

Notice of Unmarketable Parcels Buy Back

30 April 2024

Talius Group Limited (ASX:TAL) (Talius or the Company) is pleased to announce the details of a buy back offer for holders of unmarketable parcels of shares (**Eligible Holders**) in the Company (**Buy Back**). Under the ASX Listing Rules, holdings of the Company's shares valued at less than \$500 are considered to be less than marketable parcels (**Unmarketable Parcels**).

The Directors value all of the Company's shareholders but also recognise that holders of Unmarketable Parcels may find it difficult or costly to dispose of their shares. The proposed Buy Back will allow Eligible Holders to sell their shares in the Company without incurring brokerage and other expenses.

All Eligible Holders may elect to opt out of the proposed Buy Back and retain their shareholding by following the process in the attached letter, which will be sent to each Eligible Shareholder and provides full details about the Buy Back.

The Buy Back will also assist in reducing the Company's share registry and other administrative costs associated with maintaining a large number of small shareholders. Of the Company's 1,703 current shareholders, approximately 48.15% hold Unmarketable Parcels. Once completed, it is expected that this Buy Back will rationalize the share register considerably, which not only will result in a cost saving but will also alleviate some of the administrative burden of so many unmarketable holdings.

Based on the share register of the Company as at 7.00pm (Sydney time) on Tuesday 23 April 2024 (**Record Date**), an Unmarketable Parcel is any shareholding of 62,437 shares or less. This is determined using the closing market price of \$0.008 per share on the Record Date. The Directors have determined that the Buy Back price will be \$0.008 per share (being the volume weighted average price for the five-day trading period preceding the Record Date).

In summary:

- An Unmarketable Parcel of shares is any shareholding of 62,437 shares or less;
- The maximum number of shares that can be acquired under the Buy Back is 10,876,437 shares held by 820 shareholders, which represent represents approximately 0.421% of Talius' current issued share capital of 2,581,917,116 shares held by 1,703 shareholders; and
- The aggregate value of all the Talius shares held by Eligible Holders at the Buy Back price is approximately \$87,012.33.

Shareholders who own more than 62,437 shares on the Record date will not be able to participate in the Buy Back. In addition, shareholders who purchase any Talius shares after the Record Date, whether on ASX or by private off-market transfer will not be eligible to participate in the Buy Back.

The shares acquired by the Company under the Buy Back will be cancelled in accordance with the *Corporations Act 2001 (Cth)*.

Attached also is a copy of the Unmarketable Parcke Buy Back Retention Form (including contact details for further information in respect of the Buy Back), which will be sent out to Eligible Holders on Thursday, 2 May 2024.

The key dates/timetable in relation to the Buy Back are as follows:

Record Date for Buy Back	7:00pm (Sydney time) Tuesday, 23 April 2024
Announcement of Buy Back	Tuesday, 30 April 2024
Notice of Divestiture and Share Retention Form sent to Eligible Holders	Thursday, 2 May 2024
Relevant Date, being the closing date for receipt of Share Retention Form by Company	5.00pm (Sydney time) Monday, 17 June 2024
Announcement of Outcome of Buy Back	Thursday, 20 June 2024
Estimated date for EFT payment of proceeds of Buy Back	Thursday, 27 June 2024

Eligible Shareholders who wish to retain their shares must complete and return their personalized Share Retention Form to the Company's share registry, Automic Group, so that it is received by no later than 5:00pm (Sydney time) Monday, 17 June 2024. Further details of how to complete and return the form will be included in the letter to be sent to Eligible Holders.

Talius may modify these dates, suspend, or terminate the Buy Back. Any modification, suspension or termination will be announced via the ASX.

This announcement has been authorised by the Board of Directors of Talius Group Limited.

Investor Enquiries:

Stephen Rodgers

Company Secretary

1300 889 838

investors@Talius.com.au

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About Talius Group Limited (ASX: TAL)

Talius provides a suite of technology enabled care solutions to the aged and disability sectors across multiple verticals, including retirement living, residential aged care, home, and community settings to improve the quality of life, later in life.

Talius' Software as a Service (SaaS) data analytics platform Talius Smart Care combines smart sensors with AI machine learning that delivers automated actions. Talius links awareness, analysis, and action through one platform allowing the care model to move from spot check care to sense-respond care. Nursing staff can switch their focus from data collection to building a human connection. Most importantly, residents benefit from a new era of autonomy and dignity.

Talius helps protect and connect our elderly and people with disabilities with a scalable healthcare technology platform integrated with leading third-party providers to ensure end-to-end solutions for Connected Health.

FORWARD LOOKING STATEMENTS

Certain statements contained in this ASX release, including information as to the future financial or operating performance of the Company and its projects, are forward looking statements. Such forward looking statements:

- (a) are necessarily based upon several estimates and assumptions that, while considered reasonable by the Company, are inherently subject to significant technical, business, economic, competitive, political, and social uncertainties and contingencies;*
- (b) involve known and unknown risks and uncertainties that could cause actual events or results to differ materially from estimated or anticipated events or results reflected in such forward looking statements; and*
- (c) may include, among other things, statements regarding estimates and assumptions in respect of prices, costs, results, and capital expenditure, and are or may be based on assumptions and estimates related to future technical, economic, market, political, social, and other conditions. The Company disclaims any intent or obligation to publicly update any forward-looking statements, whether because of new information, future events, or results or otherwise.*

The words "believe", "expect", "contracted", "anticipate", "indicate", "contemplate", "target", "plan", "intends", "continue", "budget", "estimate", "may", "will", "schedule", "planned" and similar expressions identify forward looking statements. All forward looking statements contained in this ASX release are qualified by the foregoing cautionary statements. Recipients are cautioned that forward looking statements are not guarantees of future performance and accordingly recipients are cautioned not to put undue reliance on forward looking statements due to the inherent uncertainty therein.

Dear Shareholder

Buy-Back Unmarketable Parcels of Shares – Notice to Eligible Holders

As announced on 30 April 2024, Talius Group Limited (ACN 111 823 762) (**Talius** or **Company**) intends to undertake a minimum holding share buy-back for holders of less than marketable parcels of shares (**Buy Back**) as at 7.00pm (Sydney time) on Tuesday, 23 April 2024 (**Record Date**).

The Buy Back, which is subject to the terms and conditions set out below, will allow eligible shareholders the opportunity to sell their less than marketable shareholdings without incurring any brokerage or handling costs.

Under the ASX Listing Rules, any shareholding valued at less than \$500 is considered to be a 'less than marketable parcel' of shares (**Unmarketable Parcel**). The directors of the Company (**Directors**) recognise that holders of unmarketable parcels of shares may encounter difficulties selling their shares on the ASX. Additionally, the Buy Back will reduce administrative costs associated with maintaining a large number of very small holdings.

The Buy Back is being conducted in accordance with the Company's Constitution and the Corporations Act 2001 (Cth) (Corporations Act).

The Buy Back will allow shareholders who hold an unmarketable parcel of shares in the Company (**Eligible Holders**) to sell their shares back to the Company at the Buy-Back price of \$0.008 per share (being the volume weighted average price for the five (5) day trading period preceding the Record Date) (**Buy Back Price**).

The amount payable to an Eligible Holder that chooses to have their Unmarketable Parcel bought back by the Company will be rounded down to the nearest cent.

Shares bought back by the Company through the Buy Back will be cancelled in accordance with section 257H of the *Corporations Act 2001* (Cth) (**Corporations Act**). Talius will pay all costs relating to the Buy Back (excluding any taxation consequences from the Buy Back which remain the responsibility of Eligible Shareholders).

On the basis of the Buy Back Price and the Company's register of members as at 7.00pm (Sydney time) on the Record Date:

- a) a less than marketable parcel is any shareholding of 62,437 shares or less;
- b) 820 out of 1,703 shareholders hold Unmarketable Parcels, totalling 10,876,437 shares; and
- c) the aggregate value of the Company's shares held by all Eligible Holders, based on the closing market price on the Record Date, is \$ 87,012.33.

The Company's share registry shows that the number of shares held by you, or an entity associated with you, is an unmarketable parcel, which makes you an Eligible Holder and eligible to participate in the Buy Back.

It is important to note that the market price of Company shares will change from time to time. The Buy-Back Price under the Buy Back may be less than the actual market price at the time of the sale and may not be the best price obtainable on the day on which your Company shares are bought back.

The Company will not buy back your shares if you wish to retain your shareholding.

What do I need to do?

As a holder of an Unmarketable Parcel as at the Record Date, your options are described below:

1. Have your Unmarketable Parcel bought-back by the Company – if you want the Company to buy back your Unmarketable Parcel at the Buy-Back Price, you should **take no action**. By refraining from taking any action, you will be deemed to have irrevocably appointed Talius to buy back all of your shares at the Buy-Back Price and to provide you with the relevant proceeds as set out in this letter.

If you elect to sell your shares under the Buy Back to ensure you receive payment via EFT please ensure that you either provide or update your payment details via the Investor Portal which can be accessed by visiting:

<https://investor.automic.com.au/#/home>

2. Retain your Unmarketable Parcel of shares – if you wish to retain your shares, **you must:**
 - a) Complete the enclosed Buy Back Retention Form and return it to the Company's share registry, Automic Group (**Share Registry**), by no later than 5.00pm (Sydney time) on Monday, 17 June 2024 (**Closing Date**). You are reminded that you are able to lodge the Buy Back Retention Form online, the details of which are outlined in the form.

If your completed Buy Back Retention Form is not received by the Share Registry by the Closing Date, your shares will be bought back by the Company in accordance with the terms of the Buy Back; or
 - b) acquire additional shares in Talius on-market so the value of your shareholding is noted on Talius share register as being more than \$500 (that is, a marketable parcel) as at the Closing Date.

If you choose to complete and return a Buy Back Retention Form by Mail, you are advised to allow reasonable time for it to be received by the Share Registry by the Closing Date. If you choose to acquire additional shares in order to increase your holding to an amount that is more than an

Unmarketable Parcel, you are advised to allow reasonable time for these transactions to be processed on the Company's share register by the Closing Date.

You should be aware that the fact that your shareholding is described in this letter as an "unmarketable parcel" does not mean that you cannot sell your shares at any time. The use of the term "unmarketable parcel" in this letter is to identify the value of shares which are eligible for sale through the Buy Back.

The Company makes no recommendation as to whether you should participate in the Buy Back. You should seek independent professional advice when deciding whether to retain your shares or if you have any questions on how a sale of shares under the Buy Back may affect you.

Key Dates

Record Date for Buy Back	7:00pm (Sydney time) Tuesday, 23 April 2024
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Estimated date for payment of proceeds of Buy Back	Thursday, 27 June 2024

Subject to the ASX Listing Rules, the Corporations Act and its Constitution, Talius may modify these dates or vary, suspend or terminate the Buy Back. Any modification, variation, suspension or termination will be notified by written notice to the ASX.

If, after reading this letter, you still have questions or need further information about the Buy Back, please contact the Company Secretary on 1300 889 838 or via investors@Talius.com.au

Sincerely
Stephen Rodgers
Company Secretary

LODGING YOUR RETENTION FORM



IMPORTANT! Retention Forms cannot be returned by fax or email.
Your Retention Form must be returned via one of the return methods provided below.

Due to recent changes to delivery times by Australia Post, standard delivery may now take up to ten Business Days, or longer from regional areas. Shareholders should bear this in mind when returning their Retention Form using Australia Post.

ONLINE

Existing users: If you have an existing Automic Investor Portal account, with access to Talius Group Limited, you do not need to register and can log in with your existing username and password at <https://investor.automic.com.au>

If you do not automatically see your TAL shareholding in your account, you can easily add it by selecting the "Add holding" button on the top right-hand corner of the screen and following the prompts.

New users: If you do not have an existing Automic account you will need to register for Investor Portal by visiting <https://investor.automic.com.au/#/signup> and following these steps:

1. In the Company Name field, select "Talium Group Limited (TAL)"
2. Enter your Holder Number (SRN or HIN)
3. Enter the postcode (Australian address) or click "change country" to select the country code (overseas address) relevant to your holding
4. Tick the "I'm not a robot" box and click "Next"
5. Complete the prompts to set up your Username and Password

Once you are logged in, select "Offers" from the left-hand vertical menu and follow the prompts.

BY MAIL

Talium Group Limited – Unmarketable Parcel Sale Facility
C/- Automic Group
GPO Box 5193
Sydney NSW 2001

BY HAND DELIVERY (Between Sydney office hours 9.00am – 5.00pm AEST)

Automic Group
Level 5
126 Phillip Street
Sydney NSW 2000

YOUR SHARE RETENTION FORM MUST BE RECEIVED BY NO LATER THAN
5.00PM (AEST) ON 17 June 2024.

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