

ASX Announcement

4 July 2024

Results of Scheme Meeting and Extraordinary General Meeting – TASK shareholders vote in favour of Scheme

(1) Results of the Scheme Meeting

TASK Group Holdings Limited (ASX:TSK) (“**TASK**” or the “**Company**”) is pleased to announce that TASK shareholders have voted in favour of the proposed scheme of arrangement under which PAR Technology Corporation through its wholly owned subsidiary PAR Global Australia Pty Ltd has agreed to acquire 100% of the issued shares in TASK (“**Scheme**”).

TASK advises that the resolution to approve the Scheme (“**Scheme Resolution**”), as set out in the Notice of Scheme Meeting included in Annexure D of the Scheme Booklet dated 28 May 2024, was passed by the Requisite Majority (as defined in the Scheme Booklet) of TASK shareholders at the Scheme Meeting held today pursuant to orders made on 28 May 2024 and 1 July 2024 by the Supreme Court of New South Wales (“**Court**”).

In accordance with ASX Listing Rule 3.13.2 and section 251AA(2) of the *Corporations Act 2001* (Cth), the outcome of the resolution and a summary of the proxies received in respect of the resolution considered and put to the Scheme Meeting is attached.

In summary:

- 99.97% of the votes cast by TASK shareholders were in favour of the Scheme Resolution; and
- 97.18% of TASK shareholders present and voting at the Scheme Meeting (either in person or by proxy) were in favour of the Scheme Resolution.

Next steps

Implementation of the Scheme remains subject to the approval of the Court and lodgement of Court orders with the Australian Securities and Investments Commission (“**ASIC**”), and certain other conditions precedent which are described in the Scheme Booklet.

TASK will request that the Court approve the Scheme at a hearing that has been scheduled at 3.00pm (Sydney time) on 9 July 2024.

If the Scheme is approved by the Court, TASK proposes to lodge the orders of the Court with ASIC on 10 July 2024, at which time the Scheme will become effective. It is expected that TASK shares will be suspended from trading on the ASX from close of trading on 10 July 2024 and the Scheme will be implemented on 19 July 2024.

Timetable

The timetable for remaining key milestones relating to the Scheme is as follows:

Event	Time and Date (Sydney time)
Second Court Hearing for approval of the Scheme	9 July 2024 (3.00pm)
Effective Date	10 July 2024
Suspension of TASK shares from trading on the ASX	Close of trading on ASX on 10 July 2024
Scheme Record Date	12 July 2024 (7.00pm)
Implementation Date and payment of the Scheme Consideration	19 July 2024
New PAR Shares start trading on the NYSE	22 July 2024 (New York time)

All dates and times are indicative only and, among other things, are subject to all necessary approvals from the Court and other regulatory authorities. Any changes to the above timetable will be announced through the ASX. All references to times and dates in this announcement are references to Sydney time unless otherwise stated.

Further Information

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

(2) Results of the Extraordinary General Meeting

TASK Group Holdings Limited (ASX:TSK) ("**TASK**" or the "**Company**") announces that at an extraordinary general meeting of the TASK shareholders held today the following resolutions were passed:

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

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

This announcement has been authorised for release by the Board of TASK.

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ABOUT TASK

TASK is a leading provider of technology solutions enabling its global hospitality clients to maximise their customer relationships in an increasingly digital world.

TASK's end-to-end cloud-based platform helps clients to improve customer experiences across every transactional touchpoint, including digital customer-facing services, back-of-house and enterprise operations. The Group's ecosystem combines transaction services, personalisation, offer management and BI technology to help clients generate operational efficiencies, drive valuable data insights about their consumer base, activate new promotions and build brand loyalty.

The following information is provided in accordance with section 251AA(2) of the Corporations Act 2001 (Cth) and ASX Listing Rule 3.13.2.

Resolution details	Instructions given to validly appointed proxies (as at proxy close)				Number of votes cast on the poll (where applicable)			Resolution Result
Resolution	For	Against	Proxy's Discretion	Abstain	For	Against	Abstain*	Carried / Not Carried
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.	204,267,133 99.96%	55,229 0.03%	29,847 0.01%	81,830	204,449,203 99.97%	55,229 0.03%	81,830	Carried
					Number of shareholders voting on the poll (where applicable)			
					For	Against	Abstain#	
					138 97.18%	4 2.82%	6	

* Votes cast by a person who abstains from voting are not counted in calculating the required majority on the poll.

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Resolution details		Instructions given to validly appointed proxies (as at proxy close)				Number of votes cast on the poll (where applicable)			Resolution Result
Resolution	Resolution Type	For	Against	Proxy's Discretion	Abstain	For	Against	Abstain*	Carried / Not Carried
1 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).	Ordinary	47,660,494 94.55%	2,691,409 5.34%	54,131 0.11%	401,854	47,714,625 94.66%	2,692,012 5.34%	401,854	Carried
2 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).	Ordinary	47,660,494 94.55%	2,691,409 5.34%	54,131 0.11%	401,854	47,714,625 94.66%	2,692,012 5.34%	401,854	Carried

* Votes cast by a person who abstains on an item are not counted in calculating the required majority on a poll.