

Appendix 4G

Key to Disclosures

Corporate Governance Council Principles and Recommendations

Name of entity

TALIUS GROUP LIMITED

ABN/ARBN

62 111 823 762

Financial year ended:

31 December 2023

Our corporate governance statement¹ for the period above can be found at:²

- These pages of our annual report:
- This URL on our website:
<https://www.talius.com.au/investor-centre/>

The Corporate Governance Statement is accurate and up to date as at **28 February 2024** and has been approved by the board.

The annexure includes a key to where our corporate governance disclosures can be located.³

Date: 28 February 2024

Name of authorised officer authorising lodgement:
 Stephen Rodgers - Company Secretary

¹ "Corporate governance statement" is defined in Listing Rule 19.12 to mean the statement referred to in Listing Rule 4.10.3 which discloses the extent to which an entity has followed the recommendations set by the ASX Corporate Governance Council during a particular reporting period.

Listing Rule 4.10.3 requires an entity that is included in the official list as an ASX Listing to include in its annual report either a corporate governance statement that meets the requirements of that rule or the URL of the page on its website where such a statement is located. The corporate governance statement must disclose the extent to which the entity has followed the recommendations set by the ASX Corporate Governance Council during the reporting period. If the entity has not followed a recommendation for any part of the reporting period, its corporate governance statement must separately identify that recommendation and the period during which it was not followed and state its reasons for not following the recommendation and what (if any) alternative governance practices it adopted in lieu of the recommendation during that period.

Under Listing Rule 4.7.4, if an entity chooses to include its corporate governance statement on its website rather than in its annual report, it must lodge a copy of the corporate governance statement with ASX at the same time as it lodges its annual report with ASX. The corporate governance statement must be current as at the effective date specified in that statement for the purposes of Listing Rule 4.10.3.

Under Listing Rule 4.7.3, an entity must also lodge with ASX a completed Appendix 4G at the same time as it lodges its annual report with ASX. The Appendix 4G serves a dual purpose. It acts as a key designed to assist readers to locate the governance disclosures made by a listed entity under Listing Rule 4.10.3 and under the ASX Corporate Governance Council's recommendations. It also acts as a verification tool for listed entities to confirm that they have met the disclosure requirements of Listing Rule 4.10.3.

The Appendix 4G is not a substitute for, and is not to be confused with, the entity's corporate governance statement. They serve different purposes and an entity must produce each of them separately.

² Tick whichever option is correct and then complete the page number(s) of the annual report, or the URL of the web page, where your corporate governance statement can be found. You can, if you wish, delete the option which is not applicable.

³ Throughout this form, where you are given two or more options to select, you can, if you wish, delete any option which is not applicable and just retain the option that is applicable. If you select an option that includes "OR" at the end of the selection and you delete the other options, you can also, if you wish, delete the "OR" at the end of the selection.

See notes 4 and 5 below for further instructions on how to complete this form.

ANNEXURE – KEY TO CORPORATE GOVERNANCE DISCLOSURES

Corporate Governance Council recommendation		Where a box below is ticked, ⁴ we have followed the recommendation <u>in full</u> for the <u>whole</u> of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: ⁵
PRINCIPLE 1 – LAY SOLID FOUNDATIONS FOR MANAGEMENT AND OVERSIGHT			
1.1	A listed entity should have and disclose a board charter setting out: (a) the respective roles and responsibilities of its board and management; and (b) those matters expressly reserved to the board and those delegated to management.	<input checked="" type="checkbox"/> and we have disclosed a copy of our board charter at: https://www.talius.com.au/investor-centre/	<input type="checkbox"/> set out in our Corporate Governance Statement <u>OR</u> <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
1.2	A listed entity should: (a) undertake appropriate checks before appointing a director or senior executive or putting someone forward for election as a director; and (b) provide security holders with all material information in its possession relevant to a decision on whether or not to elect or re-elect a director.	<input checked="" type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement <u>OR</u> <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
1.3	A listed entity should have a written agreement with each director and senior executive setting out the terms of their appointment.	<input checked="" type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement <u>OR</u> <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
1.4	The company secretary of a listed entity should be accountable directly to the board, through the chair, on all matters to do with the proper functioning of the board.	<input checked="" type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement <u>OR</u> <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable

⁴ Tick the box in this column only if you have followed the relevant recommendation in full for the whole of the period above. Where the recommendation has a disclosure obligation attached, you must insert the location where that disclosure has been made, where indicated by the line with “*insert location*” underneath. If the disclosure in question has been made in your corporate governance statement, you need only insert “our corporate governance statement”. If the disclosure has been made in your annual report, you should insert the page number(s) of your annual report (eg “pages 10-12 of our annual report”). If the disclosure has been made on your website, you should insert the URL of the web page where the disclosure has been made or can be accessed (eg “www.entityname.com.au/corporate-governance/charters/”).

⁵ If you have followed all of the Council’s recommendations in full for the whole of the period above, you can, if you wish, delete this column from the form and re-format it.

Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation	Where a box below is ticked, ⁴ we have followed the recommendation <u>in full</u> for the <u>whole</u> of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: ⁵
<p>1.5 A listed entity should:</p> <p>(a) have and disclose a diversity policy;</p> <p>(b) through its board or a committee of the board set measurable objectives for achieving gender diversity in the composition of its board, senior executives and workforce generally; and</p> <p>(c) disclose in relation to each reporting period:</p> <p>(1) the measurable objectives set for that period to achieve gender diversity;</p> <p>(2) the entity's progress towards achieving those objectives; and</p> <p>(3) either:</p> <p>(A) the respective proportions of men and women on the board, in senior executive positions and across the whole workforce (including how the entity has defined "senior executive" for these purposes); or</p> <p>(B) if the entity is a "relevant employer" under the Workplace Gender Equality Act, the entity's most recent "Gender Equality Indicators", as defined in and published under that Act.</p> <p>If the entity was in the S&P / ASX 300 Index at the commencement of the reporting period, the measurable objective for achieving gender diversity in the composition of its board should be to have not less than 30% of its directors of each gender within a specified period.</p>	<p><input checked="" type="checkbox"/></p> <p>and we have disclosed a copy of our diversity policy at: https://www.talius.com.au/investor-centre/ </p> <p>and we have disclosed the information referred to in paragraph (c) at: https://www.talius.com.au/investor-centre/ </p> <p>and if we were included in the S&P / ASX 300 Index at the commencement of the reporting period our measurable objective for achieving gender diversity in the composition of its board of not less than 30% of its directors of each gender within a specified period.</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement <u>OR</u></p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>

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1.6	<p>A listed entity should:</p> <p>(a) have and disclose a process for periodically evaluating the performance of the board, its committees and individual directors: and</p> <p>(b) disclose for each reporting period whether a performance evaluation has been undertaken in accordance with that process during or in respect of that period.</p>	<p><input checked="" type="checkbox"/> and we have disclosed the evaluation process referred to in paragraph (a) at: https://www.talius.com.au/investor-centre/ </p> <p>and whether a performance evaluation was undertaken for the reporting period in accordance with that process at: https://www.talius.com.au/investor-centre/ </p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement <u>OR</u></p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>
1.7	<p>A listed entity should:</p> <p>(a) have and disclose a process for evaluating the performance of its senior executives at least once every reporting period; and</p> <p>(b) disclose for each reporting period whether a performance evaluation has been undertaken in accordance with that process during or in respect of that period.</p>	<p><input checked="" type="checkbox"/> and we have disclosed the evaluation process referred to in paragraph (a) at: https://www.talius.com.au/investor-centre/ </p> <p>and whether a performance evaluation was undertaken for the reporting period in accordance with that process at: https://www.talius.com.au/investor-centre/ </p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement <u>OR</u></p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>

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Corporate Governance Council recommendation	Where a box below is ticked, ⁴ we have followed the recommendation <u>in full</u> for the <u>whole</u> of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: ⁵	
PRINCIPLE 2 - STRUCTURE THE BOARD TO BE EFFECTIVE AND ADD VALUE			
2.1	<p>The board of a listed entity should:</p> <p>(a) have a nomination committee which:</p> <p>(1) has at least three members, a majority of whom are independent directors; and</p> <p>(2) is chaired by an independent director, and disclose:</p> <p>(3) the charter of the committee;</p> <p>(4) the members of the committee; and</p> <p>(5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or</p> <p>(b) if it does not have a nomination committee, disclose that fact and the processes it employs to address board succession issues and to ensure that the board has the appropriate balance of skills, knowledge, experience, independence and diversity to enable it to discharge its duties and responsibilities effectively.</p>	<p><input type="checkbox"/></p> <p><i>[If the entity complies with paragraph (a):]</i></p> <p>and we have disclosed a copy of the charter of the committee at: https://www.talius.com.au/investor-centre/</p> <p>.....</p> <p>and the information referred to in paragraphs (4) and (5) at: https://www.talius.com.au/investor-centre/</p> <p>.....</p> <p><i>[If the entity complies with paragraph (b):]</i></p> <p>and we have disclosed the fact that we do not have a nomination committee and the processes we employ to address board succession issues and to ensure that the board has the appropriate balance of skills, knowledge, experience, independence and diversity to enable it to discharge its duties and responsibilities effectively at:</p> <p>.....</p> <p><i>[insert location]</i></p>	<p><input checked="" type="checkbox"/> set out in our Corporate Governance Statement <u>OR</u></p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>
2.2	<p>A listed entity should have and disclose a board skills matrix setting out the mix of skills that the board currently has or is looking to achieve in its membership.</p>	<p><input type="checkbox"/></p> <p>and we have disclosed our board skills matrix at:</p> <p>.....</p> <p><i>[insert location]</i></p>	<p><input checked="" type="checkbox"/> set out in our Corporate Governance Statement <u>OR</u></p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>

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Corporate Governance Council recommendation		Where a box below is ticked, ⁴ we have followed the recommendation <u>in full</u> for the <u>whole</u> of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: ⁵
2.3	A listed entity should disclose: (a) the names of the directors considered by the board to be independent directors; (b) if a director has an interest, position, affiliation or relationship of the type described in Box 2.3 but the board is of the opinion that it does not compromise the independence of the director, the nature of the interest, position or relationship in question and an explanation of why the board is of that opinion; and (c) the length of service of each director.	<input checked="" type="checkbox"/> and we have disclosed the names of the directors considered by the board to be independent directors at: https://www.talius.com.au/investor-centre/ and, where applicable, the information referred to in paragraph (b) at: https://www.talius.com.au/investor-centre/ and the length of service of each director at: https://www.talius.com.au/investor-centre/	<input type="checkbox"/> set out in our Corporate Governance Statement
2.4	A majority of the board of a listed entity should be independent directors.	<input checked="" type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement <u>OR</u> <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
2.5	The chair of the board of a listed entity should be an independent director and, in particular, should not be the same person as the CEO of the entity.	<input checked="" type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement <u>OR</u> <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
2.6	A listed entity should have a program for inducting new directors and for periodically reviewing whether there is a need for existing directors to undertake professional development to maintain the skills and knowledge needed to perform their role as directors effectively.	<input checked="" type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement <u>OR</u> <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable

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PRINCIPLE 3 – INSTIL A CULTURE OF ACTING LAWFULLY, ETHICALLY AND RESPONSIBLY			
3.1	A listed entity should articulate and disclose its values.	<input checked="" type="checkbox"/> and we have disclosed our values at: https://www.talius.com.au/investor-centre/	<input type="checkbox"/> set out in our Corporate Governance Statement
3.2	A listed entity should: (a) have and disclose a code of conduct for its directors, senior executives and employees; and (b) ensure that the board or a committee of the board is informed of any material breaches of that code.	<input checked="" type="checkbox"/> and we have disclosed our code of conduct at: https://www.talius.com.au/investor-centre/	<input type="checkbox"/> set out in our Corporate Governance Statement
3.3	A listed entity should: (a) have and disclose a whistleblower policy; and (b) ensure that the board or a committee of the board is informed of any material incidents reported under that policy.	<input checked="" type="checkbox"/> and we have disclosed our whistleblower policy at: https://www.talius.com.au/investor-centre/	<input type="checkbox"/> set out in our Corporate Governance Statement
3.4	A listed entity should: (a) have and disclose an anti-bribery and corruption policy; and (b) ensure that the board or committee of the board is informed of any material breaches of that policy.	<input checked="" type="checkbox"/> and we have disclosed our anti-bribery and corruption policy at: https://www.talius.com.au/investor-centre/	<input type="checkbox"/> set out in our Corporate Governance Statement

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PRINCIPLE 4 – SAFEGUARD THE INTEGRITY OF CORPORATE REPORTS			
4.1	<p>The board of a listed entity should:</p> <p>(a) have an audit committee which:</p> <p>(1) has at least three members, all of whom are non-executive directors and a majority of whom are independent directors; and</p> <p>(2) is chaired by an independent director, who is not the chair of the board,</p> <p>and disclose:</p> <p>(3) the charter of the committee;</p> <p>(4) the relevant qualifications and experience of the members of the committee; and</p> <p>(5) in relation to each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or</p> <p>(b) if it does not have an audit committee, disclose that fact and the processes it employs that independently verify and safeguard the integrity of its corporate reporting, including the processes for the appointment and removal of the external auditor and the rotation of the audit engagement partner.</p>	<p><input type="checkbox"/></p> <p><i>[If the entity complies with paragraph (a):]</i></p> <p>and we have disclosed a copy of the charter of the committee at: https://www.talius.com.au/investor-centre/ </p> <p>and the information referred to in paragraphs (4) and (5) at: https://www.talius.com.au/investor-centre/ </p> <p><i>[If the entity complies with paragraph (b):]</i></p> <p>and we have disclosed the fact that we do not have an audit committee and the processes we employ that independently verify and safeguard the integrity of our corporate reporting, including the processes for the appointment and removal of the external auditor and the rotation of the audit engagement partner at: <i>[insert location]</i></p>	<p><input checked="" type="checkbox"/> set out in our Corporate Governance Statement</p>
4.2	<p>The board of a listed entity should, before it approves the entity's financial statements for a financial period, receive from its CEO and CFO a declaration that, in their opinion, the financial records of the entity have been properly maintained and that the financial statements comply with the appropriate accounting standards and give a true and fair view of the financial position and performance of the entity and that the opinion has been formed on the basis of a sound system of risk management and internal control which is operating effectively.</p>	<p><input checked="" type="checkbox"/></p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement</p>
4.3	<p>A listed entity should disclose its process to verify the integrity of any periodic corporate report it releases to the market that is not audited or reviewed by an external auditor.</p>	<p><input checked="" type="checkbox"/></p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement</p>

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PRINCIPLE 5 – MAKE TIMELY AND BALANCED DISCLOSURE			
5.1	A listed entity should have and disclose a written policy for complying with its continuous disclosure obligations under listing rule 3.1.	<input checked="" type="checkbox"/> and we have disclosed our continuous disclosure compliance policy at: https://www.talius.com.au/investor-centre/	<input type="checkbox"/> set out in our Corporate Governance Statement
5.2	A listed entity should ensure that its board receives copies of all material market announcements promptly after they have been made.	<input checked="" type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement
5.3	A listed entity that gives a new and substantive investor or analyst presentation should release a copy of the presentation materials on the ASX Market Announcements Platform ahead of the presentation.	<input checked="" type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement
PRINCIPLE 6 – RESPECT THE RIGHTS OF SECURITY HOLDERS			
6.1	A listed entity should provide information about itself and its governance to investors via its website.	<input checked="" type="checkbox"/> and we have disclosed information about us and our governance on our website at: https://www.talius.com.au/investor-centre/	<input type="checkbox"/> set out in our Corporate Governance Statement
6.2	A listed entity should have an investor relations program that facilitates effective two-way communication with investors.	<input checked="" type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement
6.3	A listed entity should disclose how it facilitates and encourages participation at meetings of security holders.	<input checked="" type="checkbox"/> and we have disclosed how we facilitate and encourage participation at meetings of security holders at: https://www.talius.com.au/investor-centre/	<input type="checkbox"/> set out in our Corporate Governance Statement

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Corporate Governance Council recommendation		Where a box below is ticked, ⁴ we have followed the recommendation in full for the whole of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: ⁵
6.4	A listed entity should ensure that all substantive resolutions at a meeting of security holders are decided by a poll rather than by a show of hands.	<input checked="" type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement
6.5	A listed entity should give security holders the option to receive communications from, and send communications to, the entity and its security registry electronically.	<input checked="" type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement
PRINCIPLE 7 – RECOGNISE AND MANAGE RISK			
7.1	<p>The board of a listed entity should:</p> <p>(a) have a committee or committees to oversee risk, each of which:</p> <p>(1) has at least three members, a majority of whom are independent directors; and</p> <p>(2) is chaired by an independent director, and disclose:</p> <p>(3) the charter of the committee;</p> <p>(4) the members of the committee; and</p> <p>(5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or</p> <p>(b) if it does not have a risk committee or committees that satisfy (a) above, disclose that fact and the processes it employs for overseeing the entity's risk management framework.</p>	<p><input type="checkbox"/></p> <p><i>[If the entity complies with paragraph (a):]</i> and we have disclosed a copy of the charter of the committee at: https://www.talius.com.au/investor-centre/ and the information referred to in paragraphs (4) and (5) at: https://www.talius.com.au/investor-centre/ <i>[If the entity complies with paragraph (b):]</i> and we have disclosed the fact that we do not have a risk committee or committees that satisfy (a) and the processes we employ for overseeing our risk management framework at: <i>[insert location]</i></p>	<input checked="" type="checkbox"/> set out in our Corporate Governance Statement
7.2	<p>The board or a committee of the board should:</p> <p>(a) review the entity's risk management framework at least annually to satisfy itself that it continues to be sound and that the entity is operating with due regard to the risk appetite set by the board; and</p> <p>(b) disclose, in relation to each reporting period, whether such a review has taken place.</p>	<p><input checked="" type="checkbox"/></p> <p>and we have disclosed whether a review of the entity's risk management framework was undertaken during the reporting period at: https://www.talius.com.au/investor-centre/</p>	<input type="checkbox"/> set out in our Corporate Governance Statement

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<p>7.3 A listed entity should disclose:</p> <p>(a) if it has an internal audit function, how the function is structured and what role it performs; or</p> <p>(b) if it does not have an internal audit function, that fact and the processes it employs for evaluating and continually improving the effectiveness of its governance, risk management and internal control processes.</p>	<p><input type="checkbox"/></p> <p><i>[If the entity complies with paragraph (a):]</i></p> <p>and we have disclosed how our internal audit function is structured and what role it performs at:</p> <p>.....</p> <p><i>[insert location]</i></p> <p><i>[If the entity complies with paragraph (b):]</i></p> <p>and we have disclosed the fact that we do not have an internal audit function and the processes we employ for evaluating and continually improving the effectiveness of our risk management and internal control processes at:</p> <p>https://www.talius.com.au/investor-centre/</p> <p>.....</p>	<p><input checked="" type="checkbox"/> set out in our Corporate Governance Statement</p>
<p>7.4 A listed entity should disclose whether it has any material exposure to environmental or social risks and, if it does, how it manages or intends to manage those risks.</p>	<p><input checked="" type="checkbox"/></p> <p>and we have disclosed whether we have any material exposure to environmental and social risks at:</p> <p>https://www.talius.com.au/investor-centre/</p> <p>.....</p> <p>and, if we do, how we manage or intend to manage those risks at:</p> <p>.....</p> <p><i>[insert location]</i></p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement</p>

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PRINCIPLE 8 – REMUNERATE FAIRLY AND RESPONSIBLY			
8.1	<p>The board of a listed entity should:</p> <p>(a) have a remuneration committee which:</p> <p>(1) has at least three members, a majority of whom are independent directors; and</p> <p>(2) is chaired by an independent director, and disclose:</p> <p>(3) the charter of the committee;</p> <p>(4) the members of the committee; and</p> <p>(5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or</p> <p>(b) if it does not have a remuneration committee, disclose that fact and the processes it employs for setting the level and composition of remuneration for directors and senior executives and ensuring that such remuneration is appropriate and not excessive.</p>	<p><input type="checkbox"/></p> <p><i>[If the entity complies with paragraph (a):]</i></p> <p>and we have disclosed a copy of the charter of the committee at: https://www.talius.com.au/investor-centre/</p> <p>.....</p> <p>and the information referred to in paragraphs (4) and (5) at: https://www.talius.com.au/investor-centre/</p> <p>.....</p> <p><i>[If the entity complies with paragraph (b):]</i></p> <p>and we have disclosed the fact that we do not have a remuneration committee and the processes we employ for setting the level and composition of remuneration for directors and senior executives and ensuring that such remuneration is appropriate and not excessive:</p> <p>.....</p> <p><i>[insert location]</i></p>	<p><input checked="" type="checkbox"/> set out in our Corporate Governance Statement <u>OR</u></p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>
8.2	<p>A listed entity should separately disclose its policies and practices regarding the remuneration of non-executive directors and the remuneration of executive directors and other senior executives.</p>	<p><input checked="" type="checkbox"/></p> <p>and we have disclosed separately our remuneration policies and practices regarding the remuneration of non-executive directors and the remuneration of executive directors and other senior executives in the 2022 Annual Report a copy of which can be found at: https://www.talius.com.au/investor-centre/</p> <p>.....</p> <p><i>[insert location]</i></p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement <u>OR</u></p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>
8.3	<p>A listed entity which has an equity-based remuneration scheme should:</p> <p>(a) have a policy on whether participants are permitted to enter into transactions (whether through the use of derivatives or otherwise) which limit the economic risk of participating in the scheme; and</p> <p>(b) disclose that policy or a summary of it.</p>	<p><input checked="" type="checkbox"/></p> <p>and we have disclosed our policy on this issue or a summary of it at: as per the response to 8.2</p> <p>.....</p> <p><i>[insert location]</i></p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement <u>OR</u></p> <p><input type="checkbox"/> we do not have an equity-based remuneration scheme and this recommendation is therefore not applicable <u>OR</u></p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>

Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation		Where a box below is ticked, ⁴ we have followed the recommendation <u>in full</u> for the <u>whole</u> of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: ⁵
ADDITIONAL RECOMMENDATIONS THAT APPLY ONLY IN CERTAIN CASES			
9.1	A listed entity with a director who does not speak the language in which board or security holder meetings are held or key corporate documents are written should disclose the processes it has in place to ensure the director understands and can contribute to the discussions at those meetings and understands and can discharge their obligations in relation to those documents.	<input type="checkbox"/> and we have disclosed information about the processes in place at: [insert location]	<input type="checkbox"/> set out in our Corporate Governance Statement <u>OR</u> <input checked="" type="checkbox"/> we do not have a director in this position and this recommendation is therefore not applicable <u>OR</u> <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
9.2	A listed entity established outside Australia should ensure that meetings of security holders are held at a reasonable place and time.	<input type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement <u>OR</u> <input checked="" type="checkbox"/> we are established in Australia and this recommendation is therefore not applicable <u>OR</u> <input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable
9.3	A listed entity established outside Australia, and an externally managed listed entity that has an AGM, should ensure that its external auditor attends its AGM and is available to answer questions from security holders relevant to the audit.	<input type="checkbox"/>	<input type="checkbox"/> set out in our Corporate Governance Statement <u>OR</u> <input checked="" type="checkbox"/> we are established in Australia and not an externally managed listed entity and this recommendation is therefore not applicable <input type="checkbox"/> we are an externally managed entity that does not hold an AGM and this recommendation is therefore not applicable
ADDITIONAL DISCLOSURES APPLICABLE TO EXTERNALLY MANAGED LISTED ENTITIES			
-	<i>Alternative to Recommendation 1.1 for externally managed listed entities:</i> The responsible entity of an externally managed listed entity should disclose: (a) the arrangements between the responsible entity and the listed entity for managing the affairs of the listed entity; and (b) the role and responsibility of the board of the responsible entity for overseeing those arrangements.	<input type="checkbox"/> and we have disclosed the information referred to in paragraphs (a) and (b) at: [insert location]	<input type="checkbox"/> set out in our Corporate Governance Statement

Key to Disclosures Corporate Governance Council Principles and Recommendations

Corporate Governance Council recommendation	Where a box below is ticked, ⁴ we have followed the recommendation <u>in full</u> for the <u>whole</u> of the period above. We have disclosed this in our Corporate Governance Statement:	Where a box below is ticked, we have NOT followed the recommendation in full for the whole of the period above. Our reasons for not doing so are: ⁵
<p>- <i>Alternative to Recommendations 8.1, 8.2 and 8.3 for externally managed listed entities:</i> An externally managed listed entity should clearly disclose the terms governing the remuneration of the manager.</p>	<p><input type="checkbox"/> and we have disclosed the terms governing our remuneration as manager of the entity at: [insert location]</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement</p>

Corporate Governance Statement 2024

In recognising the need for the highest standards of corporate behaviour and accountability, the Directors of Talius Group Limited (**Talius, TAL** or **Company**), support and adhere to the principles of sound corporate governance. The Board recognises the recommendations of the Australian Securities Exchange Corporate Governance Council and considers that the Company is substantially in compliance with those guidelines, to the extent possible, which are of importance to the commercial operation of the Company.

The Board of Directors of TAL is responsible for the Corporate Governance of the Company. The Board guides and monitors the business and the affairs of the Company on behalf of the shareholders, by whom they were elected and to whom they are responsible.

The Board determines the most appropriate corporate governance practices and regularly reviews its current practices, policies and charters in light of the ASX Corporate Governance Principles and Recommendations (4th Edition) (**Recommendations**) to ensure that updates and changes are made where needed after considering the Company's size and the resources it has available.

As the Company's activities develop in size, nature and scope, the size of the Board and the implementation of any additional formal governance committees will be given further consideration. Currently the Company has in place a separate Audit and Risk Committee and Nomination and Remuneration Committee, as the basis of establishing a solid governance framework.

This Corporate Governance Statement dated 28 February 2024 has been approved by the Board of the Company, on that date and outlines the key principles and practices of the Company which, taken as a whole, represents the system of governance.

Additional information about the Company's corporate governance policies and practices including copies of the Policies and Charters listed below is set out on the Company's website at <https://www.talius.com.au/investor-centre/> where copies of the Company's Charters and Policies and its Annual Report for 2023 can be viewed and downloaded.

The Recommendations are not mandatory, but the Board nevertheless strives to adhere to these where possible. The Board sets out below its "if not why not" report in relation to those matters of corporate governance where the Company's practices depart from the Recommendations and what alternative governance practices are followed in lieu of the recommendation.

PRINCIPLE 1: LAY SOLID FOUNDATION FOR MANAGEMENT AND OVERSIGHT		
	Recommendation	Talius Group Limited Current Practice
1.1	A listed entity should disclose: (a) the respective roles and responsibilities of its board and management; and	Adopted. The Company has adopted a Board Charter that sets out the specific roles and responsibilities of the Board, the Chair and management and includes a description of those matters expressly reserved to the Board and those delegated to management.

	<p>(b) those matters expressly reserved to the board and those delegated to management.</p>	<p>A copy of the Company's Board Charter which is part of the Company's Corporate Governance structure and is available on the Company's website at:</p> <p>https://www.talius.com.au/investor-centre/</p> <p>Executive Service Agreements outline functions of the executive directors. Non-executive director appointment letters outline the terms and conditions of non-executive director appointments.</p> <p>As the Company recruits additional management, the roles and responsibilities of these persons will be considered and documented.</p>
<p>1.2</p>	<p>A listed entity should:</p> <p>(a) undertake appropriate checks before appointing a person, or putting forward to security holders a candidate for election, as a director; and</p> <p>(b) provide security holders with all material information in its possession relevant to a decision on whether or not to elect or re-elect a director.</p>	<p>Adopted.</p> <p>The Nomination and Remuneration Committee (NRC) is responsible for making recommendations to the Board in relation to new appointments to it and its committees. The NRC or its nominated delegates, undertake the selection and interview process for potential candidates and in forming its recommendation to the Board, the NRC will assess fitness and propriety of the proposed new director and conduct appropriate background checks including character assessment, experience, education, criminal record and bankruptcy history.</p> <p>In accordance with the Company's Constitution, a director appointed by the Board must stand for re-election by shareholders at the next Annual General Meeting (AGM) following the appointment. The following information is provided to shareholders about a candidate standing for election or re-election as a director in the AGM's Notice of Meeting to assist shareholders to make an informed decision on the vote for that candidate:</p> <ul style="list-style-type: none"> • Date of appointment and tenure; • Profession and employment history; • Other material directorships held; • A statement as to whether or not the Board considers that the candidate will qualify as an independent director; and • The Board's recommendation as to whether or not to re-elect the candidate.
<p>1.3</p>	<p>A listed entity should have a written agreement with each director and senior executive setting out the terms of their appointment.</p>	<p>Adopted.</p> <p>On appointment, new directors enter into a formal letter of appointment setting out their duties, terms and conditions of appointment, and remuneration.</p>

		<p>A Deed of Indemnity is also entered into with each director, and with the Company Secretary.</p> <p>Written employment contracts are in place with each member of the senior management team.</p>
1.4	<p>The Company Secretary of a listed entity should be accountable directly to the board, through the chair, on all matters to do with the proper functioning of the board.</p>	<p>Adopted.</p> <p>The responsibilities of the Company Secretary are contained in the Board Charter. The Company Secretary is accountable directly to the Board, through the Chair, on all matters to do with the proper functioning of the Board. The Company Secretary can also only be appointed and removed through a decision of the Board.</p>
1.5	<p>A listed entity should:</p> <p>(a) have a diversity policy which includes requirements for the board or a relevant committee of the board to set measurable objectives for achieving gender diversity and to assess annually both the objectives and the entity's progress in achieving them;</p> <p>(b) disclose that policy or a summary of it; and</p> <p>(c) disclose as at the end of each reporting period the measurable objectives for achieving gender diversity set by the board or a relevant committee of the board in accordance with the entity's diversity policy and its progress towards achieving them and either:</p> <p>(1) the respective proportions of men and women on the board, in senior executive positions and across the whole organisation (including how the entity has defined "senior executive" for these purposes); or</p> <p>(2) if the entity is a "relevant employer" under the Workplace Gender Equality Act, the entity's most recent "Gender Equality Indicators", as defined in and published under that Act.</p>	<p>Adopted.</p> <p>(a) The Company has adopted a Diversity Policy which provides a framework for the Company to establish and achieve measurable diversity objectives, including in respect of gender diversity. The Diversity Policy will allow the Board to set measurable gender diversity objectives, if considered appropriate, and to be able to assess annually these objectives.</p> <p>(b) The Diversity Policy is available, on the Company's website.</p> <p>(c) The Board did not set measurable gender diversity objectives for the financial period but will consider these going forward and as the Company's size and operations grows.</p> <p>The Company makes the following disclosures regarding the proportion of women employed in the organisation as of 31 December 2023:</p> <ul style="list-style-type: none"> - Women on Board: 0% - Women in Senior Management: 14 % - Women in whole organisation: 20 % <p>The Company is not a "relevant employer" under the Workplace Gender Equality Act, meaning there are no legislated targets that the Company must comply with.</p>
1.6	<p>A listed entity should:</p> <p>(a) have and disclose a process for periodically evaluating the performance of</p>	<p>Adopted.</p> <p>The Company has a Performance Evaluation Policy which is available on the Company's website.</p>

	<p>the board, its committees, and individual directors; and</p> <p>(b) disclose, in relation to each reporting period, whether a performance evaluation was undertaken in the reporting period in accordance with that process.</p>	<p>The Nomination and Remuneration Committee undertakes a performance evaluation of the Board, its committees, individual Directors and senior executives on an annual basis as appropriate.</p> <p>An evaluation of the Board and its committees has been completed during the 2023 financial period.</p>
1.7	<p>A listed entity should:</p> <p>(a) have and disclose a process for periodically evaluating the performance of its senior executives; and</p> <p>(b) disclose, in relation to each reporting period, whether a performance evaluation was undertaken in the reporting period in accordance with that process.</p>	<p>Adopted.</p> <p>As detailed above, the Company has a process for performance evaluation which includes the performance of senior management and executives.</p> <p>An evaluation of senior management and executives was completed during the 2023 financial period.</p>

PRINCIPLE 2: STRUCTURE THE BOARD TO BE EFFECTIVE AND TO ADD VALUE

	Recommendation	Talius Group Limited Current Practice
2.1	<p>The board of a listed entity should:</p> <p>(a) Have a nomination committee which:</p> <p>(i) has at least three members, a majority of whom are independent directors; and</p> <p>(ii) is chaired by an independent director.</p> <p>and disclose:</p> <p>(i) the charter of the committee.</p> <p>(ii) the members of the committee; and</p> <p>(iii) as at the end of each reporting period, the number of times the committee met through the period and the individual attendances of the members at those meetings.</p> <p>or</p> <p>(a) If it does not have a nomination committee disclose that fact and the processes it employs to address board succession issue and to ensure that the board has the appropriate balance of skills, knowledge, experience, independence and diversity to enable it to discharge its duties and responsibilities effectively.</p>	<p>Partially Adopted.</p> <p>The Company has a separate Nomination & Remuneration Committee. The Committee is chaired by Mr Neep who the Board considers an independent director (please refer to commentary at 2.2 and 2.3).</p> <p>At this time due to the size and the makeup of the board, the Committee is constituted by only two (2) directors, both of whom have been determined by the Board as independent.</p> <p>The Charter which details the roles and responsibilities of the Committee is available on the Company's website.</p> <p>Details of the members of the Committee and the number of meetings held and the attendances of the members at the meetings are disclosed in the Directors' Report contained within the Company's Annual Report.</p> <p>Any future appointments to the Board will be considered as appointees to the Nomination & Remuneration Committee in order to bring its membership to three (3) and ensure its independence.</p>

<p>2.2</p>	<p>A listed entity should have and disclose a board skills matrix setting out the mix of skills and diversity that the board currently has or is looking to achieve in its membership.</p>	<p>Adopted.</p> <p>The Board has adopted a Board Skills Matrix that sets out the mix of skills and diversity that the Board currently holds and those that have been identified as important for future appointments.</p> <p>The skills and competencies that are included in the Matrix include Leadership, People and Workplace Culture, Regulatory as well as Strategic and Commercial Acumen.</p> <p>During the year the Company undertook a review of the skills and competencies it is seeking in its Board membership to ensure that the skills and competencies being used were appropriate.</p> <p>Detailed below are the professional skills and experience that that Company will and has used to assess the relevant criteria for candidates for appointment to the Board and drive further training and development of the existing Directors to address any gaps or development opportunities particularly in relation to the changing operating environment. .</p> <p>Board Skills Matrix</p> <ul style="list-style-type: none"> • Board Experience • Leadership • Executive Management • Strategy • Financial • Capital Raising • Commercial Experience • Mergers & Acquisitions • Stakeholder Engagement • Legal • Risk Management • Brand, Marketing & Communication • Information Technology • Remuneration • Social Responsibility and Sustainability • Expertise in Aged Care Sector • Depth of experience with the Company • Experience in building scale in an Organisation • Diversity (Gender, Age & Cultural) <p>During the year the Company undertook a review of the skills and competencies it is seeking in its Board membership.</p> <p>The Board has also completed a formal assessment of each of its directors against the Skills Matrix.</p>
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		<p>The Directors believe that the Board currently has the appropriate skills and knowledge required for a company of its size, however the mix of skills and board diversity will remain under review as part of the continual board review process.</p>
<p>2.3</p>	<p>A listed entity should disclose:</p> <p>(a) the names of the directors considered by the board to be independent directors;</p> <p>(b) if a director has an interest, position, affiliation, or relationship of the type described in Box 2.3 but the board is of the opinion that it does not compromise the independence of the director, the nature of the interest, position or relationship in question and an explanation of why the board is of that opinion; and</p> <p>(c) the length of service of each director.</p>	<p>The Company currently does not have any directors who strictly satisfy the criteria for independence as outlined in the factors relevant to assessing the independence of a director as detailed by the Recommendation.</p> <p>Mr Leylan Neep who is the Board Chairman was appointed on an interim capacity in an executive role. Mr Neep prior to that appointment satisfied all of the independence criteria. (See ASX announcement 23 December 2021).</p> <p>After serving as Interim Executive Chairman Mr Neep stepped down from that role with effect 1 June 2023.</p> <p>Considering the length of his tenure in that role the Board is of the view that the existence of one or more of the relationships in the definition of “Independence” will not necessarily result in the relevant Director not being able to be classified as independent.</p> <p>As Mr Neep held the position on an interim basis, and during that time provided a supportive role complimentary to the MD, the Board (with Mr Neep abstaining from deliberations) has determined that he should at this time continue to be treated as independent.</p> <p>Since stepping down from the role Mr Neep has not taken up any other roles within the Company which could impinge on his independence.</p> <p>Mr Ramsay Carter who has been a non-executive since his appointment (see below) was recently appointed on an interim capacity in an executive role. Mr Carter prior to that appointment satisfied all of the independence criteria. (See ASX announcement 31 January 2024).</p> <p>The Board will regularly consider the length of his tenure in that executive role as well as any other matters that might impact on his independence so as to be able to consider the status of his “Independence” noting that the Board’s position is that the existence of one of more the relationships determining independence will not necessarily result in the relevant Director not being able to be classified as independent.</p>

		<p>As Mr Carter has only been in the position for just over 1 month, and it is not expected to continue on for any extended period of time, the Board (with Mr Carter abstaining from deliberations) has determined that he should at this time continue to be treated as independent, with that classification to be reviewed on a regular basis.</p> <p>The Board is currently made up of three (3) directors whose details and dates of appointment are as follows:</p> <ol style="list-style-type: none"> 1. Leylan Neep: Independent Non-Executive Chairman -- Appointed 1 September 2020; 2. Mr Ramsay Carter: Independent Interim Executive Director – Appointed 16 June 2020; and 3. Mr Graham Russell: Managing Director – Appointed 3 December 2019.
2.4	A majority of the board of a listed entity should be independent directors.	<p>Adopted.</p> <p>The Board considers that, fundamentally, the independence of Directors is based on their capacity to put the best interests of the Company and its shareholders ahead of all other interests, so that Directors are capable of exercising objective independent judgment.</p> <p>Having regard to the factors relevant to assessing the independence of a director as provided in the ASX Recommendations, the Board considers that an independent director is one who is a non-Executive director who is not a member of management and who is free from any business or other relationship that could materially interfere with or could reasonably be perceived to materially interfere with the independent exercise of their judgment.</p> <p>Currently the Board is comprised of three (3) members two (2) of which the Board considers as independent applying the criteria and for the reasons detailed in Response 2.4 detailed above.</p>
2.5	The chair of the board of a listed entity should be an independent director and, in particular, should not be the same person as the CEO of the entity.	<p>Adopted.</p> <p>For the reasons detailed in Responses 2.3 and 2.4 the current Chairman Mr Leylan Neep is considered to be an independent director.</p> <p>The roles of Chairman and Managing Director/CEO (Mr Graham Russell) were carried out by different persons throughout the whole of the 2023 financial period.</p>

2.6	A listed entity should have a program for inducting new directors and for periodically reviewing whether there is a need for existing directors to undertake professional development to maintain the skills and knowledge needed to perform their role as directors effectively.	<p>Adopted</p> <p>In accordance with the Company's Nomination and Remuneration Committee Charter, the Committee is responsible for an effective induction program for new directors to ensure that they understand their responsibilities and the business activities of the Company.</p> <p>Given the size of the Company there is no formal professional development program in place however directors are expected to maintain the skills required to effectively discharge their obligations and are encouraged to undertake continuing professional education such as industry seminars and approved education courses.</p>
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PRINCIPLE 3: INSTILL A CULTURE OF ACTING LAWFULLY, ETHICALLY AND RESPONSIBLY

	Recommendation	Talius Group Limited Current Practice
3.1	A listed entity should articulate and disclose its values.	<p>Adopted.</p> <p>The Board is aware of the current expectation that companies must, in addition to their legal obligations, make ethical and responsible decisions having regard to the reasonable expectations of their shareholders and other affected stakeholders.</p> <p>To assist with guiding the corporate culture of Talius , the Company has published its statement of values under the heading "TAL Purpose, Vision and Mission" on its website, which are the guiding principles that determines the type of company which Talius Group Limited aspires to be and what it requires from its directors, senior executives and employees to achieve that goal.</p> <p>The statement of these values can be found at: https://www.talius.com.au/investor-centre/</p> <p>Operating in the Aged Care sector post the Royal Commission into the industry, these values continue to be front of mind for all Talius staff by their inclusion in training and education sessions for management and employees.</p>

<p>3.2</p>	<p>A listed entity should:</p> <p>(a) have and disclose a code of conduct for its directors, senior executives and employees; and</p> <p>(b) ensure that the board or a committee of the board is informed of any material breaches of that code.</p>	<p>Adopted.</p> <p>The Company has adopted a Corporate Code of Conduct that sets out the Company's values, commitments, ethical standards and policies and outlines the standards of conduct expected of directors, senior executives and employees, considering the Company's legal and other obligations to its stakeholders.</p> <p>The Code of Conduct is supplemented by a Whistleblower Policy and an Anti-Bribery and Anti-Corruption Policy which contain reporting obligations in respect to reports made under or breaches of those policies.</p> <p>In addition, the Code of Conduct encourages any employees to report any matters without fear of retribution.</p> <p>A securities Trading Policy has also been established to set out the Company's policy on directors, senior management and employees buying and selling securities of the Company.</p>
<p>3.3</p>	<p>A listed entity should:</p> <p>(a) have and disclose a whistleblower policy; and</p> <p>(b) ensure that the board or a committee of the board is informed of any material incidents reported under that policy.</p>	<p>Adopted.</p> <p>Talius believes in promoting a culture of honest and ethical behaviour which complies with all laws and regulations, and which is very much a cornerstone of the Company's values.</p> <p>As part of this belief the Company is committed to having a robust process to effectively detect and investigate any conduct that is at odds with the desired culture.</p> <p>As required by the Corporations Act and being one of the recommendations under the 4th Edition of the ASX Guidelines, the Company has adopted both a Whistleblower Policy and Anti-Bribery and Corruption Policy copies of which are available on the Company's website at: https://www.talius.com.au/investor-centre/</p> <p>These provide inter-alia that any material incidents that are reported under these policies are referred to the Board for its consideration and, if necessary, action.</p>
<p>3.4</p>	<p>A listed entity should:</p> <p>(a) have and disclose an anti-bribery and corruption policy; and</p>	<p>Adopted.</p> <p>As confirmed in the response to 3.3 above Talius has adopted an Anti-Bribery and Corruption Policy which sets out Talius' regulator and legal obligations. The Policy</p>

	<p>(b) ensure that the board or committee of the board is informed of any material breaches of that policy.</p>	<p>outlines the roles and responsibilities of employee, directors and third parties engaged by the Company and is review regularly by the Board to ensure that it is operating effectively.</p> <p>Like the Whistleblower Policy it provides mechanisms to ensure that any breaches of the Policy are reported to the appropriate persons or body within the Company.</p>
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PRINCIPLE 4: SAFEGUARD THE INTEGRITY OF CORPORATE REPORTS

	Recommendation	Talius Group Limited Current Practice
4.1	<p>The board of a listed entity should:</p> <p>(a) have an audit committee which:</p> <ul style="list-style-type: none"> (1) has at least three members, all of whom are non-executive directors and a majority of whom are independent directors; and (2) is chaired by an independent director, who is not the chair of the board, <p>and disclose:</p> <ul style="list-style-type: none"> (3) the charter of the committee; (4) the relevant qualifications and experience of the members of the committee; and (5) in relation to each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings. <p>or</p> <p>(b) if it does not have an audit committee, disclose that fact and the processes it employs that independently verify and safeguard the integrity of its corporate reporting, including the processes for the appointment and removal of the external auditor and the rotation of the audit engagement partner.</p>	<p>Partially Adopted.</p> <p>The Board has a standalone Audit & Risk Committee.</p> <p>At this time due to the size and the makeup of the board, the Committee is constituted by only two (2) directors. The Audit & Risk Committee is constituted by Mr Ramsay Carter and Mr Leylan Neep, both of whom are independent directors. (Please refer to Response 3.3)</p> <p>The Committee is chaired by Ramsay Carter who is not the Chair of the board.</p> <p>Each member of the Audit & Risk Committee has an appropriate knowledge of the Company's affairs and has the financial and business expertise to effectively discharge the duties of the Committee.</p> <p>The members of the Audit & Risk Committee by virtue of their professional background experience and personal qualities are well qualified to carry out the functions of the Audit & Risk Committee. At least one member has significant, recent and relevant financial experience.</p> <p>Details of the experience and qualifications of the members of the Audit & Risk Committee can be found in the Directors' Report contained in the Company's Annual Report, as well as the details of the Audit & Risk Committee members' attendance at meetings.</p> <p>The Committee has a documented charter which has which is regularly reviewed and updated as needed. This Charter sets out the specific role and responsibilities delegated to the Committee by the Board.</p> <p>A copy of the Audit & Risk Committee Charter which also incorporates the procedure adopted for the appointment of external auditors is available on the Company's website.</p>

		<p>The members of the Committee have direct access to any employee, the auditors and financial and legal advisers without management present.</p> <p>The Committee formally reports to the Board after each of its meetings including providing it with a copy of the minutes of those meetings.</p> <p>The external audit firm partner or an appropriate delegate responsible for the Company audit attends meetings of the Board and Audit and Risk Committee by invitation.</p> <p>Additionally, the Company has in place a procedure whereby it ensures that its external auditor attends its AGM, in accordance with the requirements of Section 250RA of the Corporations Act 2001 (Cth) and is available to answer questions relevant to the conduct of the audit.</p>
4.2	<p>The board of a listed entity should, before it approves the entity's financial statements for a financial period, receive from its CEO and CFO a declaration that, in their opinion, the financial records of the entity have been properly maintained and that the financial statements comply with the appropriate accounting standards and give a true and fair view of the financial position and performance of the entity and that the opinion has been formed on the basis of a sound system of risk management and internal control which is operating effectively</p>	<p>Adopted.</p> <p>The Board has received declarations from the Managing Director (in his capacity as the CEO) and the CFO pursuant to s295A of the Corporations Act which state, that the financial statements for both the half year ended 30 June 2023 and the year ended 31 December 2023, were founded on sound risk management and internal controls and that the system is operating effectively in all material respects in relation to financial reporting risks.</p>
4.3	<p>A listed entity should disclose its process to verify the integrity of any periodic corporate report it releases to the market that is not audited or reviewed by an external auditor.</p>	<p>Adopted.</p> <p>The periodic finance-based reports that the Company releases each year include the Full Year and Half Year financial statements, the Quarterly Appendix 4C cashflow reports and the Preliminary Final Report.</p> <p>The Half Year and Full Year accounts are reviewed/audited and signed off by the Company's independent external auditors.</p> <p>While the Appendix 4Cs and the Preliminary Final Report are prepared internally, they are done so utilising the same accounting principles and accounts on which the audited Half Year and Full Year accounts are prepared and released. These reports are also reviewed before release by Audit & Risk Committee members and the Board as a whole.</p>

PRINCIPLE 5: MAKE TIMELY AND BALANCED DISCLOSURE		
	Recommendation	Talius Group Limited Current Practice
5.1	A listed entity should have and disclose a written policy for complying with its continuous disclosure obligations under listing rule 3.1.	<p>Adopted.</p> <p>The Company has adopted a Continuous Disclosure Policy in compliance with the continuous disclosure obligations under the ASX Listing Rules and Corporations Act to ensure all investors have equal and timely access to material information concerning the Company and that Company announcement are factual and presented in a clear and balanced manner.</p> <p>A copy of the Policy is available on the Company's website.</p>
5.2	A listed entity should ensure that its board receives copies of all material market announcements promptly after they have been made.	<p>Adopted.</p> <p>Given the present size of the Board, the Company's current practice is to circulate to the Board any material ASX announcements before they are released.</p> <p>In addition, there is an internal protocol that has been established to ensure that Directors receive copies of all ASX announcements. Their emails have been recorded with the ASX email distribution list so that on an announcement being made an email confirming its release and attaching a copy of the announcement is independently sent to each Director by the ASX.</p>
5.3	A listed entity that gives a new and substantive investor or analyst presentation should release a copy of the presentation materials on the ASX Market Announcements Platform ahead of the presentation.	<p>Adopted.</p> <p>Presentations that are made to analysts or investors are posted on the Company's website. If the presentations contain information that has not previously been announced to ASX that could have a material effect on the share price, or is substantive in nature, the presentation is released to the ASX before the presentation is delivered.</p> <p>In addition, the Company's website contains the functionality that allows interested parties to subscribe to receive electronic notification of public releases and other relevant material concerning the Company.</p>

PRINCIPLE 6: RESPECT THE RIGHTS OF SECURITY HOLDERS		
	Recommendation	Talius Group Limited Current Practice
6.1	A listed entity should provide information about itself and its governance to investors via its website.	<p>Adopted.</p> <p>The Company has a Shareholders Communication Strategy a copy of which is on the Company website.</p> <p>Through this and the Company's website the Board strives to ensure that shareholders are informed of the Company's governance and all major developments affecting the Company.</p>
6.2	A listed entity should have an investor relations program that facilitates effective two-way communication with investors.	<p>Adopted.</p> <p>The Board aims to ensure that shareholders are provided with all the information necessary to assess the performance of the Company.</p> <p>Information is communicated to shareholders through the Company's website, ASX announcements, the Quarterly, Half Year and Full Year reporting regimes.</p>
6.3	A listed entity should disclose how it facilitates and encourages participation at meetings of security holders.	<p>Adopted.</p> <p>The Board encourages full participation of shareholders at the AGM to ensure a high level of accountability as well as encouraging the use of electronic communication with shareholders through the establishment of a dedicated investor email address: investors@Talius.com.au</p> <p>A notice of meeting is provided to shareholders at least 28 days before the meeting and provides explanatory notes on the items of business that will be considered and voted upon at the meeting.</p> <p>Shareholders are given the opportunity to ask questions on the annual Financial Statements and prior to voting on ever resolution at the AGM. All resolutions put to the meeting are determined by a formal poll.</p> <p>Shareholders can appoint proxies or corporate representatives via the form accompanying the notice of meeting, online or via the mobile application through the share registry.</p> <p>Voting can be conducted manually, online or via proxy prior to the AGM, a vote can be made in person during the meeting.</p>

6.4	A listed entity should ensure that all substantive resolutions at a meeting of security holders are decided by a poll rather than by a show of hands.	<p>Adopted.</p> <p>In compliance with this recommendation and to ascertain the true intent of the Company's security holders the Board has decided that all material resolutions at its AGM and general meetings will be decided by poll.</p>
6.5	A listed entity should give security holders the option to receive communications from, and send communications to, the entity and its security registry electronically.	<p>Adopted.</p> <p>The Company's website contains a function to allow interested parties to subscribe to receive electronic notification of public releases and other relevant material concerning the Company and its activities.</p> <p>In addition, shareholders can register their email address with the Company's Share Registry and elect to receive all correspondence and notices from the registry such as notices of general meetings or corporate transactions.</p>
PRINCIPLE 7: RECOGNISE AND MANAGE RISK		
	Recommendation	Talius Group Limited Current Practice
7.1	<p>The board of a listed entity should:</p> <p>(a) have a committee or committees to oversee risk, each of which:</p> <p>(1) has at least three members, a majority of whom are independent directors; and</p> <p>(2) is chaired by an independent director,</p> <p>and disclose:</p> <p>(3) the charter of the committee;</p> <p>(4) the members of the committee; and</p> <p>(5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or</p> <p>(b) if it does not have a risk committee or committees that satisfy (a) above, disclose that fact and the processes it</p>	<p>Partially Adopted.</p> <p>The Board has a separate Audit & Risk Committee.</p> <p>At this time due to the size and the makeup of the board, the Committee is constituted by only two (2) directors. The Audit & Risk Committee is constituted by Mr Ramsay Carter and Mr Leylan Neep, both of whom are independent.</p> <p>The Committee is chaired by Ramsay Carter who is not the Chair of the board.</p> <p>The Committee has a documented charter which has recently been reviewed and updated. This Charter sets out the specific role and responsibilities delegated to the Committee by the Board.</p> <p>A copy of the Charter is available on the Company's website.</p> <p>The Committee meets as often as is required but no less than twice a year. Details of the number meetings and</p>

	employs for overseeing the entity's risk management framework.	the attendance of the members are detailed in the Directors Report contained in the Company's 2023 Annual Report.
7.2	<p>The board or a committee of the board should:</p> <p>(a) review the entity's risk management framework at least annually to satisfy itself that it continues to be sound and that the entity is operating with due regard to the risk appetite set by the board; and</p> <p>(b) disclose, in relation to each reporting period, whether such a review has taken place.</p>	<p>Adopted.</p> <p>The Board with the assistance of the Audit & Risk Committee undertook and completed a review of the Company's risk management framework during the 2023 finance period under review.</p> <p>The review determined that the risk management framework that was in place continues to be sound and robust enough to address the risks that face the Company.</p>
7.3	<p>A listed entity should disclose:</p> <p>(a) if it has an internal audit function, how the function is structured and what role it performs; or</p> <p>(b) if it does not have an internal audit function, that fact and the processes it employs for evaluating and continually improving the effectiveness of its governance, risk management and internal control processes.</p>	<p>Not Adopted.</p> <p>The Company does not have an internal audit function. The Audit & Risk Committee discharges the function of evaluating and continually improving the effectiveness of its risk management and internal control processes, and in doing so is subject to the overall supervision of the Board. Internal control policies are reviewed annually.</p>
7.4	<p>A listed entity should disclose whether it has any material exposure to environmental or social risks and, if it does, how it manages or intends to manage those risks.</p>	<p>Adopted.</p> <p>At this juncture the Company does not believe that it has any material exposure to environmental or social risk.</p> <p>However, the Company is mindful that it operates as a service provider to the Aged Care industry that has recently been the subject of a Royal Commission into Age Care Quality and Safety.</p> <p>It continues to closely monitor the outcome and recommendations of the enquiry and the Commonwealth Governments response to those recommendations as an emerging area to be kept abreast of.</p> <p>The Board continually reviews, with the assistance of the Audit & Risk Committee environmental and social sustainability risks in the areas in which it operates. Potential risks have been included as part of the risk management register to ensure that they are continually being monitored and assessed.</p>

		<p>A detailed description of material risks for the Company is set out in the Operating and Financial Review on pages 10 & 11 of the 2023 Annual Report.</p> <p>In response to the increased focus on the principles of Environment, Social and Governance (ESG) as an effective means of creating long term value while addressing societal priorities the Company has committed to this year adopting a ESG reporting regime to be based on internationally recognised benchmarks, ratings, and indices, which will allow stakeholders to evaluate and assess the performance of Talius against these ESG performance indicators.</p> <p>Details of ESG reporting will be published on the Company's website.</p>
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PRINCIPLE 8: REMUNERATE FAIRLY AND RESPONSIBLY

	Recommendation	Talius Group Limited Current Practice
8.1	<p>The board of a listed entity should:</p> <p>(a) have a remuneration committee which:</p> <ol style="list-style-type: none"> (1) has at least three members, a majority of whom are independent directors; and (2) is chaired by an independent director, <p>and disclose:</p> <ol style="list-style-type: none"> (3) the charter of the committee; (4) the members of the committee; and (5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or <p>(b) if it does not have a remuneration committee, disclose that fact and the processes it employs for setting the level and composition of remuneration for directors and senior executives and ensuring that such remuneration is appropriate and not excessive.</p>	<p>Partially Adopted.</p> <p>The Board has a separate Nomination & Remuneration Committee.</p> <p>At this time due to the size and the makeup of the board, the Committee is constituted by only two (2) directors. The Nomination & Remuneration Committee is constituted by Mr Leylan Neep and Mr Ramsay Carter, both of whom are independent with Mr Neep holding a non-executive role.</p> <p>The Committee is chaired by Leylan Neep who is an independent director.</p> <p>The Committee has a documented charter. This Charter sets out the specific role and responsibilities delegated to the Committee by the Board.</p> <p>A copy of the Charter is available on the Company's website.</p> <p>The Committee meets as often as is required but no less than twice a year. Details of the number meetings and the attendance of the members are detailed in the Directors Report contained in the Company's 2023 Annual Report.</p>
8.2	<p>A listed entity should separately disclose its policies and practices regarding the remuneration of non-executive directors</p>	<p>Adopted.</p>

	and the remuneration of executive directors and other senior executives.	The Company's Remuneration Policy as detailed in the Remuneration Report contained within the Annual Report for 2023 sets out its policies and practices regarding the remuneration of non-executive and executive directors and other senior executives.
8.3	<p>A listed entity which has an equity-based remuneration scheme should:</p> <p>(a) have a policy on whether participants are permitted to enter into transactions (whether through the use of derivatives or otherwise) which limit the economic risk of participating in the scheme; and</p> <p>(b) disclose that policy or a summary of it.</p>	<p>Adopted.</p> <p>The Company has an Incentive Performance Rights Plan (IPRP) which was last approved by Shareholders for the purposes of the ASX Listing Rule 7.2 at the 2021 Annual General Meeting.</p> <p>The Company's Securities Trading Policy, which would operate to cover performance rights as a security issued under the IPRP, prevents participants in the scheme from entering into a transaction which would have the effect of hedging or otherwise transferring to any other person the risk of any fluctuation in the value of the unvested equity interest.</p>

Approved by the Board of Talius Group Limited
28 February 2024