



Continuous Disclosure Policy

1. Purpose of Policy

The purpose of this Continuous Disclosure Policy (the “Policy”) is to:

- Assist Talius Group Limited (the “Company” or “Talius”) in complying with its obligations under the Corporations Act 2001 (Cth) (the “Corporations Act”), and the Australian Securities Exchange (“ASX”) Listing Rules;
- Establish a framework to allow Talius to provide to stakeholders and the market generally with timely, direct and equal access to relevant information about the Company and its business activities; and
- Promote integrity in the market, so as to ensure that investors can trade in the Company’s securities in a fair and competitive marketplace, balanced with the Company’s need to retain confidential or commercially sensitive information.

The Policy applies to all employees (whether permanent, fixed term, casual or temporary), directors (executive and non-executive), officers, authorised representatives, contractors, consultants and other personnel of the Company and its subsidiaries (Personnel).

2. Disclosure Obligations on Talius

The ASX Listing Rules (Listing Rule 3.1) require companies to immediately disclose to the ASX information concerning the Company, which it is or becomes aware of, that a reasonable person would expect to have a material effect on the price or value of the Company’s securities (“Material Information”).

By way of guidance when assessing whether information constitutes Material Information, it is helpful to ask yourself two questions:

- (a) “would this information influence my decision to buy or sell Talius shares that their current market price?”
- (b) “would I feel exposed to an action for insider trading if I were to buy or sell Talius shares at their current market price, knowing this information has not been disclosed to the market?”

If the answer to either of these questions is “yes”, then the information may constitute Material Information and, unless an exception applies, it may need to be disclosed to ASX.

Exceptions

However, there are exceptions to the general obligation to disclose Material Information and these exceptions will arise where all of the following conditions are satisfied:

(a) one or more of the following apply:

- it would be a breach of a law to disclose the information;
- the information concerns an incomplete proposal or negotiation;
- the information comprises matters of supposition or is insufficiently definite to warrant disclosure;
- the information is generated for the internal management purposes of the Company; or
- the information is a trade secret; **and**

- (b) the information is confidential and the ASX has not formed the view that the information has ceased to be confidential; **and**
- (c) a reasonable person would not expect the information to be disclosed.

As soon as any one of these three conditions is no longer satisfied (e.g. the information is reported in the media and is therefore no longer confidential), the Company must immediately comply with its continuous disclosure obligations.

Confidentiality

When the Company is relying on the exception to Listing Rule 3.1 detailed above or is involved in a development that may eventually require reliance on the exception, appropriate confidentiality protocols must be adhered to.

False Market

If the ASX considers that there is or is likely to be a false market in the Company's securities and asks the Company to give it information to correct or prevent a false market, the Company must immediately give the ASX the information needed to correct or prevent the false market.

The obligation to give this information arises even if an exception described in section 3.3 would apply but for the ASX's request.

3. Disclosure of Material Information

The Board of Directors is responsible for ensuring that the Company complies with its disclosure obligations, including through the adoption and monitoring of this Policy.

The Board will determine the dissemination of Material Information related to the Company's periodic disclosure, including the Annual Report, the half year and full year results announcements, the communications related to the Company's general meetings and other communications with shareholders.

The Board will also determine the disclosure for release to the market of Material Information which relates to significant Company actions or events, for example market guidance, mergers, acquisitions or capital raisings.

To assist the Board, ensure that this Policy and the Company's continuous disclosure procedures are adhered to the Company has established a Disclosure Committee. The Committee comprises the Chairman, Managing Director/CEO, the Company Secretary and Chief Financial Officer.

It is the responsibility of the members of the Committee to ensure that information that may be Material Information is considered by the Board or the Disclosure Committee in accordance with this Policy and cause any approved communication of Material Information to be disclosed to ASX for release to the market.

The Company Secretary is to ensure that the Board is provided with copies of all information and announcements made to ASX.

The Committee is authorised to consider and determine disclosure matters as set out below:

- disclosure of a matter or issue which is likely to have a material effect on the price or value of the Company's securities;
- disclosure of a matter or issue if there is reasonable doubt about whether or not that matter or issue is likely to have a material effect on the price or value of the Company's securities;
- the text of any announcement to be made to the ASX;
- whether a trading halt should be requested if necessary to facilitate an orderly, fair and informed market, in which case the Committee being made up of at least two members, one of which must be either the Managing Director or Chairman, will be entitled to make a decision to request a Trading Halt or Suspension; and
- any other matter relating to Talius' continuous disclosure obligations and Material Information but excluding the matters expressly reserved for the Board.

A meeting of the Committee will be formed by a quorum of two members of the Committee (one of which is to be the Chairman or Managing Director if a trading halt is being considered).

The Committee may determine that a particular matter should be the subject of consideration and determination by the Board itself.

4. Public Comments and Statements

Talius Group's authorised spokespersons are the Chairman and the Managing Director/CEO. On occasion either of these authorised persons can authorise other spokespersons, but any comments made must be limited to their area of expertise and the terms of that authorisation.

If any Personnel become aware of any information that may be Material Information you must immediately bring that information to the attention of a member of the Disclosure Committee (either directly or through your manager or supervisor). No Personnel are authorised to make a determination as to whether information is market sensitive information – if you think it may be, you should tell a member of the Disclosure Committee.

No Personnel may respond to queries from the general media or analysts without the authority of the Disclosure Committee and all such queries should immediately be referred at first instance to either the Managing Director/CEO or the Company Secretary or in their absence one of the above named members of the Committee.

It is also the responsibility of Personnel to advise the Disclosure Committee if they become aware of information that might render previously publicly released Material Information likely to be or in fact inaccurate, so that an announcement correcting the situation can be made as soon as possible.

5. Procedure for Announcements

Once it has been determined that information is Material Information and it has been decided that disclosure of that information needs to be made, it will only be disclosed by way of an announcement to

the ASX before it is disclosed via any other arena such as an analyst briefing or via an announcement on the Company's website.

The Company Secretary is responsible for and shall oversee the lodging all announcements with the ASX.

As soon as possible and only after the disclosure to the ASX, the announcement will be posted on the Company's website (<https://www.talius.com.au/>) as well as being distributed through the website's email alert service to all subscribers of the service.

6. Analysts and Institution Investors

Talius conducts briefings for or meets with analysts and institutional investors from time to time. At those briefings or meetings, the Company will not provide or comment on Material Information that has not already been disclosed to the market.

Talius will only review analysts' reports to clarify historical information or correct factual inaccuracies if this can be achieved using information that has already been disclosed to the market. Talius does not endorse the information contained in analysts' reports. If Talius becomes aware that consensus estimates of its forecast earnings differ materially from its internal earnings forecast, Talius will follow ASX Guidance Note 8 in relation to those circumstances.

7. Responding to Enquiries

All enquiries from investors, analysts and the media seeking information from the Company, whether the enquiry is made by phone, fax, mail, email or in person will be treated in the same manner. The Company will respond to all enquiries in a timely manner and the Managing Director/CEO or one of the members of the Committee will oversee the Company's response to such enquiries.

8. Managing Market Speculation and Rumours

Generally, Talius has a "no comment" policy on market speculation and rumours and this policy must be observed by all employees and consultants. However, Talius will comply with any response required by law or requested by the ASX, including a response to correct or prevent a false market.

Talius will not provide the media with exclusive interviews, stories or information that contain Material Information before disclosing that information to ASX and the market.

9. Management of Policy

The Company Secretary has been assigned the responsibility for the management of the Talius continuous disclosure policy and actions including overseeing and co-ordinating disclosure of information to the ASX and shareholders and providing guidance to Directors and employees on disclosure requirements and procedures.

10. Review of Policy

The Board, so as to keep this Policy up to date and consistent with its objectives and responsibilities, will review this Policy regularly but no longer than every three (3) years unless there are regulatory changes that necessitate its update or review sooner.

APPROVAL

This Policy was last reviewed and updated by the Board 6 July 2023.



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Chairman of Talus Group Limited