

31 October 2022

Dear Shareholder,

**TALI DIGITAL LIMITED – 2022 ANNUAL GENERAL MEETING**

TALi Digital Limited (**Company**) advises that the 2022 Annual General Meeting of the shareholders of the Company (**Shareholders**) is scheduled to be held on Wednesday, 30 November 2022 at 11.00am (Melbourne time) (**Meeting**). The Meeting will be held online using technology (namely an online webcasting platform) and not a face to face meeting. Shareholders may be present online and vote through an online platform provided by the Share Registry, which is accessible by logging into the Automic website (<https://investor.automic.com.au/#/home>) on a smartphone, tablet or computer.

The Company will not be despatching physical copies of the Notice of 2022 Annual General Meeting (**Notice of Meeting**) unless a Shareholder has requested a physical copy or made an election to receive document from the Company in physical form. Instead, the Notice of Meeting can be viewed, accessed and downloaded via the following direct link to the ASX announcements platform of the Company:

<https://www2.asx.com.au/markets/trade-our-cash-market/announcements.td1>

**Shareholders are strongly encouraged to vote by lodging a directed proxy appointing the Chairperson of the Meeting before 11.00am (Melbourne time) on 28 November 2022.** A personalised proxy form is enclosed with this letter. Proxies can be lodged in accordance with the instructions on the personalised proxy form enclosed with this letter. Shareholders who attend the Meeting and have not lodged their proxy form prior to the Meeting will be provided an opportunity to participate and vote at the Meeting.

Shareholders who wish to watch, listen and vote virtually on the day of the Meeting will need to login to the Automic website (<https://investor.automic.com.au/#/home>) with their *username* and *password*. Further details of how to register for and attend the Meeting can be found in the Notice of Meeting (which can be accessed as described above) and in the registration and Voting Guide which can be accessed at <https://www.automicgroup.com.au/virtual-agms/>.

If it becomes necessary or appropriate to make alternative arrangements to those set out above and in the Notice of Meeting the Company will announce the alternative arrangements to ASX. Shareholders are encouraged to check for announcements of the Company at the ASX website (<https://www2.asx.com.au/>), using the search code "TD1".

The Company thanks Shareholders for their ongoing support.

**For and on behalf of the Board:**



Stephen Denaro  
Company Secretary



# TALi Digital Limited

ACN 108 150 750

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## NOTICE OF 2022 ANNUAL GENERAL MEETING AND EXPLANATORY STATEMENT

**Wednesday, 30 November 2022  
at 11:00 a.m. (Melbourne time)**

**Notice is given that the 2022 Annual General Meeting of Shareholders of TALi Digital Limited ACN 108 150 750 (TALi or the Company) will be held on Wednesday, 30 November 2022 at 11:00 a.m. (Melbourne time)**

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This Notice of Meeting should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their professional advisors prior to voting. Should you wish to discuss the matters in this Notice of Meeting please do not hesitate to contact the Company Secretary on 1300 082 013 or at [investors@talidigital.com](mailto:investors@talidigital.com).

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## NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS GIVEN** that the 2022 Annual General Meeting (**Meeting**) of the Shareholders of TALi Digital Limited (ACN 108 150 750) (**TALi** or **Company**) will be held on Wednesday, 30 November 2022 at 11:00 a.m. (Melbourne time) as a virtual meeting for the purposes of considering the items of business set out below.

The Meeting will be held online using technology (namely an online webcasting platform) and not a face to face meeting.

Shareholders may be present online and vote through an online platform provided by the Share Registry, which is accessible by logging into the Automic website (<https://investor.automic.com.au/#/home>) on a smartphone, tablet or computer.

The online webcasting platform used for the conduct of the Meeting will provide a reasonable opportunity for all Shareholders and other persons entitled to attend and vote at the Meeting to participate in, and ask questions at, the Meeting. All persons so participating in the Meeting using the online webcasting platform are taken for all purposes to be present at the Meeting while so participating.

All voting at the Meeting will be undertaken by way of poll using the online voting platform and not by a show of hands.

The results of the voting on resolutions requiring a Shareholder vote at the Meeting will be announced to the ASX promptly after the Meeting.

The Explanatory Statement and Proxy Form accompanying this Notice of Meeting are hereby incorporated in and comprise part of this Notice of Meeting.

## BUSINESS OF THE MEETING

### Financial Statements and Related Reports

To receive and consider the Financial Report, the Directors' Report and the Auditor's Report of TALi Digital Limited for the financial year ended 30 June 2022.

No resolution will be required to be passed on this item.

### Resolution 1 – Adoption of Remuneration Report

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

*“That the Remuneration Report forming part of the Directors' Report for the financial year ended 30 June 2022 be adopted.”*

The vote on this resolution is advisory only and does not bind the Company or its Directors. The Directors will consider the outcome of the vote and comments made by Shareholders on the Remuneration Report at the Meeting when reviewing TALi's remuneration policies.

#### **Voting Exclusion:**

The Company will disregard any vote cast on resolution 1 (in any capacity) by or on behalf of a member of the Key Management Personnel (**KMP**) (being a member of key management personnel, details of whose remuneration are included in the Remuneration Report for the year ended 30 June 2022) or a Closely Related Party of such a KMP.

However, a member of the KMP or Closely Related Party of a KMP may cast a vote on this item as proxy for a person that is entitled to vote if the appointment of the proxy specifies in writing the way the proxy is to vote on the resolution, and the vote is not cast on behalf of a person described above as being excluded from voting on Resolution 1. That Chair of the Meeting may also exercise undirected proxies if the appointment of the proxy expressly authorises the Chair of the Meeting to exercise the proxy even if the resolution is connected directly

or indirectly with the remuneration of a member or members of the KMP, and the vote is not cast on behalf of a person described above as being excluded from voting on Resolution 1.

## Resolution 2 – Election of Director (Mr David Williams)

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

*“That for the purposes of Listing Rule 14.4, Rule 8.2 of the Constitution and for all other purposes, Mr David Williams, a Director appointed as an additional Director on 15 December 2021 who retires in accordance with the Constitution and, being eligible, offers himself for election, be elected as a Director .”*

## Resolution 3 – Election of Director (Mr Mark Simari)

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

*“That for the purposes of Listing Rule 14.4, Rule 8.2 of the Constitution and for all other purposes, Mr Mark Simari, a Director appointed as an additional Director on 6 October 2022 who retires in accordance with the Constitution and, being eligible, offers himself for election, be elected as a Director .”*

## Resolution 4 – Election of Director (Mr Stephen Munday)

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

*“That for the purposes of Listing Rule 14.4, Rule 8.2 of the Constitution and for all other purposes, Mr Stephen Munday, a Director appointed as an additional Director on 18 October 2022 who retires in accordance with the Constitution and, being eligible, offers himself for election, be elected as a Director .”*

## Resolution 5 – Approval of 10% Capacity

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

*“That for the purposes of Listing Rule 7.1A and for all other purposes, the Shareholders approve the additional capacity of the Company to issue Equity Securities up to 10% of the issued capital of the Company (at the time of the issue) calculated in accordance with Listing Rule 7.1A.2 and otherwise on the terms and conditions contained in the Explanatory Statement which accompanied and formed part of the Notice.”*

### Voting Note:

If at the time of the Meeting the Company:

- Is included in the S&P/ASX 300 Index; and
- Has a market capitalisation of greater than AU\$300 million,

then this Resolution will be withdrawn.

### Voting Exclusion Statement

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

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

- a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with the directions given to the proxy or attorney to vote on the resolution in that way; or
- the chair of the Meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the chair to vote on the resolution as the chair decides; or

- a holder acting solely as nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
  - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and
  - the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

## **Resolution 6 – Renewal of Proportional Bid Provisions in the Constitution**

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

*“That, for the purposes of Section 648G of the Corporations Act and for all other purposes, the shareholders of the Company approve the renewal of the proportional takeover approval provisions in Rule 163 of the Company’s Constitution for a period of three years from the date of the Meeting.”*

**By order of the Board**

A handwritten signature in black ink, appearing to read 'S. Denaro', with a long horizontal stroke extending to the right.

**Stephen Denaro**  
**Company Secretary**  
**Date: 31 October 2022**

## MEETING INFORMATION

### Voting entitlement

A determination has been made by the Board under regulation 7.11.37 of the *Corporations Regulations 2001* (Cth) that the persons eligible to vote at the Meeting are those who are registered as Shareholders as at 7:00 p.m. (Melbourne time) on Monday, 28 November 2022, subject to any applicable voting exclusion.

### Voting methods

All voting on the Resolutions to be considered at the Meeting will be conducted by way of a poll. On a poll, Shareholders have one vote for every Share held.

As this is a virtual meeting, you will not be able to attend the Meeting in person. However, you will have the opportunity to be present and participate via an online webcasting platform. You will also have the opportunity to ask questions at the meeting.

Shareholders who wish to watch, listen and vote virtually on the day of the Meeting will need to login to the Automic website (<https://investor.automic.com.au/#/home>) with their *username* and *password*.

Shareholders who do not have an account with Automic are strongly encouraged to register for an account as soon as possible and well in advance of the Meeting to avoid any delays on the day of the Meeting.

### *How do I create an account with Automic?*

To create an account with Automic, please go to the Automic website (<https://investor.automic.com.au/#/home>), click on 'Register' and follow the steps. Shareholders will require their holder number (Securityholder Reference Number (SRN) or Holder Identification Number (HIN)) to create an account with Automic.

### *I have an account with Automic, what are the next steps?*

Shareholders who have an existing account with Automic (Note: with a *username* and *password*) are advised to take the following steps to attend and vote virtually on the day of the Meeting:

1. Login to the Automic website (<https://investor.automic.com.au/#/home>) using your *username* and *password*.
2. **(Registration on the day)** If registration for the virtual meeting is open, a banner will display at the bottom of your screen to indicate that the Meeting is open for registration, click on 'Register' when this appears and follow the steps. Click on the URL to join the webcast where you can view and listen to the virtual meeting. Note that the webcast will open in a separate window.
3. **(Live voting on the day)** Once the Chair has declared the poll open for voting, click on 'Refresh' within the platform to be taken to the voting screen. Select your voting choice and click 'Confirm' to submit your vote. Note that you cannot amend your vote after it has been submitted.

For further details, please refer to the Registration and Voting Guide, which can be accessed at <https://www.automicgroup.com.au/virtual-agms/>. Please scroll to middle of the page for the links.

### Voting by proxy

Each Shareholder who is entitled to attend and vote at the Meeting is entitled to appoint a proxy to attend and vote on behalf of that Shareholder. A proxy need not be a Shareholder. A proxy appointed by an Australian corporate body must be executed in accordance with the Corporations Act and a proxy given by a foreign corporation must be executed in accordance with the laws of that corporation's place of incorporation.

Any representatives of a corporate body wishing to attend and vote at the Meeting on behalf of the corporate body must have a certificate of appointment duly executed by that corporate body.

A Shareholder who is entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes that each proxy is appointed to exercise. If a Shareholder appoints two proxies and the appointment does not specify the proportion, or number, of the Shareholder's votes each proxy may exercise, each proxy may exercise half the votes (disregarding fractions).

A proxy appointment form is enclosed with this Notice of Meeting. For the proxy form to be valid, the proxy form together with the power of attorney or other authority (if any) under which it is signed, or a certified copy of that power of attorney, must be lodged so it is received no later than 11:00 a.m. (Melbourne time) on Monday, 28 November 2022, being 48 hours prior to the Meeting. The proxy form provides for methods of lodgement.

If you sign the proxy form and do not appoint a proxy, you will have appointed the Chair as your proxy.

### **Proxy voting by the Chair**

The Corporations Act imposes prohibitions on Key Management Personnel and their Closely Related Parties from voting their shares (or voting undirected proxies) on, amongst other things, remuneration matters including Resolution 1. However, the Chair of a Meeting may vote an undirected proxy (i.e. a proxy that does not specify how it is to be voted) including on Resolution 1, provided the Shareholder who has lodged the proxy is eligible to vote on the Resolution and has given an express authorisation to the Chair to exercise the undirected proxy, even if the resolution is connected directly or indirectly with remuneration of a member of Key Management Personnel.

If you complete a proxy form that authorises the Chair of the Meeting to vote on your behalf as proxy, and you do not mark any of the boxes so as to give the Chair directions about how your vote should be cast, then you will be taken to have expressly authorised the Chair to exercise your proxy on resolution 1 even though the resolution is connected directly or indirectly with the remuneration of Key Management Personnel. In accordance with this express authority provided by you, the Chair will vote in favour of resolution 1.

If you wish to appoint the Chair of the Meeting as your proxy, and you wish to direct her how to vote, please tick the appropriate boxes on the proxy form.

The Chair of the Meeting intends to vote all available undirected proxies in favour of each item of business.

If you appoint as your proxy any Key Management Personnel or any of their Closely Related Parties other than the Chair of the Meeting and you do not direct your proxy how to vote on resolution 1, he or she will not vote your proxy on that item of business.

### **Attorneys**

A Shareholder may appoint an attorney to vote on his or her behalf. For an appointment to be effective for the Meeting, the instrument effecting the appointment (or a certified copy of it) must be received by the Company at its registered office or to the Share Registry by no later than 11:00 a.m. (Melbourne time) on Monday, 28 November 2022.

### **Corporate Representatives**

A body corporate which is a Shareholder, or which has been appointed as a proxy, may appoint an individual to act as its representative at the Meeting in accordance with section 250D of the Corporations Act.

If you wish to appoint a body corporate as your proxy, you must specify on the proxy form:

- the full name of the body corporate appointed as proxy; and
- the full name or title of the individual representative of the body corporate who will be present virtually at the Meeting.

Representatives should provide satisfactory evidence of their appointment including any authority under which that appointment is signed (unless previously given to the Company).

### **Asking questions at the AGM**

Shareholders will be able to vote and ask questions at the Meeting.

Shareholders are also encouraged to submit questions in advance of the Meeting to the Company. Questions must be submitted in writing to [investors@talidigital.com](mailto:investors@talidigital.com) at least 48 hours before the Meeting.

### **Special Resolutions**

For a special resolution to be passed, at least 75% of the votes validly cast on the resolution by Shareholders (by number of Shares) must be in favour of the resolution. Resolutions 5 and 6 are special resolutions.

### **Defined Terms**

Capitalised terms in this Notice of Meeting and Explanatory Statement are defined either in the "Glossary" section or where the relevant term is first used and defined.



## EXPLANATORY STATEMENT

The purpose of this Explanatory Statement (which accompanies and forms part of the Notice of Meeting), is to provide Shareholders with an explanation of the business of the Meeting and of the resolutions to be proposed and considered at the AGM to be held on Wednesday, 30 November 2022 at 11:00 a.m. (Melbourne time) and to assist Shareholders in deciding how they may wish to vote on the resolutions.

Shareholders should read this Explanatory Statement in full before deciding on how to vote on the proposed resolutions to be considered at the Meeting.

### Financial Statements and Relevant Reports

Pursuant to the Corporations Act, the directors of a listed company that is required to hold an Annual General Meeting must table the financial statements and reports of the company (including the Directors' Report, Remuneration Report and Auditor's Report) for the previous financial year before the members at that Annual General Meeting. There is no requirement for a formal resolution on this item.

Shareholders can view and download all relevant information concerning the Company's financial statements, the Directors' Report, Remuneration Report and Auditor's Report in the Annual Report of the Company for the year ended 30 June 2022 at the Company's website at <https://talidigital.com/investors-centre/asx-announcements/>. The Company will not provide a hard copy of the Annual Report unless specifically requested to do so.

Shareholders will be given a reasonable opportunity at the Meeting to ask questions and make comments on the financial statements and the reports. The Company's auditor will also be available to receive questions and comments from Shareholders about the preparation and content of the financial statements and the Auditor's Report and the conduct of the audit generally.

Shareholders may submit written questions to the Company's auditor in advance of the Meeting. A reasonable opportunity will be allowed at the Meeting for a representative of the Company's auditor to answer any written questions submitted in accordance with the above procedure.

### Resolution 1 – Adoption of Remuneration Report

The Corporations Act requires a non-binding resolution be put to shareholders for the adoption of the Remuneration Report. The Remuneration Report is set out in the 2022 Annual Report. During this item of business there will be an opportunity for Shareholders at the Meeting to comment on or ask questions about the Remuneration Report.

Shareholder votes on this resolution are advisory only and will not bind the Directors or the Company. However, the Board will take the outcome of the vote into consideration when reviewing the remuneration practices and policies of the Company.

The Board will consider the outcome of the vote and comments made by shareholders on the Remuneration Report at the meeting when reviewing the Company's remuneration policies. Under the Corporations Act, if 25% or more of votes that are cast are voted against the adoption of the Remuneration Report at two consecutive annual general meetings (**AGM**) (treating this AGM as the first such meeting), shareholders will be required to vote at the second of those AGM's on a resolution (a **spill resolution**) that another meeting be held within 90 days at which all of the Company's Directors (other than the Managing Director) must be put up for re-election. The vote on the Remuneration Report contained in the Company's 2021 Annual Financial Statements was passed with the support of more than 75% of votes thus a spill resolution will not be required in the event 25% or more of votes that are cast are against the adoption of the 2022 Remuneration Report. However, in the event that 25% or more of votes that are cast are against the adoption of the 2022 Remuneration Report, shareholders should be aware that if there is a 'no' vote of 25% or more for the same resolution at the 2022 AGM the consequences are that it may result in the re-election of the Board.

A voting exclusion applies to Resolution 1 in the terms set out in the Notice. In particular, Directors and other members of the Key Management Personnel details of whose remuneration are included in the Remuneration Report or a Closely Related Party of those persons must not vote on Resolution 1 and must not cast a vote as proxy, unless the proxy appointment gives a direction on how to vote provided however that the Chair may vote undirected proxies on behalf of persons eligible to vote where expressly authorised to do so on the proxy form.



## Resolution 2 – Election of Director (Mr David Williams)

### Background

Listing Rule 14.4 provides that a director appointed to fill a casual vacancy or as an addition to the Board must not hold office (without re-election) past the next annual general meeting of the entity. Rule 8.1 of the Constitution provides that the Directors may at any time appoint a person qualified to be a Director, either to fill a casual vacancy or as an addition to the existing Directors. Rule 8.2 of the Constitution provides that any Director appointed under Rule 8.1 (other than the Managing Director) holds office until the termination of the next AGM and is eligible for re-election at that AGM.

Mr David Williams was appointed as a Director on 15 December 2021 as an additional Director. Mr David Williams retires in accordance with the Constitution and, being eligible, offers himself for election as a Director.

### About Mr David Williams

Mr David Williams joined the Board on 15 December 2021. He is a Non-Executive Director of the Company and is a member of the TALi Digital Audit Committee. Mr Williams brings extensive international and domestic healthcare sector experience including 25 years with Cochlear Limited. David held a number of senior commercial and financial roles with the medical devices leader including as Senior Vice President of Finance & Operations for Cochlear Americas, President of Cochlear Americas (acting) and General Manager, Acoustics. Most recently he was Cochlear's Vice President of Global Customer Experience.

**Board Recommendation:** The Directors (with Mr David Williams abstaining) recommend that Shareholders vote in favour of resolution 2.

## Resolution 3 – Election of Director (Mr Mark Simari)

### Background

Listing Rule 14.4 provides that a director appointed to fill a casual vacancy or as an addition to the Board must not hold office (without re-election) past the next annual general meeting of the entity. Rule 8.1 of the Constitution provides that the Directors may at any time appoint a person qualified to be a Director, either to fill a casual vacancy or as an addition to the existing Directors. Rule 8.2 of the Constitution provides that any Director appointed under Rule 8.1 (other than the Managing Director) holds office until the termination of the next AGM and is eligible for re-election at that AGM.

Mr Mark Simari was appointed as a Director on 6 October 2022 as an additional Director. Mr Mark Simari retires in accordance with the Constitution and, being eligible, offers himself for election as a Director.

### About Mr Mark Simari

Mark Simari is an experienced and accomplished professional in the health care industry and has over 15 years' Board experience in a diverse range of organisations. Mark is current Chairman of Careteq Limited (ASX:CTQ) which listed on the ASX this past January and was the former Managing Director and co-founder of Paragon Care Limited (ASX:PGC) (between 2008 and 2018) and recently a Non-Executive Director between 2019 – 2022.

**Board Recommendation:** The Directors (with Mr Mark Simari abstaining) recommend that Shareholders vote in favour of resolution 3.

## Resolution 4 – Election of Director (Mr Stephen Munday)

### Background

Listing Rule 14.4 provides that a director appointed to fill a casual vacancy or as an addition to the Board must not hold office (without re-election) past the next annual general meeting of the entity. Rule 8.1 of the Constitution provides that the Directors may at any time appoint a person qualified to be a Director, either to fill a casual vacancy or as an addition to the existing Directors. Rule 8.2 of the Constitution provides that any Director appointed under Rule 8.1 (other than the Managing Director) holds office until the termination of the next AGM and is eligible for re-election at that AGM.

Mr Stephen Munday was appointed as a Director on 18 October 2022 as an additional Director. Mr Stephen Munday retires in accordance with the Constitution and, being eligible, offers himself for election as a Director.

### **About Mr Stephen Munday**

Stephen is an experienced financial and commercial professional and has over 25 years' experience on or working directly with Boards in a diverse range of organisations. In addition Stephen has over 30 years business experience in Australia and North America including chief financial officer and company secretary positions in several listed companies over that time. His experience includes a wide range of responsibilities in a variety of management functions including marketing, business development, supply management, commercial management, financial management and change management. Stephen is a current Non-Executive Director of Careteq Limited (ASX:CTQ) and CFO of Paragon Care Limited (ASX:PGC).

**Board Recommendation:** The Directors (with Mr Stephen Munday abstaining) recommend that Shareholders vote in favour of resolution 4.

## **Resolution 5 – Approval of Additional 10% Placement Facility**

### **Background**

Listing Rule 7.1 allows the Company to issue a maximum of 15% of its capital in any 12 month period without requiring shareholder approval. In addition, Listing Rule 7.1A enables eligible entities (companies that are outside the S&P/ASX 300 index and that also have a market capitalisation of \$300 million or less) to issue a further 10% of its issued share capital in 12 months provided shareholder approval for the eligible entity to make issues under Listing Rule 7.1A is obtained at an AGM. The Company is an eligible entity as at the date of the Notice of Meeting and must remain compliant with the requirements of Listing Rule 7.1A to be able to utilise the additional capacity to issue shares under that Listing Rule.

Approval under Listing Rule 7.1A requires a special resolution be passed and for a special resolution to pass, at least 75% of the votes cast must be in favour of the resolution. Additional disclosure obligations are imposed when the special resolution is proposed, when securities are issued and when any further approval is sought.

If resolution 5 is passed, the Company will be able to issue Equity Securities under the additional 10% placement capacity under Listing Rule 7.1A in addition to the Company's 15% placement capacity under Listing Rule 7.1.

If resolution 5 is not passed, the Company will not be able to access the additional 10% placement capacity to issue Equity Securities without Shareholder approval provided for in Listing Rule 7.1A and will remain subject to the 15% limit on issuing Equity Securities without Shareholder approval set out in Listing Rule 7.1.

Any Equity Securities issued under Listing Rule 7.1A must be in the same class as an existing quoted class of Equity Securities of the Company. As at the date of the Notice, the Company has one class of quoted Equity Securities being the Shares (fully paid ordinary shares).

### **Information required by Listing Rule 7.3A**

For the purposes of Listing Rule 7.3A the Company provides the following information.

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Period during which the Company may issue the securities	Shareholder approval under Listing Rule 7.1A is valid from the period commencing on the date of the Annual General Meeting (to which this Notice relates) at which approval is obtained and expiring on the first to occur of the following: <ol style="list-style-type: none"><li>the date that is 12 months after the date of the Annual General Meeting at which the approval is obtained; or</li><li>the time and date of the Company's next Annual General Meeting; or</li><li>the time and date of the approval by Shareholders of a transaction under Listing Rules 11.1.2 (a significant change to the nature or scale of activities) or 11.2 (disposal of main undertaking).</li></ol>
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Minimum price at which Equity Securities may be issued	<p>The issue price of each Equity Security must be a cash consideration which is not less than 75% of the volume weighted average price for securities in that class calculated over the 15 trading days on which trades in that class were recorded immediately before:</p> <ol style="list-style-type: none"> <li>the date on which the price at which the relevant Equity Securities are to be issued is agreed by the Company and the recipient of the relevant Equity Securities; or</li> <li>if the Equity Securities are not issued within 10 trading days of the date in paragraph (a), the date on which the Equity Securities are issued.</li> </ol>
Purposes for which the funds raised from an issue Equity Securities may be used	<p>While there are no current intentions to issue any Equity Securities under the Listing Rule 7.1A placement capacity, the Board anticipates that any funds raised from the issue of any securities would principally be made for the purpose of raising funds in connection with the Company's general working capital requirements.</p> <p>The specific purposes for which any particular issue is made under the Listing Rule 7.1A placement capacity will be disclosed by way of an ASX announcement at the time of the issue. The Company will comply with the disclosure obligations under Listing Rules 7.1A.4 and 3.10.5A upon issue of any Equity Securities under the Listing Rule 7.1A placement capacity.</p>
Risk of economic and voting dilution	<p>An issue of Equity Securities under Listing Rule 7.1A involves the risk of economic and voting dilution for existing ordinary security holders. These risks include:</p> <ol style="list-style-type: none"> <li>the market price for Equity Securities may be significantly lower on the issue date than on the date of the approval under Listing Rule 7.1A; and</li> <li>the Equity Securities may be issued at a price that is at a discount to the market price for the Equity Securities on the issue date.</li> </ol> <p>A table describing the potential dilution, based upon various assumptions as stated, is set out below.</p>
Details of the Company's allocation policy for issues under approval.	<p>The Company's allocation policy of Equity Securities under Listing Rule 7.1A is dependent on the prevailing market conditions at the time of any proposed issue pursuant to Listing Rule 7.1A. The identity of the allottees will be determined on a case-by-case basis having regard to the factors including, but not limited to, the following:</p> <ol style="list-style-type: none"> <li>the methods of raising funds that are available to the Company including, but not limited to, rights issue or other issue in which existing security holders can participate; and</li> <li>the effect of the issue of Equity Securities on the control of the Company; and</li> <li>the financial situation and solvency of the Company; and</li> <li>advice from corporate, financial and broking advisers (if applicable).</li> </ol> <p>The allottees under the Listing Rule 7.1A facility have not been determined as at the date of this Notice of Meeting but may include existing Shareholders and/or new Shareholders who are not related parties or associates of a related party of the Company.</p>
Prior issues of Equity Securities under Listing Rule 7.1A	<p>The Company previously obtained shareholder approval to issue Equity Securities under Listing Rule 7.1A at its 2021 AGM held on 23 November 2021. As at the date of the Notice, in the 12 months preceding the date of the Meeting (i.e. 12 months on and from 30 November 2021) the Company did not issue or agree to issue Equity Securities under Listing Rule 7.1A.</p>
Voting exclusion	<p>A voting exclusion statement for Resolution 5 is included in the Notice of Meeting. At the time of dispatching this Notice of Meeting, the Company is not proposing to make an issue of securities under Listing Rule 7.1A.2 and therefore it is not anticipated that any Shareholder will be excluded from voting on Resolution 5.</p>

#### Information under Listing Rule 7.3A.4

The table below shows the dilution of existing Shareholders on the basis of the current market price of Shares and the current number of ordinary securities for variable "A" calculated in accordance with the formula in Listing Rule 7.1A.2 as at the date of this Notice.

The table also shows:

- two examples where variable "A" has increased, by 50% and 100%. Variable "A" is based on the number of Shares the Company has on issue as at the date of this Notice. The number of ordinary securities on issue

may increase as a result of issues of Equity Securities that do not require Shareholder approval (for example, a pro rata entitlements issue or scrip issued under a takeover offer) or future specific placements under Listing Rule 7.1 that are approved at a future Shareholders' meeting; and

- two examples of where the issue price of ordinary securities has decreased by 50% and increased by 100% as against the approximate market price as at the date of this Notice.

Variable 'A' in 7.1A.2				Dilution			
				\$0.0015	\$0.003	\$0.006	
Shares on issue.				50% Decrease in Issue Price	Issue Price	100% Increase in Issue Price	
Current	Variable	"A"	-	10% Voting Dilution	123,263,052	123,263,052	123,263,052
1,232,630,524				Funds raised	\$184,894	\$396,789	\$739,578
50% increase in Variable	"A"	-		10% Voting Dilution	184,894,578	184,894,578	184,894,578
1,848,945,786				Funds raised	\$277,341	\$554,683	\$1,109,367
100% increase in Variable	"A"	-		10% Voting Dilution	246,526,104	246,526,104	246,526,104
2,465,261,048				Funds raised	\$369,789	\$739,578	\$1,479,156

The table has been prepared on the following assumptions:

1. The Company issues the maximum number of Shares available under the Listing Rule 7.1A placement capacity.
2. No convertible securities are exercised and/or converted into Shares before the date of the issue of the Shares available under Listing Rule 7.1A.
3. The 10% voting dilution reflects the aggregate percentage dilution against the issued Share capital at the time of issue. This is why the voting dilution is shown in each example as 10%.
4. The table does not show an example of dilution that may be caused to a particular Shareholder by reason of Share issue under Listing Rule 7.1A, based on that Shareholder's holding at the date of the Meeting.
5. The table shows only the effect of issues of Equity Securities under Listing Rule 7.1A, not under the 15% placement capacity under Listing Rule 7.1.
6. The Company has not issued any Equity Securities in the 12 months prior to the Meeting that were not issued under an exception in Listing Rule 7.2, with approval under Listing Rule 7.1 or ratified under Listing Rule 7.4.
7. The issue of Shares under Listing Rule 7.1A consists only of Shares.
8. The issue price is \$0.003 being an indicative price of the Shares as at the date of the Notice of Meeting.

**Board Recommendation:** The Board recommends that shareholders vote in favour of resolution 5.

## Resolution 6 – Renewal of Proportional Takeover Provisions in Constitution

### Background

Under the Corporations Act, a company may include provisions in its constitution that enable it to refuse to register shares acquired under a proportional takeover bid unless a resolution approving the bid is passed by shareholders.

Rule 163 of the Company's Constitution currently contains provisions dealing with proportional takeover bids in accordance with the Corporations Act. The Directors consider it in the interests of Shareholders to renew these provisions. If Resolution 6 is passed, the proportional takeover provisions will apply for a period of 3 years from the time the resolution is passed (i.e. until 30 November 2025).

Resolution 6 is a special resolution. For a special resolution to pass, at least 75% of the votes cast must be in favour of the resolution.

Where the approval of shareholders is sought to renew proportional takeover provisions, the Corporations Act requires certain information to be included in the notice of meeting. That information is set out below.

### **Proportional takeover bid**

A proportional takeover bid is a takeover bid where the offer made to each shareholder is only for a proportion of that shareholder's shares in the Company.

### **Effect of proportional takeover provisions**

The proportional takeover provisions provide that if a proportional takeover bid is made, the Directors must ensure that a resolution of shareholders to approve the takeover bid is voted on before the fourteenth day before the last day of the bid period. The vote is decided on a simple majority and each person (other than the bidder and its associates) who, as at the end of the day on which the first offer under the bid was made, held bid class securities, is entitled to vote. If the resolution is not passed, transfers giving effect to takeover contracts for the bid will not be registered and the offer will be taken to have been withdrawn. If the resolution is not voted on within the required time, the bid will be taken to have been approved.

If the bid is approved (or taken to have been approved), the transfers must be registered (provided they comply with other provisions of the Corporations Act and the Company's Constitution).

The proportional takeover approval provisions do not apply to full takeover bids and will only apply for 3 years from the date of renewal. The provisions may be renewed for a further term, but only by a special resolution of shareholders. Such a renewal is sought under Resolution 6.

### **Reasons for proportional takeover provisions**

A proportional takeover bid may result in control of the Company changing without shareholders having the opportunity to dispose of all their shares. Shareholders are exposed to the risk of being left as a minority in the Company and the risk of the bidder being able to acquire control of the Company without payment of an adequate control premium. In order to deal with this possibility, a company may provide in its constitution that:

- (a) in the event of a proportional takeover bid being made for shares in the company, shareholders are required to vote by ordinary resolution and collectively decide whether to accept or reject the offer; and
- (b) the majority decision of the company's shareholders will be binding on all individual shareholders.

These provisions allow shareholders to decide whether a proportional takeover bid is acceptable in principle, and assist in ensuring that any partial bid is appropriately priced.

### **Knowledge of any acquisition proposals**

As at the date of the Notice, no Director is aware of any proposal by any person to acquire or to increase a substantial interest in the Company

### **Potential advantages and disadvantages**

The Directors consider that the proportional takeover provisions have no potential advantages or disadvantages for the Directors and that they remain free to make a recommendation as to whether an offer under a proportional takeover bid should be accepted.

The potential advantages for Shareholders of the proportional takeover provisions include:

- (a) Shareholders – as a collective – have the right to consider the terms of the proportional takeover bid and to decide by majority vote whether an offer under a proportional takeover bid should proceed;
- (b) the provisions can assist in ensuring that control does not pass without an appropriate premium being paid to all Shareholders;
- (c) they may help Shareholders to avoid being locked in as a minority;

- (d) they increase shareholders' bargaining power and may assist in ensuring that any proportional takeover bid is adequately priced; and
- (e) knowing the view of the majority of Shareholders may help each individual shareholder assess the likely outcome of the proportional takeover bid and decide whether to accept or reject an offer under the bid.

The potential disadvantages for Shareholders include:

- (a) proportional takeover bids for shares in the Company may be discouraged;
- (b) Shareholders may lose an opportunity to sell some of their shares at a premium;
- (c) the likelihood of a proportional takeover succeeding may be reduced;
- (d) reduced flexibility for the Board in responding to a proportional takeover bid; and
- (e) the Board already has the ability to recommend shareholders reject a proportional offer and any additional step could add complexity.

The Company previously renewed the proportional takeover provisions in its Constitution at the 2019 AGM. While the previous proportional takeover provisions were in effect, there were no full or proportional takeover bids for the Company. Therefore there has been no example against which to review the advantages or disadvantages of the provisions for the Directors and shareholders respectively, however, the Directors are not aware of any potential takeover bid that was discouraged by these provisions.

The Directors believe that the potential advantages outweigh the potential disadvantages of renewing the proportional takeover provisions for a further 3 years.

**Board Recommendation:** The Board recommends that shareholders vote in favour of resolution 6.

## GLOSSARY

<b>\$</b>	Australian Dollars.
<b>AGM</b>	Annual General Meeting.
<b>ASX</b>	ASX Limited (ACN 008 624 691) or the financial market operated by it, as the context requires.
<b>Auditor's Report</b>	the auditor's report required to be prepared and laid before the AGM in accordance with section 317 of the Corporations Act.
<b>Board</b>	the board of Directors of the Company.
<b>Chair</b>	the chair of the Meeting.
<b>Closely Related Party</b>	(of a member of KMP of an entity) has the definition given to it by section 9 of the Corporations Act, and means: <ul style="list-style-type: none"><li>a. a spouse or child of the member; or</li><li>b. a child of the member's spouse; or</li><li>c. a dependant of the member or of the member's spouse; or</li><li>d. anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealings with the entity; or</li><li>e. a company the member controls; or</li><li>f. a person prescribed by the regulations for the purposes of this definition (nothing at this stage).</li></ul>
<b>Company or TALi</b>	TALi Digital Limited (ACN 108 150 750).
<b>Constitution</b>	the constitution of the Company.
<b>Corporations Act</b>	<i>Corporations Act 2001</i> (Cth).
<b>Directors</b>	the directors of the Company.
<b>Directors' Report</b>	the directors' report required to be prepared and laid before the AGM in accordance with section 317 of the Corporations Act.
<b>Equity Security</b>	has the meaning given to that term in Listing Rule 19.12.
<b>Explanatory Statement</b>	the explanatory memorandum to the Notice of Meeting.
<b>Financial Report</b>	the financial report required to be prepared and laid before the AGM in accordance with section 317 of the Corporations Act.
<b>Key Management Personnel or KMP</b>	those people described as Key Management Personnel in the Remuneration Report for the year ended 30 June 2022.
<b>Listing Rules</b>	ASX Listing Rules.
<b>Meeting</b>	the Annual General Meeting to be convened on 30 November 2022 by this Notice.
<b>Notice or Notice of Meeting</b>	this notice of the Annual General Meeting of Shareholders including the Explanatory Statement.
<b>Remuneration Report</b>	the remuneration report required to be prepared in accordance with section 300A of the Corporations Act.
<b>Share</b>	a fully paid ordinary share in the capital of the Company.
<b>Share Registry</b>	Automatic Registry Services, Level 5, 126 Phillip Street, Sydney NSW 2000.
<b>Shareholder</b>	a holder of Shares in the Company as recorded on the Company's register of members.





DIGITAL LIMITED

ACN 108 150 750

# Proxy Voting Form

If you are attending the virtual Meeting please retain this Proxy Voting Form for online Securityholder registration.

Holder Number:

Your proxy voting instruction must be received by **11.00am (AEDT) on Monday, 28 November 2022**, being not later than 48 hours before the commencement of the Meeting. Any Proxy Voting instructions received after that time will not be valid for the scheduled Meeting.

## SUBMIT YOUR PROXY

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

### YOUR NAME AND ADDRESS

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

### STEP 1 – APPOINT A PROXY

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

### DEFAULT TO THE CHAIR OF THE MEETING

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

### STEP 2 - VOTES ON ITEMS OF BUSINESS

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

### APPOINTMENT OF SECOND PROXY

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

### SIGNING INSTRUCTIONS

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

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

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

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

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

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

### CORPORATE REPRESENTATIVES

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

### Lodging your Proxy Voting Form:

#### Online:

Use your computer or smartphone to appoint a proxy at

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

or scan the QR code below using your smartphone

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



#### BY MAIL:

Automic  
GPO Box 5193  
Sydney NSW 2001

#### IN PERSON:

Automic  
Level 5, 126 Phillip Street  
Sydney NSW 2000

#### BY EMAIL:

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

#### BY FACSIMILE:

+61 2 8583 3040

#### All enquiries to Automic:

#### PHONE:

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

