

Appendix 4G

Key to Disclosures

Corporate Governance Council Principles and Recommendations

Name of entity

TALi Digital Limited

ABN/ARBN

53 108 150 750

Financial year ended:

30 June 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.talihealth.com.au/people>

The Corporate Governance Statement is accurate and up to date as at 30 June 2023 and has been approved by the board.

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

Date: 31 August 2023

Name of authorised officer
authorising lodgement: Tim Luscombe

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 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
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.talihealth.com.au/people	<input type="checkbox"/> set out in our Corporate Governance Statement OR <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 OR <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 OR <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 OR <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 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
<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 type="checkbox"/></p> <p>and we have disclosed a copy of our diversity policy at:</p> <p>.....</p> <p><i>[insert location]</i></p> <p>and we have disclosed the information referred to in paragraph (c) at:</p> <p>.....</p> <p><i>[insert location]</i></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 checked="" type="checkbox"/> set out in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>
<p>1.6 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"/></p> <p>and we have disclosed the evaluation process referred to in paragraph (a) :</p> <ul style="list-style-type: none"> • in our Corporate Governance Statement <p>and whether a performance evaluation was undertaken for the reporting period in accordance with that process:</p> <ul style="list-style-type: none"> • in our Corporate Governance Statement 	<p><input type="checkbox"/> set out in our Corporate Governance Statement OR</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
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):</p> <ul style="list-style-type: none"> • in our Corporate Governance Statement <p>and whether a performance evaluation was undertaken for the reporting period in accordance with that process at:</p> <ul style="list-style-type: none"> • in our Corporate Governance Statement 	<p><input type="checkbox"/> set out in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>

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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 checked="" type="checkbox"/> and we have disclosed a copy of the charter of the committee at: and the information referred to in paragraphs (4) and (5):</p> <ul style="list-style-type: none"> • in our Corporate Governance Statement <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:</p> <ul style="list-style-type: none"> • in our Corporate Governance Statement 	<p><input type="checkbox"/> set out in our Corporate Governance Statement OR</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"/> and we have disclosed our board skills matrix at:</p>	<p><input checked="" type="checkbox"/> set out in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>

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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: <ul style="list-style-type: none"> in our Corporate Governance Statement and, where applicable, the information referred to in paragraph (b): <ul style="list-style-type: none"> in our Corporate Governance Statement and the length of service of each director: <ul style="list-style-type: none"> in our Corporate Governance Statement 	<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 OR <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 OR <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 OR <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.talihealth.com.au/	<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.talihealth.com.au/people	<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.talihealth.com.au/people	<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.talihealth.com.au/people	<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 checked="" type="checkbox"/></p> <p>and we have disclosed a copy of the charter of the committee at: https://www.talihealth.com.au/people</p> <p>and the information referred to in paragraphs (4) and (5):</p> <ul style="list-style-type: none"> • in our Corporate Governance Statement <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:</p> <ul style="list-style-type: none"> • in our Corporate Governance Statement 	<p><input 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.talihealth.com.au/people	<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.talihealth.com.au/people	<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: <ul style="list-style-type: none"> • in our Corporate Governance Statement 	<input type="checkbox"/> set out in our Corporate Governance Statement
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

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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 checked="" type="checkbox"/> and we have disclosed a copy of the charter of the committee at: https://www.talihealth.com.au/people</p> <p>and the information referred to in paragraphs (4) and (5):</p> <ul style="list-style-type: none"> • in our Corporate Governance Statement <p>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:</p> <ul style="list-style-type: none"> • in our Corporate Governance Statement 	<p><input type="checkbox"/> set out in our Corporate Governance Statement</p>
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"/> and we have disclosed whether a review of the entity's risk management framework was undertaken during the reporting period:</p> <ul style="list-style-type: none"> • in our Corporate Governance Statement 	<p><input type="checkbox"/> set out in our Corporate Governance Statement</p>

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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><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>.....</p> <p><i>[insert location]</i></p>	<p><input checked="" type="checkbox"/> set out in our Corporate Governance Statement</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><input checked="" type="checkbox"/></p> <p>and we have disclosed whether we have any material exposure to environmental and social risks:</p> <ul style="list-style-type: none"> • in our Corporate Governance Statement <p>and, if we do, how we manage or intend to manage those risks:</p> <ul style="list-style-type: none"> • in our Corporate Governance Statement 	<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 checked="" type="checkbox"/> and we have disclosed a copy of the charter of the committee at: https://www.talihealth.com.au/people</p> <p>and the information referred to in paragraphs (4) and (5):</p> <ul style="list-style-type: none"> in our Corporate Governance Statement <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> <ul style="list-style-type: none"> in our Corporate Governance Statement 	<p><input type="checkbox"/> set out in our Corporate Governance Statement OR</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"/> 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:</p> <ul style="list-style-type: none"> in our Corporate Governance Statement 	<p><input type="checkbox"/> set out in our Corporate Governance Statement OR</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"/> and we have disclosed our policy on this issue or a summary of it:</p> <ul style="list-style-type: none"> in our Corporate Governance Statement; and in our Securities Trading Policy at: https://www.talihealth.com.au/people 	<p><input type="checkbox"/> set out in our Corporate Governance Statement OR</p> <p><input type="checkbox"/> we do not have an equity-based remuneration scheme and this recommendation is therefore not applicable OR</p> <p><input type="checkbox"/> we are an externally managed entity and this recommendation is therefore not applicable</p>

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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 OR <input type="checkbox"/> we do not have a director in this position and this recommendation is therefore not applicable OR <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 OR <input type="checkbox"/> we are established in Australia and this recommendation is therefore not applicable OR <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 OR <input 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 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
-	<p><i>Alternative to Recommendations 8.1, 8.2 and 8.3 for externally managed listed entities:</i></p> <p>An externally managed listed entity should clearly disclose the terms governing the remuneration of the manager.</p>	<p><input type="checkbox"/></p> <p>and we have disclosed the terms governing our remuneration as manager of the entity at:</p> <p>.....</p> <p>[insert location]</p>	<p><input type="checkbox"/> set out in our Corporate Governance Statement</p>

TALi Digital Limited
Corporate Governance Statement

ASX Corporate Governance Council's *Corporate Governance Principles and Recommendations – 4th edition*
As at 30 June 2023 and approved by the Board.

TALi Digital Limited (“the Company”) is committed to conducting the Company’s business in accordance with standards of corporate governance to create and deliver value for Shareholders. The Board has established a corporate governance framework, including corporate governance policies, procedures and charters, to support this commitment. The framework is reviewed regularly and revised in response to changes in law, developments in corporate governance and changes in the business of the Company.

The Company is building and commercialising digital cognitive care solutions that deliver positive health and wellbeing outcomes. The Company’s Mission is To deliver the safest and most effective digital solutions to address the world’s most common neurological issue — inattention. The Vision for the Company is to develop evidence-based tests and therapeutics that ensure everybody can assess and improve their attention. The detail of the Company’s plans and initiatives to pursue its Mission and realise upon the Vision are provided in the 2023 Annual Report and Company Updates lodged with ASX. These objectives are being pursued within a Corporate Governance framework consistent with the Company’s size and stage of development and having regard to the 4th edition ASX Corporate Governance Council (“CGC”) published principles and recommendations. The Board guides and monitors the business and affairs of the Company on behalf of the shareholders by whom they are elected and to whom they are accountable.

The Company has assessed its governance practices against the CGC guidelines, which set out recommended governance practices which are likely to achieve good governance outcomes for ASX listed entities in most situations. The ASX Principles are not mandatory, and where the Company has not adopted a recommendation, this statement will explain why.

The Company’s corporate governance practices were in place throughout the year ending 30 June 2023. Various corporate governance practices are discussed within this statement. For further information on corporate governance policies adopted by the Company, refer to our website: <https://www.talihealth.com.au/people>.

Principles and Recommendation	Compliance	Explanation
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Principle 1 – Lay solid foundations for management and oversight.

A listed entity should clearly delineate the respective roles and responsibilities of its board and management and how their performance is monitored and evaluated.

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	In defining its roles and responsibilities the Board has adopted a Board Charter, a copy of which is available on the Company’s website at https://www.talihealth.com.au/people . There is a clear division between the responsibility of the Board and Management. The Board has delegated responsibility for day-to-day management to senior management, who are required to work within authority limits and delegations. The Board has overall responsibility for overseeing the effective management and control of the Company on behalf of shareholders and supervising executive management’s conduct of the Company’s affairs within a control and authority framework, which is designed to enable risk to be
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Principles and Recommendation	Compliance	Explanation
b. those matters expressly reserved to the board and those delegated to management.		<p>prudently and effectively assessed and monitored. The Board is responsible for approving the Company's overall strategic objectives, facilitating the provision of appropriate financial and human resources to meet these objectives and reviewing executive management's performance.</p> <p>The Board has delegated some of its functions to the Audit and Risk Committee and Remuneration and Nomination Committee, although overall responsibility for those functions remains with the Board. The Board Committee Charter require certain matters to be approved by the Board including, among other matters, the executive remuneration policy and the appointment of the external auditors.</p>
<p>1.2 A listed entity should:</p> <p>a. undertake appropriate checks before appointing a director or senior executive or putting someone forward 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>Yes</p> <p>Yes</p>	<p>The Board is responsible for identifying suitable candidates to act as directors of the company and undertaking appropriate checks of candidates. As in prior years and in the year to 30 June 2023 these responsibilities were undertaken by the full Board. The Board has regard to the desired composition of the Board and takes into account the skills required to both discharge the Board's duties and to augment any skill set desirable on the Board.</p> <p>Where the Board puts forward a candidate for election as a director, the Company provides shareholders with biographical details, details of material directorships and material information in the Company's possession relevant to a decision on whether or not to elect or re-elect a director in its notice of meeting.</p> <p>Under the Company's Constitution the Directors have the power to appoint directors to fill a vacancy or as an addition to the Board. Any Director, except a managing director, appointed in this way must retire from office, and is eligible for re-election, at the next Annual General Meeting ("AGM") following his or her appointment.</p> <p>Under the terms of the Company's Constitution, all Directors other than the Managing Director must retire from office or seek re-election by the third AGM after his or her election or within three years, whichever is the later. Further, at least one Director must retire from office at each AGM, unless determined otherwise by a resolution of the Company's shareholders.</p> <p>The Company provides shareholders with the following material information in its possession relevant to a decision on whether or not to elect or re-elect a director in its notice of meeting:</p> <ul style="list-style-type: none"> • the director's biographical details, including relevant qualifications, skills and experience; • other material directorships held by the director; • the term of office currently served by the director; • whether the Board considers the director to be an independent director; and • whether the Board supports the election or re-election of the director.

Principles and Recommendation	Compliance	Explanation
1.3 A listed entity should have a written agreement with each director and senior executive setting out the terms of their appointment.	Yes	<p>Formal letters of appointment, which are contracts for service but not contracts of employment, have been put in place for all non-executive directors. The letters set out the key terms and conditions of their engagement, including time commitments, corporate expectations and, if appropriate, any special duties or assignments.</p> <p>Senior executives have employment contracts setting out, among other things, their term of office, rights, responsibilities and entitlements on termination, and job descriptions setting out their duties.</p>
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 proper functioning of the board.	Yes	<p>The Board is assisted by the Company Secretary who, under the direction of the Chairman, is responsible for facilitating good information flows within the Board and its Committees and also between Senior Executives and Non-Executive Directors, as well as the induction of new Directors and the ongoing professional development of all Directors.</p> <p>The Company Secretary is responsible for monitoring compliance with the Board's procedures and for advising the Board, through the Chairman, on all governance matters. All Directors have access to the advice and services of the Company Secretary, whose appointment and removal is a matter for the Board.</p>
1.5 A listed entity should: <ul style="list-style-type: none"> a. have and disclose a diversity policy; 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 c. disclose in relation to each reporting period: <ul style="list-style-type: none"> (1) the measurable objectives set for that period to achieve gender diversity; (2) the entity's progress towards achieving those objectives; and 	Yes	<p>The Company is committed to workplace and diversity. A copy of the Diversity Policy is available on the Company's website at https://www.talihealth.com.au/people.</p> <p>The Company is committed to promoting diversity among employees and aims to ensure the Company attracts and retains employees with both an appropriate and diverse mix of skills, expertise and experience. The Company has adopted flexible work practices and engenders a culture of support for flexible work practices where possible and required. The Company is satisfied that the composition of employees, senior executives and members is appropriate for the Company considering its size and environment. Numerical gender diversity targets are not set.</p>
	No	<p>The Company is not required to report to the Workplace Gender Equality Agency because it has fewer than 1000 employees, nor is it included in the S&P/ASX 300 Index.</p>

Principles and Recommendation	Compliance	Explanation
a. have and disclose a process for evaluating the performance of its senior executives at least once every reporting period; and	Yes	The Board oversees the performance evaluation of the senior executives. The evaluation is based on specific criteria, including the business performance of the Company, whether strategic objectives are being achieved and the development of management and personnel.
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.	Yes	The Board notes that the size of the Company and the executive team is such that performance is able to be monitored on an ongoing basis. A review of the senior executive of the Company was undertaken during the financial year ending 30 June 2023.

Principle 2 – Structure the Board to be effective and add value

The Board of a listed entity should be of an appropriate size and collectively have the skills, commitment and knowledge of the entity and the industry in which it operates to enable it to discharge its duties effectively and add value.

2.1 The board of a listed entity should:		
a. have a nomination committee which:	Yes	The Board established a Remuneration and Nomination Committee to oversee the selection and appointment practices of the Company in March 2023. The Remuneration and Nomination Committee is governed by a Remuneration and Nomination Committee Charter.
- Consists of at least 3 members, a majority of whom are independent directors;		The Remuneration and Nomination Committee consisted of all non-executive directors as at 30 June 2023 ¹ . The majority of the Committee are independent directors for ASX purposes. The Committee is chaired by Mr David Williams, who is an independent director for ASX purposes. The Charter is available for review on the Company's website https://www.talihealth.com.au/people .
- Is chaired by an independent director;		The Committee did not meet in the 2023 financial year.
And disclose:		
- The charter of the committee;		Prior to the establishment of the Remuneration and Nomination Committee, the full Board performed the duties of a nomination committee in accordance with the corporate governance procedures of the Company.
- The members of the committee; and		

¹ As at 30 June 2023, the Chairman, Mark Simari was a non-executive director of the Company. On 16 August 2023 Mr Simari was appointed executive Chairman of the Company and accordingly the Remuneration and Nomination Committee consists of three non-executive directors and one executive director.

Principles and Recommendation	Compliance	Explanation
<ul style="list-style-type: none"> - The number of times the committee met and individual attendance at those meetings 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. 	Yes	
<p>2.2 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>	No	<p>The Company recognises that the adoption and disclosure of a Board's skills matrix assists in providing confidence to shareholders. The Company considers that the members of its Board contribute the skills vital to the continued success of the Company and in the event that there are additional skills required these are outsourced where necessary to the Company's independent advisers.</p> <p>Due to the relatively new composition of the Board, the Board intends to update the previously Board skills matrix in the financial year ending 30 June 2024.</p>
<p>2.3 A listed entity should disclose:</p> <ul style="list-style-type: none"> 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 	Yes	<p>The skills, experience and expertise relevant to the position of director held by each Director in office at the date of the Annual Report are included in the Directors' Report.</p> <p>The Company's Directors are considered to be independent when they are independent of management and free from any business or other relationship that could materially interfere with or could reasonably be perceived to materially interfere with the exercise of their unfettered and independent judgement. When determining the independence of a director, the Company also takes into account the factors relevant to assessing the independence of a director listed in Recommendation 2.3 or the Principles and Recommendations.</p>

Principles and Recommendation	Compliance	Explanation
<p>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 directors considered by the Board to be independent directors for ASX purposes (for the period ending 30 June 2023) are Mr Mark Simari², Dr David Brookes, Mr David Williams and Mr Stephen Munday.</p> <p>Although Mr Simari, Dr Brookes, Mr William and Mr Munday have an interest in the Company, the Board does not consider this to be significant nor compromise the independence of the director.</p> <p>The term in office held by each Director in office at the date of this report is as follows: Dr David Brookes: 29 June 2020 - present Mr Stephen Munday: 18 October 2022 - present Mr Mark Simari: 6 October 2022 - present Mr David Williams: 15 December 2021 – present Ms Sue MacLeman: 6 September 2018 – 6 October 2022 Mr Jefferson Harcourt: 25 February 2016 – 6 October 2022</p>
<p>2.4 A majority of the board of a listed entity should be independent directors.</p>	Yes	<p>At the time of reporting all four non-executive directors² on the Company Board, Mr Mark Simari, Mr Stephen Munday, Dr David Brookes and Mr David Williams are independent.</p>
<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>	Yes	<p>As at 30 June 2023, the Chairman, Ms Mark Simari, was an independent non-executive Director of the Company³.</p>
<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</p>	Yes	<p>All Directors are expected to develop and maintain the skills and knowledge required to perform their role as directors effectively and discharge their duties to the Company. The Company has formal induction procedures in place to introduce new directors to the Company and gain an understanding of the Group's financial position, strategies, operations, risks and other policies and responsibilities. All Directors have undertaken this induction.</p>

² As at 30 June 2023, Mr Mark Simari was a non-executive director. On 16 August 2023 Mr Simari was appointed executive Chairman of the Company.

³ As above.

Principles and Recommendation	Compliance	Explanation
to maintain the skills and knowledge needed to perform their role as directors effectively.		<p>Professional development opportunities to further develop the skills and knowledge required to effectively perform as directors of the Company are provided regularly and considered on an ongoing basis.</p> <p>All Directors have unrestricted access to the Company's legal advisors and Company Secretary and employees of the Group as and when required. Subject to law, the Directors also have access to all records of the Company and information held by Group employees and external advisors. Directors are provided, on an "as needed" basis, with papers, presentations and briefings on Group businesses and on matters which may affect the operations of the Group. The Board receives regular detailed financial and operational reports from senior executives to enable it to carry out its duties.</p>
<p>Principle 3 – Instil a culture of acting lawfully, ethically and responsibly <i>The listed entity should instil and continually reinforce a culture across the organisation of acting lawfully, ethically and responsibly.</i></p>		
3.1 A listed entity should articulate and disclose its values	Yes	<p>The Company considers that confidence in its values and integrity can only be achieved if its employees and officers conduct themselves ethically in all of their commercial dealings on the Company's behalf. The Company has therefore recognised that it should actively promote ethical conduct amongst its employees, officers and contractors.</p> <p>The Company's values are available on the website https://www.talihealth.com.au/people.</p>
<p>3.2 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>	Yes	<p>The Company has adopted a number of policies designed to promote ethical and responsible decision making, including a code of conduct which applies to all directors, officers, employees, consultants and contractors. The objectives of the code of conduct are to ensure that:</p> <ul style="list-style-type: none"> • high standards of corporate and individual behaviour are observed by all employees in the context of their employment with the Company; • employees are aware of their responsibilities under their contract of employment and always act in an ethical and professional manner; and • all persons dealing with the Group, whether it be employees, shareholders, suppliers, clients or competitors, can be guided by the stated values and practices of the Company. <p>A copy of the code of conduct is available at https://www.talihealth.com.au/people.</p> <p>Any material incidents reported under the Code of Conduct Policy are communicated to the Board in a timely manner.</p>

Principles and Recommendation	Compliance	Explanation
3.3 A listed entity should: <ul style="list-style-type: none"> a. have and disclose a whistleblower policy; and b. ensure that the board or committee of the board is informed of any material breaches of that policy. 	Yes	<p>The Board has adopted a Whistleblower Policy. The Policy outlines the procedure for disclosing and reporting misconduct and can be found on the Company's website https://www.talihealth.com.au/people.</p> <p>Any material incidents reported under the Policy are communicated to the Board in a timely manner.</p>
3.4 A listed entity should: <ul style="list-style-type: none"> 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. 	Yes	<p>The Board has adopted an Anti-Bribery and Corruption Policy. The Policy outlines the procedure for reporting misconduct and can be found on the Company's website https://www.talihealth.com.au/people.</p> <p>Any material incidents reported under the Policy are communicated to the Board in a timely manner.</p>

Principle 4 – Safeguard the integrity of the corporate reports

A listed entity should have appropriate processes to verify the integrity of its corporate reports.

4.1 The board of a listed entity should: <ul style="list-style-type: none"> a. have an audit committee which: <ul style="list-style-type: none"> - has at least three members, all of whom are non-executive directors and a majority of whom are independent directors; and - is chaired by an independent director, who is not the chair of the board. <p>And disclose:</p> <ul style="list-style-type: none"> - the charter of the committee; 	Yes	<p>The Company has established an Audit and Risk Committee to oversee the management of financial and internal risk. The Audit and Risk Committee is governed by an Audit and Risk Committee Charter, a copy of which is available on the Company's website at https://www.talihealth.com.au/people.</p> <p>The Audit and Risk Committee consists of all Non-Executive directors as at 30 June 2023. The majority of the Committee are independent directors for ASX purposes.</p> <p>The Committee is chaired by Mr Stephen Munday, who is an independent director for ASX purposes.</p> <p>The number of meetings held is disclosed in the Annual Report.</p>
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Principles and Recommendation	Compliance	Explanation
<ul style="list-style-type: none"> - the relevant qualifications and experience of the members of the committee; and - 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>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.</p>		
<p>4.2 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</p>	Yes	<p>In accordance with section 295A of the Corporations Act, the Chief Executive Officer and its external Chief Financial Officer have provided a written statement to the Board that:</p> <ul style="list-style-type: none"> • their view concerning the Company's financial report is founded, to the best of their knowledge, on a sound system of risk management and internal compliance and control which implements the financial policies adopted by the Board; and • the Company's risk management and internal compliance and control system is operating effectively in all material respects.

Principles and Recommendation	Compliance	Explanation
management and internal control which is operating effectively.		
4.3 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.	Yes	Periodic financial or corporate reports released to the market are reviewed and signed off by the CEO, CFO and the Board prior to release.
Principle 5 – Make timely and balanced disclosure		
<i>A listed entity should make timely and balanced disclosure of all matters concerning it that a reasonable person would expect to have a material effect on the price or value of its securities.</i>		
5.1 A listed entity should have and disclose a written policy for complying with its continuous disclosure obligations under listing rule 3.1.	Yes	<p>The Company has an established continuous disclosure policy designed to ensure that all investors have equal and timely access to material information relating to the Company. The policy articulates the type of information that needs disclosure, the process of internal notification, the roles and responsibilities in the disclosure process, the process of promoting an understanding of disclosure requirements and external media and analyst communication protocols.</p> <p>The Company's Continuous Disclosure Policy is available on the Company's website in the Corporate Governance section https://www.talihealth.com.au/people.</p>
5.2 A listed entity should ensure that its board receives copies of all material market announcements promptly after they have been made.	Yes	Directors receive copies of all market announcements promptly after they have been released to the ASX if they have not been involved in the approval of the release.
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.	Yes	The Company Secretary is responsible for releasing presentation materials to ASX ahead of an investor presentation occurring.

Principles and Recommendation	Compliance	Explanation
Principle 6 – Respect the rights of security holders		
<i>A listed entity should provide its security holders with appropriate information and facilities to allow them to exercise their rights as security holders effectively.</i>		
6.1	A listed entity should provide information about itself and its governance to investors via its website.	Yes The Company has a detailed website which is maintained regularly to ensure accuracy of information. Investors and stakeholders can access all ASX announcements, presentations, annual financial statements and corporate governance information on this website. Company announcements available on the website are presented in a clear and balanced way containing both positive and negative information. Company’s website: www.talihealth.com.au
6.2	A listed entity should have an investor relations program that facilitates effective two-way communication with investors.	Yes The Company’s objective is to promote effective communication with its shareholders at all times. The Company is committed to: <ul style="list-style-type: none"> • ensuring that shareholders and the financial markets are provided with full and timely information about the Company’s activities in a balanced and understandable way; • complying with continuous disclosure obligations contained in the ASX listing rules and the Corporations Act in Australia; • communicating effectively with its shareholders and making it easier for shareholders to communicate with the Company; and • encourage shareholder participation at AGMs.
6.3	A listed entity should disclose how it facilitates and encourages participation at meetings of security holders.	Yes To promote effective communication with shareholders and encourage effective participation at general meetings, information is communicated to shareholders: <ul style="list-style-type: none"> • through the release of information to the market via the ASX; • through the distribution of the Annual Report and notices of General Meeting; • through shareholder meetings and investor relations presentations; • through letters and other forms of communications directly to shareholders; and • by posting relevant information on the Company’s website: www.talihealth.com.au <p>The external auditors are required to attend the AGM and are available to answer any shareholder questions about the conduct of the audit and preparation of the audit report.</p>
6.4	A listed entity should ensure that all substantive resolutions at a meeting	Yes All substantive resolutions at meeting(s) of security holders held during the reporting period were decided by a poll.

Principles and Recommendation	Compliance	Explanation
of security holders are decided by a poll rather than by a show of hands.		
6.5 A listed entity should give security holders the option to receive communications from, and send communication to, the entity and its security registry electronically.	Yes	The Company gives security holders the option to receive communications from, and send communications to, the Company and its security registry electronically via the Company's security register's website, https://investor.automic.com.au/#/home .
Principle 7 – Recognise and manage risk <i>A listed entity should establish a sound risk management framework and periodically review the effectiveness of that framework.</i>		
7.1 The board of a listed entity should <ul style="list-style-type: none"> a. have a committee or committees to oversee risk, each of which: <ul style="list-style-type: none"> - has at least three members, a majority of whom are independent directors; and - is chaired by an independent director, <p>And disclose:</p> <ul style="list-style-type: none"> - the charter of the committee; - the members of the committee; and - as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of 	Yes	<p>The Company has established an Audit and Risk Committee to oversee the management of financial and internal risk. The Audit and Risk Committee is governed by an Audit and Risk Committee Charter, a copy of which is available on the Company's website at https://www.talihealth.com.au/people.</p> <p>The Audit and Risk Committee consists of all Non-Executive directors as at 30 June 2023. The majority of the Committee are independent directors for ASX purposes⁴.</p> <p>The Committee is chaired by Mr Stephen Munday, who is an independent director for ASX purposes.</p> <p>The number of meetings held is disclosed in the Annual Report.</p>

⁴ As at 30 June 2023 the Chairman, Mark Simari was a Non-Executive Director. On 16 August 2023 Mr Simari was appointed Executive Chairman of the Company and accordingly the Audit and Risk Committee consists of three Non-Executive Directors and one Executive Director.

Principles and Recommendation	Compliance	Explanation
<p>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>7.2 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>	Yes	<p>The Audit and Risk Management Committee and the Chairman monitor the Company's material business risks and reports are compiled and considered from time to time and the Board considers that the internal control system is operating effectively in all material aspects given the nature of the Company's activities.</p> <p>In addition, the Chairman reports periodically to the Board as to the effectiveness of the implementation of the Company's risk management and internal control system. The Committee reviewed the risk management framework in 2023.</p>
<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</p>	No	<p>The Company does not have an internal audit function as it considers the ongoing processes in place for assessing risk and improving the effectiveness of internal controls to be adequate when supported by the external audit function.</p> <p>In addition, the Company maintains a number of policies and practices designed to manage specific business risks. These include:</p> <ul style="list-style-type: none"> • Audit and Risk Committee and Committee Charter; • insurance programs;

Principles and Recommendation	Compliance	Explanation
<p>employs for evaluating and continually improving the effectiveness of its governance, risk management and internal control processes.</p>		<ul style="list-style-type: none"> • regular budgeting and financial reporting; • clear limits and authorities for expenditure levels; • procedures/controls to manage environmental and occupational health and safety matters; • procedures for compliance with continuous disclosure obligations under the ASX listing rules; • procedures to assist with establishing and administering corporate governance systems and disclosure requirements; • Segregation of duties. <p>Management regularly reports to the Board as to the effectiveness of the implementation of the Company's risk management and internal control system.</p> <p>The Company's risk management system is an ongoing process. It is recognised that the level and extent of the risk management system will evolve commensurate with the evolution and growth of the Company's activities. Further information on financial risk management is outlined in the Company's financial statements.</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>	Yes	<p>The Company does not have any material exposure to economic, environmental or social sustainability risks, this is also outlined in the Annual Report.</p>
<p>Principle 8 – Remunerate fairly and responsibly <i>A listed entity should pay director remuneration sufficient to attract and retain high quality directors and design its executive remuneration to attract, retain and motivate high quality senior executives and to align their interests with the creation of value for security holders and with the entity's values and risk appetite.</i></p>		
<p>8.1 The board of a listed entity should</p> <p>a. have a remuneration committee which:</p> <ul style="list-style-type: none"> - has at least three members, a majority of whom are independent directors; and - is chaired by an independent director 	Yes	<p>The Board established a Remuneration and Nomination Committee in March 2023. The Remuneration and Nomination Committee is governed by a Remuneration and Nomination Committee Charter.</p>

Principles and Recommendation	Compliance	Explanation
<p>And disclose:</p> <ul style="list-style-type: none"> - the charter of the committee; - the members of the committee; and - 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>	Yes	<p>The Remuneration and Nomination Committee consists of all Non-Executive directors as at 30 June 2023⁵. The majority of the Committee are independent directors for ASX purposes.</p> <p>The Committee is chaired by Mr David William, who is an independent director for ASX purposes. The Charter is available for review on the Company’s website https://www.talihealth.com.au/people.</p> <p>The Committee did not meet in the 2023 financial year.</p> <p>Prior to the establishment of the Remuneration and Nomination Committee, the full Board performed the duties of a remuneration committee in accordance with the corporate governance procedures of the Company.</p>
<p>8.2 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>	Yes	<p>The Company has a clearly distinguished structure of non-executive directors’ remuneration from that of executive directors and senior executives. The Company is required to disclose in its annual report details of remuneration to directors. Please refer to the Remuneration Report for details regarding the remuneration structure of executive and non-executive directors and the senior executives.</p>

⁵ As at 30 June 2023, the Chairman, Mark Simari was a Non-Executive Director of the Company. On 16 August 2023 Mr Simari was appointed Executive Chairman of the Company and accordingly the Remuneration and Nomination Committee consists of three Non-Executive Directors and one Executive Director.

Principles and Recommendation	Compliance	Explanation
<p>8.3 A listed entity which has an equity-based remuneration scheme should:</p> <ul style="list-style-type: none"> 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 b. disclose that policy or a summary of it. 	Yes	<p>The Company has an Employee Share Option Plan (“ESOP”) which entitles employees to be eligible to participate if invited to do so by the Board. The ESOP is available on the Company’s website at https://www.talihealth.com.au/people.</p> <p>For those Options issued during the year ended 30 June 2023 refer to the Annual Report.</p> <p>The Company’s Securities Trading policy which governs permitted trading and transactions, including in respect of employees, is available on the Company’s website at https://www.talihealth.com.au/people. The Policy prohibits Directors and employees from using derivatives or other products which operate to limit the economic risk of unvested Company Securities. It also prohibits those persons from entering into a margin loan or similar funding arrangement to acquire any Company Securities, or grant lenders any rights over their Company Security</p>

Further information about the Company’s corporate governance practices is set out on the Company’s website.