



AIRTASKER LIMITED

ACN 149 850 457

NOTICE OF ANNUAL GENERAL MEETING

TO BE HELD AT

11:00 AM (AEDT) ON WEDNESDAY 26 NOVEMBER 2025

IN-PERSON AT

AUSTRALIA SQUARE

LEVEL 7, 264 GEORGE STREET, SYDNEY NSW 2000

AND VIRTUALLY THROUGH THE

AUTOMIC INVESTOR PORTAL

<https://investor.automic.com.au>

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the 2025 Annual General Meeting (**Meeting**) of shareholders of Airtasker Limited ACN 149 850 457 (**Company**) will be held as a hybrid meeting at 11.00 am (AEDT) on Wednesday 26 November 2025 for the purpose of transacting the business referred to in this Notice of Meeting (**Notice**).

Time: 11.00 am (AEDT)
Date: Wednesday 26 November 2025
In-person: The Meeting will be held in-person at Australia Square, Level 7, 264 George Street, Sydney NSW 2000.
Virtually: The Meeting will also be held virtually through the Automic Investor Portal at <https://investor.automic.com.au>.
Participating: Shareholders with an existing Automic account will be able to participate in the Meeting virtually and vote online.

Further information and access instructions are enclosed with this Notice.

The accompanying Explanatory Statement provides additional information on matters to be considered at the Meeting. The Explanatory Statement should be read in conjunction with, and forms part of, this Notice.

Please note the important limitations and procedural requirements that will apply to the Meeting as set out in this Notice.

The business of the Meeting affects each shareholder of the Company (**Shareholder**), and their vote is important. This Notice should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their professional advisers prior to voting.

The Company will ensure that all Shareholders have a reasonable opportunity to attend and participate in the Meeting, either in-person or virtually.

Voting on all resolutions will be decided by poll. The Chair will vote undirected proxies in favour of each resolution.

AGENDA

ORDINARY BUSINESS

FINANCIAL REPORT

To receive the financial report of the Company and the reports of the Directors and of the Auditors for the financial year ended 30 June 2025.

Note: There is no requirement for Shareholders to approve the reports.

RESOLUTION 1: REMUNERATION REPORT

To consider, and if thought fit, to pass the following non-binding resolution as an ordinary resolution:

“The Remuneration Report for the financial year ended 30 June 2025, as disclosed in the Company’s Annual Report, be adopted.”

Note: This resolution is advisory only and does not bind the Company or the Directors. This resolution is subject to voting exclusions which are set out below.

RESOLUTION 2: RE-ELECTION OF DIRECTOR XIAOFAN (FRED) BAI

To consider, and if thought fit, to pass the following resolution as an ordinary resolution:

“That, for the purposes of Article 41.2 of the Company’s Constitution, ASX Listing Rule 14.4 and for all other purposes, Xiaofan (Fred) Bai retires, and being eligible, is re-elected as a Director of the Company.”

SPECIAL BUSINESS

RESOLUTION 3: ISSUE OF NED RIGHTS TO CATHERINE ANN O’CONNOR

To consider, and if thought fit, to pass the following resolution as an ordinary resolution:

“That, for the purposes of ASX Listing Rule 10.14 and all other purposes, the Shareholders approve the issue of NED Rights to non-executive Director, Ms Catherine Ann O’Connor, or her nominee, in lieu of the payment of certain director fees payable to Ms O’Connor under the NED Equity Plan, and on the terms and conditions set out in the Explanatory Statement, with the number of NED Rights to be calculated in accordance with the formula set out in the Explanatory Statement.”

Note: This resolution is subject to voting exclusions which are set out below.

RESOLUTION 4: ISSUE OF NED RIGHTS TO ELLEN FRANCES COMERFORD

To consider, and if thought fit, to pass the following resolution as an ordinary resolution:

“That, for the purposes of ASX Listing Rule 10.14 and all other purposes, the Shareholders approve the issue of NED Rights to non-executive Director, Ms Ellen Frances Comerford, or her nominee, in lieu of the payment of certain director fees payable to Ms Comerford under the NED Equity Plan, and on the terms and conditions set out in the Explanatory Statement, with the number of NED Rights to be calculated in accordance with the formula set out in the Explanatory Statement.”

Note: This resolution is subject to voting exclusions which are set out below.

RESOLUTION 5: ISSUE OF NED RIGHTS TO XIAOFAN (FRED) BAI

To consider, and if thought fit, to pass the following resolution as an ordinary resolution:

“That, for the purposes of ASX Listing Rule 10.14 and all other purposes, the Shareholders approve the issue of NED Rights to non-executive Director, Mr Xiaofan (Fred) Bai, or his nominee, in lieu of the payment of certain director fees payable to Mr Bai under the NED Equity Plan, and on the terms and conditions set out in the Explanatory Statement, with the number of NED Rights to be calculated in accordance with the formula set out in the Explanatory Statement.”

Note: This resolution is subject to voting exclusions which are set out below.

RESOLUTION 6: ISSUE OF NED RIGHTS TO PETER JOHN HAMMOND

To consider, and if thought fit, to pass the following resolution as an ordinary resolution:

“That, for the purposes of ASX Listing Rule 10.14 and all other purposes, the Shareholders approve the issue of NED Rights to non-executive Director, Mr Peter John Hammond, or his nominee, in lieu of the payment of certain director fees payable to Mr Hammond under the NED Equity Plan, and on the terms and conditions set out in the Explanatory Statement, with the number of NED Rights to be calculated in accordance with the formula set out in the Explanatory Statement.”

Note: This resolution is subject to voting exclusions which are set out below.

RESOLUTION 7: ISSUE OF CEO STVR RIGHTS TO THE MANAGING DIRECTOR AND CHIEF EXECUTIVE OFFICER

To consider, and if thought fit, to pass the following resolution as an ordinary resolution:

“That, for the purposes of ASX Listing Rule 10.14 and all other purposes, the Shareholders approve the issue of up to \$375,000 worth of CEO STVR Rights to the Managing Director and Chief Executive Officer, Mr Timothy John Fung, or his nominee, in respect of his short-term incentive for the financial year ending on 30 June 2026, under the Rights Plan and on the terms and conditions set out in the Explanatory Statement, with the number of CEO STVR Rights to be calculated in accordance with the formula set out in the Explanatory Statement.”

Note: This resolution is subject to voting exclusions which are set out below.

VOTING EXCLUSIONS

Voting exclusions in accordance with the Corporations Act

Resolution 1: The Company will disregard any votes cast, in accordance with section 250R(4) of the Corporations Act, on Resolution 1 by or on behalf of:

- (a) a member of the Company's Key Management Personnel whose remuneration details are included in the Remuneration Report; or
- (b) a Closely Related Party of such member.

However, in accordance with section 250R(5) of the Corporations Act, a person described above may cast a vote on Resolution 1 as a proxy if the vote is not cast on behalf of a person described in section 250R(4) and either:

- (a) the person does so as a proxy appointed by a writing that specifies how the proxy is to vote on Resolution 1; or
- (b) the person is the Chair and the appointment of the Chair as proxy does not specify the way the proxy is to vote on Resolution 1 and expressly authorises the Chair to exercise the proxy even if Resolution 1 is connected directly or indirectly with the remuneration of the Company's Key Management Personnel.

Resolutions 3, 4, 5, 6 and 7: In accordance with section 250BD of the Corporations Act, a vote must not be cast on Resolutions 3, 4, 5, 6 and 7 as a proxy by a member of the Company's Key Management Personnel at the date of the Meeting, or a Closely Related Party of such member, unless it is cast as proxy for a person entitled to vote in accordance with their directions. This restriction on voting undirected proxies does not apply to the Chair where the proxy appointment expressly authorises the Chair to exercise undirected proxies even if the resolution is connected, directly or indirectly, with the remuneration of the Company's Key Management Personnel.

Voting exclusions in accordance with ASX Listing Rule 14.11

Resolutions 3, 4, 5 and 6: The Company will disregard any votes cast in favour of Resolutions 3, 4, 5 and 6 by or on behalf of:

- (a) any person referred to in ASX Listing Rule 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the NED Equity Plan; and
- (b) any associate of such a person.

Resolution 7: The Company will disregard any votes cast in favour of Resolution 7 by or on behalf of:

- (a) any person referred to in ASX Listing Rule 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the Rights Plan; and
- (b) any associate of such a person.

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

- (a) a person as 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
- (b) 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
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - (i) 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
 - (ii) the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

IMPORTANT INFORMATION FOR SHAREHOLDERS

This information forms part of the Notice.

Time and place of Meeting

Notice is given that an Annual General Meeting of Shareholders will be held at 11:00 am (AEDT) on Wednesday 26 November 2025. In accordance with the Company's Constitution, the Meeting will be held as a hybrid meeting, in-person at Australia Square, Level 7, 264 George Street, Sydney NSW 2000 and virtually through the Automic Investor Portal at <https://investor.automic.com.au>.

Registration for attendance at the Meeting will open at 10:30 am (AEDT) on Wednesday 26 November 2025.

All Shareholders will have the opportunity to attend and participate in the Meeting either in-person or virtually, submit questions to the Chair in real time or in advance, and vote in-person or virtually. Shareholders are encouraged to submit questions in advance of the Meeting, and at least 48 hours prior to the Meeting, in writing to the Company Secretary at companysecretary@airtasker.com.

Registering an account with Automic

Shareholders who do not have an account with Automic are strongly encouraged to register for an account **as soon as possible and well in advance of the Meeting** to avoid any delays on the day of the Meeting.

An account can be created via the following link <https://investor.automic.com.au>, clicking on "**Register**" and following the prompts. Shareholders will require their holder number (Securityholder Reference Number (SRN) or Holder Identification Number (HIN)) to create an account with Automic.

To access the Meeting virtually on the day:

1. Open your internet browser and go to <https://investor.automic.com.au>.
2. Login with your username and password. If you do not already have an account, click "**Register**" and follow the prompts. **Shareholders are encouraged to create an account prior to the commencement of the Meeting to avoid delays in accessing the Meeting virtually.**
3. After logging in, a banner will display at the bottom of the screen to indicate that the Meeting is open for registration. Click "**Register**". Alternatively, select "**Meetings**" from the left-hand menu to join the Meeting.
4. Click on "**Join Meeting**" and follow the prompts.

Shareholders will be able to vote (see the "Voting virtually at the Meeting" section of this Notice below) and ask questions at the Meeting virtually.

Attending and/or voting in-person on the day of the Meeting

Shareholders or their attorneys, or in the case of a Shareholder or proxy which is a corporation, corporate representatives, who wish to attend and/or vote in-person on the day of the Meeting should attend the venue at Australia Square, Level 7, 264 George Street, Sydney NSW 2000.

Attending and/or voting virtually on the day of the Meeting

Shareholders who wish to vote virtually on the day of the Meeting can do so by logging into the Automic Investor Portal.

1. Open your internet browser and go to <https://investor.automic.com.au>.
2. Login with your username and password. If you do not already have an account, click “**Register**” and follow the prompts. **Shareholders are encouraged to register prior to the commencement of the Meeting to avoid delays in accessing the Meeting virtually.**
3. After logging in, a banner will appear at the bottom of the screen to indicate that the Meeting is open for registration. Click “**Register**”. Alternatively, select “**Meetings**” from the left-hand menu to join the Meeting.
4. Click on “**Join Meeting**” and follow the prompts.
5. When the Chair of the Meeting declares the poll open, select “**Voting**” from the right-hand menu to vote.
6. Select either the “**Full**” or “**Allocate**” option to access your electronic voting card.
7. Follow the prompts to record your voting direction for each resolution and click “**Submit votes**”. For allocated votes, the number of votes submitted must not exceed your remaining available units.
Important: *Votes cannot be amended once submitted.*

For further information on the live voting process please see the **Registration and Voting Guide** at <https://www.automicgroup.com.au/virtual-agms/>.

It is recommended that Shareholders wishing to attend the Meeting virtually login from 15 to 30 minutes prior to the scheduled start time.

Additional Shareholder information

Also available at <https://www.automicgroup.com.au/virtual-agms/> will be all the information Shareholders attending the Meeting virtually will need, including the “Virtual Meeting Online Guide” and the “Proxy Voting Online Guide” which provide instructions on using the Automic Investor Portal, voting, asking questions, answers to frequently asked questions and access to the Notice.

Voting eligibility

The business of the Meeting affects Shareholders and their vote is important.

The Directors have determined pursuant to Regulation 7.11.37 of the *Corporations Regulations 2001* (Cth) that the persons eligible to vote at the Meeting are those who are registered Shareholders at 7.00 pm (AEDT) on Monday 24 November 2025.

Voting requirements

In accordance with section 250JA of the Corporations Act, all Resolutions put to Shareholders at the Meeting will be decided by poll rather than by a show of hands.

In accordance with the Company’s Constitution and the ASX Listing Rules, each Resolution put to Shareholders at the Meeting must be passed by way of an ordinary resolution which requires the Resolution be approved by a majority of votes cast by Shareholders entitled to vote on the Resolution.

Voting by proxy

To vote by proxy, please complete the Proxy Form in accordance with the instructions set out on the Proxy Form.

A Proxy Form is available within the correspondence section of the Automic Investor Portal account at <https://investor.automic.com.au> or by contacting Automic at meetings@automicgroup.com.au or via telephone on 1300 288 664 (within Australia) or +61 2 9698 5414 (outside Australia).

Shareholders are advised that proxy votes must be received no later than 11.00 am (AEDT) on Monday 24 November 2025 in order to be counted in the vote for the Resolutions.

In accordance with section 249L of the Corporations Act, Shareholders are advised that:

- (a) each Shareholder of the Company entitled to attend and vote at the Meeting has a right to appoint a proxy;
- (b) the proxy need not be a Shareholder of the Company; and
- (c) a Shareholder who is entitled to cast 2 or more votes may appoint 2 proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If the Shareholder appoints 2 proxies and the appointment does not specify the proportion or number of the Shareholder's votes, then in accordance with section 249X(3) of the Corporations Act, each proxy may exercise one-half of the votes.

A proxy may be either an individual or a body corporate. If you wish to appoint a body corporate as your proxy, you must specify on the Proxy Form:

- (a) the full name of the body corporate appointed as proxy; and
- (b) the full name or title of the individual representative of the body corporate to attend the Meeting.

Proxy appointments in favour of the Chair, the Company Secretary or any Director that do not contain a direction on how to vote will be voted by the Chair in favour of each of the Resolutions proposed in this Notice (except as expressly set out in this Notice).

Proxy Forms must be completed and signed by a Shareholder or the Shareholder's attorney or, if a corporation, executed in accordance with section 127 of the Corporations Act, or signed by an authorised officer or agent.

A Proxy Form should be completed and signed (and if signed by the appointer's attorney, accompanied by the original authority under which the appointment was signed or a certified copy of the authority).

Completed Proxy Forms must be delivered to Automic by 11.00 am (AEDT) on Monday 24 November 2025 in any of the following ways:

- | | |
|---------|--|
| Online | Lodge your proxy vote online at https://investor.automic.com.au/#/loginsah .
Log in to the Automic Investor Portal.
Click on 'View Meetings' – 'Vote'.
To use the online lodgement facility, Shareholders will need their holder number (Securityholder Reference Number (SRN) or Holder Identification Number (HIN)).
For further information on the online proxy lodgement process please see the Online Proxy Lodgement Guide at https://www.automicgroup.com.au/virtual-agms/ . |
| By Post | Lodge your proxy vote by post with Automic at GPO Box 5193, Sydney NSW 2001. |
| By Hand | Lodge your proxy vote by hand with Automic at Level 5, 126 Phillip Street, Sydney NSW 2000. |

All voting enquiries to Automic:
By telephone:
1300 288 664 (within Australia) or
+61 2 9698 5414 (outside Australia)

By email:
meetings@automicgroup.com.au

27 October 2025
By order of the Board

Mahendra Tharmarajah
Company Secretary
Airtasker Limited

EXPLANATORY STATEMENT

This Explanatory Statement has been prepared for the information of Shareholders in connection with the business to be conducted at the Meeting to be held at 11:00 am (AEDT) on Wednesday 26 November 2025.

This Explanatory Statement should be read in conjunction with, and forms part of, the accompanying Notice. The purpose of this Explanatory Statement is to provide information to Shareholders in deciding whether or not to pass the Resolutions set out in the Notice.

The Explanatory Statement has been prepared in accordance with Australian laws, disclosure requirements and accounting standards. These laws, disclosure requirements and accounting standards may be different to those in other countries.

The distribution of the Explanatory Statement may, in some countries, be restricted by law or regulation. Accordingly, persons who come into possession of this Explanatory Statement should inform themselves of, and observe, any such restrictions.

ANNUAL REPORT

In accordance with section 317(1) of the Corporations Act, the Company's Annual Report must be laid before the Meeting. There is no requirement for Shareholders to approve the Annual Report.

At the Meeting, Shareholders will be offered the opportunity to:

- (a) discuss the Annual Report which is available on the Company's website at <https://www.investors.airtasker.com/annual-reports>;
- (b) ask questions about, or comment on, the management of the Company;
- (c) ask the Auditor questions about the conduct of the audit and the preparation and content of the Auditor's Report, the accounting policies adopted by the Company in relation to the preparation of the financial statements in the Annual Report and the independence of the Auditor in relation to the conduct of the audit; and
- (d) ask questions about, or make comments on, the Remuneration Report.

In addition to taking questions at the Meeting, written questions to the Chair about the management of the Company, or to the Auditor about:

- (a) the content of the Auditor's Report; and
- (b) the conduct of the audit,

may be submitted no later than 48 hours prior to the Meeting to the Company Secretary at companysecretary@airtasker.com, or may be raised during the Meeting in-person or by following the instructions in the "Virtual Meeting Online Guide" available on the Company's website at <https://www.investors.airtasker.com/agm>.

1. RESOLUTION 1: REMUNERATION REPORT

The Remuneration Report is set out in the Company's Annual Report which is available on the Company's website at <https://www.investors.airtasker.com/annual-reports>.

The Chair will allow a reasonable opportunity for Shareholders to ask questions about, or make comments on, the Remuneration Report at the Meeting.

The Remuneration Report identifies the Company's Key Management Personnel for the financial year to 30 June 2025 and sets out the remuneration policy for the Company and the remuneration arrangements in place for such persons.

In accordance with section 250R(3) of the Corporations Act, Resolution 1 is advisory only and does not bind the Directors of the Company. If Resolution 1 is not passed, the Directors will not be required to alter any of the arrangements in the Remuneration Report.

However, if the Remuneration Report receives a "no" vote of 25% or more (**Strike**) at two consecutive annual general meetings, Shareholders will have the opportunity to remove the whole Board (except a managing director). Where a resolution on the Remuneration Report receives a Strike at two consecutive annual general meetings, the Company will be required to put to Shareholders at the second annual general meeting a resolution on whether another meeting should be held (within 90 days) at which all Directors (other than a managing director) who were in office at the date of approval of the applicable Directors' Report must stand for re-election.

The Company notes that its Remuneration Report did not receive a Strike at last year's annual general meeting. A voting exclusion statement for Resolution 1 is included in the voting exclusions. The Chair intends to vote undirected proxies in favour of Resolution 1.

2. RESOLUTION 2: RE-ELECTION OF DIRECTOR XIAOFAN (FRED) BAI

Pursuant to Article 41.2 of the Company's Constitution, ASX Listing Rule 14.4 and for all other purposes, Xiaofan (Fred) Bai, being a Director, retires by way of rotation and, being eligible, offers himself for re-election as a Director.

Fred joined the Company as a non-executive Director in April 2015.

Fred is a co-founder and director of Morning Crest Capital, a Hong Kong-based venture capital fund. Fred is currently founder and CEO of Fanyu Investment, an equity investment management company. Fred was a co-founder and director of NASDAQ listed company Reven Housing REIT. He is very experienced in investing and facilitating growth of both listed and unlisted companies.

Fred started his career in the investment banking department of Macquarie Bank, then the proprietary trading department of Shenying Wanguo and securities management department of China Pacific Insurance Co. Fred holds a Bachelor of Commerce from the University of Sydney and his working experiences include Australia, Japan, China, Hong Kong and the USA.

Fred's contributions to Airtasker have been in business strategy development, international markets expansion and fund raising.

Fred remains a fully responsible Director with deep understanding of Airtasker's business and its future strategy. He will continue to leverage his rich experience in international markets for the development of Airtasker.

The Board (excluding Mr Bai) recommends that Shareholders vote in favour of Resolution 2. The Chair intends to vote undirected proxies in favour of Resolution 2.

3. RESOLUTIONS 3 TO 6: ISSUE OF NED RIGHTS TO DIRECTORS

As previously disclosed, the Board has adopted a remuneration policy for non-executive Directors which permits non-executive Directors to receive all or some of their non-executive director fees as equity in lieu of cash fees. This policy has been adopted to encourage increased share ownership by non-executive Directors to align their interests with Shareholder interests, which is consistent with the recommendations around non-executive director remuneration set out in the ASX Corporate Governance Council's Corporate Governance Principles and Recommendations.

Under the non-executive Director remuneration policy, a non-executive Director may elect to forgo all or part of their entitlement to be paid director fees (excluding superannuation) in cash and instead receive such number of NED Rights equal in value to the forgone amount of director fees under the NED Equity Plan.

The non-executive Directors are entitled to make an election in respect of each financial year as to whether they wish to participate in the NED Equity Plan and, if so, to what extent, in accordance with the Company's non-executive Director remuneration policy. Directors may also nominate a Closely Related Party to receive their NED Rights (**Nominee**).

For the financial year ending 30 June 2026, the following non-executive Directors have agreed to forgo their entitlement in whole or in part, as specified below to be paid director fees in cash for the following amounts:

- (a) Ms Catherine Ann O'Connor - \$16,000 (being 10% of her director fees, excluding superannuation); and
- (b) Ms Ellen Frances Comerford - \$100,000 (being 80% of her director fees, excluding superannuation).

These non-executive Directors will instead receive such number of NED Rights equal in value to these cash fees.

It is noted that, at the Company's 2022 annual general meeting held on 23 November 2022, Shareholders approved the maximum NED Rights to be issued to Ms Comerford, Mr Bai and Mr Peter John Hammond in lieu of cash fees for a three (3) year period in accordance with ASX Listing Rule 10.14. It is further noted that, at the Company's 2023 annual general meeting held on 29 November 2023, Shareholders approved the maximum NED Rights to be issued to Ms O'Connor in lieu of cash fees for a three (3) year period in accordance with ASX Listing Rule 10.14. The approval under Resolutions 3 to 6 will now align the timing of the shareholder approvals for the NED Rights for all the non-executive Directors (or their Nominees) for the upcoming three (3) years.

Each non-executive Director or their Nominee will receive such number of NED Rights equal in value to the cash fees they have elected to forgo in respect of the relevant financial year. The NED Rights will be issued in four equal tranches quarterly in arrears during the relevant financial year with the first issue to take place in respect of the fiscal quarter ending 31 December 2025. The NED Rights will vest upon issue.

The number of NED Rights to be issued on each quarterly issue date will be calculated based on the following formula:

$$N = F \div P$$

Where:

N equals the number of NED Rights to be issued to a non-executive Director or their Nominee in respect of the relevant fiscal quarter;

F equals the amount, in dollars, of cash fees which the non-executive Director has elected to forgo for the relevant financial year divided by four (4); and

P equals the VWAP of Shares for the 5-trading day period immediately prior to the issue date.

Resolutions 3 to 6 now seek the required shareholder approval for the Company to issue the NED Rights under the NED Equity Plan to non-executive Directors (or their Nominees) who elect to take NED Rights in lieu of cash

fees as set out above, for the purposes of ASX Listing Rule 10.14. The number of NED Rights under the NED Equity Plan that each non-executive Director (or their Nominee) has elected to take in lieu of cash fees for the purpose of ASX Listing Rule 10.14 is set out in the table in section 4.2(e).

3.1 ASX LISTING RULE 10.14

ASX Listing Rule 10.14 provides that a listed company must not permit a director (or certain other classes of persons) to acquire Equity Securities under an employee incentive scheme unless it obtains the approval of its Shareholders.

Ms O'Connor, Ms Comerford, Mr Bai and Mr Hammond are non-executive Directors of the Company. Accordingly, Shareholder approval is required for the issue of NED Rights to these non-executive Directors in lieu of cash fees under Listing Rule 10.14. If Shareholder approval is given under Listing Rule 10.14 pursuant to Resolutions 3 to 6, Shareholder approval for the issue of NED Rights to the Directors under Listing Rule 10.11 is not required.

Pursuant to Listing Rule 7.2, exception 14, the effect of passing Resolutions 3 to 6 will be to allow the Company to issue the NED Rights to the relevant non-executive Directors (or their Nominee) without using the Company's 15% placement capacity under Listing Rule 7.1.

Accordingly, if Shareholder approval is given for the issue of the NED Rights for the purposes of Listing Rule 10.14:

- (a) Shareholder approval will not be required for the purposes of Listing Rule 7.1; and
- (b) the Company will issue the NED Rights without using any of the Company's 15% placement capacity under Listing Rule 7.1.

If Shareholder approval is not given for the proposed issue of the NED Rights, the Company will not be able to proceed with the proposed issue of the NED Rights and the Company will be required to pay the relevant non-executive Director's remuneration wholly in cash.

Resolutions 3 to 6 are not conditional upon each other. Accordingly, if one or more, but not all, of these resolutions are passed, the Company may still proceed to issue the relevant NED Rights to the non-executive Directors (or their Nominees) which have been approved by Shareholders.

3.2 ADDITIONAL INFORMATION REQUIRED UNDER ASX LISTING RULE 10.15

Pursuant to and in accordance with ASX Listing Rule 10.15, the following additional information is provided for the purpose of obtaining Shareholder approval for Resolutions 3 to 6:

- (a) Subject to an election by Ms O'Connor, Ms Comerford, Mr Bai and Mr Hammond to participate in the NED Equity Plan in respect of the applicable financial year, the NED Rights will be issued to Ms O'Connor, Ms Comerford, Mr Bai and Mr Hammond, as applicable, each of whom is a non-executive Director of the Company and falls within the category of person in Listing Rule 10.14.1, or their Nominee who falls within the category of person in Listing Rule 10.14.2.

- (b) The number of Equity Securities that have previously been issued to each of Ms O'Connor, Ms Comerford, Mr Bai and Mr Hammond under the NED Equity Plan and the average acquisition price (if any) paid for those equity securities is set out below:

Non-executive Director	Equity Securities issued	Average acquisition price
Catherine Ann O'Connor and Nominees	136,359	0.2347
Ellen Frances Comerford and Nominees	1,504,465	0.3165
Xiaofan (Fred) Bai and Nominees	787,455	0.3173
Peter John Hammond and Nominees	577,416	0.6500

- (c) The current total remuneration package (including superannuation) for the year ending 30 June 2026 of:
- (i) Ms O'Connor is \$179,200;
 - (ii) Ms Comerford is \$140,000;
 - (iii) Mr Bai is \$84,000; and
 - (iv) Mr Hammond is \$134,400.
- (d) The number of NED Rights that will be issued to each of the non-executive Directors (or their Nominee) will be determined in accordance with the formula set out above. The maximum number of NED Rights that each non-executive Director or their Nominee may receive for the applicable period is therefore their total remuneration (excluding superannuation) divided by the price set out in the formula above.
- (e) The following table shows, for indicative purposes only, the current shareholding of each non-executive Director and their Nominees following the NED Rights to be issued in respect of the financial year ending 30 June 2026 (**FY26**) and the maximum NED Rights that may be issued for the financial years ending 30 June 2027 (**FY27**) and 30 June 2028 (**FY28**).

Non-executive Director	Current Equity Securities held ¹	Current Shareholding % ¹	Maximum NED Rights issued for FY26 ²	Maximum NED Rights issued for FY27 ^{2,3}	Maximum NED Rights issued for FY28 ^{2,3}	Maximum shareholding % post issue of NED Rights ⁴
Catherine Ann O'Connor and Nominees	286,359	0.06	37,915	379,149	379,149	0.24
Ellen Frances Comerford and Nominees	1,504,465	0.33	236,968	296,210	296,210	0.51
Xiaofan (Fred) Bai and Nominees	58,958,351	12.96	0	177,726	177,726	13.04
Peter John Hammond and Nominees	71,395,128	15.69	0	284,362	284,362	15.82

1. Calculated on a fully diluted basis, assuming all NED Rights and Options are exercised as at 30 September 2025.

2. Based on the 5-trading day VWAP of Shares to 30 September 2025.

3. Assumes non-executive Director fees remain the same as for FY26.

4. Calculated on a fully diluted basis, as of 30 September 2025, assuming no other changes to the Equity Securities of the Company on issue and all NED Rights and Options are vested and exercised.

- (f) The information in the table above is indicative only and it should be noted that the maximum number of NED Rights that will be issued to each non-executive Director or their Nominee may be higher or lower than the numbers included in the table above depending on the price of the Company's Shares at the applicable time when the formula above is used to calculate the total number of NED Rights to be issued to the relevant non-executive Director or their Nominee. The price of the Company's Shares will be subject to market conditions and fluctuations.

- (g) If Resolutions 3 to 6 are passed, the NED Rights are expected to be issued by the Company quarterly in arrears, on or about 30 September, 31 December, 31 March and 30 June and will in any event be issued within three (3) years of the date of the Meeting. To the extent that the Company determines to extend its remuneration policy enabling non-executive Directors to exchange cash fees for equity beyond the date which is three (3) years after the date of the Meeting, the Company will obtain further approval from Shareholders at that time.
- (h) The Company proposes to issue NED Rights as part of, and in lieu of, certain fees payable to each non-executive Director. No loans will be provided to any Director in relation to the acquisition of NED Rights.
- (i) A summary of the material terms of the NED Rights is set out in Schedule 2 to this Notice.
- (j) A summary of the material terms of the NED Equity Plan is contained in Schedule 3 to this Notice and forms part of this Notice. Each non-executive Director is entitled to participate in the NED Equity Plan.
- (k) The Company values the NED Rights to be issued for FY26 (including the NED Rights granted for the quarter ending 30 September 2025) to each non-executive Director as follows:
 - (i) Ms O'Connor is \$16,000;
 - (ii) Ms Comerford is \$100,000;
 - (iii) Mr Bai is nil; and
 - (iv) Mr Hammond is nil.

For valuation purposes, the Company has assigned a value equal to the individual non-executive Director's fees forgone. The Company believes this is an appropriate valuation given the NED Rights are issued fully vested at the time the fees would otherwise have been paid, with the number issued calculated with reference to the VWAP of Shares for the 5-trading days prior to each issue date. The value of the NED Rights to be issued to each non-executive Director or their Nominee for subsequent years will similarly be equal to the value of the cash fees forgone for the relevant year.

- (l) The Company considers that NED Rights are an appropriate type of Equity Security to be used to compensate non-executive Directors who have agreed to forgo all or part of their entitlement to receive their director fees in cash, as this type of Equity Security enables the Company to impose disposal restrictions to ensure that the non-executive Directors retain their equity interests for so long as they continue to hold office with the Company, thereby achieving the objectives of the Company's non-executive director remuneration policy to further align the interests of the non-executive Directors with Shareholders, and can be implemented in a tax effective manner for the participants and the Company.
- (m) Details of any Equity Securities issued under the NED Equity Plan will be published in the annual report of the Company relating to the period in which they are issued, along with a statement that approval for the issue was obtained under ASX Listing Rule 10.14. Any additional persons covered by ASX Listing Rule 10.14 who become entitled to participate in an issue of securities under the NED Equity Plan after Resolution 3 to 6 are approved and who were not named in this Notice will not participate until approval is obtained under that rule.

3.3 SECTION 208 OF THE CORPORATIONS ACT

In accordance with section 208 of the Corporations Act, the Company must obtain Shareholder approval to give a financial benefit to a related party (which includes a Director), unless the giving of the financial benefit falls within an exception in sections 210 to 216 of the Corporations Act.

The Board has formed the view that Shareholder approval under section 208 of the Corporations Act is not required for the proposed issue of the NED Rights to any non-executive Director named in Resolutions 3 to 6, as the exception in section 211 of the Corporations Act applies. The NED Rights are being issued for the reasons set out above and are considered reasonable remuneration for the purposes of section 211 of the Corporations Act.

3.4 BOARD RECOMMENDATION AND CHAIR

It is noted that Mr Fung will act as Chair for the purposes of Resolutions 3 to 6.

- (a) The Board (excluding Ms O'Connor) recommends that Shareholders vote in favour of Resolution 3. A voting exclusion statement for Resolution 3 is included in the voting exclusions. The Chair intends to exercise all available proxies in favour of Resolution 3.
- (b) The Board (excluding Ms Comerford) recommends that Shareholders vote in favour of Resolution 4. A voting exclusion statement for Resolution 4 is included in the voting exclusions. The Chair intends to exercise all available proxies in favour of Resolution 4.
- (c) The Board (excluding Mr Bai) recommends that Shareholders vote in favour of Resolution 5. A voting exclusion statement for Resolution 5 is included in the voting exclusions. The Chair intends to exercise all available proxies in favour of Resolution 5.
- (d) The Board (excluding Mr Hammond) recommends that Shareholders vote in favour of Resolution 6. A voting exclusion statement for Resolution 6 is included in the voting exclusions. The Chair intends to exercise all available proxies in favour of Resolution 6.

4. RESOLUTION 7: ISSUE OF CEO STVR RIGHTS TO THE MANAGING DIRECTOR AND CHIEF EXECUTIVE OFFICER

4.1 BACKGROUND

The total stretch compensation of Mr Timothy John Fung, the Managing Director and Chief Executive Officer of the Company, for FY26 is to comprise a base cash salary of \$475,000 plus statutory superannuation of \$30,000 (based on a combination of the statutory maximum superannuation contributions base and the superannuation guarantee rate) with the remainder of his compensation proposed to be in the form of a short-term incentive in the form of cash or Performance Rights (subject to Shareholder approval of Resolution 7) and a long-term incentive which is expected to be in the form of Performance Rights (**CEO LTVR Rights**). The Board is currently working with Mr Fung to develop a new long-term incentive structure. This new structure will be designed to be motivating and aligned with creating long-term shareholder value. Shareholder approval will be sought for the CEO LTVR Rights when the terms have been finalised.

The vesting of Performance Rights for the short-term incentive is subject to meeting certain financial and non-financial performance hurdles. The Board continues to support this remuneration structure as it aligns Mr Fung more closely with the Shareholders and the success of the Company.

Therefore, subject to Shareholder approval of Resolution 7 being obtained, the Company proposes to issue to Mr Fung under the Rights Plan up to \$375,000 worth of Performance Rights in respect of his short-term incentive for FY26 (**CEO STVR Rights**).

4.2 ASX LISTING RULE 10.14 APPROVAL

ASX Listing Rule 10.14 provides that a listed company must not permit a director (or certain other classes of persons) to acquire Equity Securities under an employee incentive scheme unless it obtains the approval of its shareholders.

Mr Fung is both a Director and substantial Shareholder of the Company. Accordingly, Shareholder approval is required for the issue of the CEO STVR Rights under ASX Listing Rule 10.14. As such, Shareholder approval is being sought for the issue of the CEO STVR Rights under Resolution 7. If Shareholder approval is given under ASX Listing Rule 10.14 pursuant to Resolution 7, Shareholder approval under ASX Listing Rule 10.11 is not required.

Pursuant to ASX Listing Rule 7.2, exception 14, the effect of passing Resolution 7 will be to allow the Company to issue the CEO STVR Rights (and issue Shares on exercise of these rights) to Mr Fung without using the Company's 15% placement capacity under ASX Listing Rule 7.1.

Accordingly, if Shareholder approval is given for the issue of the CEO STVR Rights for the purposes of ASX Listing Rule 10.14, then:

- (i) Shareholder approval will not be required for the purposes of ASX Listing Rule 7.1 (for the issue or exercise of the CEO STVR Rights; and
- (ii) the Company may issue the CEO STVR Rights (if Mr Fung elects to receive Performance Rights rather than cash) without using the Company's 15% placement capacity under ASX Listing Rule 7.1.

If Shareholder approval is not given for the issue of the CEO STVR Rights, the Company will not be able to proceed with the proposed issue of CEO STVR Rights to Mr Fung, and the Board may consider other options available to compensate Mr Fung (e.g. cash remuneration or other forms of incentives).

Pursuant to and in accordance with ASX Listing Rule 10.15, the following additional information is provided for the purpose of obtaining Shareholder approval for Resolution 7:

- (i) The CEO STVR Rights will be issued to Mr Fung, who is a Director of the Company and therefore falls under a category of person in ASX Listing Rule 10.14.1.
- (ii) A summary of the material terms of the Rights Plan is contained in Schedule 1 to this Notice.
- (iii) No loans will be provided to Mr Fung in relation to the acquisition of CEO STVR Rights.
- (iv) The total stretch compensation of Mr Fung for FY25 and FY26 is set out below:

	FY25	FY26
Salary	\$465,000	\$475,000
Superannuation ¹	\$29,932	\$30,000
Maximum CEO STVR Rights (Equity)	\$375,000	\$375,000
Maximum CEO LTVR Rights (Equity)	\$200,000	TBC ²

1. In FY26 superannuation is based on a combination of the annual statutory maximum superannuation contributions base of \$250,000 and the superannuation guarantee rate of 12.0%.

2. As noted above, the Board is currently working with Mr Fung to design a new long-term incentive structure.

- (v) Under the Rights Plan, the Company has previously issued Mr Fung: (a) 4,000,000 fully vested and unexercised Share Appreciation Rights with an exercise price of \$0.76 and an expiration date of 4 February 2026; (b) 1,011,441 fully vested and unexercised Service Rights with a nil exercise price and an expiration date of 17 October 2038; (c) 913,313 fully vested and unexercised Service Rights with a nil exercise price and an expiration date of 1 January 2039; (d) 1,789,054 fully vested and unexercised Performance Rights with a nil exercise price and an expiration date of 17 October 2038; (e) 1,149,426 unvested Performance Rights with a nil exercise price and an expiration date of 30 November 2038; (f) 171,233 fully vested and unexercised Performance Rights with a nil exercise price and an expiration date of 28 December 2039; and (g) 684,932 unvested Performance Rights with a nil exercise price and an expiration date of 28 December 2039.
- (vi) If Resolution 7 is passed and Mr Fung elects to receive CEO STVR Rights, the CEO STVR Rights will be issued shortly following the Meeting and in any event within three (3) years of the date of the Meeting.
- (vii) The Company proposes to issue the CEO STVR Rights as part of the overall compensation package of Mr Fung for FY26.
- (viii) Details of any Equity Securities issued under the Rights Plan will be published in the annual report of the Company relating to the period in which they are issued, along with a statement that approval for the issue was obtained under ASX Listing Rule 10.14. Any additional persons covered by ASX Listing Rule 10.14 who become entitled to participate in an issue of Equity Securities under the Rights Plan after Resolution 7 are approved and who were not named in this Notice will not participate until approval is obtained under that rule.

4.3 ADDITIONAL INFORMATION REQUIRED UNDER ASX LISTING RULE 10.15: MATERIAL TERMS OF THE CEO STVR RIGHTS

The CEO STVR Rights are proposed to be issued under the Rights Plan on the following terms:

- (i) the number of CEO STVR Rights to be issued to Mr Fung will be determined by dividing the value of Mr Fung's maximum entitlement to a short term performance incentive for FY26 of up to \$375,000 by the VWAP of the Company's Shares for the 5-trading days prior to the issue date, which will be shortly following the Meeting (assuming an issue date of 30 September 2025, that would equate to approximately 888,630 Shares);
- (ii) each CEO STVR Right will be issued for nil consideration, and no consideration will be payable by Mr Fung to exercise a CEO STVR Right (that is, the exercise price for a CEO STVR Right is nil);
- (iii) the CEO STVR Rights will be issued in one tranche shortly following the Meeting;
- (iv) the CEO STVR Rights will be subject to the following vesting conditions:
 - (A) Mr Fung must remain an employee until the day of the announcement of the FY26 financial results to the market, likely to be in late August 2026 (if his employment is terminated, his entitlement will lapse).
 - (B) The Company achieving agreed gross marketplace volume, revenue, cash flow, operational performance targets and individual performance targets for FY26 as determined by the Board prior to the date of this Meeting.
 - (C) The Board may cancel any unvested CEO STVR Rights on the occurrence of an Environmental, Social and Governance or Malus Event (**Malus Event**) which has a material adverse impact on the Company.
 - (D) The Board may cancel all the CEO STVR Rights (vested and unvested) if a Malus Event occurs which would have entitled the Company to terminate Mr Fung's employment immediately, if he were still employed.
 - (E) A Malus Event includes but is not limited to:
 - (1) if Mr Fung engages in any activities or communications that, in the opinion of the Board, may cause harm to the operations or reputation of the Company or the Board;
 - (2) if the Board determines that Mr Fung took actions that caused harm or are expected to cause harm to the Company's stakeholders;
 - (3) if the Board forms the view that Mr Fung has taken excessive risks or has contributed to or may benefit from unacceptable cultures within the Company;
 - (4) if the Board forms the view that Mr Fung has exposed employees, the broader community or environment to excessive risks, including risks to health and safety;
 - (5) if Mr Fung becomes the employee of a competitor or provides services to a competitor, either directly or indirectly (as determined by the Board and unless otherwise determined by the Board); or
 - (6) if there has been a material misstatement in the Company's financial reports, which once resolved, indicates that a larger number of CEO STVR Rights previously vested than should have, in light of the corrected information.
- (v) once the vesting conditions have been met, each CEO STVR Right will entitle Mr Fung to acquire one Share upon exercise;
- (vi) each CEO STVR Right may be exercised at any time from the date of vesting until the date they lapse;
- (vii) unless they lapse earlier in accordance with the rules of the Rights Plan, each CEO STVR Right will lapse 15 years from the date of issue;
- (viii) the Company has obtained an independent valuation for the CEO STVR Rights of \$368,781 (assuming an issue date of 30 September 2025) based on a Black-Scholes Option Pricing Model;
- (ix) the CEO STVR Rights will otherwise be issued on the terms and conditions set out in the rules of the Rights Plan, including the forfeiture and change of control provisions set out in the Rights Plan. A summary of the Rights Plan Rules is set out in Schedule 1; and
- (x) a voting exclusion statement is included in this Notice.

4.4 SECTION 208 OF THE CORPORATIONS ACT

In accordance with section 208 of the Corporations Act, the Company must obtain Shareholder approval to give a financial benefit to a related party (which includes a Director), unless the giving of the financial benefit falls within an exception in sections 210 to 216 of the Corporations Act.

The Board has formed the view that Shareholder approval under section 208 of the Corporations Act is not required for the proposed issue of the CEO STVR Rights as the exception in section 211 of the Corporations Act applies.

4.5 BOARD RECOMMENDATION

The Board (excluding Mr Fung) recommends that Shareholders vote in favour of Resolution 7. A voting exclusion statement for Resolution 7 is included in the voting exclusions. The Chair intends to vote undirected proxies in favour of Resolution 7.

GLOSSARY

\$ means Australian dollars.

AEDT means Australian Eastern Daylight Time as observed in Sydney, New South Wales.

Airtasker means Airtasker Limited ACN 149 850 457.

Annual General Meeting means the meeting convened by this Notice.

Annual Report means the Directors' Report, the Financial Report and the Auditor's Report in respect of the financial year ended 30 June 2025.

ASX means ASX Limited (ACN 008 624 691) or the financial market operated by ASX Limited, as the context requires.

ASX Listing Rules means the Listing Rules of ASX.

Auditor means Deloitte Touche Tohmatsu, auditor of the Company.

Automic means the Company's registry Automic Group.

Board means the current board of directors of the Company.

CEO STVR Rights means up to \$375,000 worth of Performance Rights to be issued to Mr Timothy John Fung.

Chair means the chair of the Meeting (or, where the context requires, a particular part of the Meeting).

Closely Related Party has the meaning given in the Corporations Act.

Company means Airtasker Limited ACN 149 850 457.

Constitution means the constitution of the Company.

Corporations Act means the *Corporations Act 2001* (Cth).

Director means a current director of the Company.

Equity Security has the meaning given in the ASX Listing Rules.

Explanatory Statement means the explanatory statement accompanying this Notice.

Key Management Personnel has the meaning given in the Corporations Act and the ASX Listing Rules.

Malus Event means environmental, social and governance or malus event and has the meaning given to it in this Notice.

Meeting means the Annual General Meeting.

NED Equity Plan means the 'NED Equity Plan' adopted by the Company, a summary of the material terms of which is attached to this Notice at Schedule 3.

NED Right means a Right which is subject to disposal restrictions issued under the NED Equity Plan, a summary of the material terms of which is attached to this Notice at Schedule 2.

Notice means the Notice of Meeting.

Notice of Meeting means this notice of meeting including the Explanatory Statement and the Proxy Form.

Proxy Form means the proxy form accompanying this Notice.

Remuneration Report means the remuneration report of the Company contained in the Directors' Report.

Resolution means each resolution set out in this Notice.

Rights means both 'Service Rights' and 'Performance Rights' as those terms are defined in the Rights Plan.

Rights Plan means the 'Rights Plan' adopted by the Company, a summary of the material terms of which is attached to this Notice at Schedule 1.

Share means a fully paid ordinary share in the capital of the Company.

Shareholder means a registered holder of a Share.

VWAP means 'volume weighted average price', as that term is defined in the ASX Listing Rules.

SCHEDULE 1 - SUMMARY OF THE RIGHTS PLAN

Plan	Rights Plan
Type of securities issued under the plan	Rights, being entitlements to Shares, save that the Rights may, when exercised, be settled in: • cash (less any exercise price and withholding such as PAYG tax); and/or • whole Shares, as determined by the Board in its discretion.
Eligible participants	Current or prospective full-time, part-time or casual employees or contractors of the Company and its subsidiaries (or their nominees). Non-executive Directors of the Company are not eligible to participate in this plan.
Price of securities issued under the plan	Unless otherwise determined by the Board, the Rights will have nil issue prices and nil exercise prices. If an issue price greater than nil is specified, that issue price must be paid by the participant to acquire the Right. If an exercise price greater than nil is specified, that exercise price must be paid by the participant to exercise the Right. Rights with an exercise price greater than nil are referred to in the plan as 'Share Appreciation Rights'.
Vesting conditions	Rights may be subject to: • performance-based vesting conditions (which may also include time-based vesting conditions), and these Rights are referred to in the plan as 'Performance Rights'; • time-based vesting conditions only, and these Rights are referred to in the plan as 'Service Rights'; or • no vesting conditions, and these Rights are referred to in the plan as 'Restricted Rights'. Performance-based vesting conditions are measured over a period of three financial years, unless otherwise determined by the Board. Performance-based vesting conditions may relate to the performance of the Company or the participant, and may be subject to achievement of minimum hurdles. Service-based (i.e. time-based) vesting conditions are measured over a number of financial years as determined by the Board. The Board has the discretion to determine that any service-based vesting conditions have been fulfilled whether or not a participant remains employed by the Company. The Board has the discretion to amend vesting conditions if it forms the view that it is appropriate to do so given the circumstances that prevailed during the relevant measurement period. In exercising this discretion, the Board shall take into account, amongst other factors it considers relevant, Company performance from the perspective of shareholders over the relevant measurement period.
Dividends and voting rights	Rights do not carry dividend or voting rights prior to vesting. Shares allocated on exercise carry the same dividend and voting rights as other Shares.
Expiry	The Rights expire if they are not exercised within 15 years of their grant date, or such other date as specified in an invitation. The Rights may also be forfeited in circumstances, as described below.

Forfeiture	Unvested Rights may be forfeited in the following circumstances: • if the participant ceases to be employed by the Company, unless the Board allows the participant to retain any Rights for later vesting; • if the Board forms the opinion that the participant has committed an act of fraud, defalcation or gross misconduct in relation to the Company; • if allowing the Rights to be retained by the participant would, in the opinion of the Board, result in an inappropriate benefit to the participant; or • if there is an attempt to deal with Shares which are subject to restrictions as described below.														
Restrictions on securities	Holders of Rights may not dispose of or otherwise deal with Rights other than by operation of law on death or legal incapacity to the participants' legal personal representatives. Restricted Rights may not be exercised within 90 days of their grant date, or such longer period as specified in an invitation. Performance Rights and Service Rights may not be exercised until the vesting criteria have been satisfied. The Board may impose other periods during which Rights may not be exercised or may waive any restrictions on exercise. All Shares acquired on exercise of Rights cannot be disposed of or otherwise dealt with for any restriction period specified in an invitation, and in any event cannot be disposed of in breach of the Company's securities trading policy or Division 3 of Part 7.10 of the Corporations Act. The restriction can be waived by the Board in cases of severe and demonstrable hardship.														
Trustee	The Board may require Shares acquired on exercise of Rights to be held by a trustee for the benefit of participants.														
Change in control	Unless otherwise determined by the Board, where the Board determines that the Company will be imminently de-listed, all unvested Performance Rights with an exercise price other than nil will vest, a number of unvested Performance Rights with a nil exercise price will vest as determined in accordance with the following formula: <table><tr><td>Number of Performance Rights in tranche to vest</td><td>=</td><td>Unvested Performance Rights in tranche</td><td>x</td><td>% of first year of measurement period elapsed</td><td>x</td><td>(Share price at a date determined by the Board – Share price at measurement period commencement)</td></tr><tr><td></td><td></td><td></td><td></td><td></td><td></td><td>Share price at measurement period commencement</td></tr></table> and otherwise, unvested Performance Rights and Service Rights will vest or lapse as determined by the Board. All exercise restrictions will also lift. Where the Board determines that a major part of the Company's assets or operations will imminently cease to be owned by the Company, unvested Performance Rights and Service Rights will vest or lapse, or may otherwise be adjusted, as determined by the Board.	Number of Performance Rights in tranche to vest	=	Unvested Performance Rights in tranche	x	% of first year of measurement period elapsed	x	(Share price at a date determined by the Board – Share price at measurement period commencement)							Share price at measurement period commencement
Number of Performance Rights in tranche to vest	=	Unvested Performance Rights in tranche	x	% of first year of measurement period elapsed	x	(Share price at a date determined by the Board – Share price at measurement period commencement)									
						Share price at measurement period commencement									
Limit on number of securities issued under the plan	There is no limit on the number of securities which may be issued under this plan other than as may be required by the ASX Listing Rules or the Corporations Act, including Division 1A in Part 7.12 of the Corporations Act).														

Maximum number of securities proposed to be issued under this plan under ASX Listing Rule 7.2 exception 13	10,000,000.
Amendments	The Board has the discretion to amend the plan rules. No amendment may reduce the existing rights of any participant in respect of any accepted application for Rights that had commenced prior to the date of the amendment or repeal, other than with the consent of the participant or where the amendment is introduced primarily to comply with laws relating to the plan, to correct any manifest error or mistake or to address possible adverse tax implications for participants or the Company.

SCHEDULE 2 - SUMMARY OF NED RIGHTS

- A NED Right is an entitlement to one fully paid ordinary share in the Company, issued under the NED Rights Plan.
- NED Rights are granted for nil consideration and have a nil exercise price.
- A NED Right will lapse if it is not exercised within 15 years of the grant date.
- A NED Right may not be exercised within 90 days of the grant date.
- NED Rights are 'restricted rights' in that the NED Rights, and any Shares issued upon exercise of a NED Right, may not be disposed of prior to the date that the non-executive director ceases to hold office or employment with the Company, or prior to 15 years from the grant date (if earlier) (**Disposal Restriction**).
- If a NED Right is exercised while it remains subject to a Disposal Restriction, the Shares issued upon exercise will be 'Restricted Shares' and may be required to be held by a trustee.
- NED Rights do not carry dividend or voting rights. Shares allocated upon exercise of NED Rights carry the same dividend and voting rights as other Shares.

SCHEDULE 3 - SUMMARY OF THE NED EQUITY PLAN

Plan	NED Equity Plan
Type of securities issued under the plan	Under the NED Equity Plan, participants may receive rights, being entitlements to fully paid ordinary shares in the Company (Rights), including Rights that are subject to disposal restrictions (Restricted Rights).
Eligible participants	The NED Equity Plan is open to non-executive Directors of the Company (or their Nominees). Participation is voluntary.
Price of securities issued under the plan	Unless otherwise determined by the Board, the Rights will have nil issue prices and nil exercise prices. If an issue price greater than nil is specified, that issue price must be paid by the participant to acquire the Right. If an exercise price greater than nil is specified, that exercise price must be paid by the participant to exercise the Right.
Vesting conditions	No vesting conditions will apply to Rights issued under the NED Equity Plan unless the Board determines to impose any terms and conditions in respect of a grant of Rights in its discretion.
Dividends and voting rights	Rights do not carry dividend or voting rights. Shares allocated upon exercise of Rights carry the same dividend and voting rights as other Shares.
Expiry	The Rights lapse if they are not exercised within 15 years of their grant date, or such other date as specified in an invitation.
Forfeiture	The Rights may also be forfeited in certain circumstances, as described below. Unexercised Restricted Rights may be forfeited if the Board forms the opinion that the participant has committed an act of fraud, defalcation, or gross misconduct in relation to the Company or its subsidiaries.
Restrictions on securities	Holders of Rights may not dispose of or otherwise deal with Rights other than by operation of law on death or legal incapacity to the participants' legal personal representatives. Restricted Rights may not be exercised within 90 days of their grant date, or such longer period as specified in an invitation. The Board may impose other periods during which Rights may not be exercised or may waive any restrictions on exercise. All Shares acquired on exercise of Rights cannot be disposed of or otherwise dealt with for any restriction period specified in an invitation, and in any event cannot be disposed of in breach of the Company's share trading policy or Division 3 of Part 7.10 of the Corporations Act. These restrictions can be waived by the Board in cases of severe and demonstrable hardship. Any exercise restrictions on Restricted Rights, or disposal restrictions on Shares issued upon the exercise of Restricted Rights (Restricted Shares), will be lifted in respect of 50% of the Restricted Rights and/or Restricted Shares held by a participant if a taxing point arises in respect of a participant while the participant holds the office of a Director or is employed by the Company or a subsidiary, unless otherwise determined by the Board.
Trustee	The Board may require Shares acquired on exercise of Rights to be held by a trustee for the benefit of participants.

Change in control	Unless otherwise determined by the Board, where the Company will be imminently de-listed, all exercise or disposal restrictions on Rights (and any Restricted Shares) will be lifted. For other change in control cases, there should be no trigger action (as NED cessation to be dealt with separately). In the case of other capital reconstructions, the Board may make such adjustments to the Restricted Rights on issue as it considers appropriate.
Limit on number of securities issued under the plan	There is no limit on the number of securities which may be issued under the NED Equity Plan.
Bonus issue	In the case of a bonus issue of shares by the Company, the number of Restricted Rights held by a participant will be increased by the same number as the number of bonus shares that would have been received by the participant had the Restricted Rights been Shares, except in the case that the bonus share issue is in lieu of a dividend payment, in which case no adjustment will apply.
General right issue	In the case of a general rights issue to shareholders by the Company, no adjustment will be made to any Restricted Rights on issue.
Amendments	The Board has the discretion to amend the plan rules.

Your proxy voting instruction must be received by **11:00am (AEDT) on Monday, 24 November 2025**, being **not later than 48 hours** before the commencement of the Meeting. Any proxy voting instructions received after that time will not be valid for the scheduled Meeting.

SUBMIT YOUR PROXY

Complete the form overleaf in accordance with the instructions set out below.

YOUR NAME AND ADDRESS

The name and address shown above is as it appears on the Company's share register. If this information is incorrect, and you have an Issuer Sponsored Holding, you can update your address through the investor portal: <https://investor.automic.com.au/#/home> Shareholders sponsored by a broker should advise their broker of any changes.

STEP 1 - APPOINT A PROXY

If you wish to appoint someone other than the Chair of the Meeting as your proxy, please write the name of that individual or body corporate. A proxy need not be a Shareholder of the Company. Otherwise if you leave this box blank, the Chair of the Meeting will be appointed as your proxy by default.

DEFAULT TO THE CHAIR OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chair of the Meeting, who is required to vote these proxies as directed. Any undirected proxies that default to the Chair of the Meeting will be voted according to the instructions set out in this Proxy Voting Form, including where the Resolutions are connected directly or indirectly with the remuneration of Key Management Personnel.

STEP 2 - VOTES ON ITEMS OF BUSINESS

You may direct your proxy how to vote by marking one of the boxes opposite each item of business. All your shares will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of shares you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on the items of business, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

APPOINTMENT OF SECOND PROXY

You may appoint up to two proxies. If you appoint two proxies, you should complete two separate Proxy Voting Forms and specify the percentage or number each proxy may exercise. If you do not specify a percentage or number, each proxy may exercise half the votes. You must return both Proxy Voting Forms together. If you require an additional Proxy Voting Form, contact Automic Registry Services.

SIGNING INSTRUCTIONS

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

Joint holding: Where the holding is in more than one name, all Shareholders 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 Proxy Voting Form when you return it.

Companies: To be signed in accordance with your Constitution. Please sign in the appropriate box which indicates the office held by you.

Email Address: Please provide your email address in the space provided.

By providing your email address, you elect to receive all communications despatched by the Company electronically (where legally permissible) such as a Notice of Meeting, Proxy Voting Form and Annual Report via email.

CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting the appropriate 'Appointment of Corporate Representative' should be produced prior to admission. A form may be obtained from the Company's share registry online at <https://automicgroup.com.au>.

Lodging your Proxy Form:

Online

Use your computer or smartphone to appoint a proxy at <https://investor.automic.com.au/#/loginsah> or scan the QR code below using your smartphone

Login & Click on 'Meetings'. Use the Holder Identification Number as shown at the top of this Proxy Form.



BY MAIL:

Automic
GPO Box 5193
Sydney NSW 2001

IN PERSON:

Automic
Level 5, 126 Phillip Street Sydney
NSW 2000

All enquiries to Automic:

meetings@automicgroup.com.au

PHONE:

1300 288 664 (Within Australia)
+61 2 9698 5414 (Overseas)

