

20 October 2023

Notice of First Annual General Meeting under the Corporations Act (Cth)

In accordance with ASX Listing Rule 3.17, TASK Group Holdings Limited (ASX: TSK) (**TASK**) attaches the following documents:

- Notice of Annual General Meeting;
- Proxy Form; and
- Letter to shareholders regarding arrangements for the Annual General Meeting.

ENDS

Approved for release by the Company Secretary of TASK Group Holdings Limited.

For more information, visit <https://TASKsoftware.com> or contact:

For investors

Daniel Houden
CEO

daniel@tasksoftware.com

Bill Crichton
Chairman

bill@crichtonlimited.com.au

For media:

Domestique

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About TASK Group

TASK Group 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.



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TASK Group Holdings Limited
ACN 605 696 820

Notice of Annual General Meeting
11.00am AEDT
Tuesday 21 November 2023

TASK Group Holdings Limited

Notice of Annual General Meeting of shareholders

On behalf of the Board of directors I am pleased to invite you to the first Annual General Meeting (**AGM** or the **Meeting**) of TASK Group Holdings Limited (**TASK** or the **Company**) following its registration under the *Corporations Act 2001 (Cth)*.

As foreshadowed in the Notice of Annual Meeting dated 7 July 2023, as a public company registered under Part 5B.1 of the *Corporations Act 2001 (Cth)*, TASK must hold its first AGM in the calendar year of its registration.

The AGM will be held on Tuesday, 21 November 2023 at 11:00 am AEDT virtually via an online platform <https://meetnow.global>. In the Online Meeting Guide attached to this Notice of Meeting as Appendix A you will find information on how to access the meeting online or by telephone, and there is a helpline number to call if you experience any difficulty.

By Order of the Board of Directors



Bill Crichton
Chairman, TASK Group Holdings Limited

20 October 2023

Items of business

- A. Chairman's Address**
- B. Shareholder Questions and Discussion**
- C. Resolutions**

1. Re-election of Ms Manda Trautwein:

To consider and, if thought fit, to pass the following as an Ordinary Resolution:

“That Ms Manda Trautwein, who retires as a Director of the Company by rotation in accordance with clause 21.2 of the Constitution and ASX Listing Rule 14.5, and who is eligible for re-election, be re-elected as a Director of the Company.”

2. Adoption of new Constitution:

To consider and, if thought fit, to pass the following as a Special Resolution:

“That, in accordance with sections 136 and 601BH of the *Corporations Act 2001 (Cth)*, the document titled TASK Group Holdings Limited Constitution, the material terms of which are summarised in Schedule 1 to this Notice of Meeting, is adopted as the Constitution of the Company in place of the Company's existing Constitution.”

3. Appointment of Auditor:

“That, in accordance with section 327B(1)(a) of the *Corporations Act 2001 (Cth)* and for all other purposes, BDO Auckland, be appointed as Auditor of the Company with effect from the close of the Meeting.”

D. Other Business: To consider any other matter that may properly be brought before the Meeting.

Explanatory Notes

These Explanatory Notes accompany and form part of the Company's Notice of Annual General Meeting (**Notice**) (the **Meeting**). The online Tuesday 21 November 2023 at 11.00 am with shareholders attending online at <https://meetnow.global> (remote entry will open at 10.00am).

These Explanatory Notes are to assist shareholders in understanding the background to, and the legal and other implications of, the Notice and the reasons for the proposed resolutions.

Both documents should be read in their entirety and in conjunction with each other.

Resolution 1: Re-election of Manda Trautwein

Clause 21.2(a) of the Company's existing New Zealand Constitution (**NZ Constitution**) states that, while the Company is admitted to the Official List on the ASX, at least one Director must retire from office at each annual meeting. ASX Listing Rule 14.5 requires the Company to hold an election of at least one director at each AGM.

Ms Manda Trautwein, who was appointed Non-Executive Director at the Company's annual meeting held on 20 September 2022, is retiring by rotation and being eligible offers herself for re-election as a Director of the Company at the Meeting. Background information on Ms Trautwein is set out below.

- Ms Trautwein is a Chartered Accountant and Partner at accounting and advisory firm, William Buck.
- Ms Trautwein has extensive experience in governance, finance and strategy, advising clients on business valuations, mergers and acquisitions (M&A) and ASX listings, as well as business planning issues.

- Ms Trautwein started her career in public practice in PwC's Middle Market division and joined William Buck as a Director in 2008 to establish its Corporate Advisory practice in Sydney.
- Previously, Ms Trautwein served as a Chair of Chartered Accountants ANZ's National Business Valuation Community and as an Adjunct Fellow at Macquarie University where she lectured to postgraduate students in Applied Business Valuations. She has a Bachelor of Commerce from Macquarie University and Masters of Applied Taxation and Applied Finance from UNSW and Macquarie University. Ms Trautwein is also a Graduate of the Australian Institute of Company Directors (AICD) Company Directors course.
- Ms Trautwein serves as Non-Executive Director and Chair of the Audit Committee of Judo Bank (ASX: JDO).
- Ms Trautwein is the Chair of TASK's Audit and Risk Management Committee.

Directors' Recommendation

The Board (with Ms Trautwein abstaining) supports the re-election of Ms Trautwein and recommends that shareholders vote in favour of Resolution 1.

The Chair of the Meeting intends to vote all undirected proxies in favour of Resolution 1.

Resolution 2: Adoption of new Constitution

On 18 September 2023, the Company became registered in Australia under the *Corporations Act 2001 (Cth)* (the **Act**).

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The registration process under Part 5B.1 of the Act permits a company to be registered based on the company's existing constitution that is lodged with the application. However, section 601BH of the Act provides that once a company is registered under Part 5B.1 of the Act, it must modify its constitution within 3 months after registration to give effect to the company's registration under the Act.

To comply with the above requirements under the Act, the Company is seeking shareholder approval for its new constitution (**New Constitution**) which is a constitution that is suited to an Australian listed public company, and which will replace in its entirety the Company's existing New Zealand constitution.

A summary of the material terms of the New Constitution is set out in Schedule 1 to this Notice.

For transparency and for the purposes of ASX Listing Rule 10.17, the maximum aggregate remuneration that may be paid to non-executive directors of the Company has been set at A\$600,000 per annum under the New Constitution, being the same amount as previously approved by shareholders under the Company's existing New Zealand constitution. Refer to Schedule 1 for further details.

A copy of the proposed New Constitution can be accessed by telephoning the Company's Share Registry, Computershare on 1300 855 080 (within Australia) or +61 3 9415 4000 (overseas) and requesting a copy of the New Constitution which will be provided free of charge.

Directors' Recommendation

The Board unanimously recommends that shareholders vote in favour of Resolution 2.

The Chair of the Meeting intends to vote all undirected proxies in favour of Resolution 2.

Resolution 3: Appointment of Auditor

BDO Auckland is the existing auditor of the Company. BDO Auckland was appointed by the Board to fill a casual vacancy on 20 December 2022 and it was automatically re-appointed in accordance with section 207T of the Companies Act 1993 (New Zealand law) at the Annual Meeting held on 24 July 2023.

BDO Auckland has provided its written consent to continue to act as auditor of the Company following the Company's recent registration under the Corporations Act 2001 (Cth) (the **Act**).

Section 327B(1)(a) of the Act requires a public company to appoint an auditor at its first AGM. To comply with this requirement, at its first AGM as an Australian public company, the Company at its first AGM is seeking shareholder approval under the Act for the appointment of BDO Auckland as its auditor.

If Resolution 3 is passed, the appointment of BDO Auckland as the Company's Auditor will take effect from the close of the Meeting.

Directors' Recommendation

The Board unanimously recommends that shareholders vote in favour of Resolution 3.

The Chair of the Meeting intends to vote all undirected proxies in favour of Resolution 3.

Important Information

Online Meeting

The Meeting will be an online meeting whereby shareholders have the option of participating virtually through the Computershare Meeting Platform <https://meetnow.global>. To access the meeting click **Go** under the TASK Group Holding Limited meeting and then click **Join Meeting Now**.

Select 'shareholder' on the login screen and enter your CSN/Holder Number/SRN/HIN and Post Code (if in Australia) or if outside Australia, choose your country from the drop-down list.

More information regarding online attendance at the Meeting is available in the Online Meeting Guide attached to this Notice.

Proxies

All shareholders of the Company entitled to attend and vote at the Meeting are entitled to appoint a proxy to attend and vote for them instead by signed notice in writing. A proxy need not be a shareholder of the Company. If you appoint a proxy, you may either direct your proxy how to vote for you or you may give your proxy discretion to vote as he/she sees fit. If you wish to give your proxy discretion, then you must mark the appropriate boxes on the form to grant your proxy that discretion. The Chair of the Meeting and any Director are willing to act as proxy for any shareholder and if appointed as proxy, intend to vote all discretionary proxies in favour of the relevant resolution. If your named proxy does not attend the meeting or you haven't named a proxy, the Chair of the Meeting will act as your proxy. If you do not tick any box for a particular resolution, then your instruction for your proxy will be to abstain from voting.

A Proxy Form is enclosed and to be effective must be lodged at the Company's Share Registry in accordance with the instructions in the Notes to the Proxy Form

accompanying this Notice at least 48 hours before the Meeting is due to begin (i.e., before 11.00 am on Sunday, 19 November 2023).

Ordinary Resolutions

Resolutions 1 and 3 are Ordinary Resolutions which require approval by a simple majority of the votes of shareholders of the Company entitled to vote and voting on the resolutions in person or by proxy.

Special Resolutions

Resolution 2 is a Special Resolution which requires approval by 75% or more of the votes of those shareholders entitled to vote and voting on the resolution in person or by proxy.

Voting

All persons registered on the Company's register of shareholders as the holders of shares as at 11.00am on Sunday, 19 November 2023 will be entitled to vote at the Meeting in person or by proxy.

More Information

If you have any questions or require further information in relation to this Notice, please contact the Company's Secretary, Maria Clemente, at maria.clemente@boardroomlimited.com.au.

Shareholders are encouraged to ask the Chair a question regarding the business of the Meeting, prior to the Meeting. Please submit your written questions to the Company Secretary at maria.clemente@boardroomlimited.com.au no later than 5pm (AEDT) on Tuesday, 14 November 2023.

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Schedule 1.

Summary of material terms of the Company's New Constitution

A summary of the material provisions of the Company's proposed new Australian listed public company constitution is set out below. This summary is not exhaustive, nor does it constitute a definitive statement of the rights and liabilities of shareholders. The New Constitution will become effective upon approval by shareholders at the Meeting.

Term	Meaning
Voting	<p>Voting A resolution put to the vote of a general meeting must be decided by way of a poll unless a poll is not required under the Corporations Act or the ASX Listing Rules on that resolution, in which case, if the Board so determines, the resolution may be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded:</p> <ul style="list-style-type: none">— by the chairperson;— by at least 5 shareholders present in person and having the right to vote on the resolution; or— by shareholders present in person and representing not less than 5% of the total voting rights of all the shareholders having the right to vote on the resolution on a poll. <p>At a general meeting, every shareholder present in person or by proxy, attorney or representative has one vote on a show of hands (unless a shareholder has appointed more than one proxy) and one vote on a poll for each share held (with adjusted voting rights for partly paid shares). The chairperson does not have a casting vote in addition to any vote in his or her capacity as a Member. The Directors may determine for a meeting that direct voting by post, fax or any other means (including electronic means) permitted by law and approved by the Directors will be allowed.</p>
Dividends	<p>Subject to the Corporations Act and the rights of persons entitled to shares with special rights to dividends, the Board may declare that a dividend (whether interim, special or final) is payable that, in its judgement, the financial position of the Company justifies. The Board may determine at its discretion that dividends may be paid by either electronic funds transfer or other means of direct credit to an account of a shareholder, cheque sent through the mail or a combination of both direct credit and cheque. Interest is not payable on a dividend.</p>
Issue of further shares	<p>The Board may (subject to the Constitution, the ASX Listing Rules and the Corporations Act) issue or cancel shares or grant options over unissued shares on such terms, and with such rights, as the Directors consider appropriate.</p> <p>The Company may issue preference shares including preference shares which are, or at the option of the Company or holders are, liable to be redeemed or convertible to ordinary shares. The rights attaching to preference shares are outlined in clause 2.3 of the Constitution. Subject to the Corporations Act, ASX Listing Rules and the Constitution, the Company may, amongst other things, convert any or all of its shares into a larger or smaller number of shares by ordinary resolution.</p>
Variation of class rights	<p>The rights attached to a class of shares may be varied or cancelled by:</p> <ul style="list-style-type: none">— the holders of the issued shares who are entitled to at least 75% of the votes to be cast in respect of shares in that class consenting in writing; or— a special resolution passed at a separate meeting of the holders of shares in that class.
Lien on shares	<p>To the extent permitted by the ASX Listing Rules, the Company has a first and paramount lien on each share and dividends payable on such share for, amongst other things, all money due and unpaid to the Company at a fixed time, in respect of the share. Subject to complying with certain conditions, the Directors may, if the ASX Listing Rules permit, sell any shares subject to a lien.</p>

Term	Meaning
Transfer of Shares	Subject to any restrictions attached to a share, shares may be transferred in accordance with the rules of any CS Facility operator (including the ASX Settlement Operating Rules), any other ASX requirements and the Corporations Act or via a written transfer in any usual form or in any other form approved by the Board and permitted by the relevant laws and ASX requirements. The Board may refuse to register a transfer of shares or apply a holding lock to prevent a transfer subject to compliance with the Corporations Act, ASX Listing Rules or the operating rules of a CS Facility operator.
General meetings and notices	Each shareholder is entitled to receive notice of, attend and vote, at general meetings of the Company and to receive all notices, accounts and other documents required to be sent to shareholders, and in such form as required, under the Constitution, Corporations Act and ASX Listing Rules. The Company must give notice of a general meeting in accordance with clause 6.2 of the Constitution, the Corporations Act and the ASX Listing Rules. Subject to compliance with the Corporations Act, general meetings may be held by physical meeting, a hybrid physical meeting and using virtual meeting technology or by virtual meeting technology only, as determined by the Board. A shareholder who is entitled to vote at a general meeting of the Company may appoint not more than two proxies to attend and vote on that shareholder's behalf at that meeting. If a shareholder appoints one proxy, that proxy may, subject to the Corporations Act, vote on a show of hands, but if two proxies are appointed, neither proxy may vote on a show of hands, but the proxy or proxies can vote on a poll, subject to the instructions provided in the applicable proxy.
Winding up	Subject to the terms of issue of the shares, shareholders will be entitled on a winding up to a share in any surplus assets remaining after payment of the Company's debts in proportion to the number of fully paid shares in the Company held by them. For this purpose, a partly paid share is counted as a fraction of a fully paid share equal to the proportion which the amount paid on it bears to the total issue price of the share. If the Company is wound up, the liquidator may, with the sanction of a special resolution, divide the whole or part of the Company's property among shareholders and decide how the division is to be carried out as between shareholders or different classes of shareholders.
Non-Marketable parcels	In accordance with the ASX Listing Rules, the Board may sell shares which constitute less than a marketable parcel (as defined in the ASX Listing Rules) by following the procedures set out in clause 2.9 of the Constitution. Shareholders will have an opportunity to make an election that their shares are not sold.
Restricted Securities	In certain circumstances ASX could determine that certain shares are to be restricted from certain activities (Restricted Securities) and the holder must enter into an agreement agreeing to such restrictions (Restriction Deed). While the Company is admitted to the official list of ASX, the Company must recognise and comply with the ASX Listing Rules with respect to Restricted Securities. This means that, amongst other things, despite anything in the Constitution, a holder of Restricted Securities must not dispose of, or agree or offer to dispose of, the Restricted Securities during the restriction period applicable to those Restricted Securities except as permitted by the ASX Listing Rules. If a holder of Restricted Securities breaches a Restriction Deed or a provision of the Constitution restricting a disposal of those Restricted Securities, the holder will not be entitled to any dividend or distribution, or to exercise any voting rights, in respect of those Restricted Securities for so long as the breach continues.

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Schedule 1 continued

Term	Meaning
Directors' appointment and removal	<p>Under the Constitution, the Board is comprised of a minimum of three and a maximum of nine Directors, unless the shareholders pass a resolution varying that number at a general meeting. Directors are elected or re-elected at general meetings of the Company.</p> <p>No Director (excluding any managing director) may hold office without re-election beyond the third annual general meeting following the meeting at which the Director was last elected or re-elected. The Board may also appoint a Director in addition to the existing Directors or to fill a casual vacancy on the Board, and that Director (other than where the appointment is a managing director) will then hold office until the conclusion of the next annual general meeting of the Company.</p> <p>In accordance with the ASX Listing Rules there must be an election or re-election of at least one Director at each annual general meeting.</p>
Directors' voting	<p>Questions arising at a meeting of the Board must be decided by a majority of votes cast by the Directors present at the meeting and entitled to vote on the matter. If the votes are equal on a proposed resolution, the chairperson of the meeting has a casting vote in addition to their deliberative vote, unless only two directors are present and entitled to vote on the matter. Directors may also resolve on matters by written or confirmation of a resolution of a majority of the Directors.</p>
Directors' remuneration	<p>Under the Constitution, the Board may decide the remuneration from the Company to which each non-executive and executive Director is entitled for his or her services as a Director. However, the total amount provided to all non-executive Directors for their services as Directors must not exceed in aggregate in any financial year the amount fixed by the Company in general meeting, which as at the date of adoption of the Constitution is capped at A\$600,000 per annum. The amount excludes the value of any securities issued to a non-executive Director with (while the Company is listed on ASX) any shareholder approval required under the ASX Listing Rules. The remuneration of a non-executive Director must not include a commission on, or a percentage of, profits or operating revenue.</p> <p>Directors may also be paid for reasonable travel and other expenses incurred in attending to the Company's affairs, including attending and returning from meetings of Directors or committees or general meetings. Any Director who performs extra services for the Company which in the opinion of the Directors are outside the scope of the ordinary duties of a Director, or makes special exertions for the benefit of the Company, the Company may pay the Director a fixed sum in addition to or in substitution for that Director's remuneration.</p>
Powers and duties of Directors	<p>The business and affairs of the Company are to be managed by or under the direction of the Board, which (in addition to the powers and authorities conferred on it by the Constitution) may exercise all powers and do all things that are within the Company's power and the powers that are not required by the Corporations Act or by the Constitution to be exercised by the Company in general meeting.</p>
Approval of proportional takeover bids	<p>A proportional takeover bid is a takeover bid where the offer made to each shareholder is only for a proportion of that shareholder's shares. In accordance with the Corporations Act, the Constitution requires shareholders to approve any proportional takeover bid. The proportional takeover bid provisions will cease to apply unless they are renewed by shareholders passing a special resolution by the third anniversary of either the date that those rules were adopted or the date those rules were last renewed.</p>

Annexure A.

See attached Online Meeting Guide.

ONLINE MEETING GUIDE

GETTING STARTED

If you choose to participate online you will be able to view a live webcast of the meeting, ask the Directors questions online and submit your votes in real time. To participate online visit <https://meetnow.global/au> on your smartphone, tablet or computer. You will need the latest versions of Chrome, Safari, Edge or Firefox. Please ensure your browser is compatible.

TO LOG IN, YOU MUST HAVE THE FOLLOWING INFORMATION:

Australian Residents

SRN or HIN and postcode of your registered address.

Overseas Residents

SRN or HIN and country of your registered address.

Appointed Proxies

Please contact Computershare Investor Services on +61 3 9415 4024 to request your unique email invitation link prior to the meeting day.

PARTICIPATING AT THE MEETING

To participate in the online meeting, visit <https://meetnow.global/au>. Then enter the company name in the 'Search for meeting' field. Select and click on the displayed meeting.

Search for meeting

Please enter Company or Meeting Name. Enter 3 or more characters. e.g. Computershare

Or select the country where the company is based.

Australia

To register as a shareholder

Select 'Shareholder', enter your SRN or HIN and select your country. If Australia, also enter your postcode.

Shareholder Invitation Guest

If you are a shareholder or an appointed corporate representative, please enter the required details below.

SRN/HIN

eg. X1234567890

Country

Australia

Post Code

eg. 0123

SIGN IN

or To register as a proxyholder

To access the meeting click on the link in the invitation e-mail sent to you. Or select 'Invitation' and enter your invite code provided in the e-mail.

Shareholder Invitation Guest

If you have received an email invitation for this meeting, please enter your invite code below.

Invite Code

Enter your invite code. e.g. G-ABCDEFGH or ABCD

SIGN IN

or To register as a guest

Select 'Guest' and enter your details.

Shareholder Invitation Guest

If you would like to attend the meeting as a Guest please provide your details below.

First Name *

Last Name *

Email

Company Name

SIGN IN



Broadcast

The webcast will appear automatically once the meeting has started. If the webcast does not start automatically press the play button and ensure the audio on your computer or device is turned on.

The screenshot shows the top navigation bar with 'Broadcast' selected. Below it, the user's name 'MR JOHN CITIZEN' and '500 Votes' are displayed. There are 'Clip' and 'Slides' buttons. The main area shows a video player with a slide titled 'Corporate Responsibility highlights'.



Vote

When the Chair declares the poll open, select the 'Vote' icon and the voting options will appear on your screen.

To vote, select your voting direction. A tick will appear to confirm receipt of your vote.

To change your vote, select 'Click here to change your vote' and press a different option to override.

The screenshot shows the 'Vote' tab selected. Under 'Items of Business', there are two items: '2A Re-elect Mr John Brown as a Director' and '2B Re-elect Mr Peter Nolan as a Director'. Each item has three buttons: 'FOR', 'AGAINST', and 'ABSTAIN'.



Q & A

To ask a question select the 'Q & A' icon, select the topic your question relates to. Type your question into the chat box at the bottom of the screen and press 'Send'.

To ask a verbal question, follow the instructions on the virtual meeting platform.

The screenshot shows the 'Q & A' tab selected. There is a text input field with the placeholder 'Your questions(s)'. Below it, there is a dropdown menu showing '3 Adoption of Remuneration Report'. At the bottom, there is another text input field with the placeholder 'Enter your question here' and a 'Send' button. A character count '24 character(s)' is visible.



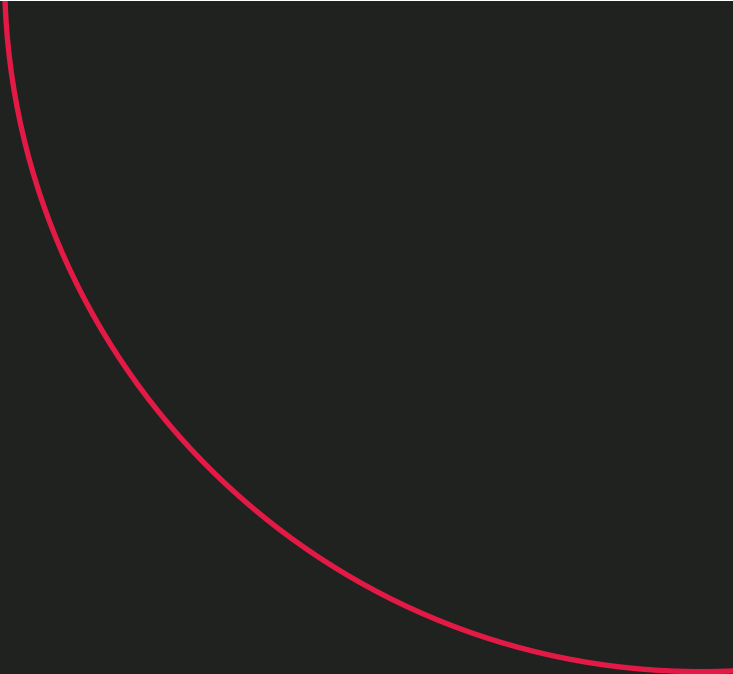
Documents

To view meeting documents select the 'Documents' icon and choose the document you wish to view.

The screenshot shows the 'Documents' tab selected. There are two document cards: 'Notice of Meeting' and 'Online User Guide'.

FOR ASSISTANCE

If you require assistance before or during the meeting please call +61 3 9415 4024.



tasksoftware.com

Suite 16
90 Mona Vale Road
Mona Vale NSW 2103
Australia

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TASK.

Task Group Holdings Limited
ARBN 605 696 820

TSK

MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

Need assistance?



Phone:
1300 855 080 (within Australia)
+61 3 9415 4000 (outside Australia)



Online:
www.investorcentre.com/contact



YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by **11:00am (AEDT) on Sunday, 19 November 2023.**

Proxy Form

How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

APPOINTMENT OF PROXY

Voting 100% of your holding: Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote or abstain as they choose (to the extent permitted by law). If you mark more than one box on an item your vote will be invalid on that item.

Voting a portion of your holding: Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

Appointing a second proxy: You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

A proxy need not be a securityholder of the Company.

SIGNING INSTRUCTIONS FOR POSTAL FORMS

Individual: Where the holding is in one name, the securityholder must sign.

Joint Holding: Where the holding is in more than one name, all of the securityholders should sign.

Power of Attorney: If you have not already lodged the Power of Attorney with the registry, please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please sign in the appropriate place to indicate the office held. Delete titles as applicable.

PARTICIPATING IN THE MEETING

Corporate Representative

If a representative of a corporate securityholder or proxy is to participate in the meeting you will need to provide the appropriate "Appointment of Corporate Representative". A form may be obtained from Computershare or online at www.investorcentre.com/au and select "Printable Forms".

Lodge your Proxy Form:

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Online:

Lodge your vote online at www.investorvote.com.au using your secure access information or use your mobile device to scan the personalised QR code.

Your secure access information is



Control Number: 999999
SRN/HIN: I9999999999
PIN: 99999

For Intermediary Online subscribers (custodians) go to www.intermediaryonline.com

By Mail:

Computershare Investor Services Pty Limited
GPO Box 242
Melbourne VIC 3001
Australia

By Fax:

1800 783 447 within Australia or
+61 3 9473 2555 outside Australia



PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.

You may elect to receive meeting-related documents, or request a particular one, in electronic or physical form and may elect not to receive annual reports. To do so, contact Computershare.

MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

Change of address. If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.



I 9999999999

I ND

Proxy Form

Please mark to indicate your directions

Step 1 Appoint a Proxy to Vote on Your Behalf

XX

I/We being a member/s of TASK Group Holdings Limited hereby appoint

the Chairman of the Meeting **OR**

PLEASE NOTE: Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the Annual General Meeting of TASK Group Holdings Limited to be held as a virtual meeting on Tuesday, 21 November 2023 at 11:00am (AEDT) and at any adjournment or postponement of that meeting.

Step 2 Items of Business

PLEASE NOTE: If you mark the **Abstain** box for an item, you are directing your proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority.

	For	Against	Abstain
Resolution 1 Re-election of Ms Manda Trautwein	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2 Adoption of new Constitution	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3 Appointment of Auditor	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business. In exceptional circumstances, the Chairman of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

Step 3 Signature of Securityholder(s) *This section must be completed.*

<input type="text"/>	<input type="text"/>	<input type="text"/>	/ /
Sole Director & Sole Company Secretary	Director	Director/Company Secretary	Date

Update your communication details *(Optional)*

<input type="text"/>	<input type="text"/>
Mobile Number	Email Address

By providing your email address, you consent to receive future Notice of Meeting & Proxy communications electronically



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Task Group Holdings Limited
ARBN 605 696 820

Need assistance?



Phone:

1300 855 080 (within Australia)
+61 3 9415 4000 (outside Australia)



Online:

www.investorcentre.com/contact

TSK

MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030



TASK Group Holdings Limited Annual General Meeting

The TASK Group Holdings Limited Annual General Meeting will be held on Tuesday, 21 November 2023 at 11:00am (AEDT). You are encouraged to participate in the meeting using the following options:



MAKE YOUR VOTE COUNT

To lodge a proxy, access the Notice of Meeting and other meeting documentation visit www.investorvote.com.au and use the below information:



Control Number: 999999

SRN/HIN: I9999999999

PIN: 99999

For Intermediary Online subscribers (custodians) go to www.intermediaryonline.com

For your proxy appointment to be effective it must be received by 11:00am (AEDT) Sunday 19 November 2023.



ATTENDING THE MEETING VIRTUALLY

To watch the webcast, ask questions and vote on the day of the meeting, please visit:
<https://meetnow.global/MMF2SM4>

For instructions refer to the online user guide www.computershare.com.au/virtualmeetingguide

You may elect to receive meeting-related documents, or request a particular one, in electronic or physical form and may elect not to receive annual reports. To do so, contact Computershare.