Board Performance Evaluation Policy

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Talius Group Limited (ABN: 62 111 823 762)

1. Purpose

The Nomination and Remuneration Committee will oversee an annual performance evaluation of the Board, its Committees and individual Directors. The Committee will also oversee of the annual performance evaluations of its senior executives in accordance with the Company's remuneration framework. To assist in this process an independent advisor may be used.

2. Annual Review

The Nomination and Remuneration Committee will conduct an annual review of the role of the Board, assess the performance of the Board over the previous 12 months and examine ways of assisting the Board in performing its duties more effectively.

The annual review will include:

a) comparing the performance of the Board with the requirements of its Charter;
b) examination of the Board's interaction with management;
c) the nature of information provided to the Board by management;
d) management's performance in assisting the Board to meet its objectives;
e) the effectiveness of the Board's oversight of strategy, risk management and organisational culture;
f) whether the Board has an appropriate mix of skills, experience, independence and diversity;
g) the effectiveness and quality of Board meetings, decision-making and information provided to Directors; and
h) whether the Board and its Committees have appropriately discharged their responsibilities under their respective Charters.

A similar review will be conducted for each Committee by the Board with the aim of assessing the performance of each Committee and identifying areas where improvements can be made.

3. Senior Executives

The Nomination and Remuneration Committee will oversee the annual performance evaluation of the Company's senior executives against agreed performance objectives and other relevant criteria including the business performance of the Company and its subsidiaries, whether strategic objectives are being achieved, leadership, risk management, culture and the development of management and personnel.

4. Process for Reviews

The evaluation process may include confidential questionnaires, individual interviews, Board discussions, peer and self-assessments and feedback from senior executives, as determined appropriate by the Nomination and Remuneration Committee.

5. Outcomes of Reviews

All reviews are to include open discussion by the Board of the results of the evaluations and to decide any changes which are required to be made by the Board to address any lack of performance and to agree the goals for the Board and, separately, for its Committees for the ensuing year. Board and Committee goals will always be set having regard to the approved strategy of the Company.

If particular concerns arise from the evaluation in relation to any individual Director, or Committee, the Chairman shall meet with that Director, or Chairman of that Committee, to discuss the concerns and any actions to be taken as a result. If the concerns relate to the Chairman, then the Chairman shall discuss the matter as appropriate with the Board.

The Company must disclose in its Corporate Governance Statement whether or not the relevant annual performance evaluations have been conducted in accordance with the above processes.

6. Regular Feedback

Directors are also be encouraged to provide feedback on a regular basis on the conduct of Board meetings and other business, and the preparation for them, in order to assist in the continual improvement of the way the Board carries out its role. For this purpose, it will be a standing item on the agenda at the end of each Board meeting, that Directors will be invited to provide feedback or concerns.

7. Review of Policy

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

APPROVAL

This Board Performance Evaluation Policy
was last reviewed and adopted
by the Board 27 August 2026.

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Chairman of Talius Group Limited