TALi®

DIGITAL LIMITED

Code of Conduct

TALi Digital Limited

ABN 53 108 150 750

Our Commitment

This code of conduct applies to the TALi Digital Board of Directors and the TALi Digital Executive team who are committed to ensuring that all employees, collaborators and contractors observe the highest standards of ethical behaviours' and conduct and follow the principles of Corporate Social Responsibility.

TALi Digital Limited (TALi) aims to foster an environment of ethical and honest behaviour to protect the interests of our shareholders, employees, business partners and the wider environment within which we operate.

Framework and Scope

The purpose of this Code of Conduct is to define a framework for our employees, collaborators and contractors on the conduct of business within our standards of ethical values, and in compliance with regulatory and legal obligations and internal policies. It is not intended to be a comprehensive manual of all company policies or responsibilities under law that apply to your role in TALi. It should, however, provide and reinforce the core values and principles to help you resolve the ethical and legal issues you may face on a day-to-day basis. This Code of Conduct is supported by specific policies and procedures, which set out in more detail TALi expectations and your obligations as an employee. Where expectations are not explicitly stated, employees are expected to adhere to the spirit of this Code of Conduct.

Acknowledgement Statement

Periodically, all employees will be asked to acknowledge that this Code of Conduct ("Code") has been provided to them, and that they have read and understood the Code. There are five broad categories which encompass the way TALI conducts its business.

Maintaining Legal, Ethical and Responsible Practices

All Directors, managers, employees and agents acting on behalf of TALi are required to meet the following standards of behaviour:

- Comply with all applicable laws and regulations;
- act honestly and with integrity;
- comply with both the rule and spirit of the law and regulatory requirements;
- comply with the ethical and technical requirements of any relevant regulatory bodies;
- exercise due care and diligence in fulfilling their duties and exercising any power that may be attached to their position;
- act in the best interest of TALi except where to do so contravenes any legal or ethical standards;
- avoid any real or perceived conflict of interest;
- respect the confidentiality of all confidential information acquired in the course of their duties, and not use or disclose such information to third parties without appropriate authorisation;

- respect the rights of employees, suppliers, shareholders and the community at large and to ensure that they meet the Company's legal and other obligations to these parties;
- do not take advantage of property, information or position or opportunities arising from these, for personal gain or to compete with TALi, and;
- set a standard of honesty, fairness, integrity and competency in all areas of endeavour which enhances the ethical reputation of TALi.

When appointing any director, manager, employee or agent of TALI, those making the appointment shall have regard to the capacity of the appointee to meet these legal and ethical standards on a continuous basis.

This Code is one of a number of elements supporting a self- regulatory approach to the way we do business.

While the Code provides a number of specific examples and guides regarding ethical conduct and decision making, the following questions and steps will assist each individual (i.e. directors, managers, employees or agents acting on behalf of TALi) in determining whether a decision or action creates an ethical dilemma or breaches the Code.

- is the decision or conduct in compliance with all laws and regulations?
- is the decision ethical?
- is the decision or conduct within the meaning or spirit of TALi values, and the Code?
- is the decision or conduct consistent with TALi policies and procedures?
- is the decision or conduct transparent and able to withstand public scrutiny?

TALi will at all times honour and respect the culture and laws of any country in which it does business. All TALi employees and representatives should apply the requirements of this Code in their international dealings.

Guide to Ethical Conduct and Decision Making

Transparency

TALi will ensure that it continues to meet the expectations of our shareholders and the financial community in general by maintaining a core principle of transparency in the preparation and delivery of financial information and other market information, in compliance with TALi disclosure obligations under the Corporations Act and ASX Listing Rules. TALi Disclosure Policy is available on the TALi website.

Financial Integrity

TALi will exercise diligence and good faith in the preparation of financial information and ensure that such information is accurate, timely and represents a true and fair view of the financial performance and condition of TALi and complies with all applicable legislative requirements.

Safeguarding Assets

It is incumbent on all employees to ensure the maintenance of a sound system of internal controls to safeguard TALi assets. Misuse of TALi assets for personal gain or noncompany activities is prohibited.

Privacy

TALi will safeguard the personal information obtained from persons who deal with TALi including the personal information of shareholders held in TALi share register and only release the information according to applicable legal and regulatory requirements. TALi Privacy Policy is available on the TALi website.

Insider Trading

Directors, management and employees must not utilise their position for personal gain or for the gain of another person. Each of TALi Directors and employees must ensure that any information in their possession that is not publicly available and that may have a material effect on the price or value of TALi securities is not provided to anyone who may be influenced to subscribe, buy or sell securities, except under strict generally accepted protocols when dealing with capital raisings. Details of TALi share trading policy for Directors are covered by TALi' Securities Trading Policy, available on the TALi website.

Whistleblowing

TALi is committed to the highest ethical standards and conduct and it is every employee's responsibility not only to act honestly but also to report any instances of possible corruption, breaches of the law and/or maladministration. TALi has established reporting mechanisms for whistle blowing, as detailed in the TALi Whistleblower Policy which is published on TALi website.

Conflict of Interest

It is the responsibility of every TALi employee to identify any conflicts between his or her personal interests and the interests of the Company and to either avoid or properly manage such conflicts before they arise or immediately upon them arising. A conflict of interest exists any time an individual permits the prospect of personal gain to improperly influence the manner in which he or she conducts the Company's business. TALi prohibits conduct that actually constitutes a conflict of interest, as well as conduct that could be perceived as creating a conflict of interest with TALi interests. Examples of conflicts include misuse of an individual's position within the Company for his or her personal gain; outside employment with a competitor of the Company; referral of Company business to a firm controlled by the individual or the individual's family or a person with whom that individual has a close, personal relationship; and soliciting any gratuities, or receiving greater than nominal gratuities, from customers or suppliers of the Company. It is the responsibility of each employee to disclose all potential conflicts of interest to Executive Management as soon as they become aware of such conflicts and where necessary ensure such conflicts are properly managed in conjunction with the Executive Management so as not to give rise to any actual or perceived breach of the company's ethical standards.

TALi business information is critical to the continued success and competitive standing of our Company and must be protected. Every employee must exercise diligence in maintaining the integrity of TALi proprietary and confidential information by:

- Maintaining the strict confidentiality of TALi information entrusted to you;
- Obtaining confidentiality agreements before doing business with any third party;
- Respecting the valid intellectual property rights of others; for example, those outlined in TALi third party contracts;
- Being mindful of sending information by convenient forms of communication like email; and
- Notifying the Executive Management immediately if your company assigned assets have been lost or compromised.

These obligations apply even after you leave TALi. In addition, you may not disclose confidential information retained during previous employment (e.g. trade secrets).

Some Examples of Proprietary and Confidential Information

- Intellectual property such as patents, trademarks, copyrights and trade secrets;
- Technical specifications, drawings and designs;
- Financial affairs, customer lists, pricing practices, marketing strategies; and
- Written and oral agreements between TALi and others.

Additionally, your role may encompass developing proprietary information (i.e., intellectual property) for TALi. When developing intellectual property for TALi using TALi resources, it is expected that you will not do anything to compromise TALi ownership of or rights to that intellectual property. This includes refraining from selling it, using it for personal gain, or distributing it to unauthorized third parties.

<u>Use of Company Resources</u>

TALi resources are provided for the purpose of undertaking the business of TALi. Within reason, the limited use of computers, and telephones for private purposes is acceptable, provided that they are not used for private income producing purposes and use is in accordance with all current TALi policies covering such use. TALi reserves the right to prohibit, monitor or restrict the use of its resources.

<u>Interaction with Business Partners</u>

TALi has business partnerships with individuals and organizations, such as suppliers, who share in our commitment to integrity and transparency in the digital health sector. Our interactions with our business partners must show that commitment. Business partnerships must be reviewed in regards to the relevant background and qualifications, and ensure quality and integrity are built into your selection criteria. To the extent possible, your due diligence should include:

- When business partners will represent TALi, ensuring they know their obligations to follow applicable laws, regulations and TALi policies;
- Using price, quality, reputation and service as the drivers for making supplier selection, not a conflict of interest (see 'Conflict of Interest' section); and
- Ensuring that prospective business partners commit to proper interactions with government officials and healthcare professionals.

Treat business partners with respect and integrity. Negotiate in good faith and honour agreements made with them.

Gifts, Corporate Entertainment and Bribes

TALi is committed to the highest ethical standards and conduct and it is every employee's responsibility to act honestly, responsibly, transparently and without prejudice. In general, gifts and corporate entertainment that are not excessive in value, consistent with customary business practices and which do not influence or would not be perceived to influence objective business conduct are permitted. However, the giving or receiving of gifts, corporate entertainment or bribes with the intention of influencing behaviour or to obtain or retain a commercial advantage is prohibited.

TALi staff (and others' representing TALi) must not;

- seek or accept a bribe, corporate entertainment or other inducement/incentive which could reasonably be viewed as compromising that person's ability to make objective and fair decisions on behalf of TALi ; or
- provide gifts, corporate entertainment, bribes or other inducements/incentives to anyone, including but not limited to: potential partners, clinicians, nurses, doctors and other medical professionals, which could appear to be an attempt to obtain a special advantage in TALi business dealings

Employees concerned about the appropriateness of gifts and corporate entertainment should refuse any such offer or seek the approval of the Executive Management.

Research and Development

TALi is committed to performing non-clinical and clinical research ethically to develop and advance high-quality products that address the unmet digital health needs of patients.

TALi is committed to ensuring the quality and integrity of clinical data from our sponsored studies, to ensure our regulatory submissions are based on data of the highest quality. Our clinical data systems and processes are built with data integrity considerations as their cornerstone.

Respecting and Engaging our People

TALi is committed to developing a safe and diverse workplace and to providing a work environment in which everyone is treated fairly and with respect.

Human Resources

Health and Safety

TALi believes in a workplace free of accidents and injuries and is committed to the health and safety of its employees. Our commitment to health and safety is underpinned by our:

- Occupational Health and Safety Policy;
- Anti-Discrimination and Harassment Policy; and
- Workplace Bullying.

As part of this process the Remuneration and Nominations Committee (or the full Board should a committee not exist) will review all TALi human resource policies and oversee the development and implementation of new policies.

Discrimination and Harassment

Discrimination, physical or verbal harassment, violence or assault in the workplace is against the law and will not be tolerated. TALi has established internal controls to manage workplace harassment, and to provide effective reporting and investigation mechanisms.

Taking Care of the Environment in Which we Operate

TALi is committed to proving that it is a responsible corporate citizen, which fulfils its moral, ethical and legal obligations towards the environment. TALi undertakes to ensure that it complies with all relevant legislation of regulatory authorities that govern the activities of the business as they impact the environment. The Audit and Risk Management Committee actively monitors TALi compliance with its environmental obligations,

Strengthening our Place Within the Community

TALi operates in the area of digital therapeutics and as such strongly supports the research pursuits of organizations in the same field. We also actively encourage staff to make themselves available to local universities as required for lectures in the fields of business and science. This provides the universities and students with access to skills that they may not already have.

Administration of the Code

The Audit and Risk Management Committee is responsible for monitoring compliance with the Code. This Committee may delegate the implementation of this Code to the Executive Management and any appropriate managers but shall retain responsibility for reviewing the implementation processes and any changes required to ensure the ongoing effectiveness of the Code.

This Committee is also responsible for the regular review and updating of the Code as well as the continuous improvement of the policy development program that underpins the Code. This Committee shall review any findings and reports of examinations by external regulators and shall satisfy itself that disciplinary actions management has taken to respond to violations are appropriate and consistently applied. Any changes to the Code require Board approval.

Breaches of the Code

Breaches of the Code may result in disciplinary action, including dismissal, formal caution or demotion. Circumstances involving criminal conduct may be referred to the Police or other authorities. Before disciplinary action is imposed, employees will be given the opportunity to present their views on the alleged misconduct.

Employees and contractors have a responsibility to report any breaches of this Code to their immediate supervisor or the Executive Management. Directors may report any breach to the Chair of the Company or the Chair of the Audit & Risk Management Committee. Alternatively, reporting can be made in accordance with the procedure available under the Whistleblower Policy.

All material breaches of codes of conduct must be disclosed to the board or a board committee.

All reports will be kept confidential and no person will be disadvantaged or prejudiced by reporting in good faith a breach or suspected breach of a law, regulation, or of this Code.

APPROVAL AND REVIEW DETAILS

Approval and Review	Details
Approval Authority	TALi Board of Directors
Administrator	Company Secretary
Next Review Date	Aug 2026

Approval and Amendment History	Details
Original Approval Authority and Date	Alan Boyd – 2008 V1
Multiple Changes	Alan Boyd; John Osborne, Magda Klapakis
Amendment Authority and Date	John Osborne – 22 August 2017
Replaced entire policy with new policy	Magda Klapakis - 2019
Amendment Authority and Date	HR resource – Feb 2023
Amendment Authority and Date	Company Secretary – Aug 2024
Amendment Authority and Date	Company Secretary – Aug 2025