

**TALi Digital Limited (Company)**  
**Corporate Governance Statement**

ASX Corporate Governance Council's *Corporate Governance Principles and Recommendations – 4<sup>th</sup> edition*  
**As at 14 August 2025 and approved by the Board.**

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TALi Digital Limited ("the Company") is committed to conducting the Company's business in accordance with standards of corporate governance to create and deliver value for shareholders. The Board has established a corporate governance framework, including corporate governance policies, procedures and charters, to support this commitment. The framework is reviewed regularly and revised in response to changes in law, developments in corporate governance and changes in the business of the Company.

The Company is building and commercialising digital cognitive care solutions that deliver positive health and wellbeing outcomes. The Company's mission is *to deliver the safest and most effective digital solutions to address the world's most common neurological issue — inattention*. The vision for the Company is to develop evidence-based tests and therapeutics that ensure everybody can assess and improve their attention. The detail of the Company's plans and initiatives to pursue its mission and realise upon the vision are provided in the 2025 Annual Report and Company Updates lodged with ASX. These objectives are being pursued within a Corporate Governance framework consistent with the Company's size and stage of development and having regard to the 4<sup>th</sup> edition ASX Corporate Governance Council ("CGC") published principles and recommendations. The Board guides and monitors the business and affairs of the Company on behalf of the shareholders by whom they are elected and to whom they are accountable.

The Company has assessed its governance practices against the CGC guidelines, which set out recommended governance practices which are likely to achieve good governance outcomes for ASX listed entities in most situations. The ASX Principles are not mandatory, and where the Company has not adopted a recommendation, this statement will explain why.

The Company's corporate governance practices were in place throughout the year ending 30 June 2025. Various corporate governance practices are discussed within this statement. For further information on corporate governance policies adopted by the Company, refer to our website: <https://talidigital.com/people>

| Principles and Recommendation                                                                                                                                               |                                                                                                                                                        | Compliance | Explanation                                                                                                                                                                                                                                                                                                                                                                                                                                                                |
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| <b>Principle 1 – Lay solid foundations for management and oversight.</b>                                                                                                    |                                                                                                                                                        |            |                                                                                                                                                                                                                                                                                                                                                                                                                                                                            |
| <i>A listed entity should clearly delineate the respective roles and responsibilities of its board and management and how their performance is monitored and evaluated.</i> |                                                                                                                                                        |            |                                                                                                                                                                                                                                                                                                                                                                                                                                                                            |
| 1.1                                                                                                                                                                         | A listed entity should have and disclose a board charter setting out:<br>a. the respective roles and responsibilities of its board and management; and | Yes        | In defining its roles and responsibilities the Board has adopted a Board Charter, a copy of which is available on the Company's website at <a href="https://talidigital.com/people/">https://talidigital.com/people/</a><br><br>There is a clear division between the responsibility of the Board and Management. The Board has delegated responsibility for day-to-day management to senior management, who are required to work within authority limits and delegations. |

| Principles and Recommendation                                                                                                                                                                                                                                                                                                                      | Compliance | Explanation                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                     |
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| b. those matters expressly reserved to the board and those delegated to management.                                                                                                                                                                                                                                                                | Yes        | <p>The Board has overall responsibility for overseeing the effective management and control of the Company on behalf of shareholders and supervising Executive Management's conduct of the Company's affairs within a control and authority framework, which is designed to enable risk to be prudently and effectively assessed and monitored. The Board is responsible for approving the Company's overall strategic objectives, facilitating the provision of appropriate financial and human resources to meet these objectives and reviewing Executive Management's performance.</p> <p>The Board has delegated some of its functions to the Audit and Risk Committee and Remuneration and Nomination Committee, although overall responsibility for those functions remains with the Board. The Board Committee Charter requires certain matters to be approved by the Board including, among other matters, the executive remuneration policy and the appointment of the external auditors.</p>                                                                          |
| <p>1.2 A listed entity should:</p> <p>a. undertake appropriate checks before appointing a director or senior executive or putting someone forward for election as a director; and</p> <p>b. provide security holders with all material information in its possession relevant to a decision on whether or not to elect or re-elect a director.</p> | Yes        | <p>The Board is responsible for identifying suitable candidates to act as directors of the company and undertaking appropriate checks of candidates. As in prior years and in the year to 30 June 2025 these responsibilities were undertaken by the full Board. The Board has regard to the desired composition of the Board and takes into account the skills required to both discharge the Board's duties and to augment any skill set desirable on the Board.</p>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                          |
|                                                                                                                                                                                                                                                                                                                                                    | Yes        | <p>Where the Board puts forward a candidate for election as a director, the Company provides shareholders with biographical details, details of material directorships and material information in the Company's possession relevant to a decision on whether or not to elect or re-elect a director in its notice of meeting.</p> <p>Under the Company's Constitution the Directors have the power to appoint directors to fill a vacancy or as an addition to the Board. Any Director, except a Managing Director, appointed in this way must retire from office, and is eligible for re-election, at the next Annual General Meeting ("AGM") following his or her appointment.</p> <p>Under the terms of the Company's Constitution, all Directors other than the Managing Director must retire from office or seek re-election by the third AGM after his or her election or within three years, whichever is the later. Further, at least one Director must retire from office at each AGM, unless determined otherwise by a resolution of the Company's shareholders.</p> |



| Principles and Recommendation                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               | Compliance | Explanation                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                 |
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| <p>c. disclose in relation to each reporting period:</p> <p>(1) the measurable objectives set for that period to achieve gender diversity;</p> <p>(2) the entity's progress towards achieving those objectives; and</p> <p>(3) either:</p> <p>(A) the respective proportions of men and women on the board, in senior executive positions and across the whole workforce (including how the entity has defined "senior executive" for these purposes); or</p> <p>(B) if the entity is a "relevant employer" under the Workplace Gender Equality Act, the entity's most recent "Gender Equality Indicators", as defined in and published under that Act.</p> | No         | <p>The Company is not required to report to the Workplace Gender Equality Agency because it has fewer than 1000 employees, nor is it included in the S&amp;P/ASX 300 Index.</p>                                                                                                                                                                                                                                                                                                                             |
| <p>1.6 A listed entity should:</p> <p>a. have and disclose a process for periodically evaluating the performance of the board, its committees and individual directors; and</p>                                                                                                                                                                                                                                                                                                                                                                                                                                                                             | Yes        | <p>The Chairman has periodically conducted a review of the effectiveness of the Board and individual Directors, to assess performance and examine ways of assisting the Board in performing its duties more effectively. The reviews are informal and typically includes:</p> <p>(a) comparing the performance of the Board and Directors with the rights and responsibilities set out in the Constitution of the Company and matters commonly understood to be within the province of a company board;</p> |
| Yes                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         |            |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             |

| Principles and Recommendation                                                                                                                                                                                                                       |                                                                                                                                                                 | Compliance | Explanation                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    |
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|                                                                                                                                                                                                                                                     | b. disclose for each reporting period whether a performance evaluation has been undertaken in accordance with that process during or in respect of that period. |            | <p>(b) examination of the Board and Director's interaction with management;</p> <p>(c) the nature of information provided to the Board by management; and</p> <p>(d) management's performance in assisting the Board to meet its objectives.</p> <p>The Company did evaluate the performance of the Board and Committees in the financial year ending 30 June 2025. The Board intends to undertake this evaluation again in the financial year ending 30 June 2026.</p>                                                                                                                                                                                                                        |
| 1.7                                                                                                                                                                                                                                                 | A listed entity should:                                                                                                                                         |            |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                |
|                                                                                                                                                                                                                                                     | a. have and disclose a process for evaluating the performance of its senior executives at least once every reporting period; and                                | Yes        | The Board oversees the performance evaluation of the senior executives. The evaluation is based on specific criteria, including the business performance of the Company, whether strategic objectives are being achieved and the development of management and personnel.                                                                                                                                                                                                                                                                                                                                                                                                                      |
|                                                                                                                                                                                                                                                     | b. disclose for each reporting period whether a performance evaluation has been undertaken in accordance with that process during or in respect of that period. | Yes        | <p>The Board notes that the size of the Company and the executive team is such that performance is able to be monitored on an ongoing basis.</p> <p>A review of the senior executive of the Company was undertaken during the financial year ending 30 June 2025.</p>                                                                                                                                                                                                                                                                                                                                                                                                                          |
| <b>Principle 2 – Structure the Board to be effective and add value</b>                                                                                                                                                                              |                                                                                                                                                                 |            |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                |
| <i>The Board of a listed entity should be of an appropriate size and collectively have the skills, commitment and knowledge of the entity and the industry in which it operates to enable it to discharge its duties effectively and add value.</i> |                                                                                                                                                                 |            |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                |
| 2.1                                                                                                                                                                                                                                                 | The board of a listed entity should:                                                                                                                            |            |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                |
|                                                                                                                                                                                                                                                     | a. have a nomination committee which:                                                                                                                           | Yes        | <p>The Board established a Remuneration and Nomination Committee to oversee the selection and appointment practices of the Company in March 2023. The Remuneration and Nomination Committee is governed by a Remuneration and Nomination Committee Charter.</p> <p>The Remuneration and Nomination Committee consisted of all three Directors, with two being Non-Executive Directors as at 30 June 2025. The composition partially complies with ASX guidelines, given the size of the Board, as the majority of the Committee members are independent directors for ASX purposes.</p> <p>The Committee was chaired by Mr David Brookes, who is an independent director for ASX purposes.</p> |
|                                                                                                                                                                                                                                                     | - Consists of at least 3 members, a majority of whom are independent directors;                                                                                 |            |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                |
|                                                                                                                                                                                                                                                     | - Is chaired by an independent director;                                                                                                                        |            |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                |
|                                                                                                                                                                                                                                                     | And disclose:                                                                                                                                                   |            |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                |

| Principles and Recommendation                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                     | Compliance | Explanation                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                 |
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| <ul style="list-style-type: none"> <li>- The charter of the committee;</li> <li>- The members of the committee; and</li> <li>- The number of times the committee met and individual attendance at those meetings</li> </ul> <p>b. If it does not have a nomination committee, disclose that fact and the processes it employs to address board succession issues and to ensure that the board has the appropriate balance of skills, knowledge, experience, independence and diversity to enable it to discharge its duties and responsibilities effectively.</p> | N/A        | <p>The number of meetings held is disclosed in the Annual Report.</p> <p>The Charter is available for review on the Company's website <a href="https://talidigital.com/">https://talidigital.com/</a></p>                                                                                                                                                                                                                                                                                                                                                                   |
| <p>2.2 A listed entity should have and disclose a board skills matrix setting out the mix of skills that the board currently has or is looking to achieve in its membership.</p>                                                                                                                                                                                                                                                                                                                                                                                  | Yes        | <p>The Company recognises that the adoption and disclosure of a Board's skills matrix assists in providing confidence to shareholders. The Company considers that the members of its Board contribute the skills vital to the continued success of the Company and in the event that there are additional skills required these are outsourced where necessary to the Company's independent advisers. The Company's Board Skills Matrix was review in the 2025 Financial Year and the results are found below with the scores an average out of a possible score of 10:</p> |

**Principles and Recommendation****Compliance Explanation**

|                                           |      |
|-------------------------------------------|------|
| Strategic Expertise                       | 9.67 |
| Accounting and Finance                    | 9.67 |
| Legal/Governance                          | 9    |
| Managing Risk                             | 10   |
| Managing people and achieving change      | 9    |
| Experience with Financial Markets         | 10   |
| Industry Knowledge                        | 9.33 |
| Mergers and Acquisitions                  | 9.67 |
| IT/Cyber                                  | 7    |
| Investor/Public Relations                 | 9    |
| ESG                                       | 7.67 |
| Marketing and Commercialisation           | 9    |
| Public policy and/or government relations | 8.67 |

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| 2.3 | A listed entity should disclose:<br>a. the names of the directors considered by the board to be independent directors;<br>b. if a director has an interest, position, affiliation or relationship of the type described in Box 2.3 but the board is of the opinion that it does not compromise the independence of the director, the nature of the interest, position or | Yes | <p>The skills, experience and expertise relevant to the position of director held by each Director in office at the date of the Annual Report are included in the Directors' Report.</p> <p>The Company's Directors are considered to be independent when they are independent of management and free from any business or other relationship that could materially interfere with or could reasonably be perceived to materially interfere with the exercise of their unfettered and independent judgement. When determining the independence of a director, the Company also takes into account the factors relevant to assessing the independence of a director listed in Recommendation 2.3 or the Principles and Recommendations.</p> <p>The directors considered by the Board to be independent directors for ASX purposes (for the <i>period</i> ending 30 June 2025) are, Dr David Brookes, Mr David Williams and Mr Stephen Munday.</p> |
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| Principles and Recommendation                                                                                                                                                                                                                                                               | Compliance | Explanation                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                          |
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| <p>relationship in question and an explanation of why the board is of that opinion; and</p> <p>c. the length of service of each director.</p>                                                                                                                                               |            | <p>Certain Board changes affected director independence during FY2024. Mr Mark Simari became Executive Chairman on 16 August 2023. Mr Simari was considered an independent director from 1 July 2023 to 16 August 2023, after which he became non-independent given the executive position. Mr Williams resigned from the office of Non-Executive Director on 29 February 2024.</p> <p>Although Dr Brookes and Mr Munday have an interest in the Company, the Board does not consider this to be significant nor compromise the independence of the director.</p> <p>The term in office held by each Director in office at the date of this report is as follows:<br/> Dr David Brookes: 29 June 2020 - present<br/> Mr Stephen Munday: 18 October 2022 - present<br/> Mr Mark Simari: 6 October 2022 - present<br/> Mr David Williams: 15 December 2021 – 29 February 2024</p>                      |
| <p>2.4 A majority of the board of a listed entity should be independent directors.</p>                                                                                                                                                                                                      | Yes        | <p>At the time of reporting the non-executive directors on the Company Board, Mr Stephen Munday and Dr David Brookes, are independent and a majority.</p>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                            |
| <p>2.5 The chair of the board of a listed entity should be an independent director and, in particular, should not be the same person as the CEO of the entity.</p>                                                                                                                          | No         | <p>Given the size of the Company, the Chairman of the Board being an executive of the company ensures unified leadership and strategic alignment between the board and executive management. Non-executive independence is assured by the independence of the other Directors - Mr Stephen Munday and Dr David Brookes, who form a majority.</p>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                     |
| <p>2.6 A listed entity should have a program for inducing new directors and for periodically reviewing whether there is a need for existing directors to undertake professional development to maintain the skills and knowledge needed to perform their role as directors effectively.</p> | Yes        | <p>All Directors are expected to develop and maintain the skills and knowledge required to perform their role as directors effectively and discharge their duties to the Company. The Company has formal induction procedures in place to introduce new directors to the Company and gain an understanding of the Group's financial position, strategies, operations, risks and other policies and responsibilities. All Directors have undertaken this induction.</p> <p>Professional development opportunities to further develop the skills and knowledge required to effectively perform as directors of the Company are provided regularly and considered on an ongoing basis.</p> <p>All Directors have unrestricted access to the Company's legal advisors and Company Secretary and consultants of the Group as and when required. Subject to law, the Directors also have access to all</p> |

| Principles and Recommendation                                                                                                                     | Compliance | Explanation                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           |
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|                                                                                                                                                   |            | records of the Company and information held by Group employees and external advisors. Directors are provided, on an “as needed” basis, with papers, presentations and briefings on Group businesses and on matters which may affect the operations of the Group. The Board receives regular detailed financial and operational reports from senior executives to enable it to carry out its duties.                                                                                                                                                                                                                                                   |
| <b>Principle 3 – Instil a culture of acting lawfully, ethically and responsibly</b>                                                               |            |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                       |
| <i>The listed entity should instil and continually reinforce a culture across the organisation of acting lawfully, ethically and responsibly.</i> |            |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                       |
| 3.1 A listed entity should articulate and disclose its values                                                                                     | Yes        | <p>The Company considers that confidence in its values and integrity can only be achieved if its employees and officers conduct themselves ethically in all of their commercial dealings on the Company’s behalf. The Company has therefore recognised that it should actively promote ethical conduct amongst its employees, officers and contractors.</p> <p>The Company’s values are available on the website <a href="https://talidigital.com/people/">https://talidigital.com/people/</a></p>                                                                                                                                                    |
| 3.2 A listed entity should:                                                                                                                       |            |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                       |
| a. have and disclose a code of conduct for its directors, senior executives and employees; and                                                    | Yes        | <p>The Company has adopted a number of policies designed to promote ethical and responsible decision making, including a code of conduct which applies to all directors, officers, employees, consultants and contractors. The objectives of the code of conduct are to ensure that:</p> <ul style="list-style-type: none"> <li>• high standards of corporate and individual behaviour are observed by all employees in the context of their employment with the Company;</li> </ul>                                                                                                                                                                  |
| b. ensure that the board or a committee of the board is informed of any material breaches of that code.                                           | Yes        | <ul style="list-style-type: none"> <li>• employees are aware of their responsibilities under their contract of employment and always act in an ethical and professional manner; and</li> <li>• all persons dealing with the Group, whether it be employees, shareholders, suppliers, clients or competitors, can be guided by the stated values and practices of the Company.</li> </ul> <p>A copy of the code of conduct is available at <a href="https://talidigital.com/people/">https://talidigital.com/people/</a></p> <p>Any material incidents reported under the Code of Conduct Policy are communicated to the Board in a timely manner.</p> |
| 3.3 A listed entity should:                                                                                                                       |            |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                       |
| a. have and disclose a whistleblower policy; and                                                                                                  | Yes        | <p>The Board has adopted a Whistleblower Policy. The Policy outlines the procedure for disclosing and reporting misconduct and can be found on the Company’s website <a href="https://talidigital.com/people/">https://talidigital.com/people/</a></p>                                                                                                                                                                                                                                                                                                                                                                                                |
| b. ensure that the board or committee of the board is                                                                                             |            | Any material incidents reported under the Policy are communicated to the Board in a timely manner.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    |

| Principles and Recommendation                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         | Compliance | Explanation                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                     |
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| informed of any material breaches of that policy.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                     |            |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                 |
| 3.4 A listed entity should: <ul style="list-style-type: none"> <li>a. have and disclose an anti-bribery and corruption policy; and</li> <li>b. ensure that the board or committee of the board is informed of any material breaches of that policy.</li> </ul>                                                                                                                                                                                                                                                                                                                                                                                                                        | Yes        | <p>The Board has adopted an Anti-Bribery and Corruption Policy. The Policy outlines the procedure for reporting misconduct and can be found on the Company's website <a href="https://talidigital.com/people/">https://talidigital.com/people/</a></p> <p>Any material incidents reported under the Policy are communicated to the Board in a timely manner.</p>                                                                                                                                                                                                                                                                                                                                                                                                                                                                |
| <b>Principle 4 – Safeguard the integrity of the corporate reports</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                 |            |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                 |
| <i>A listed entity should have appropriate processes to verify the integrity of its corporate reports.</i>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                            |            |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                 |
| 4.1 The board of a listed entity should: <ul style="list-style-type: none"> <li>a. have an audit committee which:               <ul style="list-style-type: none"> <li>- has at least three members, all of whom are non-executive directors and a majority of whom are independent directors; and</li> <li>- is chaired by an independent director, who is not the chair of the board.</li> </ul> </li> </ul> <p>And disclose:</p> <ul style="list-style-type: none"> <li>- the charter of the committee;</li> <li>- the relevant qualifications and experience of the members of the committee; and</li> <li>- in relation to each reporting period, the number of times</li> </ul> | Yes        | <p>The Company has established an Audit and Risk Committee to oversee the management of financial and internal risk. The Audit and Risk Committee is governed by an Audit and Risk Committee Charter, a copy of which is available on the Company's website at <a href="https://talidigital.com/people/">https://talidigital.com/people/</a></p> <p>The Audit and Risk Committee consists of all three Directors, with two being Non-Executive Directors as at 30 June 2025. The composition partially complies with ASX guidelines, given the size of the Board, as the majority of the Committee are independent directors for ASX purposes.</p> <p>The Committee is chaired by Mr Stephen Munday, who is an independent director for ASX purposes.</p> <p>The number of meetings held is disclosed in the Annual Report.</p> |

| Principles and Recommendation                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                          | Compliance | Explanation                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                        |
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| <p>the committee met throughout the period and the individual attendances of the members at those meetings; or</p> <p>b. If it does not have an audit committee, disclose that fact and the processes it employs that independently verify and safeguard the integrity of its corporate reporting.</p>                                                                                                                                                                                                                                                                                 |            |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    |
| <p>4.2 The board of a listed entity should, before it approves the entity's financial statements for a financial period, receive from its CEO and CFO a declaration that, in their opinion, the financial records of the entity have been properly maintained and that the financial statements comply with the appropriate accounting standards and give a true and fair view of the financial position and performance of the entity and that the opinion has been formed on the basis of a sound system of risk management and internal control which is operating effectively.</p> | Yes        | <p>In accordance with section 295A of the Corporations Act, the Executive Chair (in replace of a Chief Executive Officer) and its external Chief Financial Officer have provided a written statement to the Board that:</p> <ul style="list-style-type: none"> <li>• their view concerning the Company's financial report is founded, to the best of their knowledge, on a sound system of risk management and internal compliance and control which implements the financial policies adopted by the Board; and</li> <li>• the Company's risk management and internal compliance and control system is operating effectively in all material respects.</li> </ul> |
| <p>4.3 A listed entity should disclose its process to verify the integrity of any periodic corporate report it releases</p>                                                                                                                                                                                                                                                                                                                                                                                                                                                            | Yes        | <p>Periodic financial or corporate reports released to the market are reviewed and signed off by the Executive Chair, CFO and the Board prior to release.</p>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                      |

| Principles and Recommendation                                                                                                                                                                                                                                       | Compliance | Explanation                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         |
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| to the market that is not audited or reviewed by an external auditor.                                                                                                                                                                                               |            |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                     |
| <b>Principle 5 – Make timely and balanced disclosure</b><br><i>A listed entity should make timely and balanced disclosure of all matters concerning it that a reasonable person would expect to have a material effect on the price or value of its securities.</i> |            |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                     |
| 5.1 A listed entity should have and disclose a written policy for complying with its continuous disclosure obligations under listing rule 3.1.                                                                                                                      | Yes        | <p>The Company has an established continuous disclosure policy designed to ensure that all investors have equal and timely access to material information relating to the Company. The policy articulates the type of information that needs disclosure, the process of internal notification, the roles and responsibilities in the disclosure process, the process of promoting an understanding of disclosure requirements and external media and analyst communication protocols.</p> <p>The Company's Continuous Disclosure Policy is available on the Company's website in the Corporate Governance section <a href="https://talidigital.com/people/">https://talidigital.com/people/</a></p> |
| 5.2 A listed entity should ensure that its board receives copies of all material market announcements promptly after they have been made.                                                                                                                           | Yes        | Directors receive copies of all market announcements promptly after they have been released to the ASX if they have not been involved in the approval of the release.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               |
| 5.3 A listed entity that gives a new and substantive investor or analyst presentation should release a copy of the presentation materials on the ASX Market Announcements Platform ahead of the presentation.                                                       | Yes        | The Company Secretary is responsible for releasing presentation materials to ASX ahead of an investor presentation occurring.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                       |
| <b>Principle 6 – Respect the rights of security holders</b><br><i>A listed entity should provide its security holders with appropriate information and facilities to allow them to exercise their rights as security holders effectively.</i>                       |            |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                     |
| 6.1 A listed entity should provide information about itself and its governance to investors via its website.                                                                                                                                                        | Yes        | The Company has a detailed website which is maintained regularly to ensure accuracy of information. Investors and stakeholders can access all ASX announcements, presentations, annual financial statements and corporate governance information on this website. Company announcements                                                                                                                                                                                                                                                                                                                                                                                                             |

| Principles and Recommendation                                                                                                                                               | Compliance | Explanation                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              |
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|                                                                                                                                                                             |            | available on the website are presented in a clear and balanced way containing both positive and negative information. Company's website: <a href="https://talidigital.com/">https://talidigital.com/</a>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                 |
| 6.2 A listed entity should have an investor relations program that facilitates effective two-way communication with investors.                                              | Yes        | <p>The Company's objective is to promote effective communication with its shareholders at all times. The Company is committed to:</p> <ul style="list-style-type: none"> <li>ensuring that shareholders and the financial markets are provided with full and timely information about the Company's activities in a balanced and understandable way;</li> <li>complying with continuous disclosure obligations contained in the ASX listing rules and the Corporations Act in Australia;</li> <li>communicating effectively with its shareholders and making it easier for shareholders to communicate with the Company; and</li> <li>encourage shareholder participation at AGMs.</li> </ul>                                                                                                                                                                            |
| 6.3 A listed entity should disclose how it facilitates and encourages participation at meetings of security holders.                                                        | Yes        | <p>To promote effective communication with shareholders and encourage effective participation at general meetings, information is communicated to shareholders:</p> <ul style="list-style-type: none"> <li>through the release of information to the market via the ASX;</li> <li>through the distribution of the Annual Report and notices of General Meeting;</li> <li>through shareholder meetings and investor relations presentations;</li> <li>through letters and other forms of communications directly to shareholders; and</li> <li>by posting relevant information on the Company's website: <a href="https://talidigital.com/">https://talidigital.com/</a></li> </ul> <p>The external auditors are required to attend the AGM and are available to answer any shareholder questions about the conduct of the audit and preparation of the audit report.</p> |
| 6.4 A listed entity should ensure that all substantive resolutions at a meeting of security holders are decided by a poll rather than by a show of hands.                   | Yes        | All substantive resolutions at meeting(s) of security holders held during the reporting period were decided by a poll.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   |
| 6.5 A listed entity should give security holders the option to receive communications from, and send communication to, the entity and its security registry electronically. | Yes        | The Company gives security holders the option to receive communications from, and send communications to, the Company and its security registry electronically via the Company's security register's website: <a href="https://investor.automic.com.au/#/home">https://investor.automic.com.au/#/home</a>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                |

| Principles and Recommendation                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  | Compliance | Explanation                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                     |
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| <b>Principle 7 – Recognise and manage risk</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                 |            |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                 |
| <i>A listed entity should establish a sound risk management framework and periodically review the effectiveness of that framework.</i>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         |            |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                 |
| <p>7.1 The board of a listed entity should</p> <p>a. have a committee or committees to oversee risk, each of which:</p> <ul style="list-style-type: none"> <li>- has at least three members, a majority of whom are independent directors; and</li> <li>- is chaired by an independent director,</li> </ul> <p>And disclose:</p> <ul style="list-style-type: none"> <li>- the charter of the committee;</li> <li>- the members of the committee; and</li> <li>- as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or</li> </ul> <p>b. if it does not have a risk committee or committees that satisfy (a) above, disclose that fact and the processes it employs for overseeing the entity's risk management framework.</p> | Yes        | <p>The Company has established an Audit and Risk Committee to oversee the management of financial and internal risk. The Audit and Risk Committee is governed by an Audit and Risk Committee Charter, a copy of which is available on the Company's website at <a href="https://talidigital.com/people/">https://talidigital.com/people/</a></p> <p>The Audit and Risk Committee consists of all three Directors, with two being Non-Executive Directors as at 30 June 2025. The composition partially complies with ASX guidelines, given the size of the Board, as the majority of the Committee are independent directors for ASX purposes.</p> <p>The Committee is chaired by Mr Stephen Munday, who is an independent director for ASX purposes.</p> <p>The number of meetings held is disclosed in the Annual Report.</p> |

| Principles and Recommendation                                                                                                                                                                                                                                                                                                                                                                                                  | Compliance | Explanation                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               |
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| <p>7.2 The board or a committee of the board should:</p> <ol style="list-style-type: none"> <li>review the entity's risk management framework at least annually to satisfy itself that it continues to be sound and that the entity is operating with due regard to the risk appetite set by the board; and</li> <li>disclose, in relation to each reporting period, whether such a review has taken place.</li> </ol>         | Yes        | <p>The Audit and Risk Management Committee and the Chairman monitor the Company's material business risks and reports are compiled and considered from time to time and the Board considers that the internal control system is operating effectively in all material aspects given the nature of the Company's activities.</p> <p>In addition, the Chairman reports periodically to the Board as to the effectiveness of the implementation of the Company's risk management and internal control system. The Committee reviewed the risk management framework in 2025.</p>                                                                                                                                                                                                                                                                                                                                              |
| <p>7.3 A listed entity should disclose:</p> <ol style="list-style-type: none"> <li>if it has an internal audit function, how the function is structured and what role it performs; or</li> <li>if it does not have an internal audit function, that fact and the processes it employs for evaluating and continually improving the effectiveness of its governance, risk management and internal control processes.</li> </ol> | No         | <p>The Company does not have an internal audit function as it considers the ongoing processes in place for assessing risk and improving the effectiveness of internal controls to be adequate when supported by the external audit function.</p>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                          |
|                                                                                                                                                                                                                                                                                                                                                                                                                                | Yes        | <p>In addition, the Company maintains a number of policies and practices designed to manage specific business risks. These include:</p> <ul style="list-style-type: none"> <li>Audit and Risk Committee and Committee Charter;</li> <li>insurance programs;</li> <li>regular budgeting and financial reporting;</li> <li>clear limits and authorities for expenditure levels;</li> <li>procedures/controls to manage environmental and occupational health and safety matters;</li> <li>procedures for compliance with continuous disclosure obligations under the ASX listing rules;</li> <li>procedures to assist with establishing and administering corporate governance systems and disclosure requirements;</li> <li>Segregation of duties.</li> </ul> <p>Management regularly reports to the Board as to the effectiveness of the implementation of the Company's risk management and internal control system.</p> |

| Principles and Recommendation                                                                                                                                                                                                                                                                                                                                                                               | Compliance | Explanation                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  |
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|                                                                                                                                                                                                                                                                                                                                                                                                             |            | The Company's risk management system is an ongoing process. It is recognised that the level and extent of the risk management system will evolve commensurate with the evolution and growth of the Company's activities. Further information on financial risk management is outlined in the Company's financial statements.                                                                                                                                                                                 |
| 7.4 A listed entity should disclose whether it has any material exposure to environmental or social risks and, if it does, how it manages or intends to manage those risks.                                                                                                                                                                                                                                 | Yes        | The Company does not have any material exposure to economic, environmental or social sustainability risks, this is also outlined in the Annual Report.                                                                                                                                                                                                                                                                                                                                                       |
| <b>Principle 8 – Remunerate fairly and responsibly</b><br><i>A listed entity should pay director remuneration sufficient to attract and retain high quality directors and design its executive remuneration to attract, retain and motivate high quality senior executives and to align their interests with the creation of value for security holders and with the entity's values and risk appetite.</i> |            |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              |
| 8.1 The board of a listed entity should                                                                                                                                                                                                                                                                                                                                                                     |            |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              |
| a. have a remuneration committee which: <ul style="list-style-type: none"> <li>- has at least three members, a majority of whom are independent directors; and</li> <li>- is chaired by an independent director</li> </ul>                                                                                                                                                                                  | Yes        | <p>The Board established a Remuneration and Nomination Committee in March 2023. The Remuneration and Nomination Committee is governed by a Remuneration and Nomination Committee Charter.</p> <p>The Remuneration and Nomination Committee consists of all three Directors, with two being Non-Executive Directors as at 30 June 2025. The composition partially complies with ASX guidelines, given the size of the Board, as the majority of the Committee are independent directors for ASX purposes.</p> |
| And disclose:                                                                                                                                                                                                                                                                                                                                                                                               |            | The Committee was chaired by Dr David Brookes, who is an independent director for ASX purposes.                                                                                                                                                                                                                                                                                                                                                                                                              |
| <ul style="list-style-type: none"> <li>- the charter of the committee;</li> <li>- the members of the committee; and</li> <li>- as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or</li> </ul>                                                                                           | Yes        | <p>The Charter is available for review on the Company's website <a href="https://talidigital.com/people/">https://talidigital.com/people/</a></p> <p>The number of meetings held is disclosed in the Annual Report.</p>                                                                                                                                                                                                                                                                                      |

| Principles and Recommendation                                                                                                                                                                                                                                                                                                                        | Compliance | Explanation                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                |
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| <p>b. if it does not have a remuneration committee, disclose that fact and the processes it employs for setting the level and composition of remuneration for directors and senior executives and ensuring that such remuneration is appropriate and not excessive.</p>                                                                              |            |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                            |
| <p>8.2 A listed entity should separately disclose its policies and practices regarding the remuneration of non-executive directors and the remuneration of executive directors and other senior executives.</p>                                                                                                                                      | Yes        | <p>The Company has a clearly distinguished structure of non-executive directors' remuneration from that of executive directors and senior executives. The Company is required to disclose in its annual report details of remuneration to directors. Please refer to the Remuneration Report for details regarding the remuneration structure of executive and non-executive directors and the senior executives.</p>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                      |
| <p>8.3 A listed entity which has an equity-based remuneration scheme should:</p> <p>a. have a policy on whether participants are permitted to enter into transactions (whether through the use of derivatives or otherwise) which limit the economic risk of participating in the scheme; and</p> <p>b. disclose that policy or a summary of it.</p> | Yes        | <p>The Company has an Employee Share Option Plan ("ESOP") which entitles employees to be eligible to participate if invited to do so by the Board. The ESOP is available on the Company's website at <a href="https://talidigital.com/people/">https://talidigital.com/people/</a></p> <p>The Company's Securities Trading policy which governs permitted trading and transactions, including in respect of employees, is available on the Company's website at <a href="https://talidigital.com/people/">https://talidigital.com/people/</a>The Policy prohibits Directors and employees from using derivatives or other products which operate to limit the economic risk of unvested Company Securities. It also prohibits those persons from entering into a margin loan or similar funding arrangement to acquire any Company Securities, or grant lenders any rights over their Company Security</p> |
| Further information about the Company's corporate governance practices is set out on the Company's website.                                                                                                                                                                                                                                          |            |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                            |