



TASK Group Holdings Limited (ASX:TSK)
ACN: 605 696 820
16/90 Mona Vale Road
Mona Vale NSW 2103

ASX Announcement

4 July 2024

Scheme Meeting & Extraordinary General Meeting – Chair’s Address and Presentation

TO: all the members of TASK Group Holdings Limited (“**TASK**” or the “**Company**”).

TASK (ASX:TSK) refers to the proposed scheme of arrangement under which it is proposed that PAR Technology Corporation, through its wholly owned subsidiary, PAR Global Australia Pty Ltd, will acquire 100% of the issued shares in TASK (“**Scheme**”).

In accordance with ASX Listing Rules 3.13.3, attached to this announcement are the following documents to be presented at TASK’s Scheme Meeting on 4 July 2024 at 11.00am and Extraordinary General Meeting (“**EGM**”) on 4 July 2024 at 12.00pm (as applicable):

- 1 Chairman’s address (Scheme Meeting);
- 2 Scheme Meeting presentation slides;
- 3 Chairman’s address (EGM); and
- 4 EGM presentation slides.

TASK shareholders may attend, participate and vote at both meetings at the online meeting platforms set out below:

- Scheme Meeting: <https://meetnow.global/MNS4VWR>
- EGM: <https://meetnow.global/MUJCF4G>

TASK will announce the results of the Scheme Meeting and EGM on the ASX shortly after the conclusion of each of the relevant meetings.

Further Information

For further information, please contact the Shareholder Information Line on 1300 855 080 (for callers within Australia), 0800 292 980 (within New Zealand) and +61 3 9415 4000 (for callers outside Australia and New Zealand) which is open between Monday and Friday from 8.30am to 5.00pm (Sydney time).

This announcement has been authorised for release by the Board.

ENDS

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Chairman's Scheme Meeting Address July '24

Chairman's Address to Scheme Meeting Thursday, 4 July 2024, 11.00AM

1 Welcome

Good morning ladies and gentlemen. I am William Crichton, the Chairman of TASK Group Holdings Limited, and I welcome you to today's Scheme Meeting.

This is an important day in the history of TASK and I thank you for your attendance. Today you are being asked to vote on a transaction that, if approved, will result in all of the issued shares in TASK being acquired by PAR Global Australia Pty Ltd, a wholly owned subsidiary of PAR Technology Corporation, or "PAR" for short. I will go into the scheme in more detail later, but first I will deal with some procedural elements.

All TASK directors, officers and shareholders are participating in today's meeting through the Computershare online virtual meeting platform. This platform enables you to hear and see all presentations and proceedings, view the presentation slides, ask questions, and vote on the Scheme Resolution put before you today.

Joining me online today is Christopher Fernandes, our Company Secretary, and my fellow directors – Daniel Houden, Manda Trautwein and Phillip Norman.

2 Notice of Scheme Meeting

As it is now past 11am and we have a quorum, I'll now formally open the Scheme Meeting. This adjourned Scheme Meeting follows the adjournment of the Scheme Meeting initially set for 28 June 2024. Notice of the original Scheme Meeting is included as Annexure D to the Scheme Booklet which was despatched to you on 30 May 2024. The notice of today's adjourned Scheme Meeting was given by way of ASX announcement on 1 July 2024. The Scheme Meeting has been convened in accordance with Orders of the Supreme Court of New South Wales dated 28 May 2024 and 1 July 2024. I will take the Notice as read.

We will begin today's Scheme Meeting with how to ask questions and vote.

3 How to ask questions and vote

Today's meeting is being held online via the Computershare Meeting platform. This allows Shareholders, Proxies and Guest to attend the meeting virtually. All attendees can watch a live webcast of the meeting. In addition, shareholders and proxies have the ability to ask questions and submit votes.

Online attendees can submit questions at any time. To ask a question, select the Q&A icon. Type your question in to the text box. Once you have finished typing, please hit the send button.

Please note that while you can submit questions from now on, I will not address them until the relevant time in the meeting. Please also note that your questions may be moderated or if we receive multiple questions on one topic, amalgamated together.

To ask a verbal question, please follow the instructions written below the broadcast.

Voting today will be conducted by way of a poll on all items of business. I will shortly open voting for all resolutions.

If you are eligible to vote, once voting opens press the vote icon and all resolutions will be activated with voting options. To cast your vote simply select one of the options. There is no need to hit a submit or enter button as the vote is automatically recorded. You will receive a vote confirmation notification on your screen.

You can change your vote, up until the time I declare voting closed.

I now declare voting open on all items of business.

4 Transaction overview

On 11 March 2024, TASK announced that it had entered into a Scheme Implementation Agreement with PAR under which PAR agreed to acquire, or nominate a wholly-owned subsidiary to acquire, all of the issued shares in TASK by way of a scheme of arrangement, which I will refer to as the “Scheme”.

Pursuant to the Scheme Implementation Agreement, PAR nominated PAR Acquirer, a wholly-owned indirect subsidiary of PAR, to acquire the TASK Shares under the Scheme

For the Scheme to proceed, as I mentioned earlier, TASK shareholders must approve the Scheme at the Scheme Meeting.

The formal Scheme Resolution is as set out in the Notice of Scheme Meeting.

If the Scheme Resolution is approved by shareholders and the Scheme becomes effective, the Scheme will result in TASK being acquired by PAR through the Scheme.

Full details of the proposed Scheme are set out in the Scheme Booklet which was despatched to TASK Shareholders on 30 May 2024.

5 Purpose of Scheme Meeting

During today’s Scheme Meeting, TASK Shareholders will be asked to consider and vote on a resolution in relation to the Scheme which requires their approval for it to proceed (**Scheme Resolution**).

First, I will provide an overview of the directors’ recommendation on the Scheme Resolution. Then I will present the Scheme Resolution to be considered and voted on by shareholders. There will of course be time for any questions or comments you may have before you vote.

6 Recommendation of the TASK Board

The Board of TASK unanimously recommends that TASK Shareholders vote in favour of the Scheme.

Each TASK director who holds or controls TASK shares also intends to vote the shares they hold or control in favour of the Scheme.

7 Reasons to vote for or against the Scheme

The Scheme Booklet sets out the detailed reasons for the TASK Board’s recommendation. To highlight some of these reasons, we recommend that TASK Shareholders vote in favour of the Scheme because:

- the Independent Expert (RSM Corporate Australia Pty Ltd) has concluded that the Scheme is in the best interests of TASK Shareholders, in the absence of a Superior Proposal;
- the Scheme Consideration represents a significant premium relative to the undisturbed share price on 8 March 2024 (being the last trading day prior to the announcement of PAR’s proposal to acquire TASK on 11 March 2024) and the historical VWAP ranges of TASK Shares to that date;
- the Scheme provides Scheme Participants (other than Foreign Scheme Shareholders and Small Holders) with flexibility in how they elect to receive their Scheme Consideration;
- Scheme Participants who elect to receive all or part of their Scheme Consideration as Cash Consideration, as well as Foreign Scheme Shareholders, will receive certainty of value for their TASK Shares;
- Scheme Participants (other than Foreign Scheme Shareholders) who elect to receive part of their Scheme Consideration as Scrip Consideration may have the opportunity to benefit from exposure to a significantly larger and more diversified company;
- since the announcement of the Scheme, no Superior Proposal has emerged;
- in the absence of a Superior Proposal, the price of TASK Shares may fall in the short-term if the Scheme were not to proceed;

- no brokerage charge or stamp duty is payable on the transfer of your Scheme Shares, as well as the potential benefit of Roll-over Relief for Scrip Consideration (subject to each TASK Shareholder's individual circumstances and TASK obtaining the ATO Class Ruling); and
- the Scheme is supported by TASK Shareholders holding, in aggregate, 67,524,405 TASK Shares (representing approximately 18.95% of all TASK Shares on issue).

The Scheme Booklet also includes reasons as to why shareholders may choose to vote against the Scheme. To highlight some of these reasons, TASK Shareholders may wish to vote against the Scheme because:

- you may disagree with the TASK Board's unanimous recommendation or the Independent Expert's conclusion and believe the Scheme is not in their best interests;
- you may believe that there is potential for a Superior Proposal to be made in the foreseeable future (noting that no Superior Proposal has been received as of this Scheme Meeting);
- you may prefer to participate in the future financial performance of TASK as a standalone business;
- you may consider that the Scheme Consideration does not reflect the intrinsic value of TASK;
- you may believe it is in your best interests to maintain your current investment and risk profile;
- the future value of New PAR Shares after the Implementation Date is uncertain; and
- the tax consequences of the Scheme may not suit your current financial circumstances.

Under the Scheme, eligible shareholders have two options for the form of Scheme Consideration they receive for their TASK Shares. They can either:

- **(Maximum Cash Consideration)** 100% Cash Consideration, equating to \$0.81 for each Scheme Share; or
- **(Mixed Consideration)** a combination of Cash Consideration and Scrip Consideration, up to 50% Scrip Consideration at an exchange ratio of 0.015 and the balance as Cash Consideration for each Scheme Share.

Foreign Scheme Shareholders are not entitled to make an Election. Instead, Foreign Scheme Shareholders will be deemed to have elected to receive the Maximum Cash Consideration.

8 Update on Conditions Precedent

Implementation of the Scheme remains subject to a number of conditions. The relevant conditions which remain outstanding at this time are:

- the approval of the Scheme by TASK shareholders, which is why we are holding today's meeting;
- the approval of the Scheme by the Supreme Court of New South Wales, which will be sought on 9 July 2024 in the event shareholders approve the Scheme at today's meeting;
- NYSE approval for official quotation of New PAR Shares which are being offered as the Scrip Consideration under the Scheme, not being withdrawn or revoked before the Scheme is approved by the Court;
- the Independent Expert continues to conclude the Scheme is in the best interests of TASK shareholders; and
- no TASK or PAR Prescribed Event or Material Adverse Effect, no regulatory intervention, and no breach of representations and warranties, occurring before the Scheme is approved by the Court.

As at the time of today's meeting, the TASK Board are not aware of any circumstances which would cause any of the outstanding conditions precedent not to be satisfied.

9 What happens after today's Meeting?

I note that each of the dates mentioned next are indicative only and may change.

If the Scheme is approved at today's Scheme Meeting, the proposed next key dates in the Scheme timetable are:

- on **9 July 2024**, TASK will seek the approval of the Supreme Court of New South Wales to implement the Scheme;
- on the basis that the Court approves the Scheme and issues the orders sought, then on **10 July 2024**, TASK will lodge a copy of the Court's orders with ASIC. Trading in TASK shares will be suspended at the close of trading on the ASX on that day;
- at 7.00pm Sydney time on **12 July 2024**, the Scheme Record Date for determining entitlement to receive the Scheme Consideration occurs. All holders of TASK shares on the Scheme Record Date will receive either the Maximum Cash Consideration or the Maximum Scrip Consideration on the Implementation Date, being **19 July 2024**. The type of Scheme Consideration these holders receive will depend on their Election (if any) and the terms and conditions of the Scheme; and
- the Scheme will be implemented on **19 July 2024**.

As a reminder, in order to be entitled to the Scheme Consideration, you must hold your TASK Shares on the Scheme Record Date.

10 Scheme Resolution

The Scheme Resolution being put forward at today's meeting is set out in the Notice of Scheme Meeting and is now being shown on screen.

As previously stated, the directors of TASK recommend you vote in favour of the Scheme Resolution.

To be carried, the Scheme Resolution must be approved by:

- a majority in number of TASK shareholders present and voting at this Scheme Meeting (either in person, by proxy or attorney or in the case of a corporate holder, by duly appointed corporate representative); and
- at least 75% of the votes cast on the Scheme Resolution

You can vote through the online platform on the webpage by selecting either "FOR", "AGAINST" or "ABSTAIN" for the Scheme Resolution.

As set out in the Notice of Scheme Meeting, I intend to vote all undirected proxies I hold in favour of the Scheme Resolution.

For your reference, I will summarise the total numbers of valid proxies received prior to the Scheme Meeting:

- 204,267,133 directed proxies in favour of the Scheme from 127 shareholders;
- 55,229 directed proxies against the Scheme from 4 shareholders; and
- 29,847 undirected proxies from 4 shareholders, noting I intend to vote all undirected proxies I hold in favour of the Scheme.

11 Questions

I will now invite questions on the Scheme. If you have a question, please submit it now if you have not already done so.

I confirm that there were no questions received prior to the meeting.

Our phone moderator will now introduce shareholders who have verbal questions, if any. Our company secretary, Christopher Fernandes, will then read out the questions which have been received during today's Scheme Meeting.

12 Voting

That concludes the question section of the meeting.

I would like to advise that voting on all resolutions will close shortly. I will provide you all with a few moments now to allow you to finish voting. Please complete your voting now.

I now declare the Poll closed with the results to be announced to the ASX later today.

In closing, I would like to thank our shareholders for your continued support and interest in TASK. I would also like to thank my colleagues on the Board for their support and counsel. It has been a privilege for me to serve as Chairman of TASK.

If you have any further questions about the Scheme, please call our Shareholder Information Line or visit the FAQ page on our Scheme website. Those details are outlined in the Scheme Booklet.

Thank you for your attendance today and I declare the Scheme Meeting closed. We will keep shareholders updated about next steps related to the Scheme through announcements on the ASX.

TASK.

SCHEME MEETING

TASK Group Holdings Ltd

Held on: **4 July 2024, at 11 am AEST**

Online meeting: <https://meetnow.global/MNS4VWR>

Disclaimer

Summary Information

The material here in is a presentation of general background information on the proposed scheme of arrangement under which PAR Technology Corporation ("PAR") through its wholly owned subsidiary PAR Global Australia Pty Ltd has agreed to acquire 100% of the issued shares in TASK Group Holdings Limited ("TASK") ("Scheme"). This information given in summary form does not purport to be complete and should be read in conjunction with previous ASX filings. All currency amounts are in AUD unless otherwise stated.

Not an offer or investment advice

This presentation is not and does not constitute an offer to sell or the solicitation, invitation or recommendation to purchase any securities in TASK. Neither this presentation nor any information herein shall form the basis of any contract or commitment. The presentation is not a prospectus or a product disclosure statement under the Corporations Act 2011 (Cth) and has not been lodged with ASIC. The information in this presentation is not intended to constitute legal, financial, accounting, tax, investment, consulting or other professional advice or a recommendation (either expressly or by implication) with respect to any investment or transaction and is not intended to be relied upon as advice to investors or potential investors. It does not consider the investment objectives, financial situation or needs of any particular investor. These should be considered with or without professional advice when deciding if an investment is appropriate or taking any steps in relation to a transaction concerning TASK.

Risks and Forward-looking statements

Certain statements in this presentation may constitute forward-looking statements or statements about future matters (including forecast financial information) that are based upon information known or assumptions as of the date of this presentation. These statements and any investment in TASK shares are subject to investment and other known and unknown risks and uncertainties, that have a material effect on the future business. Actual results may differ materially from any future results or performance expressed, predicted, or implied by the statements contained herein. You should not place reliance on any forward-looking statement. Past performance is not necessarily a guide to future performance.

Nothing contained in the presentation, nor any information made available to you, is or shall be relied upon as a promise, representation, warranty or guarantee whether as to the past, present or future by TASK or any of its directors, employees, consultants, contractors, advisers, or agents.

MEETING OPEN

Welcome and agenda

- Meeting Open
- Notice of Scheme Meeting
- Virtual Meeting and Voting Process
- Transaction Overview
- Scheme Resolution and Voting
- Questions




• **Bill Crichton**
Chairman


How to ask questions


Q&A


- To ask a written question select the Q&A icon.
- Select the topic your question relates to from the drop-down list.
- Type your question in the text box and **press** the send button.
- To ask a verbal question, follow the instructions under the the broadcast window.

Note: Questions may be submitted ahead of the meeting.

Broadcast

Vote

Q & A

Documents

Your question(s)

You may enter a question using the field below.

Select Topic ▼

Questions are limited to 2000 characters.

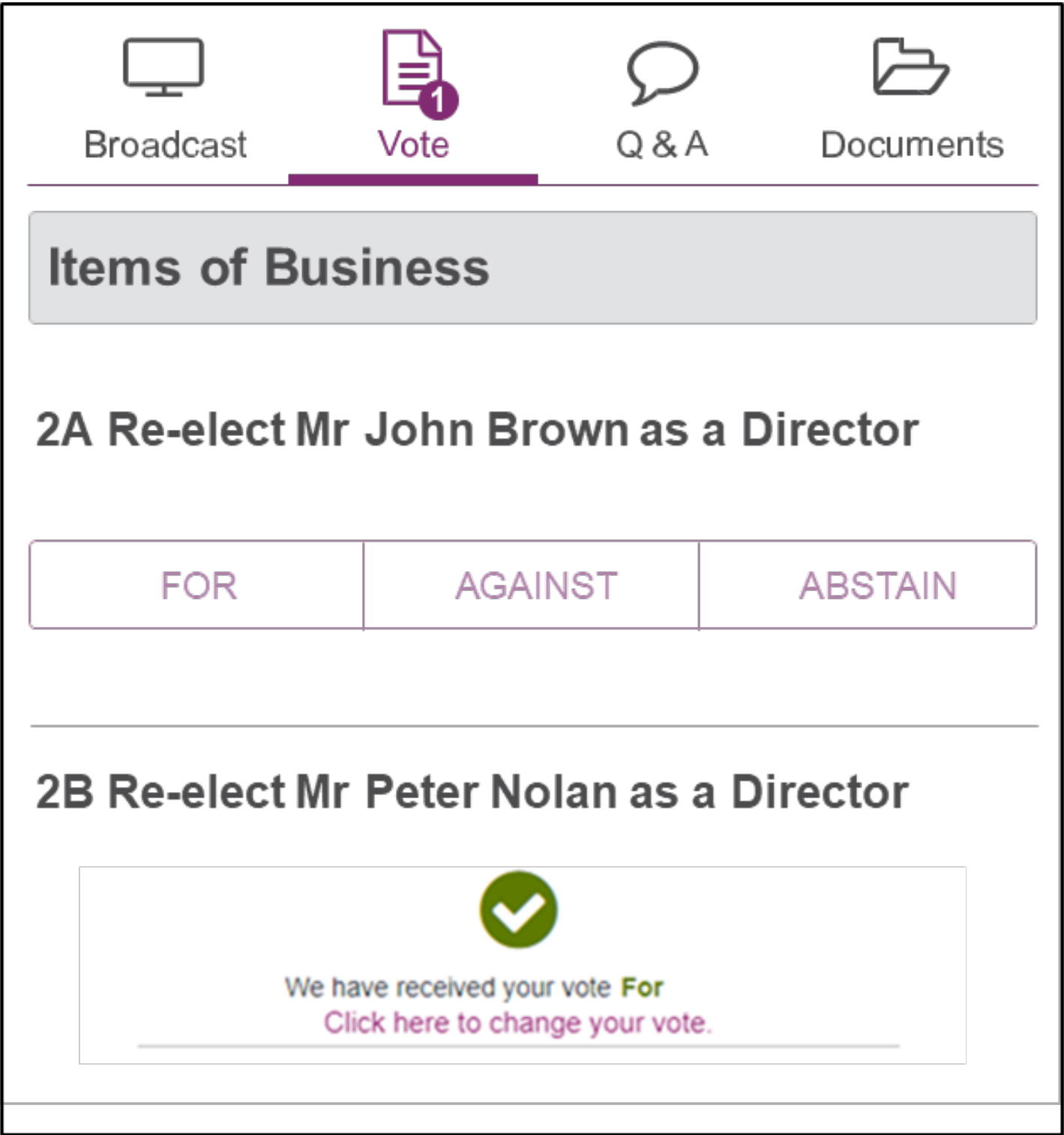
0 character(s)

Send

How to vote

Voting

- When the poll is open, select the vote icon the top of the screen.
- To vote, select either For, Against or Abstain.
- You will see a vote confirmation.
- To change or cancel your vote "click to change your vote" at any time until the poll is closed.



Reasons to vote for or against the Scheme⁽¹⁾

Reasons to vote for the Scheme	Reasons to vote against the Scheme
(a) The TASK Board unanimously recommends that you vote in favour of the Scheme in the absence of a Superior Proposal, subject to the Independent Expert continuing to conclude that the Scheme is in the best interests of TASK Shareholders ⁽²⁾	(a) You may disagree with the TASK Board’s unanimous recommendation or the Independent Expert’s conclusion and believe the Scheme is not in your best interests
(b) The Independent Expert has concluded that the Scheme is in the best interests of TASK Shareholders, in the absence of a Superior Proposal	(b) You may believe that there is potential for a Superior Proposal to be made in the foreseeable future
(c) The Scheme Consideration represents a significant premium relative to the Undisturbed Share Price and the historical VWAP ranges of TASK Shares to the Last Undisturbed Closing Date	(c) You may prefer to participate in the future financial performance of TASK as a standalone business
(d) The Scheme provides Scheme Participants (other than Foreign Scheme Shareholders) with flexibility in how they elect to receive the Scheme Consideration	(d) You may consider that the Scheme Consideration does not reflect the intrinsic value of TASK
(e) Scheme Participants who elect to receive all or part of their Scheme Consideration as Cash Consideration, as well as Foreign Scheme Shareholders, will receive certainty of value for their TASK Shares	(e) You may believe it is in your best interests to maintain your current investment and risk profile
(f) Scheme Participants (other than Foreign Scheme Shareholders) who elect to receive part of their Scheme Consideration as Scrip Consideration, may benefit from exposure to a significantly larger and more diversified company	(f) The future value of New PAR Shares after implementation of the Scheme is uncertain
(g) Since the announcement of the Scheme, no Superior Proposal has emerged	(g) Tax consequences of the Scheme may not suit your current financial circumstances
(h) In the absence of a Superior Proposal, the price of TASK Shares may fall in the short-term if the Scheme were not to proceed	
(i) No brokerage charges or stamp duty is payable on the transfer of your Scheme Shares, as well as the benefit of Roll-over Relief for Scrip Consideration (subject to TASK obtaining the ATO Class Ruling)	
(j) The Scheme is supported by TASK Shareholders holding, in aggregate, 67,524,405 TASK Shares (representing approximately 18.93% of all TASK Shares on issue)	

(1) This is a summary of reason of reasons to vote for or against the Scheme as detailed in section 1 of the Scheme Booklet.

(2) You should note that when considering this recommendation that (as detailed in section 10.3(d)), if the Scheme becomes Effective, Mr Houden will be receiving the benefit of having 621,414 RSUs he currently holds and 666,667 RSUs he will be issued with following the date of this Scheme Booklet (such new issuance being subject to the approval of shareholders at the Extraordinary General Meeting) accelerating and becoming vested before they otherwise would in the ordinary course. The aggregate implied value of Mr Houden’s RSUs (on conversion to TASK Shares and the Scheme becoming Effective, assuming a Mixed Consideration Election and an Election Percentage of 50% being specified in respect of them) on the Last Practicable Date is A\$1.2 million. Despite this interest in the outcome of the Scheme, Mr Houden considers that, given the importance of the Scheme, and his role as Chief Executive Officer and Managing Director of TASK, it is important and appropriate for him to provide a recommendation to TASK Shareholders in relation to voting on the Scheme. Additionally, the TASK Board (excluding Mr Houden) also considers that it is appropriate for Mr Houden to make a recommendation on the Scheme given his role in the management and operations of TASK.

Scheme Consideration Options

Under the Scheme, eligible shareholders have two options for the form of Scheme Consideration they receive for their TASK Shares. They can either:

- (Maximum Cash Consideration) 100% Cash Consideration, equating to \$0.81 for each Scheme Share; or
- (Mixed Consideration) a combination of Cash Consideration and Scrip Consideration, up to 50% Scrip Consideration at an exchange ratio of 0.015 and the balance as Cash Consideration for each Scheme Share.

Foreign Scheme Shareholders are not entitled to make an Election. Instead, Foreign Scheme Shareholders will be deemed to have elected to receive the Maximum Cash Consideration.

Update on Conditions Precedent and timetable

Implementation of the Scheme remains subject to several conditions. The relevant conditions which remain outstanding at this time are:

- the approval of the Scheme by TASK shareholders, which is why we are holding today’s meeting;
- the approval of the Scheme by the Supreme Court of New South Wales, which will be sought on 9 July 2024 in the event shareholders approve the Scheme at today’s meeting;
- NYSE approval for official quotation of New PAR Shares which are being offered as the Scrip Consideration under the Scheme, not being withdrawn or revoked before the Scheme is approved by the Court;
- Independent Expert continuing to conclude the Scheme is in the best interests of TASK shareholders; and
- no TASK or PAR Prescribed Event or Material Adverse Effect, no regulatory intervention, and no breach of representations and warranties, occurring before the Scheme is approved by the Court.

As at the time of today’s meeting, the TASK Board are not aware of any circumstances which would cause any of the outstanding conditions precedent not to be satisfied.

Event	Date
Second Court Date	9 July 2024
Lodge office copy of Court order approving the Scheme with ASIC – Trading in TASK shares on the ASX suspended at the close of trading	10 July 2024
Scheme Record Date	12 July 2024 (7:00pm)
Scheme Implementation Date – including provision of scheme consideration to scheme participants	19 July 2024

Approval of Scheme of Arrangement

“That, in accordance with the provisions of section 411 of the Corporations Act 2001 (Cth):

- the members agree to the scheme of arrangement proposed between TASK and the holders of its ordinary shares, as contained in and more particularly described in the Scheme Booklet accompanying the notice convening this meeting (with or without any alterations or conditions agreed to in writing between TASK and PAR or any alterations or conditions required by the Court to which TASK and PAR agree); and
- the board of directors of TASK is authorised to implement the Scheme with any such alterations or conditions.”

Votes cast as at close of proxy voting (11.00am AEST Wednesday, 3 July 2024)

VOTES	FOR	AGAINST	OPEN	ABSTAIN
Number of votes	204,267,133	55,229	29,847	81,830
% of votes	99.96%	0.03%	0.01%	N/A

Note: Valid Securities Voted (For, Against, Open): 204,352,209 (57.18%). The figures above are subject to audit and should be considered interim until after the full voting is closed and regarded as final.

Shareholder questions.

Voting.

Thank you.

Chairman's EGM Address 4 July 2024

Chairman's Address to Extraordinary General Meeting Thursday, 4 July 2024, 12.00pm

1 Welcome

Good afternoon ladies and gentlemen. I am William Crichton, the Chairman of TASK Group Holdings Limited, and I welcome you to today's Extraordinary General Meeting.

This EGM follows the Scheme Meeting that took place at 11.00am today.

All TASK directors, officers and shareholders are participating in today's meeting through the Computershare online virtual meeting platform. This platform enables you to hear and see all presentations and proceedings, view the presentation slides, ask questions, and vote on the Resolutions put before you today.

Joining me online today is Christopher Fernandes, our Company Secretary, and my fellow directors – Daniel Houden, Phillip Norman, and Manda Trautwein.

Notice of EGM

As it is now past 12pm and we have a quorum, I'll now formally open the EGM. This adjourned EGM follows the adjournment of the EGM initially set for 28 June 2024. Notice of the EGM is included as Annexure H to the Scheme Booklet which was despatched to you on 30 May 2024. The notice of today's adjourned EGM was given by way of ASX announcement on 1 July 2024. I will take the Notice as read.

We will begin today's EGM with how to ask questions and vote.

2 How to ask questions and vote

Today's meeting is being held online via the Computershare Meeting platform. This allows Shareholders, Proxies and Guest to attend the meeting virtually. All attendees can watch a live webcast of the meeting. In addition, shareholders and proxies have the ability to ask questions and submit votes.

Online attendees can submit questions at any time. To ask a question, select the Q&A icon. Type your question in to the text box. Once you have finished typing, please hit the send button.

Please note that while you can submit questions from now on, I will not address them until the relevant time in the meeting. Please also note that your questions may be moderated or if we receive multiple questions on one topic, amalgamated together.

To ask a verbal question, please follow the instructions written below the broadcast.

Voting today will be conducted by way of a poll on all items of business. I will shortly open voting for all resolutions.

If you are eligible to vote, once voting opens press the vote icon and all resolutions will be activated with voting options. To cast your vote simply select one of the options. There is no need to hit a submit or enter button as the vote is automatically recorded. You will receive a vote confirmation notification on your screen.

You can change your vote, up until the time I declare voting closed.

I now declare voting open on all items of business.

3 Purpose of EGM

The purpose of the meeting is to consider and, if thought fit, to approve the issuance of Restricted Share Units to Daniel Houden and Dean Houden under TASK's Restricted Share Units scheme **(Resolutions)**.

Daniel Houden abstains from making a voting recommendation on the Resolutions as they relate to a grant of RSUs to himself and his associate. The other Directors recommend that Shareholders vote in favour of the Resolutions.

4 Resolutions

The Resolutions being put forward at today's meeting are set out in the Notice of EGM and will now be shown on screen.

As previously stated, Daniel Houden abstains from making a voting recommendation on the Resolutions as they relate to a grant of RSUs to himself and his associate. The other Directors recommend that Shareholders vote in favour of the Resolutions.

The meeting will be asked to consider, and if thought fit, to pass the following ordinary resolutions:

Resolution 1

"That, for the purposes of Listing Rule 10.14 and for all other purposes, Shareholders approve the issue of 666,667 Restricted Share Units to Daniel Houden, the Chief Executive Officer of TASK and an Executive Director, or his nominee(s), pursuant to the Company's Restricted Share Units Scheme and on the terms and conditions set out in the Explanatory Notes."

Voting Exclusion: The Company will disregard any votes cast in favour of this Resolution by or on behalf of any person referred to in Listing Rule 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the New Restricted Share Units Scheme, or any associate of that person or those persons.

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

- a person as a proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with the directions given to the proxy or attorney to vote on the Resolution in that way; or
- the Chair as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and
 - the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.
- As set out in the Notice of EGM, I intend to vote all undirected proxies I hold in favour of Resolution 1.

For your reference, I will summarise the total numbers of valid proxies received prior to the Resolution:

- 47,660,494 directed proxies in favour of Resolution 1 from 66 shareholders;
- 2,691,409 directed proxies against Resolution 1 from 16 shareholders; and
- 54,131 undirected proxies from 2 shareholders on Resolution 1, noting I intend to vote all undirected proxies I hold in favour of each Resolution.

Resolution 2

"That, for the purposes of Listing Rule 10.14 and for all other purposes, Shareholders approve the issue of 249,615 Restricted Share Units to Dean Houden, the General Manager of the TASK Division of TASK and an associate of a director of the Company, or his nominee(s), pursuant to the

Company's New Restricted Share Units Scheme on the terms and conditions set out in the Explanatory Notes."

Voting Exclusion: The Company will disregard any votes cast in favour of this Resolution by or on behalf of any person referred to in Listing Rule 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the New Restricted Share Units Scheme, or any associate of that person or those persons.

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

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

You can vote through the online platform on the webpage by selecting either "FOR", "AGAINST" or "ABSTAIN" for each Resolution.

As set out in the Notice of EGM, I intend to vote all undirected proxies I hold in favour of Resolution 2.

For your reference, I will summarise the total numbers of valid proxies received prior to the Resolution:

- 47,660,494 directed proxies in favour of Resolution 2 from 66 shareholders;
- 2,691,409 directed proxies against Resolution 2 from 16 shareholders; and
- 54,131 undirected proxies from 2 shareholders on Resolution 2, noting I intend to vote all undirected proxies I hold in favour of each Resolution.

5 Questions

I will now invite questions on the Resolutions. If you have a question, please submit it now if you have not already done so.

I confirm that there were no questions provided before the meeting.

Our phone moderator will now introduce shareholders who have verbal questions, if any. Our company secretary, Christopher Fernandes, will then read out the questions which have been received during today's EGM.

6 Voting

That concludes the question section of the meeting.

I would like to advise that voting on all resolutions will close shortly. I will provide you all with a few moments now to allow you to finish voting. Please complete your voting now.

I now declare the Poll closed with the results to be announced to the ASX later today.

Thank you for your attendance today and I declare the Extraordinary General Meeting closed.



TASK.

EXTRAORDINARY GENERAL MEETING

TASK Group Holdings Ltd

Held on: **4 July 2024, at 12 pm AEST**

Online meeting: <https://meetnow.global/MUJCF4G>

MEETING OPEN

Welcome and agenda

- Meeting Open
- Notice of Extraordinary General Meeting
- Virtual Meeting and Voting Process
- Resolutions
- Questions
- Voting




• **Bill Crichton**
Chairman


How to ask questions


Q&A


- To ask a written question select the Q&A icon.
- Select the topic your question relates to from the drop-down list.
- Type your question in the text box and **press** the send button.
- To ask a verbal question, follow the instructions under the the broadcast window.

Note: Questions may be submitted ahead of the meeting.

Broadcast

Vote

Q & A

Documents

Your question(s)

You may enter a question using the field below.

Select Topic ▼

Questions are limited to 2000 characters.

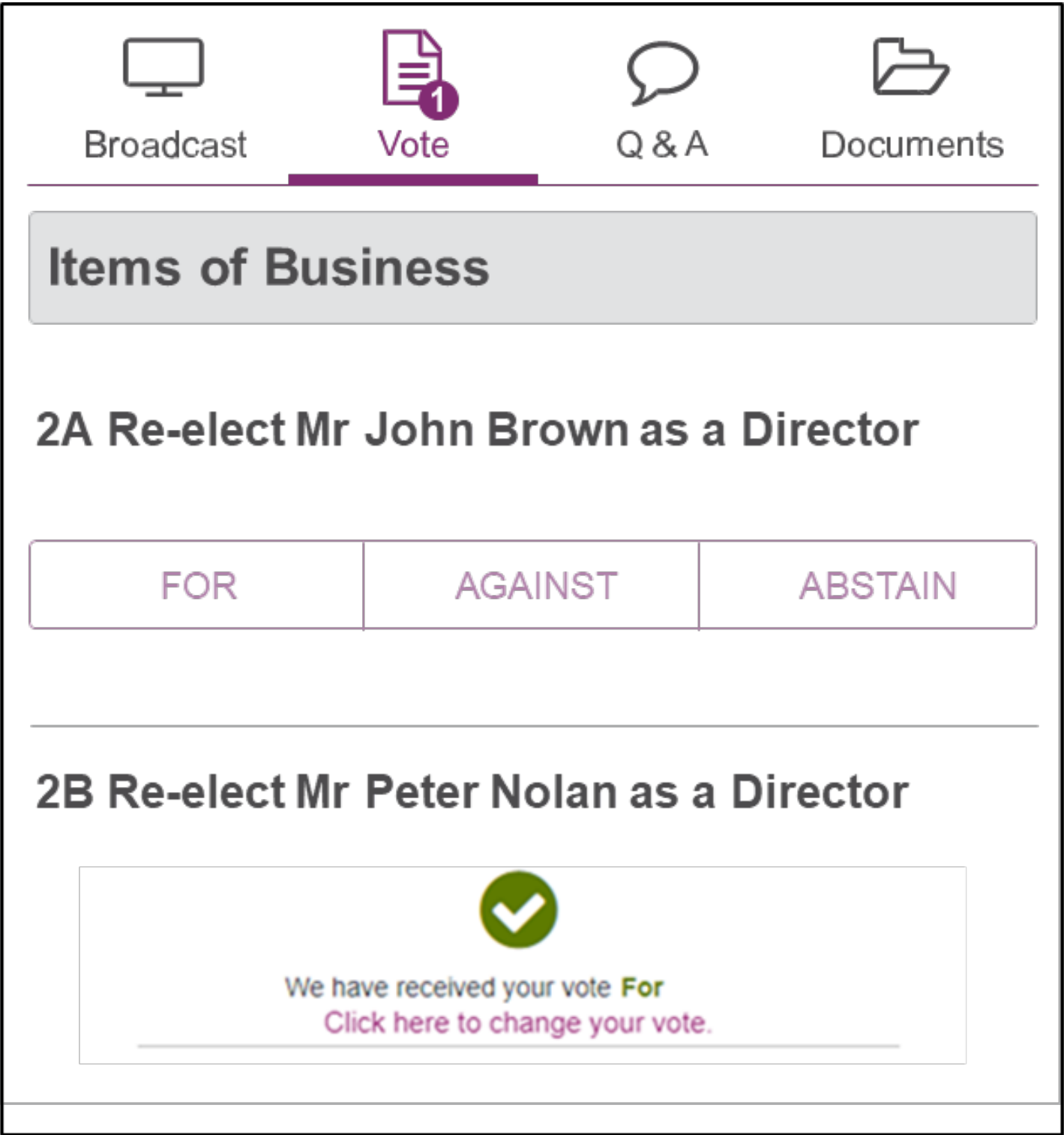
0 character(s)

Send

How to vote

Voting

- When the poll is open, select the vote icon the top of the screen.
- To vote, select either For, Against or Abstain.
- You will see a vote confirmation.
- To change or cancel your vote "click to change your vote" at any time until the poll is closed.



RESOLUTION 1

Approval of Restricted Share Units to Daniel Houden

“That, for the purposes of Listing Rule 10.14 and for all other purposes, Shareholders approve the issue of 666,667 Restricted Share Units to Daniel Houden, the Chief Executive Officer of TASK and an Executive Director, or his nominee(s), pursuant to the Company’s Restricted Share Units Scheme and on the terms and conditions set out in the Explanatory Notes.”

Voting Exclusion: The Company will disregard any votes cast in favour of this Resolution by or on behalf of any person referred to in Listing Rule 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the New Restricted Share Units Scheme, or any associate of that person or those persons.

Votes cast as at close of proxy voting (11.00am AEST Wednesday, 3 July 2024)

VOTES	FOR	AGAINST	OPEN	ABSTAIN
Number of votes	47,660,494	2,691,409	54,131	401,854
% of votes	94.55%	5.34%	0.11%	N/A

Note: Valid Securities Voted (For, Against, Open): 50,406,034 (14.11%). The figures above are subject to audit and should be considered interim until after the full voting is closed and regarded as final.

RESOLUTION 2

Approval of Restricted Share Units to Dean Houden

“That, for the purposes of Listing Rule 10.14 and for all other purposes, Shareholders approve the issue of 249,615 Restricted Share Units to Dean Houden, the General Manager of the TASK Division of TASK and an associate of a director of the Company, or his nominee(s), pursuant to the Company’s New Restricted Share Units Scheme on the terms and conditions set out in the Explanatory Notes.”

Voting Exclusion: The Company will disregard any votes cast in favour of this Resolution by or on behalf of any person referred to in Listing Rule 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the New Restricted Share Units Scheme, or any associate of that person or those persons.

Votes cast as at close of proxy voting (11.00am AEST Wednesday, 3 July 2024)

VOTES	FOR	AGAINST	OPEN	ABSTAIN
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Shareholder questions.

Voting.

Thank you.