

Dear Shareholder

### **TALi Digital Limited - Offer to participate in Entitlement Offer**

On Monday, 16 June 2025, TALi Digital Limited (ASX: TD1, TALi or the Company) announced that it intended to raise up to approximately \$0.68 million (before costs) through a non-renounceable pro-rata entitlement offer of fully paid ordinary shares to existing eligible shareholders (**Entitlement Offer**). This is in addition to the \$0.80 million (before costs) raised from the private placement of fully paid ordinary shares in the Company to certain sophisticated and professional investors, at the same price as the Entitlement Offer, as part of the equity raising announced on Monday, 16 June 2025 (**Placement**). Our intention through launching the Entitlement Offer is to provide existing shareholders the opportunity to participate on the same terms as investors in the Placement (together, the **Equity Raising**).

The Entitlement Offer opens on Tuesday, 24 June 2025 (**Opening Date**) and is expected to close at 5.00 pm (Melbourne time) on Tuesday, 8 July 2025 (**Closing Date**).

#### **About the Entitlement Offer**

Under the Entitlement Offer, Eligible Shareholders will have the opportunity to subscribe for new fully paid ordinary shares in TALi (**New Shares**) on the basis of one (1) New Share for every six (6) existing ordinary shares in TALi (**Shares**) held at an issue price of \$0.001 per New Share. The Entitlement Offer is being made to all Eligible Shareholders with registered addresses in Australia and New Zealand who hold Shares as at 7.00 pm (Melbourne time) on Friday, 20 June 2025 (**Record Date**).

The Entitlement Offer is non-renounceable and therefore your entitlements will not be tradeable on the ASX or otherwise transferable. If you do not take up your entitlement in full, you will not receive any value in respect of that part of the entitlement that you do not take up.

The Entitlement Offer will be made pursuant to an Entitlement Offer Booklet (**Offer Booklet**) and if you are eligible and wish to participate in the Entitlement Offer, you will need to complete your personalised Entitlement and Acceptance Form that will accompany that Offer Booklet.

The Entitlement Offer is not underwritten. The directors have reserved the right to issue any shortfall within 3 months after the close of the Entitlement Offer. Details regarding the allocation policy in relation to the shortfall will be set out in the Entitlement Offer Booklet.

A copy of the Offer Booklet is expected to be lodged with ASX on or about Tuesday, 24 June 2025. TALi will not be printing or despatching hard copies of the Offer Booklet or Application Forms, except in response to a specific request by a Shareholder. Instead, an electronic copy of the Offer Booklet and your personalised application form (**Application Form**) is accessible (using your Securityholder Reference Number (**SRN**) or Holder Identification Number (**HIN**) from your latest Holding Statement, and your postcode) at the following link: <https://investor.automic.com.au>. Shareholders should read the Offer Booklet in full prior to making an application under the Entitlement Offer.

How to Access the Entitlement Issue:

1. **ONLINE** - The Offer Booklet and personalised Entitlement and Acceptance form can be accessed via: <https://investor.automic.com.au/#/home>
2. **PAPER** - Request a paper copy of the Offer Booklet and your personalised Entitlement and Acceptance form by contacting the Company's Share Registry, Automic on 1300 288 664 (within Australia) or: +61 2 9698 5414 (outside Australia).

Your application under the Entitlement Offer must be made by making payment in accordance with the personalised payment instructions on your Application Form. Your acceptance of the Entitlement Offer should be made using this electronic service.

To download your Application Form you have the following three choices:

I already have an online account with the Automic Share registry	I don't have an online account with Automic and wish to register for one	I don't have an online account with Automic – but wish to use Automic for this Offer only
<p><a href="https://investor.automic.com.au">https://investor.automic.com.au</a></p> <p>Select: "Existing Users Sign In".</p> <p>Once you have successfully signed in, click on "Documents and Statements".</p> <p>Download the Offer Booklet and Entitlement and Acceptance Form. Submit your payment using the payment details provided on your personalised Entitlement and Acceptance form.</p> <p><b>Do not return your Entitlement and Acceptance Form.</b></p>	<p><a href="https://investor.automic.com.au/#/signup">https://investor.automic.com.au/#/signup</a></p> <p>Select <i>TALi Digital Limited</i> from the dropdown list in the ISSUER field.</p> <p>Enter your holder number SRN / HIN (from your latest Holding Statement). Enter a single identifying word from your holder name. Enter your Postcode (Australia) or Country of Residence (Outside Australia). Tick box "I am not a robot", then 'Next' and complete any prompts.</p> <p>Once you have successfully signed in, click on "Documents and Statements".</p> <p>Download the Offer Booklet and Entitlement and Acceptance form. Submit your payment using the payment details provided on your personalised Entitlement and Acceptance form.</p> <p><b>Do not return your Entitlement and Acceptance Form.</b></p>	<p><a href="https://investor.automic.com.au/#/loginsah">https://investor.automic.com.au/#/loginsah</a></p> <p>Select <i>TALi Digital Limited</i> from the dropdown list in the ISSUER field.</p> <p>Enter your holder number SRN / HIN (from your latest Holding Statement). Enter a single identifying word from your holder name. Enter your Postcode (Australia) or Country of Residence (Outside Australia). Tick box "I am not a robot", then 'Next' and complete any prompts.</p> <p>Once you have successfully signed in, click on "Documents and Statements".</p> <p>Download the Offer Booklet and Entitlement and Acceptance form. Submit your payment using the payment details provided on your personalised Entitlement and Acceptance form.</p> <p><b>Do not return your Entitlement and Acceptance Form.</b></p>

If you are unable to access <https://investor.automic.com.au> online, you can obtain a copy of the Offer Booklet and your Application Form by calling Automic Group on 1300 288 664 (within Australia) or +61 2 9698 5414

(outside Australia) or emailing [hello@automicgroup.com.au](mailto:hello@automicgroup.com.au) and asking them to mail a paper copy of the Offer Booklet and your Application Form to you free of charge. You will need your SRN or HIN and full registered name and address to make this request. To accept the Entitlement Offer using these paper copy documents, you will still need to make payment via BPay® or via Electronic Funds Transfer (EFT).

The price of the Placement and Entitlement Offer represents the last closing price of TALi shares on Friday, 13 June 2025. No discount is being offered.

All New Shares issued under the Entitlement Offer will rank equally with existing TALi ordinary shares on issue.

The proceeds raised from the Equity Raising will be used to continue commercialisation of TALi's products and the advancement of global and domestic partnership initiatives.

### Key Dates for Entitlement Offer

The Offer is currently scheduled to close at 5:00 pm (AEST time) on Tuesday, 8 July 2025.

Event	Date
Record Date	7.00 pm (Melbourne time) on Friday, 20 June 2025
Entitlement Offer Opening Date and Offer Booklet made available	Tuesday, 24 June 2025
Entitlement Offer Closing Date	5.00 pm (Melbourne time) on Tuesday, 8 July 2025
Announcement of results of Entitlement Offer and issue of New Shares	Friday, 11 July 2025

\*The above timetable is indicative only and subject to change. The quotation of New Shares is subject to ASX approval. Subject to the ASX Listing Rules and Corporations Act and other applicable laws, the Company reserves the right to vary these dates. Any extension of the Entitlement Offer will have a consequential effect on the issue date of the New Shares. As such the date the Securities issued under the Offers are expected to commence trading on ASX may vary.

### Actions available to Eligible Shareholders prior to the Closing Date

As an Eligible Shareholder, you may:

- apply for some or all of your entitlement under the Entitlement Offer;
- apply for some or all of your entitlement under the Entitlement Offer and Additional New Shares; or
- if you do not wish to accept any part of your entitlement under the Entitlement Offer, you should not do anything.

### Further information

For further information about how to participate in the Offer, please contact Automic as set out below:

Email: [corporate.actions@automicgroup.com.au](mailto:corporate.actions@automicgroup.com.au)

Phone: 1300 288 664 (within Australia), or +61 2 9698 5414 (international) between 8:30 am and 7:00pm (Sydney time) Monday to Friday.

On behalf of the Board, I invite you to consider this opportunity to participate in the Entitlement Offer.

Yours faithfully

**Tim Luscombe**  
Company Secretary

**IMPORTANT INFORMATION**

This letter is issued by TALi. This letter is not a prospectus or offering document under Australian law or under any other law. It is for information purposes only and does not constitute an offer, invitation or recommendation to subscribe for, retain or purchase any entitlements or securities in TALi in any jurisdiction. This letter does not constitute financial product advice and does not and will not form any part of any contract for the acquisition of TALi shares.

This letter does not constitute an offer to sell, or a solicitation of an offer to buy, any securities in the United States or in any other jurisdiction in which such an offer would be illegal. The securities referred to in this letter have not been, nor will be, registered under the U.S. Securities Act of 1933 as amended (U.S. Securities Act) or under the securities laws of any state or other jurisdiction of the United States and may not be issued to, purchased or traded by, or taken up or exercised by, any person in the United States or any person acting for the account or benefit of a person in the United States.