial interest in the Company.

Potential advantages and disadvantages

The Directors consider that the proportional takeover provisions have no potential advantages or disadvantages for the Directors and that they remain free to make a recommendation as to whether an offer under a proportional takeover bid should be accepted.

The potential advantages for Shareholders of the proportional takeover provisions include:

- (a) Shareholders – as a collective – have the right to consider the terms of the proportional takeover bid and to decide by majority vote whether an offer under a proportional takeover bid should proceed;
- (b) the provisions can assist in ensuring that control does not pass without an appropriate premium being paid to all Shareholders;
- (c) they may help Shareholders to avoid being locked in as a minority;
- (d) they increase shareholders' bargaining power and may assist in ensuring that any proportional takeover bid is adequately priced; and
- (e) knowing the view of the majority of Shareholders may help each individual shareholder assess the likely outcome of the proportional takeover bid and decide whether to accept or reject an offer under the bid.

The potential disadvantages for Shareholders include:

- (a) proportional takeover bids for shares in the Company may be discouraged;
- (b) Shareholders may lose an opportunity to sell some of their shares at a premium;
- (c) the likelihood of a proportional takeover succeeding may be reduced;
- (d) reduced flexibility for the Board in responding to a proportional takeover bid; and
- (e) the Board already has the ability to recommend shareholders reject a proportional offer and any additional step could add complexity.

The Company previously renewed the proportional takeover provisions in its Constitution at the 2022 AGM. While the previous proportional takeover provisions were in effect, there were no full or proportional takeover bids for the Company. Therefore there has been no example against which to review the advantages or disadvantages of the provisions for the Directors and shareholders respectively, however, the Directors are not aware of any potential takeover bid that was discouraged by these provisions.

The Directors believe that the potential advantages outweigh the potential disadvantages of renewing the proportional takeover provisions for a further 3 years.

Board Recommendation: The Board recommends that Shareholders vote in favour of Resolution 8.

GLOSSARY

\$	Australian Dollars.
AGM	Annual General Meeting.
ASX	ASX Limited (ACN 008 624 691) or the financial market operated by it, as the context requires.
Auditor's Report	the auditor's report required to be prepared and laid before the AGM in accordance with section 317 of the Corporations Act.
Board	the board of Directors of the Company.
Chair	the chair of the Meeting.
Closely Related Party	(of a member of KMP of an entity) has the definition given to it by section 9 of the Corporations Act, and means: <ul style="list-style-type: none">a) a spouse or child of the member; orb) a child of the member's spouse; orc) a dependant of the member or of the member's spouse; ord) anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealings with the entity; ore) a company the member controls; orf) a person prescribed by the regulations for the purposes of this definition (nothing at this stage).
Company or TALi	TALi Digital Limited (ACN 108 150 750).
Constitution	the constitution of the Company.
Corporations Act	<i>Corporations Act 2001</i> (Cth).
Directors	the directors of the Company.
Directors' Report	the directors' report required to be prepared and laid before the AGM in accordance with section 317 of the Corporations Act.
Equity Security	has the meaning given to that term in Listing Rule 19.12.
Explanatory Statement	the explanatory memorandum to the Notice of Meeting.
Financial Report	the financial report required to be prepared and laid before the AGM in accordance with section 317 of the Corporations Act.
Key Management Personnel or KMP	those people described as Key Management Personnel in the Remuneration Report for the year ended 30 June 2025.
Listing Rules	ASX Listing Rules.
Meeting	the Annual General Meeting to be convened on 11 November 2025 by this Notice.
Notice or Notice of Meeting	this notice of the Annual General Meeting of Shareholders including the Explanatory Statement.
Remuneration Report	the remuneration report required to be prepared in accordance with section 300A of the Corporations Act.
Share	a fully paid ordinary share in the capital of the Company.
Share Registry	Automic Registry Services, Level 5, 126 Phillip Street, Sydney NSW 2000.
Shareholder	a holder of Shares in the Company as recorded on the Company's register of members.

ANNEXURE A – TERMS AND CONDITIONS OF PERFORMANCE RIGHT AND SHARE OPTION PLAN RULES

1. Under the Plan, a Performance Right is a right, subject to the terms and conditions of the Plan Rules, to subscribe or apply for and acquire fully paid ordinary shares in the capital of the Company (**Share**) and similarly a Share Option is a right, subject to the terms and conditions of the Plan Rules, to subscribe or apply for and acquire fully paid ordinary Shares.
2. The Board at its absolute discretion may invite an eligible person to complete an application to participate in the Plan for a specified number of Performance Right or Share Options allocated to that eligible person by the Board. An invitation shall specify the date of grant, the total number of Performance Rights or Share Options granted, the exercise price (if any) to apply for shares upon exercise of the Performance Rights or Share Option after vesting and exercise period for the Performance Right or Share Option including the vesting date and expiry date, and any other matters the Board determines, including exercise or vesting performance conditions attaching to the Performance Rights or Share Options.
3. Persons eligible to participate in the Plan are, in relation to the Company or an associated body corporate of the Company, full-time or part-time employees that the Board considers needs an incentive to encourage retention and succession planning and has demonstrated capacity to add primary equity value to the Company.
4. The Plan has been prepared to comply with applicable regulatory requirements, including with any issue cap that may apply in particular circumstances.
5. Unless otherwise determined by the Board, no payment is required for the grant of Performance Rights or Share Options under the Plan.
6. Performance Rights or Share Options granted under the Plan are not transferable and must not be encumbered or otherwise dealt with by a participant, unless the Board determines otherwise.
7. Performance Rights or Share Options do not carry any voting or dividend rights. Shares issued or transferred to participants on exercise of a Performance Right or Share Option carry the same rights and entitlements as other issued Shares, including dividend and voting rights.
8. The Company has no obligation to apply for quotation of the Performance Right or Share Options on the ASX.
9. In general terms, Performance Right or Share Options granted under the Plan may only be exercised if the exercise or vesting conditions have been met, the exercise price has been paid to the Company and the Performance Right or Share Options are exercised within the exercise period relating to the Performance Right or Share Option. A Performance Right or Share Option granted under the Plan may not be exercised once it has lapsed.
10. A Performance Right or Share Option may be exercised, whether or not any or all applicable exercise conditions have been met, on the occurrence of a takeover bid for the Company or a scheme of arrangement for reconstruction or amalgamation with another company.
11. The Company will apply to ASX for official quotation of Shares issued upon vesting of Performance Rights or Share Options granted under the Plan and the subsequent issue of Shares, so long as the Shares are quoted on the official list of ASX at that time.
12. The Company may financially assist a person to pay any exercise price for a Performance Right, subject to compliance with the provisions of the Corporations Act and the ASX Listing Rules relating to financial assistance.
13. If a participant ceases to be an employee of any member of the Group due to his or her resignation, dismissal for cause or poor performance, fraud, dishonesty or other serious misconduct, or other serious misconduct or neglect of duty which would justify summary dismissal in any other circumstances determined by the Board, the Board may deem that the participant's Performance Right or Share Options to have lapsed.
14. If a participant ceases to be an employee of any member of the Group for any other reason such as death, permanent disability, or the participant being an employee of a company that ceases to be a member of the Group, or in any other circumstances determined by the Board:
 - a. all Performance Rights or Share Options held by the relevant participant as at the date of cessation which are

vested Performance Rights or Share Options may be exercised by that participant in the 30 days period following the date of cessation (and the exercise period is amended accordingly), after which those vested Performance Rights or Share Options will immediately lapse; and

b. all other Performance Rights or Share Options granted to that participant will lapse as at the date of cessation. On liquidation of the Company, all Performance Rights or Share Options which are not vested Performance Rights or Share Options will automatically lapse.

15. If, in the opinion of the Board, a participant has acted fraudulently or dishonestly, the Board may determine that any Performance Right or Share Option granted to that participant should lapse, and the Performance Right Share Option will lapse accordingly.
16. If a Performance Right Share Option has not lapsed earlier, it will lapse at the end of the exercise period.
17. In the event of any reconstruction of the share capital of the Company, the number of Performance Rights or Share Options to which each participant is entitled and/or the exercise price of those Performance Rights or Share Options must be reconstructed in accordance with the ASX Listing Rules. Performance Rights or Share Options must be reconstructed in a manner which will not result in any additional benefits being conferred on participants which are not conferred on other shareholders of the Company.
18. Holders of Performance Rights or Share Options issued under the Plan may only participate in new issues of securities by the Company if they have first exercised their Performance Rights or Share Options within the relevant exercise period and become a shareholder of the Company prior to the relevant record date and are then only entitled to participate in relation to Shares of which they are the registered holder.
19. If there is a bonus issue the number of Shares over which a Performance Right or Share Option can be exercised will be increased by the number of Shares which the holder would have received if the Performance Right or Share Option had been exercised before the record date for the bonus issue.
20. A Performance Right or Share Option may not be granted and/or Shares may not be allotted and issued, acquired, transferred or otherwise dealt with under the Plan if to do so would contravene the Corporations Act or any other applicable laws or regulations.
21. If and to the extent any rule of the Plan is inconsistent with the ASX Listing Rules, if the ASX Listing Rules apply to the Company at the relevant time, the ASX Listing Rules will prevail in all respects to the extent of the inconsistency.
22. The Board may terminate or suspend the operation of the Plan at any time. In passing a resolution to terminate or suspend the operation of the Plan or to supplement or amend these rules, the Board must consider and endeavour to ensure that there is fair and equitable treatment of all participants.
23. On termination of the Plan, no compensation under any contract of employment, consultancy or directorship between an eligible person and a member of the Group will arise as a result.
24. The Plan Rules also contain customary and usual terms having regard to Australian law for dealing with administration and costs of the Plan.

ANNEXURE B – TERMS AND CONDITIONS OF OPTIONS

1. Each option entitles the option holder to subscribe for one fully paid ordinary share in the capital of the Company upon exercise of the option.
2. An option not exercised on or before the expiry date will automatically lapse on the expiry date.
3. There are no participating rights or entitlements conferred on the options and the option holder will not be entitled to participate with respect to the options in new issues offered to shareholders during the term of the options without exercising the options.
4. In the event of any reorganisation of capital of the Company, prior to the expiry date for exercise of the options, the number of options to which the option holder is entitled or the exercise price of the options or both will be changed to comply with the Listing Rules applying to a reorganisation of capital at the time of reorganisation.
5. The options may be exercised during the exercise period by notice in writing to the Company and payment of the exercise price for each option being exercised by electronic funds transfer or other means of payment acceptable to the Company.
6. The Company shall, within 5 business days after the receipt of a valid notice of exercise, issue Shares in respect of the options exercised and arrange for a holding statement for the Shares to be dispatched.
7. If admitted to the Official List of ASX at the time, the Company will, within 7 days, apply for official quotation on ASX of the Shares issued upon the exercise of the options.
8. Shares issued on exercise of an option rank equally with the then issued shares of the Company.
9. If:
 - a. a takeover bid within the meaning of the Corporations Act is made for the Shares and the bidder acquires a relevant interest in at least 50.1% of the Shares and the bid is declared unconditional, any options not exercised within 7 days thereafter will automatically lapse; or
 - b. a court orders a meeting to be held in relation to a proposed scheme of arrangement in relation to the Company the effect of which may be that a person will have a relevant interest in at least 90% of the Shares and that resolution is passed by the requisite majorities of members, any options not exercised during the period which is 2 days of the court approval will automatically lapse.
10. The option holder may exercise any number of the options without prejudice to the option holder's ability to subsequently exercise any remaining options.
11. The options are non-transferrable subject to any applicable securities law.



DIGITAL LIMITED

TALi Digital Limited | ABN 53 108 150 750

Proxy Voting Form

If you are attending the virtual Meeting please retain this Proxy Voting Form for online Securityholder registration.

Your proxy voting instruction must be received by **1:00pm (AEDT) on Sunday, 09 November 2025**, being **not later than 48 hours** before the commencement of the Meeting. Any Proxy Voting instructions received after that time will not be valid for the scheduled Meeting.

SUBMIT YOUR PROXY

Complete the form overleaf in accordance with the instructions set out below.

YOUR NAME AND ADDRESS

The name and address shown above is as it appears on the Company's share register. If this information is incorrect, and you have an Issuer Sponsored holding, you can update your address through the investor portal: <https://investor.automic.com.au/#/home> Shareholders sponsored by a broker should advise their broker of any changes.

STEP 1 - APPOINT A PROXY

If you wish to appoint someone other than the Chair of the Meeting as your proxy, please write the name of that Individual or body corporate. A proxy need not be a Shareholder of the Company. Otherwise if you leave this box blank, the Chair of the Meeting will be appointed as your proxy by default.

DEFAULT TO THE CHAIR OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chair of the Meeting, who is required to vote these proxies as directed. Any undirected proxies that default to the Chair of the Meeting will be voted according to the instructions set out in this Proxy Voting Form, including where the Resolutions are connected directly or indirectly with the remuneration of Key Management Personnel.

STEP 2 - VOTES ON ITEMS OF BUSINESS

You may direct your proxy how to vote by marking one of the boxes opposite each item of business. All your shares will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of shares you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on the items of business, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

APPOINTMENT OF SECOND PROXY

You may appoint up to two proxies. If you appoint two proxies, you should complete two separate Proxy Voting Forms and specify the percentage or number each proxy may exercise. If you do not specify a percentage or number, each proxy may exercise half the votes. You must return both Proxy Voting Forms together. If you require an additional Proxy Voting Form, contact Automic Registry Services.

SIGNING INSTRUCTIONS

Individual: Where the holding is in one name, the Shareholder must sign.

Joint holding: Where the holding is in more than one name, all Shareholders should sign.

Power of attorney: If you have not already lodged the power of attorney with the registry, please attach a certified photocopy of the power of attorney to this Proxy Voting Form when you return it.

Companies: To be signed in accordance with your Constitution. Please sign in the appropriate box which indicates the office held by you.

Email Address: Please provide your email address in the space provided.

By providing your email address, you elect to receive all communications despatched by the Company electronically (where legally permissible) such as a Notice of Meeting, Proxy Voting Form and Annual Report via email.

CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting the appropriate 'Appointment of Corporate Representative' should be produced prior to admission. A form may be obtained from the Company's share registry online at <https://automicgroup.com.au>.

Lodging your Proxy Voting Form:

Online

Use your computer or smartphone to appoint a proxy at <https://investor.automic.com.au/#/loginsah> or scan the QR code below using your smartphone

Login & Click on 'Meetings'. Use the Holder Number as shown at the top of this Proxy Voting Form.



BY MAIL:

Automic
GPO Box 5193
Sydney NSW 2001

IN PERSON:

Automic
Level 5, 126 Phillip Street
Sydney NSW 2000

BY EMAIL:

meetings@automicgroup.com.au

BY FACSIMILE:

+61 2 8583 3040

All enquiries to Automic:

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