



**ACN 111 823 762**

**NOTICE OF ANNUAL GENERAL MEETING**

**incorporating**

**EXPLANATORY STATEMENT**

**and**

**PROXY FORM**

**Date of meeting:** Thursday, 28 May 2026

**Time of meeting:** 10:00am (Brisbane Time)

**Place of Meeting:** BDO  
Level 18  
360 Queen Street  
Brisbane Qld 4000

**Important**

The business of the Meeting affects your shareholding, and your vote is important.

This Notice of Meeting should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their professional advisers prior to voting.

The Directors have determined pursuant to Regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the Meeting are those who are registered Shareholders at 10:30am AEST on Tuesday, 26 May 2026.

**NOTICE OF ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the 2026 Annual General Meeting of Shareholders of Talius Group Limited (**Company**) (**Annual General Meeting** or **Meeting**) will be held physically at the offices of **BDO, Level 18, 360 Queen Street, Brisbane, Qld 4000** on Thursday, 28 May 2026 at 10:00am (AEST).

For information regarding the Annual General Meeting, including access, registration, and voting, please refer to the Explanatory Statement attached.

The Explanatory Statement and Proxy Form accompanying this Notice of Meeting are incorporated in and comprise part of this Notice of Meeting. Capitalised terms used in this Notice of Meeting have the meaning given to them in the "Definitions" section at the end of the Explanatory Statement.

**ORDINARY BUSINESS**

**1. Annual Financial Statements and Report**

To receive and consider the financial statements of the Company for the year ended 31 December 2025 together with the Directors' Report and the Auditor's Report as set out in the Annual Report.

Please note that no vote is required on this item of business.

**2. Resolution 1 – Adoption of Remuneration Report for the Year ended 31 December 2025**

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

*"That, for the purposes of section 250R of the Corporations Act, the Remuneration Report for the year ended 31 December 2025 be adopted."*

Please note that the vote on Resolution 1 is advisory only and does not bind the Directors or the Company.

**3. Resolution 2 – Re-election of Graham Russell as Director**

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

*"That, for the purposes of clause 14.2 of the Constitution, and for all other purposes, Graham Russell, a Director who retires by rotation, and being eligible, is re-elected as a Director."*

**4. Resolution 3 – Approval to issue Ordinary Shares to Gregory Kennish**

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

*"That, for the purposes of ASX Listing Rule 10.11 and for all other purposes, Shareholders approve the issue of 1,031,047 Ordinary Shares to Gregory Kennish (or his nominee/s), which are being issued in lieu of cash payment for Non-Executive Director fees covering his service period of 1 April 2025 to 31 March 2026, on the terms and conditions set out in the Explanatory Statement."*

**5. Resolution 4 – Approval to issue Ordinary Shares to Stephen Norris**

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

*"That, for the purposes of ASX Listing Rule 10.11 and for all other purposes, Shareholders approve the issue of 1,031,047 Ordinary Shares to Stephen Norris (or his nominee/s), which are being issued in lieu of cash payment for Non-Executive Director fees covering his service period*

of 1 April 2025 to 31 March 2026 , on the terms and conditions set out in the Explanatory Statement."

**6. Resolution 5 – Approval to issue Performance Rights to Patrick Howard**

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

*"That, for the purposes of ASX Listing Rule 10.14 and for all other purposes, Shareholders approve the issue of 4,282,892 Performance Rights to Patrick Howard (or his nominee/s), on the terms and conditions set out in the Explanatory Statement"*

**7. Resolution 6 – Approval to issue Performance Rights to Graham Russell**

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

*"That, for the purposes of ASX Listing Rule 10.14 and for all other purposes, Shareholders approve the issue of 1,759,867 Performance Rights to Graham Russell (or his nominee/s), on the terms and conditions set out in the Explanatory Statement"*

**8. Resolution 7 - Ratification of Placement Shares and Options**

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

*"That, for the purposes of Listing Rule 7.4 and for all other purposes, shareholders ratify the issue of 50,000,000 ordinary fully paid shares at AUD \$0.08 issued to institutional investors under a Placement and 2,000,000 Options issued to the lead manager of the Placement on the terms and conditions set out in Explanatory Statement."*

**9. Resolution 8 – Renewal of Proportional Takeover Provisions**

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

*"That, for the purposes of section 648G of the Corporations Act 2001 (Cth) and for all other purposes, the proportional takeover provisions contained in clause 36 of the Company's Constitution be renewed for a further period of three (3) years from the date of this meeting."*

**10. Resolution 9 – Approval of 10% Issuance Capacity**

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

*"That, for the purposes of Listing Rule 7.1A and for all other purposes, approval is given for the Company to issue Equity Securities totalling up to 10% of the issued capital of the Company at the time of issue, calculated in accordance with the formula prescribed in ASX Listing Rule 7.1A.2 and otherwise on the terms and conditions set out in the Explanatory Statement."*

**IMPORTANT NOTE:** At the date of this Notice, it is not known who will participate in the proposed issue of Equity Securities the subject of this special resolution and the Company has not approached any particular existing Shareholder or security holder or an identifiable class of existing security holder to participate in the issue of the equity securities. Therefore, no existing Shareholder votes will be excluded under the voting exclusion in this Notice.

Dated: 24 April 2026

A handwritten signature in black ink, appearing to read 'Andrew Ritter'.

Andrew Ritter  
Company Secretary  
**Talius Group Limited**

## **Voting Exclusion Statements**

### **Voting by proxy**

To vote by proxy, please complete and sign the enclosed Proxy Form and return by the time and in accordance with the instructions set out on the Proxy Form. In accordance with section 249L of the Corporations Act, Shareholders are advised that:

- (a) each Shareholder has a right to appoint a proxy;
- (b) the proxy need not be a Shareholder; and
- (c) a Shareholder who is entitled to cast 2 or more votes may appoint 2 proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If the member appoints 2 proxies and the appointment does not specify the proportion or number of the member's votes, then in accordance with section 249X(3) of the Corporations Act, each proxy may exercise one-half of the votes.

Shareholders and their proxies should be aware that changes to the Corporations Act made in 2011 mean that:

- (a) if proxy holders vote, they must cast all directed proxies as directed; and
- (b) any directed proxies which are not voted will automatically default to the Chair, who must vote the proxies as directed.

Proxy Forms must be received by the Company no later than 10:00am (AEST) on Tuesday, 26 May 2026, being at least 48 hours before the Meeting.

Should you wish to discuss the matters in this Notice of Meeting please do not hesitate to contact the Company Secretary on Ph: 1300 889 838 or via email at [investors@talius.com.au](mailto:investors@talius.com.au).

### **Resolution 1 - Voting by proxy**

A vote on Resolution 1 must not be cast (in any capacity) by or on behalf of either of the following persons:

- (a) a member of the Key Management Personnel, details of whose remuneration are included in the Remuneration Report; or
- (b) a Closely Related Party of such a member.

However, this does not apply to a vote cast in favour of Resolution 1 by:

- a person as a proxy or attorney for a person who is entitled to vote on Resolution 1, in accordance with the directions given to the proxy or attorney to vote in Resolution 1 in that way; or
- the Chair as proxy or attorney for a person who is entitled to vote on Resolution 1, in accordance with a direction given to the Chair to vote on Resolution 1 as the Chair decides; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
  - (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting on Resolution 1; and
  - (ii) the holder votes on the resolution in accordance with the directions given by the beneficiary to the holder to vote in that way.

The Chair intends to vote any undirected proxies in favour of Resolution 1.

### **Resolutions 3 and 4 - Approval to issue Ordinary Shares to Stephen Norris and Gregory Kennish**

The Company will disregard any votes cast in favour of Resolution 3 by or on behalf of Gregory Kennish (or his nominee/s) and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of Shares in the Company), or an associate of those persons.

The Company will disregard any votes cast in favour of Resolution 4 by or on behalf of Stephen Norris (or his nominee/s) and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of Shares in the Company), or an associate of those persons.

### **Resolutions 5 and 6 - Approval to issue Performance Rights to Patrick Howard and Graham Russell**

The Company will disregard any votes cast in favour of Resolution 5 by or on behalf of Patrick Howard (or his nominee/s) who is eligible to participate in the Talius Performance Rights Plan, or an associate of that person.

The Company will disregard any votes cast in favour of Resolution 6 by or on behalf of Graham Russell (or his nominee/s) who is eligible to participate in the Talius Performance Rights Plan, or an associate of that person.

However, this does not apply to a vote cast in favour of Resolution 3, 4, 5 and 6 by:

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

In accordance with section 250BD of the Corporations Act, a vote on the resolution(s) must not be cast by a person appointed as a proxy, where that person is either a member of the Key Management Personnel or a Closely Related Party of such member. However, a vote may be cast by such person if the vote is not cast on behalf of a person who is otherwise excluded from voting, and:

- a) the person is appointed as a proxy and the appointment specifies how the proxy is to vote; or
- b) the person appointed as proxy is the Chair and the appointment does not specify how the Chair is to vote but expressly authorises the Chair to exercise the proxy even if the resolution(s) are connected with the remuneration of a member of the Key Management Personnel.

## **Resolution 7 - Ratification of Placement Shares and Options**

The Company will disregard any votes cast in favour of Resolution 7 by or on behalf of any person who participated in the issue of the Placement Shares and Options or an associate of those persons.

However, this does not apply to a vote cast in favour of Resolution 7 by:

- a person as proxy or attorney for a person who is entitled to vote on Resolution 7, in accordance with directions given to the proxy or attorney to vote on Resolution 7 in that way; or
- the Chair as proxy or attorney for a person who is entitled to vote on Resolution 7, in accordance with a direction given to the Chair to vote on Resolution 7 as the Chair decides; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
  - (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on Resolution 7; and
  - (ii) the holder votes on Resolution 7 in accordance with directions given by the beneficiary to the holder to vote in that way.

## **Resolution 9 - Approval of 10% Issuance Capacity**

The Company will disregard any votes cast in favour of Resolution 9 by or on behalf of any person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of Shares in the Company), or an associate of those persons.

However, this does not apply to a vote cast in favour of Resolution 9 by:

- a person as proxy or attorney for a person who is entitled to vote on Resolution 9, in accordance with directions given to the proxy or attorney to vote on Resolution 9 in that way; or
- the Chair as proxy or attorney for a person who is entitled to vote on Resolution 9, in accordance with a direction given to the Chair to vote on Resolution 9 as the Chair decides; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
  - (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on Resolution 9; and
  - (ii) the holder votes on Resolution 9 in accordance with directions given by the beneficiary to the holder to vote in that way.

**EXPLANATORY STATEMENT**

This Explanatory Statement has been prepared for the information of Shareholders in Talius Group Limited (**Company**) in connection with the business to be considered at the Annual General Meeting of Shareholders to be held at 10:00am AEST on Thursday, 28 May 2026.

This Explanatory Statement comprises part of the accompanying Notice of Meeting. Capitalised terms are defined in the "Definitions" section at the end of this Explanatory Memorandum. Details of the business to be considered at this Meeting are set out below.

**Purpose of Explanatory Memorandum**

The purpose of this Explanatory Memorandum is to provide Shareholders with information which may be relevant to the Resolutions to be put to Shareholders at the Meeting.

**Annual Financial Report**

Shareholders attending the meeting will be offered the opportunity to discuss the Annual Report at the Meeting. Those not attending may raise any questions in relation to the Annual Report via email at [investors@talius.com.au](mailto:investors@talius.com.au). The Company will not provide a hard copy of the Annual Report to Shareholders unless specifically requested to do so.

The Annual Report is available on the Company's website at <https://www.talius.com.au/>

There is no requirement for Shareholders to approve the Annual Report. However, the Chair will allow a reasonable opportunity for Shareholders to ask questions or make comments about the Annual Report and the management of the Company.

Shareholders are also entitled to put forward written questions to the Company's auditor, if the question is relevant to the content of the Auditor's Report or the conduct of the auditor as otherwise permitted by the Corporations Act.

Questions must be submitted by email: [investors@talius.com.au](mailto:investors@talius.com.au)

Questions must be received by no later than 5:00pm AEST Tuesday, 26 May 2026.

## **Resolution 1: Adoption of Remuneration Report for the year ended 31 December 2025**

### **1.1 General**

The Corporations Act requires that at a listed company's annual general meeting, a resolution that the remuneration report be adopted must be put to the shareholders. However, such a resolution is advisory only and does not bind the company or the Directors of the company.

The remuneration report sets out the company's remuneration arrangements for the Directors and senior management of the company. The remuneration report is part of the Directors' report contained in the annual financial report of the company for a financial year.

The chair of the meeting must allow a reasonable opportunity for its shareholders to ask questions about or make comments on the remuneration report at the annual general meeting.

### **1.2 Voting consequences**

The vote on Resolution 1 is advisory only and does not bind the Company or its Directors. However, the Board will actively consider the outcome of the vote and comments made by Shareholders on the Remuneration Report when reviewing the Company's future remuneration policies and practices.

A company is required to put to its shareholders a resolution proposing the calling of another meeting of shareholders to consider the appointment of directors of the company (**Spill Resolution**) if, at consecutive annual general meetings, at least 25% of the votes cast on a remuneration report resolution are voted against adoption of the remuneration report and at the first of those annual general meetings a Spill Resolution was not put to vote. If required, the Spill Resolution must be put to vote at the second of those annual general meetings.

If more than 50% of votes cast are in favour of the Spill Resolution, the company must convene a shareholder meeting (**Spill Meeting**) within 90 days of the second annual general meeting.

All of the Directors of the company who were in office when the Directors' report (as included in the company's annual financial report for the most recent financial year) was approved, other than the managing director of the company, will cease to hold office immediately before the end of the Spill Meeting but may stand for re-election at the Spill Meeting.

Following the Spill Meeting those persons whose election or re-election as Directors of the company is approved will be the Directors of the company.

### **1.3 Previous voting results**

At the Company's previous annual general meeting the votes cast against the remuneration report considered at that annual general meeting were less than 25%. Accordingly, the Spill Resolution is not relevant for this Meeting.

### **1.4 Directors Recommendation**

The Remuneration Report forms part of the Company's Annual Report, made in accordance with a unanimous resolution of the Directors. Each of the Directors recommends the Report to Shareholders for adoption.

The Chair of the Meeting intends to vote all available proxies in favour of this resolution.

## **Re-election of Directors**

### **Resolution 2: Re-election of Director – Graham Russell**

#### **2.1 General**

Pursuant to clause 14.2 of the Constitution, one-third of Directors (or the number closest to one-third, excluding the Managing Director) are required to retire at each AGM, provided that no Director shall serve more than three years without standing for re-election. In 2025, Mr Ramsay Carter was re-elected and Mr Gregory Kennish and Mr Stephen Norris were re-elected as newly appointed Directors. In addition, clause 18.4 of the Constitution states that a Managing Director shall not retire by rotation, but Executive Directors shall.

Mr Graham Russell was appointed to the Board by the Directors on 3 December 2019 as Managing Director and remained in this position until 16 February 2026 when he transitioned to Founder and Executive Director, Strategy and Growth. Mr Patrick Howard was appointed as Managing Director and Chief Executive Officer on the same day.

Mr Russell, being eligible, submits himself for re-election as Director.

#### **2.2 Qualifications and other material directorships**

Mr Russell brings over 25 years' experience in Systems Integration and Sensor technology solutions across all verticals of Healthcare, Utilities, Mining and Governments. Mr Russell is incredibly passionate about helping our older generation stay independent and pioneering the adoption of seamless technology solutions to help families, care providers and the elderly.

Mr Russell has been instrumental in developing and localising assistive technology that is a cost effective, scalable solution using Artificial Intelligence and an integrated IoT platform to detect health deterioration, fall alerts and provide early intervention, including the Essence Care@home solutions in the APAC region. Mr Russell currently works with numerous National Aged Care providers, Government, Utility and Telecommunication companies throughout APAC to transform their clients' lives, connect with their families and provide operational efficiencies and financial returns to all involved.

Mr Russell was previously the CEO of the Ambush Group, a national Systems Integration business where he started as an Electronics Technician installing and integrating solutions like Nurse Call, CCTV, Access Control, Security, WiFi, Internet, Fibre solutions, etc for Hospitals, Residential Aged Care, Councils, Financial and Government facilities.

He has not been a Director of any other Australian listed company in the last three years and is a substantial shareholder of the Company, owning 5.4% (18,270,429 Ordinary Shares).

#### **2.3 Independence**

Given the substantial shareholding and his position as an Executive Director, Mr Russell is not considered an independent Director.

Further details of the Board's determination of the independence of Mr Russell can be found in the Company's most recent Annual Corporate Governance Statement dated 23 February 2026, a copy of which is located on the Company website: <https://www.talius.com.au/>

#### **2.4 Other material information**

The Company confirms that it has conducted appropriate checks into Mr Russell's background and experience and has satisfied itself that he is an appropriate candidate to put forward for re-election as a Director.

Mr Russell has confirmed that he has sufficient time to meet his responsibilities as a Director of Talius.

## **2.5 Board Recommendation**

The Board, after considering the matters set out above, supports the election of Mr Russell and recommends that Shareholders vote in favour of Resolution 2 because it considers that the mix of experience, expertise and skills that Mr Russell brings to the role will assist the Board in continuing to fulfill its responsibilities to stakeholders as well as to continue to assist the Company in achieving growth and delivering value to Shareholders.

## **Issue of Ordinary Shares to Directors**

### **Resolutions 3 and 4: Approval to issue Ordinary Shares to Gregory Kennish and Stephen Norris**

#### **3.1 General**

The Company seeks shareholder approval to issue to Mr Gregory Kennish and Mr Stephen Norris (or their nominee/s) 1,031,047 Ordinary Shares each. The Company notes that approval was obtained from shareholders at the 2025 Annual General Meeting for the equivalent value of Performance Rights in lieu of Non-Executive Director fees for the period 1 April 2025 to 31 March 2026. The Performance Rights approved included a service based vesting condition of 50% on 30 September 2025 and 50% on 31 March 2026. However, as the securities were not issued within one month of the date of shareholder approval as required under ASX Listing Rule 10.13.5, the Performance Rights were not issued. The vesting conditions relating to the Performance Rights have been satisfied, and the Company seeks approval to:

- (a) Issue 1,031,047 Ordinary Shares in lieu of the \$77,000 cash payment for annual Non-Executive Director fees, covering the period of service from 1 April 2025 to 31 March 2026 to each of Mr Kennish and Mr Norris (or their nominee/s).
- (b) Issue the Ordinary Shares at a price of \$0.07468 per Ordinary Share, which represents the weighted average price over the period of service, being 1 April 2025 to 31 March 2026.

#### **3.2 Chapter 2E of the Corporations Act**

For a public company, or an entity that the public company controls, to give a financial benefit to a related party of the public company, the public company or entity must:

- (a) obtain the approval of the public company's members in the manner set out in sections 217 to 227 of the Corporations Act; and
- (b) give the benefit within 15 months following such approval,

unless the giving of the financial benefit falls within an exception set out in sections 210 to 216 of the Corporations Act.

The issue of the Ordinary Shares constitutes giving a financial benefit, and Mr Kennish and Mr Norris are related parties of the Company by virtue of being Directors.

The Directors (other than Mr Kennish and Mr Norris, who have a material personal interest in the Resolutions) consider that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of the issue of the Ordinary Shares because the issue of Ordinary Shares to Mr Kennish and Mr Norris is considered reasonable remuneration in the circumstances and was negotiated on an arm's length basis to secure their retention as Directors.

#### **3.3 ASX Listing Rule 10.11**

ASX Listing Rule 10.11 provides that unless one of the exceptions in ASX Listing Rule 10.12 applies, a listed company must not issue or agree to issue equity securities to:

10.11.1 - a related party;

10.11.2 - a person who is, or was at any time in the 6 months before the issue or agreement, a substantial (30%+) holder in the company;

10.11.3 - a person who is, or was at any time in the 6 months before the issue or agreement, a substantial (10%+) holder in the company and who has nominated a director to the board of the company pursuant to a relevant agreement which gives them a right or expectation to do so;

10.11.4 - an associate of a person referred to in 10.11.1 to 10.11.3 above; or

10.11.5 - person whose relationship with the company or a person referred to in 10.11.1 to 10.11.4 above is such that, in ASX's opinion, the issue or agreement should be approved by its shareholders

unless it obtains the approval of its shareholders.

The issue of the Ordinary Shares, the subject of Resolutions 3 and 4, falls within ASX Listing Rule 10.11.1 and does not fall within any of the exceptions in ASX Listing Rule 10.12. The Resolutions therefore require the approval of the Company's Shareholders under ASX Listing Rule 10.11.

Resolutions 3 and 4 seeks the required Shareholder approval to issue a total of 1,031,047 Ordinary Shares to each of Mr Kennish and Mr Norris (or their nominee/s) as payment for their annual Non-Executive Director fees of \$77,000 per annum each, in lieu of a cash payment, under and for the purposes of Listing Rule 10.11. If Resolutions 3 and 4 are passed, the Company will be able to proceed with the issue of the Ordinary Shares the subject of these Resolutions. If Resolution 3 and 4 are not passed, the Company will not be able to proceed with the issue of the Ordinary Shares the subject of these Resolutions and will instead be required to remunerate Mr Kennish and Mr Norris for their Non-Executive Director fees in cash.

### **3.4 Technical Information required by ASX Listing Rule 10.13**

Pursuant to and in accordance with ASX Listing Rule 10.13, the following information is provided in relation to Resolutions 3 and 4:

- i. the Ordinary Shares will be issued to Gregory Kennish and Stephen Norris (or their nominee/s).
- ii. Mr Kennish and Mr Norris are Directors and therefore a related party of the Company under Listing Rule 10.11.1.
- iii. the number of fully paid Ordinary Shares to be issued is 1,031,047 to each of Mr Kennish and Mr Norris.
- iv. the Ordinary Shares to be issued will be issued at a price of \$0.07468, being the equivalent Non-Executive Director fees of \$77,000 per annum each divided by the weighted average price over the period of service (1 April 2025 to 31 March 2026), and will have no restriction.
- v. the Ordinary Shares will be issued no later than one month after the date of the Meeting.
- vi. the Ordinary Shares are being issued as Mr Kennish's and Mr Norris' annual Non-Executive Director fees (in lieu of \$77,000 cash payment) for the period 1 April 2025 to 31 March 2026. Refer to item iv regarding the issue price of Ordinary Shares.
- vii. the purpose of the issue is to satisfy the election by Mr Kennish and Mr Norris to have their annual Non-Executive Director fees issued as Ordinary Shares rather than as a cash payment for the period 1 April 2025 to 31 March 2026.
- viii. The total remuneration package for Mr Kennish and Mr Norris is \$77,000 per annum each, which also represents the total value of the Ordinary Shares for the reasons stated above. The total value of \$77,000 each was accrued as a non-cash expense of \$57,750 in FY25 and \$19,250 in FY26 for each Director.
- ix. the Ordinary Shares are not being issued under an agreement.
- x. a voting exclusion statement is included in the Notice of Meeting.

In accordance with Listing Rule 7.2 Exception 14, approval pursuant to ASX Listing Rule 7.1 is not required for the issue of the Ordinary Shares as approval is being obtained under ASX Listing Rule 10.11. Accordingly, the issue of Ordinary Shares to Mr Kennish and Mr Norris (or their nominee/s) will not be included in the Company's 15% annual placement capacity pursuant to ASX Listing Rule 7.1.

### **3.5 Board recommendation**

The Directors (excluding Mr Gregory Kennish) recommend that Shareholders vote in favour of Resolution 3.

The Directors (excluding Mr Stephen Norris) recommend that Shareholders vote in favour of Resolution 4.

## Issue of Performance Rights to Directors

### Resolution 5: Approval to issue Performance Rights to Patrick Howard

#### 5.1 General

The Company proposes to issue to Mr Patrick Howard (or his nominee/s) 4,282,892 Performance Rights as incentivised remuneration, as follows:

##### Part A: Sign-On Long Term Incentive

1,496,709 Performance Rights representing 32.5% of Mr Howard's fixed remuneration (being \$113,750), with the following vesting conditions:

- (a) One-third of the Part A Performance Rights will vest and become exercisable into Ordinary Shares immediately following successful completion of probation on 16 August 2026 (**Tranche 5.A.1**).
- (b) One-third of the Part A Performance Rights will vest and become exercisable into Ordinary Shares upon Mr Howard remaining in continuous employment of the Company (or a wholly owned subsidiary) for 12 months until 16 February 2027 (**Tranche 5.A.2**).
- (c) One-third of the Part A Performance Rights will vest and become exercisable into Ordinary Shares upon Mr Howard remaining in continuous employment of the Company (or a wholly owned subsidiary) for 24 months until 16 February 2028 (**Tranche 5.A.3**).

##### Part B: 2026 Short Term Incentive Performance Rights

Mr Howard is eligible for an annual maximum Short-Term Incentive (STI) of 35% of full-time annual salary per annum, subject to the achievement of agreed Objectives and Key Results (OKRs) for the financial year ended 31 December 2026. The STI will be delivered as:

- Cash component: 20% (\$24,500)
- Equity component: 80% in Performance Rights (\$98,000)

The OKRs are primarily non-market based measures, with a small component (5%) related to market based performance.

At the Chairman's discretion that the mix of cash and equity can be altered, and the Performance Rights are subject to a requirement that Mr Howard is to remain employed for 12 months to 31 December 2027 following the achievement of OKRs. The Performance Rights will be capable of exercise up to and including the 31 December 2028.

Based on the above criteria and conditions, the Company seeks approval for the issue of 1,289,474 Performance Rights calculated as 28% of Mr Howard's fixed remuneration (being \$98,000) divided by \$0.0760 (being the closing price of the Company's shares when Mr Howard commenced in his role as CEO & Managing Director), subject to the achievement of OKRs and continuous employment to 31 December 2027.

##### Part C: – 2026 Long Term Incentive Performance Rights

1,496,709 Performance Rights representing 32.5% of Mr Howard's fixed remuneration (being \$113,750), with the following vesting conditions:

- (a) **Tranche 5.C.1:** Achievement of share price hurdle greater to or equal to \$0.12 (based on the 5-day VWAP as at each year end 31 December below), with vesting to occur in three equal tranches and assessed on the following dates:
  - 31 December 2026: One-ninth of Part C Performance Rights (166,301)
  - 31 December 2027: One-ninth of Part C Performance Rights (166,301)
  - 31 December 2028: One-ninth of Part C Performance Rights (166,301)
- (b) **Tranche 5.C.2:** Achievement of share price hurdle greater to or equal to \$0.16 (based on the 5-day VWAP as at each year end 31 December below), with vesting to occur in three equal tranches and assessed on the following dates:

- 31 December 2026: One-ninth of Part C Performance Rights (166,301)
  - 31 December 2027: One-ninth of Part C Performance Rights (166,301)
  - 31 December 2028: One-ninth of Part C Performance Rights (166,301)
- (c) **Tranche 5.C.3:** Achievement of share price hurdle greater to or equal to \$0.20 (based on the 5-day VWAP as at each year end 31 December below), with vesting to occur in three equal tranches and assessed on the following dates:
- 31 December 2026: One-ninth of Part C Performance Rights (166,301)
  - 31 December 2027: One-ninth of Part C Performance Rights (166,301)
  - 31 December 2028: One-ninth of Part C Performance Rights (166,301)

In order for the Part C Performance Rights to vest, Mr Howard must remain in continuous employment of the Company (or a wholly owned subsidiary) during the period of assessment.

## 5.2 Chapter 2E of the Corporations Act

For a public company, or an entity that the public company controls, to give a financial benefit to a related party of the public company, the public company or entity must:

- (a) obtain the approval of the public company's members in the manner set out in sections 217 to 227 of the Corporations Act; and
- (b) give the benefit within 15 months following such approval,

unless the giving of the financial benefit falls within an exception set out in sections 210 to 216 of the Corporations Act.

The issue of the Performance Rights constitutes giving a financial benefit, and Mr Howard is a related party of the Company by virtue of being the Managing Director.

The Directors (other than Mr Howard, who has a material personal interest in the Resolution) consider that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of the issue of the Performance Rights because the issue of Performance Rights to Mr Howard is considered reasonable remuneration in the circumstances and was negotiated on an arm's length basis to secure his retention as an employee.

## 5.3 ASX Listing Rule 10.14

ASX Listing Rule 10.14 provides that the Company must not permit any of the following persons to acquire equity securities under an employee incentive scheme without the approval of shareholders:

10.14.1 - a Director of the Company;

10.14.2 - an associate of the Director of the Company;

10.14.3 - a person whose relationship with the Company or a person referred to in 10.14.1 or 10.14.2 is such that, in ASX's opinion, the acquisition should be approved by its shareholders.

The issue of the Performance Rights, the subject of this Resolution, falls within ASX Listing Rule 10.14.1 and therefore requires the approval of the Company's Shareholders under ASX Listing Rule 10.14.

This Resolution seeks the required Shareholder approval to issue a total of 4,282,892 Performance Rights to Mr Howard (or his nominee/s) as incentivised remuneration, under and for the purposes of Listing Rule 10.14. If this Resolution is passed, the Company will be able to proceed with the issue of the Performance Rights the subject of this Resolution. If this Resolution is not passed, the Company will not be able to proceed with the issue of the Performance Rights the subject of this Resolution and will instead consider alternative remuneration options for Mr Howard.

## 5.4 Technical Information required by ASX Listing Rule 10.15

Pursuant to and in accordance with ASX Listing Rule 10.15, the following information is provided in relation to this Resolution:

- i. the Performance Rights will be issued to Mr Patrick Howard (or his nominee/s).

- ii. Mr Howard is a Director and therefore a related party of the Company under Listing Rule 10.14.1. Should Mr Howard provide a nominee entity, this will be a related party under Listing Rule 10.14.2.
- iii. the number of Performance Rights to be issued is 4,282,892.
- iv. The total annual remuneration package of Mr Howard is as follows:
 

|                                                                  |                  |
|------------------------------------------------------------------|------------------|
| Total Fixed Remuneration (Base salary including superannuation): | \$350,000        |
| Short Term Incentive (35% of Total Fixed Remuneration):          | \$122,500        |
| Long Term Incentive (32.5% of Total Fixed Remuneration):         | <u>\$113,750</u> |
|                                                                  | <u>\$586,250</u> |

*\* The Part A sign-on Performance Rights are not annual issue.*

- v. There have been no previous issues of Performance Rights to Mr Howard and/or his associate.
- vi. A summary of the material terms of the Performance Rights is set out in Section 5.1 (above). The Company has chosen to issue Performance Rights as part of Mr Howard's remuneration package in order to secure his continuity of service and provide a performance linked incentive component, and to motivate and reward his performance in the achievement of the vesting conditions within the relevant time periods. This is also considered a cost-effective remuneration practice, and is considered reasonable given the vesting conditions will align the interests of Mr Howard with those of Shareholders. The estimated total value of the Performance Rights<sup>(+)</sup> is \$162,927 to be accrued as a non-cash expense of \$66,415 in FY26, \$87,034 in FY27, \$9,478 in FY28 and \$472 in FY29.

*(+) Of the 4,282,892 Performance Rights the subject of this Resolution, the values have been determined using the following methodologies by an independent valuation:*

*2,721,709 Performance Rights: valued based on an underlying Share price of \$0.0530, using a risk-free rate of 4.722% and a volatility rate of 68.0% (using the Black-Scholes Option Pricing methodology).*

*1,561,183 Performance Rights: valued based on an underlying Share price of \$0.0530, using a risk-free rate range of 4.589% to 4.722% and a volatility rate range of 58.0% to 68.0% (using the Monte Carlo Simulation methodology).*

- vii. The Performance Rights will be issued no later than three years after the date of the Meeting.
- viii. The Performance Rights are being issued to Mr Howard for nil as the Performance Rights are being issued to Mr Howard as part of his remuneration package. The exercise price of the Performance Rights is nil.
- ix. The Performance Rights to be issued are on the terms and conditions of the Company's Performance Rights Plan, a summary of which is set out in Schedule 1.
- x. The Performance Rights are not being issued under any loan agreement.
- xi. Details of any Performance Rights issued to Mr Howard under the Company's Performance Rights Plan will be published in the Company's annual report in the relevant financial year, noting the approval obtained from shareholders under ASX Listing Rule 10.14. Any additional persons covered by Listing Rule 10.14 who become entitled to participate in an issue of securities under the scheme after the resolution is approved and who were not named in the notice of meeting will not participate until approval is obtained under that rule.
- xii. A voting exclusion statement is included in the Notice of Meeting.

In accordance with Listing Rule 7.2 Exception 14, approval pursuant to ASX Listing Rule 7.1 is not required for the issue of the Performance Rights as approval is being obtained under ASX Listing Rule 10.14. Accordingly, the issue of Performance Rights to Mr Howard (or his nominee/s) will not be included in the Company's 15% annual placement capacity pursuant to ASX Listing Rule 7.1.

## 5.5 Board recommendation

The Directors (excluding Mr Patrick Howard) recommend that Shareholders vote in favour of Resolution 5.

## Resolution 6: Approval to issue Performance Rights to Graham Russell

### 6.1 General

The Company proposes to issue to Mr Graham Russell (or his nominee/s) 1,759,867 Performance Rights as incentivised remuneration, as follows:

#### Part A: 2025 Short Term Incentive Performance Rights

131,578 Performance Rights representing \$10,000 with the following vesting conditions:

- (a) 65,789 Performance Rights vest and become exercisable into Shares immediately (**Tranche 6.A.1**);
- (b) 65,789 Performance Rights vest and become exercisable into Shares upon Mr Russell continuously remaining an employee of the Company or a wholly owned subsidiary of it until 31 March 2027 (**Tranche 6.A.2**);
- (c) Mr Russell continues to remain a Director the Company as at the date the vesting criteria is satisfied;
- (d) The Tranche 6.A.1 Performance Rights will be capable of exercise up to and including the 31 March 2028; and
- (e) The Tranche 6.A.2 Performance Rights will be capable of exercise up to and including the 31 March 2028, provided the vesting criteria has been satisfied on or before 31 March 2027.

#### Part B: 2026 Short Term Incentive Performance Rights

Mr Russell is eligible for an annual maximum Short-Term Incentive (STI) of 30% of full-time annual salary per annum, subject to the achievement of agreed Objectives and Key Results (OKRs) for the financial year ended 31 December 2026. The STI will be delivered as:

- Cash component: 50% (\$41,250)
- Equity component: 50% in Performance Rights (\$41,250)

At the Chairman's discretion that the mix of cash and equity can be altered, and the Performance Rights are subject to a requirement that Mr Russell is to remain employed for 12 months to 31 December 2027 following the achievement of OKRs. The Performance Rights will be capable of exercise up to and including the 31 December 2028.

Based on the above criteria and conditions, the Company seeks approval for the issue of 542,763 Performance Rights calculated as 15% of Mr Russell's fixed remuneration (being \$41,250) divided by \$0.0760 (being the closing price of the Company's shares when Mr Russell commenced in his role as Founder and Executive Director, Strategy and Growth), subject to the achievement of OKRs and continuous employment to 31 December 2027.

#### Part C: – 2026 Long Term Incentive Performance Rights

1,085,526 Performance Rights representing 30% of Mr Russell's fixed remuneration (being \$82,500), with the following vesting conditions:

- (a) **Tranche 6.C.1:** Achievement of share price hurdle greater to or equal to \$0.12 (based on the 5-day VWAP as at each year end 31 December below), with vesting to occur in three equal tranches and assessed on the following dates:
  - 31 December 2026: One-ninth of Part C Performance Rights (120,614)
  - 31 December 2027: One-ninth of Part C Performance Rights (120,614)
  - 31 December 2028: One-ninth of Part C Performance Rights (120,614)

- (b) **Tranche 6.C.2:** Achievement of share price hurdle greater to or equal to \$0.16 (based on the 5-day VWAP as at each year end 31 December below), with vesting to occur in three equal tranches and assessed on the following dates:
  - 31 December 2026: One-ninth of Part C Performance Rights (120,614)
  - 31 December 2027: One-ninth of Part C Performance Rights (120,614)
  - 31 December 2028: One-ninth of Part C Performance Rights (120,614)
- (c) **Tranche 6.C.3:** Achievement of share price hurdle greater to or equal to \$0.20 (based on the 5-day VWAP as at each year end 31 December below), with vesting to occur in three equal tranches and assessed on the following dates:
  - 31 December 2026: One-ninth of Part C Performance Rights (120,614)
  - 31 December 2027: One-ninth of Part C Performance Rights (120,614)
  - 31 December 2028: One-ninth of Part C Performance Rights (120,614)

In order for the Part C Performance Rights to vest, Mr Russell must remain in continuous employment of the Company (or a wholly owned subsidiary) during the period of assessment.

## 6.2 Chapter 2E of the Corporations Act

For a public company, or an entity that the public company controls, to give a financial benefit to a related party of the public company, the public company or entity must:

- (a) obtain the approval of the public company's members in the manner set out in sections 217 to 227 of the Corporations Act; and
- (b) give the benefit within 15 months following such approval,

unless the giving of the financial benefit falls within an exception set out in sections 210 to 216 of the Corporations Act.

The issue of the Performance Rights constitutes giving a financial benefit, and Mr Russell is a related party of the Company by virtue of being the Executive Director and substantial shareholder.

The Directors (other than Mr Russell, who has a material personal interest in the Resolution) consider that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of the issue of the Performance Rights because the issue of Performance Rights to Mr Russell is considered reasonable remuneration in the circumstances and was negotiated on an arm's length basis to secure his retention as an employee.

## 6.3 ASX Listing Rule 10.14

ASX Listing Rule 10.14 provides that the Company must not permit any of the following persons to acquire equity securities under an employee incentive scheme without the approval of shareholders:

- 10.14.1 - a Director of the Company;
- 10.14.2 - an associate of the Director of the Company;
- 10.14.3 - a person whose relationship with the Company or a person referred to in 10.14.1 or 10.14.2 is such that, in ASX's opinion, the acquisition should be approved by its shareholders.

The issue of the Performance Rights, the subject of this Resolution, falls within ASX Listing Rule 10.14.1 and therefore requires the approval of the Company's Shareholders under ASX Listing Rule 10.14.

This Resolution seeks the required Shareholder approval to issue a total of 1,759,867 Performance Rights to Mr Russell (or his nominee/s) as incentivised remuneration, under and for the purposes of Listing Rule 10.14. If this Resolution is passed, the Company will be able to proceed with the issue of the Performance Rights the subject of this Resolution. If this Resolution is not passed, the Company will not be able to proceed with the issue of the Performance Rights the subject of this Resolution and will instead consider alternative remuneration options for Mr Russell.

## 6.4 Technical Information required by ASX Listing Rule 10.15

Pursuant to and in accordance with ASX Listing Rule 10.15, the following information is provided in relation to this Resolution:

- i. the Performance Rights will be issued to Mr Graham Russell (or his nominee/s).
- ii. Mr Russell is a Director and therefore a related party of the Company under Listing Rule 10.14.1. Should Mr Russell provide a nominee entity, this will be a related party under Listing Rule 10.14.2.
- iii. the number of Performance Rights to be issued is 1,759,867.
- iv. The total annual remuneration package of Mr Russell is as follows:
 

|                                                                  |                  |
|------------------------------------------------------------------|------------------|
| Total Fixed Remuneration (Base salary including superannuation): | \$275,000        |
| Short Term Incentive (30% of Total Fixed Remuneration):          | \$ 82,500        |
| Long Term Incentive (30% of Total Fixed Remuneration):           | <u>\$ 82,500</u> |
|                                                                  | \$440,000        |

Mr Russell is also entitled to commission under the Talius Sales Commission plan, which is 3% on all primary client sales.
- v. The previous issues of Performance Rights to Mr Russell and/or his associate are as follows:
 

|              |           |                     |                          |
|--------------|-----------|---------------------|--------------------------|
| 15 June 2020 | 1,500,000 | Exercise price: Nil | Fully vested & exercised |
| 19 May 2022  | 400,000   | Exercise price: Nil | Fully vested & exercised |
| 19 May 2022  | 800,000   | Exercise price: Nil | Fully vested & exercised |
- vi. A summary of the material terms of the Performance Rights is set out in Section 6.1 (above). The Company has chosen to issue Performance Rights as part of Mr Russell's remuneration package in order to secure his continuity of service and provide a performance linked incentive component, and to motivate and reward his performance in the achievement of the vesting conditions within the relevant time periods. This is also considered a cost-effective remuneration practice, and is considered reasonable given the vesting conditions will align the interests of Mr Russell with those of Shareholders. The estimated total value of the Performance Rights<sup>(+)</sup> are \$47,924 to be accrued as a non-cash expense of \$7,402 in FY25, \$14,387 in FY26, \$22,855 in FY27, \$2,938 in FY28 and \$342 in FY29.

*(+) Of the 1,759,867 Performance Rights the subject of this Resolution, the values have been determined using the following methodologies by an independent valuation:*

*647,203 Performance Rights: valued based on an underlying Share price of \$0.0530, using a risk-free rate range of 2.952% to 4.722% and a volatility rate range of 58.0% to 68.0% (using the Black-Scholes Option Pricing methodology).*

*1,112,664 Performance Rights: valued based on an underlying Share price of \$0.0530, using a risk-free rate range of 4.589% to 4.722% and a volatility rate range of 58.0% to 68.0% (using the Monte Carlo Simulation methodology).*

- vii. The Performance Rights will be issued no later than three years after the date of the Meeting.
- viii. The Performance Rights are being issued to Mr Russell for nil as the Performance Rights are being issued as part of his remuneration package. The exercise price of the Performance Rights is nil.
- ix. The Performance Rights to be issued are on the terms and conditions of the Company's Performance Rights Plan, a summary of which is set out in Schedule 1.
- x. The Performance Rights are not being issued under any loan agreement.
- xi. Details of any Performance Rights issued to Mr Russell under the Company's Performance Rights Plan will be published in the Company's annual report in the relevant financial year, noting the approval obtained from shareholders under ASX Listing Rule 10.14. Any additional persons covered by Listing Rule 10.14 who become entitled to participate in an issue of securities under the scheme after the resolution is approved and who were not named in the notice of meeting will not participate until approval is obtained under that rule.
- xii. A voting exclusion statement is included in the Notice of Meeting.

In accordance with Listing Rule 7.2 Exception 14, approval pursuant to ASX Listing Rule 7.1 is not required for the issue of the Performance Rights as approval is being obtained under ASX Listing Rule 10.14. Accordingly, the issue of Performance Rights to Mr Russell (or his nominee/s) will not be included in the Company's 15% annual placement capacity pursuant to ASX Listing Rule 7.1.

## 6.5 Board recommendation

The Directors (excluding Mr Graham Russell) recommend that Shareholders vote in favour of Resolution 6.

## **Resolution 7: Ratification of Placement Shares and Options**

### **7.1 Background**

In a Placement that was completed 6 November 2025, the Company announced it had successfully raised gross proceeds of A\$4.0 million pursuant to a placing of 50,000,000 new ordinary shares (Placement Shares) at an issue price of A\$0.08 per share which were issued without shareholder approval under ASX Listing Rule 7.1 and 7.1A (the Placement). In addition, under ASX Listing 7.1 2,000,000 unlisted Options were issued to Cygnet Capital Pty Ltd as lead manager of the Placement capital raise. The Options have an issue price of \$0.0001 per Option, exercise price of \$0.14 and expiry date of 30 June 2027.

It was announced at the time that the proceeds of the Placement, combined with Talius' existing cash holdings, will further support the enhancements to the Talius Platform for further scale and to support future working capital requirements for growth and commercial expansion.

### **7.2 Purpose**

Resolution 7 is seeking to ratify the prior issue of the 50,000,000 Placement Shares and 2,000,000 Options that were issued on 6 November 2025.

| <b>Securities issued</b>          | <b>Ordinary Shares</b> | <b>Unlisted Options</b> |
|-----------------------------------|------------------------|-------------------------|
| Under ASX Listing Rule 7.1 (15%)  | 21,325,119             | 2,000,000               |
| Under ASX Listing Rule 7.1A (10%) | 28,674,881             | -                       |
| Total                             | 50,000,000             | 2,000,000               |

ASX Listing Rule 7.1 provides that a listed company may not, subject to specific exceptions, issue or agree to issue more equity securities in any 12 month period, which exceeds 15% of the number of issued securities of the Company held at the beginning of the 12 month period, except with the prior approval of shareholders of the company in a general meeting.

ASX Listing Rule 7.4 provides that where a Company in a general meeting ratifies the previous issue of securities made pursuant to ASX Listing Rule 7.1 (and provided the issue did not breach Listing Rule 7.1) those securities will be deemed to have been made with shareholder approval for the purpose of ASX Listing Rule 7.1.

The Company wishes to retain as much flexibility as possible to issue additional Equity Securities into the future without having to obtain Shareholder approval for such issues under Listing Rules 7.1 and 7.1A, and thus the Company is seeking ratification of the issue of 50,000,000 Ordinary Shares and 2,000,000 Options in accordance with Listing Rule 7.4.

The Company confirms that the issue of the 50,000,000 Placement Shares and 2,000,000 Options did not breach ASX Listing Rule 7.1 and 7.1A, and the Company seeks subsequent shareholder approval for these issues under and for the purpose of ASX Listing Rule 7.4 and all other purposes.

### **7.3 Technical information required by ASX Listing Rule 14.1A**

If Resolution 7 is passed, the prior issue of the Placement Shares and Options will be treated as having been made with approval under ASX Listing Rule 7.1 and be excluded in calculating the Company's 15% capacity under Listing Rule 7.1, and 10% capacity under Listing Rule 7.1A, effectively increasing the number of Equity Securities it can issue without shareholder approval over the 12 month period

following the date of issue.

If Resolution 7 is not passed, the 50,000,000 Placement Shares and 2,000,000 Options will be included in calculating the Company's 15% limit in Listing Rule 7.1 and 10% limit in Listing Rule 7.1A, effectively decreasing the number of equity securities the Company can issue without shareholder approval over the 12-month period following the date of issue.

#### **7.4 Technical information required by ASX Listing Rule 7.5**

For the purpose of ASX Listing Rule 7.5, Shareholders are advised of the following particulars of the allotment and issue:

##### Placement Shares:

- (a) the Placement Shares were issued to institutional, sophisticated and professional shareholders under the management of Cygnet Capital Pty Ltd, none of which are related parties of the Company. A substantial holder of the Company, Mr Kyle Haynes, was issued 4,000,000 Ordinary Shares, being 1.39% of the Company's Ordinary Shares at the time of the Placement and was disclosed in the Change of substantial holder notice provided by Mr Haynes on 10 November 2025.
- (b) 50,000,000 Shares were issued (21,325,119 Shares under Listing Rule 7.1 and 28,674,881 Shares under Listing Rule 7.1A), and all the Placement Shares are fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares.
- (c) the Placement Shares were issued on 6 November 2025.
- (d) the issue price was \$0.08 per Placement Share.
- (e) the purpose of the Placement was to raise funds to support further enhancements to the Talius Platform for further scale and to support future working capital requirements for growth and commercial expansion.
- (f) the Placement Shares were issued under Subscription Agreement, the material terms are detailed in (a) to (e) above.
- (g) a voting exclusion clause is included in the Notice of Meeting.

##### Options:

- (a) the Options were issued to Cygnet Capital Pty Ltd as part consideration as lead manager of the capital raise by Placement.
- (b) 2,000,000 Options were issued under Listing Rule 7.1 to Cygnet Capital Pty Ltd.
- (c) the Options were issued on 6 November 2025.
- (d) the issue price was \$0.0001 per Option, the exercise price is \$0.14 per Option, have an expiry date of 30 June 2027 and the 2,000,000 Options will exercise into 2,000,000 Ordinary Shares (and will rank equally in all respects).
- (e) the purpose of the Options issue is part consideration to the lead manager of the Placement, Cygnet Capital Pty Ltd.
- (f) the Options were issued under the mandate letter with Cygnet Capital Pty Ltd, dated 23 October 2025.
- (g) a voting exclusion clause is included in the Notice of Meeting.

#### **7.5 Board recommendation**

The Directors unanimously recommend that Shareholders vote in favour of Resolution 7 and confirm that they intend to vote any Shares that they own or control in favour of Resolution 7.

The Chair of the Meeting intends to vote all undirected proxies in favour of Resolution 7.

## **Resolution 8: Renewal of Proportional Takeover Provisions**

### **8.1 General**

The Company's Constitution contains proportional takeover approval provisions under clause 36 (Proportional Takeover Provisions). In accordance with section 648G of the Corporations Act 2001 and clause 36.6, these Proportional Takeover Provisions cease to have effect on the third anniversary of the date of the adoption of the last renewal.

The renewal of clause 36 has not taken place in the past and shareholder approval is therefore being sought to reinstate clause 36.

### **8.2 Purpose**

A proportional takeover bid is a takeover offer where a bidder offers to acquire only a proportion of each shareholder's shares rather than all shares in the Company.

The Proportional Takeover Provisions are intended to assist shareholders to receive proper value for their Shares by requiring that Shareholders vote on whether to allow a proportional takeover bid to proceed.

If the Proportional Takeover Provisions are renewed and a proportional takeover bid is made, the Directors will be required to convene a meeting of Shareholders to vote on a resolution to approve the proportional takeover bid. The bidder and its associates will not be permitted to vote on the resolution. If shareholders do not approve the bid, the bid will not proceed.

The Directors consider that the Proportional Takeover Provisions provide shareholders with an opportunity to decide collectively whether a proportional takeover bid is in their best interests.

### **8.3 Advantages and Disadvantages of Proportional Takeover Provisions**

If Resolution 8 is passed, the benefits of the Proportional Takeover Provisions for shareholders include:

- (a) Shareholders have the opportunity to vote on whether a proportional takeover bid should proceed.
- (b) Shareholders are able to consider the proportional takeover bid as a whole and vote accordingly.
- (c) The Proportional Takeover Provisions may discourage takeover bids that are not in the best interests of shareholders.
- (d) The provisions assist in preventing control of the Company passing to a bidder without shareholders having the opportunity to consider the bid.
- (e) Shareholders are not forced to accept a bid for only part of their shareholding.

If Resolution 8 is not passed, the potential disadvantages of the Proportional Takeover Provisions for shareholders include:

- (a) The Proportional Takeover Provisions may discourage proportional takeover bids.
- (b) The provisions may reduce the likelihood of a proportional takeover bid being made.
- (c) The provisions may be considered an additional restriction on the ability of Shareholders to dispose of their Shares.

The Directors are not aware of any proportional takeover bids having been made for the Company to date.

### **8.4 Technical information required by the Corporations Act**

If Resolution 8 is passed, the Proportional Takeover Provisions will be renewed for a period of three years from the date of the Meeting.

If Resolution 8 is not passed, the Proportional Takeover Provisions will continue as expired and not be in effect.

The Resolution is a special resolution and therefore requires approval of at least 75% of the votes cast by Shareholders entitled to vote on the Resolution.

There are no voting exclusions that apply to this Resolution.

#### **8.5 Board recommendation**

The Directors unanimously recommend that Shareholders vote in favour of Resolution 8. The Chair of the Meeting intends to vote all undirected proxies in favour of Resolution 8.

## **Resolution 9: Approval of 10% Placement Capacity**

### **9.1 General**

ASX Listing Rule 7.1A enables eligible entities to seek the approval of the holders of its ordinary securities to issue Equity Securities up to 10% of its issued share capital (10% Placement Facility). The 10% Placement Facility is in addition to the Company's 15% placement capacity under ASX Listing Rule 7.1. An eligible entity for the purposes of ASX Listing Rule 7.1A is an entity that is not included in the S&P/ASX 300 Index and has a market capitalisation of \$300 million or less.

The Company, as at 31 March 2026, had a market capitalisation of \$18.06 million and is not included in the S&P/ASX 300 Index and as such is an eligible entity for these purposes.

Broadly speaking, and subject to a number of exceptions, Listing Rule 7.1 limits the amount of equity securities that a listed company can issue without the approval of its shareholders over any 12 month period to 15% of the fully paid ordinary securities it had on issue at the start of that period.

Under Listing Rule 7.1A, however, an eligible entity can seek approval from its members, by way of a special resolution passed at its annual general meeting, to increase this 15% limit by an extra 10% to 25%.

Resolution 9 seeks Shareholder approval by way of special resolution for the Company to have the additional 10% capacity provided for in Listing Rule 7.1A to issue equity securities without Shareholder approval (10% Placement Capacity).

If Resolution 9 is passed, the Company will benefit from the flexibility to issue up to 10% of its issued capital (being the maximum number of securities permitted under ASX Listing Rule 7.1A) in the next 12 months (without further Shareholder approval), should such an issue be required.

If Resolution 9 is not passed, the Company will not be able to access the 10% Placement Capacity and will remain subject to the 15% limit on issuing equity securities without Shareholder approval set out in Listing Rule 7.1.

The Board considers it is in the Company's best interests to have the opportunity to take advantage of the flexibility to issue additional securities provided under ASX Listing Rule 7.1A. As at the date of this Notice, the Company had utilised the 10% capacity through its issue of 28,674,881 ordinary shares under the Placement detailed under Resolution 7. At present, no decision has been made by the Board to undertake any further issue of securities under the 10% Placement Capacity if Shareholders approve this Resolution.

The information below provides more background on ASX Listing Rule 7.1A and the disclosure required by ASX Listing Rule 7.3A.

### **9.2 Description of ASX Listing Rule 7.1A**

#### **(a) Securities which may be issued under the 10% Placement Capacity**

Under the 10% Placement Capacity, the Company must issue Equity Securities belonging to an existing quoted class of the Company's Equity Securities. As at the date of this Notice, the Company has on issue one class of quoted Equity Securities, being fully paid ordinary shares (ASX Code: TAL).

#### **(b) Minimum issue price**

Equity Securities issued under the 10% Placement Capacity must be issued for cash consideration per security which is not less than 75% of the volume weighted average market price for the securities in that class, calculated over the 15 ASX trading days on which trades of securities in that class were recorded immediately before:

- (i) the date on which the price at which the securities are to be issued is agreed by the Company and the recipient of the securities; or
- (ii) if the securities are not issued within 10 ASX trading days of the date in paragraph (i) above, the date on which the securities are issued.

The Company will disclose this information when Equity Securities are issued under the 10% Placement Capacity.

- (c) Period for which approval will be valid

Shareholder approval of the 10% Placement Capacity will be valid for the period commencing on the date of the Meeting at which the approval is obtained and expiring on the first to occur of the following:

- (i) the date that is 12 months after the date of the Meeting; or
- (ii) the time and date of the Company's next annual general meeting; or
- (iii) if the Company receives Shareholder approval for a proposed transaction under ASX Listing Rule 11.1.2 (significant change to the nature or scale of activities) or ASX Listing Rule 11.2 (disposal of main undertaking), the time and date of that approval,

**(10% Placement Capacity Period).**

- (d) Dilution risks

If Equity Securities are issued under the 10% Placement Capacity, there is a risk of economic and voting dilution of existing Shareholders, including the following risks:

- (i) the market price for Equity Securities in the class of securities issued under the 10% Placement Capacity may be significantly lower on the issue date than on the date of the approval under ASX Listing Rule 7.1A (that is, the date of the Meeting, if Resolution 9 is approved); and
- (ii) the Equity Securities may be issued under the 10% Placement Capacity at a discount to the market price for those Equity Securities on the issue date,

which may have an effect on the amount of funds raised by the issue of the Equity Securities.

The below table shows the potential dilution of existing Shareholders on the basis of the market price of Shares and the number of ordinary securities for variable "A" calculated in accordance with the formula in ASX Listing Rule 7.1A.2, both as at 31 March 2026.

The below table also shows:

- (i) two examples where variable "A" has increased, by 50% and 100%. Variable "A" is based on the number of ordinary securities the Company has on issue as at 31 March 2026. The number of ordinary securities on issue may increase as a result of issues of ordinary securities that do not require Shareholder approval (for example, a pro rata entitlement offer or securities issued under a takeover offer) or future specific placements under Listing Rule 7.1 that are approved at a future general meeting; and
- (iii) two examples of where the issue price of ordinary securities has decreased by 50% and increased by 50% as against the market price as at 31 March 2026.

| Number of Shares on Issue (Variable 'A' in ASX Listing Rule 7.1A2) | Dilution                                |                                            |                         |                                            |
|--------------------------------------------------------------------|-----------------------------------------|--------------------------------------------|-------------------------|--------------------------------------------|
|                                                                    | Issue Price<br>(per Share)              | \$0.0265<br>50% decrease in<br>Issue Price | \$0.0530<br>Issue Price | \$0.0795<br>50% increase in<br>Issue Price |
| 340,839,922 (Current Variable A)                                   | Shares issued -<br>10% voting dilution. | 34,083,992                                 | 34,083,992              | 34,083,992                                 |
|                                                                    | Shares                                  |                                            |                         |                                            |
|                                                                    | Funds Raised                            | \$903,225.79                               | \$1,806,451.59          | \$2,709,677.38                             |
| 511,259,883 (50% increase in Variable A)                           | Shares issued -<br>10% voting dilution. | 51,125,988                                 | 51,125,988              | 51,125,988                                 |
|                                                                    | Shares                                  |                                            |                         |                                            |
|                                                                    | Funds Raised                            | \$1,354,838.69                             | \$2,709,677.38          | \$4,064,516.07                             |
| 681,679,844 (100% increase in Variable A)                          | Shares issued -<br>10% voting dilution. | 68,167,984                                 | 68,167,984              | 68,167,984                                 |
|                                                                    | Shares                                  |                                            |                         |                                            |
|                                                                    | Funds Raised                            | \$1,806,451.59                             | \$3,612,903.17          | \$5,419,354.76                             |

\*The number of Shares on issue (Variable A in the formula) could increase as a result of the issue of Shares that do not require Shareholder approval (such as under a pro-rata rights issue or scrip issued under a takeover offer) or that are issued with Shareholder approval under Listing Rule 7.1.

The table above uses the following assumptions:

1. There are currently 340,839,922 Shares on issue.
2. The issue price set out above is the closing price of the Shares on the ASX on 31 March 2026. This price is indicative only and does not consider the 25% discount to market that these shares may be issued at.
3. The Company issues the maximum possible number of Equity Securities under the 10% Placement Capacity.
4. The Company has not issued any Equity Securities in the 12 months prior to the Meeting that were not issued under an exception in ASX Listing Rule 7.2 or with approval under ASX Listing Rule 7.1. The Company has also issued securities under ASX Listing Rule 7.1A.
5. The issue of Equity Securities under the 10% Placement Capacity consists only of Shares and the consideration provided for those Shares is cash. It is assumed that no Options are exercised or Performance Rights are converted into Shares before the date of issue of the Equity Securities.
6. The calculations above do not show the dilution that any one particular Shareholder will be subject to. All Shareholders should consider the dilution caused to their own shareholding depending on their specific circumstances.
7. This table does not set out any dilution pursuant to approvals under ASX Listing Rule 7.1.
8. The 10% voting dilution reflects the aggregate percentage dilution against the issued share capital at the time of issue. This is why the voting dilution is shown in each example as 10%.

#### (e) Purpose of issues under 10% Placement Capacity

The Company may issue Equity Securities under the 10% Placement Capacity to raise cash to fund the following:

- (i) general working capital expenses;
- (ii) activities associated with its current business;
- (iii) repayment of debt; or
- (iv) the acquisition of new assets and investments (including any expenses associated with such an acquisition).

The Company will comply with the disclosure requirements of ASX Listing Rule 7.1A.4 and 3.10.5(a) on issue of any Equity Securities pursuant to the approval sought by Resolution 9.

#### (f) Allocation policy under 10% Placement Capacity

The Company's allocation policy and the identity of the recipients of Equity Securities issued under the 10% Placement Capacity will be determined on a case-by-case basis at the time of issue and at the Company's discretion.

No decision has been made in relation to an issue of Equity Securities under the 10% Placement Capacity, including whether the Company will engage with new investors or existing Shareholders, and if so the identities of any such persons.

However, when determining the allocation policy and the identity of the recipients, the Company will have regard to the following considerations:

- (i) prevailing market conditions;
- (ii) the purpose for the issue of the Equity Securities;
- (iii) the financial situation and solvency of the Company;
- (iv) impacts of the placement on control;
- (v) other methods of raising capital; and
- (vi) advice from corporate, financial and broking advisers (if applicable).

Recipients may include existing Shareholders or new investors, but not persons who are related parties or associates of related parties of the Company. The issue can only be made for cash consideration.

(g) Previous issues under the 10% Placement Capacity

The Company has issued Equity Securities under the 10% Placement Capacity approved by Shareholders at the 2025 AGM within the 12 months prior to the date of the Meeting.

The Company has issued 28,674,881 Shares pursuant to the previous approval sought under Listing Rule 7.1A. The Shares were issued to institutional, professional and sophisticated investors and other persons to whom no disclosure was required under section 708 of the Corporations Act. Cygnet Capital Pty Ltd was the lead manager engaged for the capital raise.

For the purposes of Listing Rule 7.3A.6(a), the Equity Securities issued under Listing Rule 7.1A.2 on 6 November 2025 of 28,674,881 Ordinary Shares represented 11.1% of Equity Securities on issue at the commencement of that 12 month period.

Details of all the Equity Securities issued by the Company under Listing Rule 7.1A.2 in the preceding 12 months of the meeting are detailed below:

|                      |                                                                                                                                                                                                                                                                                                                                                                                                                                                             |
|----------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>Date</b>          | 6 November 2025                                                                                                                                                                                                                                                                                                                                                                                                                                             |
| <b>Number</b>        | 28,674,881                                                                                                                                                                                                                                                                                                                                                                                                                                                  |
| <b>Class</b>         | Ordinary Fully Paid Shares                                                                                                                                                                                                                                                                                                                                                                                                                                  |
| <b>Recipients</b>    | Applicants to Share Placement, who were institutional, professional and sophisticated investors.                                                                                                                                                                                                                                                                                                                                                            |
| <b>Issue Price</b>   | \$0.080 per Share (discount of 10% to 15-day VWAP)                                                                                                                                                                                                                                                                                                                                                                                                          |
| <b>Consideration</b> | <p>Cash Consideration raised for issue of LR7.1A shares \$2,293,990 of a total of \$4,000,000 million raised (excluding costs associated with the capital raise), with the net proceeds being applied towards:</p> <p>Combined with Talius' existing cash holdings, the funds raised will support further enhancements to the Talius Platform for further scale and to support future working capital requirements for growth and commercial expansion.</p> |

|  |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   |
|--|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
|  | <p>As at the date of this Notice of Meeting the Company is still in the midst of executing projects and workstreams which the proceeds of the capital raise has and is being applied to.</p> <p>It is not possible as this juncture to state with accuracy the exact amount of the funds raised that have been spent. Shareholders are referred to the March 2026 Appendix 4C which will have been issued to the market before the date of the Meeting for up-to-date details of the cash balance and expenditure which the Company incurred which includes the proceeds of the funds raised.</p> |
|--|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|

### **9.3 Voting exclusion**

Notwithstanding that at the time of dispatching this Notice, the Company is not proposing to make an issue of Equity Securities under the 10% Placement Capacity, a voting exclusion statement has nevertheless been included in this Notice of Meeting.

### **9.4 Board Recommendation**

The Directors consider that the approval of the 10% Placement Facility described above is beneficial for the Company as it provides the Company with the flexibility to issue up to 10% of its issued capital (being the maximum number of securities permitted under ASX Listing Rule 7.1A) in the next 12 months (without further Shareholder approval), should such an issue be required.

Accordingly, each of the Directors recommends that Shareholders vote in favour of Resolution 9.

## Glossary

**\$ or \$A** means Australian dollars.

**10% Placement Capacity** has the meaning given in Section 9.2.

**Annual General Meeting** or **Meeting** means the annual general meeting of the Company convened by this Notice.

**Annual Report** means the Directors' Report, the Financial Report and Auditor's Report in respect to the financial year ended 31 December 2025.

**ASIC** means the Australian Securities & Investments Commission.

**ASX** means ASX Limited (ACN 008 624 691) or the financial market operated by ASX Limited, as the context requires.

**ASX Listing Rules** means the Listing Rules of ASX.

**Auditor's Report** means the auditor's report on the Financial Report

**AEST** means Australian Eastern Standard Time

**Board** means the current board of directors of the Company.

**Business Day** means Monday to Friday inclusive, except New Year's Day, Good Friday, Easter Monday, Christmas Day, Boxing Day, and any other day that ASX declares is not a business day.

**Chair** means the chair of the Meeting.

**Closely Related Party** of a member of the Key Management Personnel means:

- (a) a spouse or child of the member;
- (b) a child of the member's spouse;
- (c) a dependent of the member or the member's spouse;
- (d) anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealing with the entity;
- (e) a company the member controls; or
- (f) a person prescribed by the Corporations Regulations 2001 (Cth) for the purposes of the definition of closely related party' in the Corporations Act.

**Company** means Talius Group Limited (ACN 111 823 762).

**Constitution** means the constitution of the Company.

**Convertible Security** has the meaning as in the Listing Rules.

**Corporations Act** means the *Corporations Act 2001* (Cth).

**Directors** means the current directors of the Company.

**Directors' Report** means the annual directors' report prepared under Chapter 2M of the Corporations Act for the Company and its controlled entities.

**Equity Security or Securities** includes a Share, a right to a Share or Option, an Option, Performance Right, a convertible security and any security that ASX decides to classify as an Equity Security.

**Explanatory Statement** means the explanatory statement accompanying the Notice.

**Financial Report** means the annual financial report prepared under Chapter 2M of the Corporations Act for the Company and its controlled entities.

**Key Management Personnel** has the same meaning as in the accounting standards issued by the Australian Accounting Standards Board and means those persons having authority and responsibility for planning, directing and controlling the activities of the Company, or if the Company is part of a consolidated entity, of the consolidated entity, directly or indirectly, including any director (whether executive or otherwise) of the Company.

**Listing Rules** means the listing rules of the ASX.

**Meeting** means the Annual General Meeting of Talius Group Limited to be held 28 May 2026.

**Notice** or **Notice of Meeting** means this notice of meeting including the Explanatory Statement and the Proxy Form.

**Option** means an option to acquire a Share.

**Performance Rights** means a right to be issued a Share in the Company, subject to the satisfaction or waiver of specified vesting conditions.

**Proxy Form** means the proxy form accompanying the Notice.

**Remuneration Report** means the remuneration report set out in the Director's Report.

**Resolutions** means the resolutions set out in the Notice, or any one of them, as the context requires.

**Section** means a section of the Explanatory Statement.

**Securities** means any Equity Securities of the Company (including Shares, Options and/or Performance Rights)

**Share** means a fully paid ordinary share in the capital of the Company.

**Shareholder** means a registered holder of a Share.

**Trading Day** has the meaning given in the Listing Rules.

**Variable A** means "A" as set out in the formula in ASX Listing Rule 7.1A.2.

## Schedule 1 – Summary of Incentive Performance Rights Plan (Plan)

The key terms of the Plan are as follows:

- (a) The Board may, from time to time, in its absolute discretion, make a written offer to any of the following:
  - (i) a Director (whether executive or non-executive) of any Group Company;
  - (ii) a full or part time employee of any Group Company;
  - (iii) a casual employee or contractor of a Group Company to the extent permitted by ASIC Class Order 14/1001; or
  - (iv) a prospective participant, being a person to whom the Offer is made but who can only accept the Offer if an arrangement has been entered into that will result in the person becoming an Eligible Participant under clauses (a), (b) or (c) above,

### **(Eligible Participants).**

It is to be noted that any proposal to issue Performance Rights to Directors under the Plan would require prior Shareholder approval under the related party provisions of the ASX Listing Rules.

- (b) Under the Plan the Board may grant Performance Rights to Eligible Participants with effect from the date determined by the Board, upon the terms set out in the Plan and upon such additional terms and vesting conditions as the Board determines.
- (c) The Board will advise each Eligible Participant of the following minimum information regarding the Performance Rights:
  - (i) the maximum number of Performance Rights that the Eligible Participant may apply for, or the formula for determining the number of Performance Rights that may be applied for;
  - (ii) the maximum number of Shares that the Eligible Participant is entitled to be issued on the exercise of each Performance Right or the formula for determining the maximum number of Shares;
  - (iii) any applicable vesting conditions;
  - (iv) when unvested Performance Rights will expire (**Expiry Date**);
  - (v) the date by which an offer must be accepted (**Closing Date**); and
  - (vi) any other information required by law or the ASX Listing Rules or considered by the Board to be relevant to the Performance Rights or the Shares to be issued on exercise of the Performance Rights.
- (d) Performance Rights will not be quoted on the ASX, except to the extent provided for by the Plan or unless the Offer provides otherwise. There are no participation rights or entitlements inherent in the Performance Rights and participants will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Performance Rights unless they vest and Shares are issued to the participant, in which event the entitlement to participate will arise from the holding of the Shares.
- (e) Subject to clause (i), a Performance Right granted under the Plan will not vest and be exercisable unless the vesting conditions (if any) have been satisfied and the Board has notified the Eligible Participant of that fact.

- (f) The Board must notify an Eligible Participant in writing within 10 Business Days of becoming aware that any vesting conditions attaching to a Performance Right have been satisfied.
- (g) Subject to the Corporations Act, the ASX Listing Rules and the Plan, the Company must issue to the participant or his or her personal representative (as the case may be) the number of Shares the

participant is entitled to be issued in respect of vested Performance Rights that are exercised, within 10 business days of the Performance Rights being exercised.

- (h) If at any time the issued capital of the Company is reorganised (including consolidation, subdivision, reduction or return), all rights of a participant are to be changed in a manner consistent with the Corporation Act and ASX Listing Rules (if applicable) at the time of the reorganisation.
- (i) A Performance Right will lapse upon the earlier to occur of:
  - (i) an unauthorised dealing in, or hedging of, the Performance Right occurring, as governed by the Plan;
  - (ii) a vesting condition in relation to the Performance Right is not satisfied by the due date, or becomes incapable of satisfaction, as determined by the Board in its absolute discretion, unless the Board exercises its discretion to vest the Performance Right in accordance with the Plan;
  - (iii) a vested Performance Right is not exercised within the time limit specified in the Plan;
  - (iv) an Eligible Participant (or, where the participant is a nominee of the Eligible Participant, that Eligible Participant) ceases to be an Eligible Participant, unless the Board exercises its discretion to vest the Performance Right in accordance with the Plan;
  - (v) the Board deems that a Performance Right lapses due to fraud, dishonesty or other improper behaviour of the holder/Eligible Participant in accordance with the Plan;
  - (vi) the Company undergoes a change of control or a winding up resolution or order is made, and the Board does not exercise its discretion to vest the Performance Right in accordance with the Plan; and
  - (vii) the Expiry Date of the Performance Right.
- (j) The Board may, in its absolute discretion, by written notice to a participant, resolve to waive any of the vesting conditions applying to the Performance Rights due to:
  - (i) an Eligible Participant or, where the participant is a nominee of an Eligible Participant, that Eligible Participant, ceasing to be an Eligible Participant as a result of:
    - (A) death or total or permanent disability; or
    - (B) retirement or redundancy; or
  - (ii) an Eligible Participant or, where the participant is a nominee of an Eligible Participant, that Eligible Participant, suffering severe financial hardship;
  - (iii) any other circumstance stated in the terms of the relevant Offer made to and accepted by the participant;
  - (iv) a change of control occurring; or
  - (v) the Company passing a resolution for voluntary winding up, or an order is made for the

compulsory winding up of the Company,  
in which case, a participant (or their personal legal representative where applicable) may exercise any vested Performance Right at any time within one month of the Board notifies that the Performance Right has vested, failing which the Performance Right will lapse, by a signed written notice to the Board specifying the Performance Rights being exercised and providing the certificate for those Performance Rights.

Your proxy voting instruction must be received by **10:00am (AEST) on Tuesday, 26 May 2026**, being **not later than 48 hours** before the commencement of the Meeting. Any Proxy Voting instructions received after that time will not be valid for the scheduled Meeting.

## SUBMIT YOUR PROXY

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

### YOUR NAME AND ADDRESS

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

### STEP 1 - APPOINT A PROXY

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

### DEFAULT TO THE CHAIR OF THE MEETING

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

### STEP 2 - VOTES ON ITEMS OF BUSINESS

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

### APPOINTMENT OF SECOND PROXY

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

### SIGNING INSTRUCTIONS

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

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

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

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

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

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

### CORPORATE REPRESENTATIVES

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

### Lodging your Proxy Voting Form:

#### Online

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

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



#### BY MAIL:

Automic  
GPO Box 5193  
Sydney NSW 2001

#### IN PERSON:

Automic  
Level 5, 126 Phillip Street  
Sydney NSW 2000

#### BY EMAIL:

[meetings@automicgroup.com.au](mailto:meetings@automicgroup.com.au)

#### BY FACSIMILE:

+61 2 8583 3040

#### All enquiries to Automic:

#### WEBSITE:

<https://automicgroup.com.au>

#### PHONE:

1300 288 664 (Within Australia)  
+61 2 9698 5414 (Overseas)

