



AIRTASKER LIMITED

ACN 149 850 457

NOTICE OF EXTRAORDINARY GENERAL MEETING

TO BE HELD AT

11:00 AM (AEST) ON WEDNESDAY 10 JUNE 2026

VIRTUALLY THROUGH THE

AUTOMIC INVESTOR PORTAL

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

NOTICE OF EXTRAORDINARY GENERAL MEETING

Notice is hereby given that an Extraordinary General Meeting (**Meeting**) of shareholders of Airtasker Limited ACN 149 850 457 (**Company**) will be held as a virtual meeting at 11.00 am (AEST) on Wednesday 10 June 2026 for the purpose of transacting the business referred to in this Notice of Extraordinary General Meeting (**Notice**).

Time: 11.00 am (AEST)

Date: Wednesday 10 June 2026

Place: The Meeting will be held virtually through the Automic Investor Portal at <https://investor.automic.com.au>.

Participation: 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.

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

AGENDA

ORDINARY BUSINESS

RESOLUTION 1: RATIFICATION OF PRIOR ISSUE OF SECURITIES – TRANCHE 1 PLACEMENT

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

“That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, the Shareholders ratify the issue on 24 November 2025 of a total of 31,666,667 fully paid ordinary shares in the Company at an issue price of \$0.30 per share under an institutional placement on the terms and conditions set out in the Explanatory Statement.”

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

RESOLUTION 2: APPROVAL OF THE ISSUE OF SHARES TO EXTO ACTIVE PTY LTD – TRANCHE 2 PLACEMENT

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

“That approval be given for the purposes of ASX Listing Rule 10.11 and for all other purposes, for the issue of 1,666,666 fully paid ordinary shares in the Company at \$0.30 per fully paid ordinary share to Exto Active Pty Ltd ACN 160 188 269 as trustee for the Exto Active Unit Trust, an entity controlled by Peter Hammond, on the terms and conditions set out in the Explanatory Statement.”

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

RESOLUTION 3: ISSUE OF FY26 CEO LTVR 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 \$200,000 worth of FY26 CEO LTVR Rights (being 637,075 Performance Rights) to the Managing Director and Chief Executive Officer, Mr Timothy John Fung, or his nominee, in respect of his long-term incentive for the financial year ending on 30 June 2026, under the Rights Plan on the terms and conditions set out in the Explanatory Statement, with the number of FY26 CEO LTVR 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 CEO LTVR GRANT 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 10,000,000 Performance Rights, the vesting of which are subject to achieving certain service conditions and a target 90-day VWAP of at least \$1.00 on the third anniversary of grant (details of which are in Sections 4.3 (d) and (e) of the Explanatory Statement), to the Managing Director and Chief Executive Officer, Mr Timothy John Fung, or his nominee, in respect of his long-term incentive for the financial year ending 30 June 2027 through to the financial year ending 30 June 2031, under the Rights Plan on the terms and conditions 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 ASX Listing Rule 14.11

Resolution 1: The Company will disregard any votes cast in favour of Resolution 1 by or on behalf of any person who participated in the Tranche 1 Placement or an associate of such a person.

Resolution 2: The Company will disregard any votes cast in favour of Resolution 2 by or on behalf of:

- (a) Exto Active Pty Ltd which is to receive the securities in question under Resolution 2 and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of Shares); and
- (b) an associate of such a person, including Peter Hammond.

Resolutions 3 and 4: The Company will disregard any votes cast in favour of Resolutions 3 or 4 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) an associate of such a person.

However, the above voting exclusions do 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.

Voting exclusions in accordance with the Corporations Act

Resolutions 3 and 4: In accordance with section 250BD of the Corporations Act, a vote must not be cast on Resolutions 3 or 4 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.

IMPORTANT INFORMATION FOR SHAREHOLDERS

This information forms part of the Notice.

Time and place of Meeting

Notice is given that an Extraordinary General Meeting of Shareholders will be held at 11:00 am (AEST) on Wednesday 10 June 2026. In accordance with the Company's Constitution, the Meeting will be held as a virtual meeting through the Automic Investor Portal at <https://investor.automic.com.au>.

There will be no physical venue for the Meeting at which Shareholders may attend in person.

Registration for attendance at the Meeting will open at 10:30 am (AEST) on Wednesday 10 June 2026.

All Shareholders will have the opportunity to attend and participate in the Meeting virtually, submit questions to the Chair in real time or in advance, and vote 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://portal.automic.com.au/investor/home>.
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 top 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 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://portal.automic.com.au/investor/home>.
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 top 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 (AEST) on Monday 8 June 2026.

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 (AEST) on Monday 8 June 2026 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.

If required, 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 (AEST) on Monday 8 June 2026 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

12 May 2026

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 (AEST) on Wednesday 10 June 2026.

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.

1. RESOLUTION 1: RATIFICATION OF PRIOR ISSUE OF SECURITIES – TRANCHE 1 PLACEMENT

1.1 Background

On 24 November 2025 the Company issued 31,666,667 fully paid ordinary shares (**Shares**) (**Tranche 1 Placement**) upon the successful completion of a placement to institutional, sophisticated and professional investors, the details of which were announced to the ASX on 17 November 2025. The Placement is being conducted in two-tranches, with the second tranche of 1,666,666 Shares being issued by the Company on or around Wednesday 10 June 2026 if Resolution 2 is passed at the Meeting.

Broadly speaking, and subject to a number of exceptions, ASX Listing Rule 7.1 limits the amount of Equity Securities that a listed company can issue without the approval of its shareholders over any 12-month period to 15% of the fully paid ordinary shares it had on issue at the start of that period.

The Tranche 1 Placement does not fit within this exception and, as the Tranche 1 Placement has not yet been approved by the Company's shareholders, it effectively relies on the 15% limit in ASX Listing Rule 7.1, reducing the Company's capacity to issue further Equity Securities without shareholder approval under ASX Listing Rule 7.1 for the 12-month period from 24 November 2025.

ASX Listing Rule 7.4 allows the shareholders of a listed company to approve an issue of Equity Securities after it has been made or agreed to be made. If they do, the issue is taken to have been approved under ASX Listing Rule 7.1 and so does not reduce the Company's capacity to issue further Equity Securities without shareholder approval under that rule.

The Company wishes to retain as much flexibility as possible to issue additional Equity Securities into the future to finance its growth strategy without having to obtain shareholder approval for such issues under ASX Listing Rule 7.1.

To this end, Resolution 1 seeks shareholder approval for the Tranche 1 Placement under and for the purposes of ASX Listing Rule 7.4.

If Resolution 1 is passed, the Tranche 1 Placement will be excluded in calculating the Company's 15% limit in ASX Listing Rule 7.1, effectively increasing the number of Equity Securities it can issue without shareholder approval over the subsequent 12-month period.

If Resolution 1 is not passed, this will not impact the validity of the Tranche 1 Placement but the Shares issued under the Tranche 1 Placement will be included in calculating the Company's 15% limit in ASX Listing Rule 7.1, effectively decreasing the number of Equity Securities it can issue without shareholder approval over the 12-month period from 24 November 2025.

Taylor Collison acted as Sole Lead Manager for the Australian placees in the Placement.

For the purposes of ASX Listing Rule 7.5, the following information is provided:

- (a) the number of Shares issued under the Tranche 1 Placement is 31,666,667 Shares;
- (b) the date of issue of the Shares under the Tranche 1 Placement was 24 November 2025;
- (c) the Shares issued under the Tranche 1 Placement were issued at a price of A\$0.30 per Share;
- (d) Shares under the Tranche 1 Placement were issued to a range of institutional, sophisticated and professional investors identified by Taylor Collison who qualify under the requirements of sections 9 and 708 of the Corporations Act and direct investment by existing media partner and US investor Broader Media Holdings, LLC (**iHeartMedia**);
- (e) the Shares issued under the Tranche 1 Placement rank pari passu with all other fully paid ordinary shares of the Company;
- (f) the net funds raised from the Tranche 1 Placement are being used by the Company to:
 - (i) make targeted marketing investments in the UK and US;
 - (ii) provide additional balance sheet flexibility to settle media partnership arrangements; and
 - (iii) fund working capital and costs of the Placement; and
- (g) a voting exclusion statement for Resolution 1 is included in the voting exclusions.

1.2 Board Recommendation

The Board unanimously recommends that Shareholders vote in favour of Resolution 1. The Chair intends to exercise all available proxies in favour of Resolution 1.

2. RESOLUTION 2: APPROVAL OF THE ISSUE OF SHARES TO EXTO ACTIVE PTY LTD – TRANCHE 2 PLACEMENT

2.1 Background

- (a) Subject to the approval of shareholders at the Meeting, the Company intends to issue 1,666,666 Shares to Exto Active Pty Ltd ACN 160 188 269 as trustee for the Exto Active Unit Trust (**Exto**), an entity controlled by Peter Hammond (**Tranche 2 Placement**).
- (b) The table below provides information on the relevant interests in Shares of Exto (and its associates) as at the date of this Notice and following completion of the Tranche 2 Placement:

Current number of Shares	Current % shareholding	Number of Shares post Placement	Post Placement % shareholding
70,817,712	14.53%	72,484,378	14.82%

- (c) ASX Listing Rule 10.11 provides, that unless one of the exceptions in ASX Listing Rule 10.12 applies, the Company must not issue or agree to issue securities to any of the following persons unless it obtains Shareholder approval:
 - (i) a related party of the Company (ASX Listing Rule 10.11.1);
 - (ii) a person who is, or was at any time in the 6 months before the issue or agreement, a substantial (30%+) holder in the Company (ASX Listing Rule 10.11.2);
 - (iii) a person who is, or was at any time in the 6 months before the issue or agreement, a substantial (10%+) holder in the Company and who has nominated a director to the Board of the Company pursuant to a relevant agreement which gives them a right or expectation to do so (ASX Listing Rule 10.11.3);
 - (iv) an associate of a person referred to above (ASX Listing Rule 10.11.4); or
 - (v) a person whose relationship with the Company or a person referred to above is such that, in ASX's opinion, the issue or agreement should be approved by shareholders (ASX Listing Rule 10.11.5).

- (d) Mr Hammond is a Director of the Company and Exto is an entity controlled by Mr Hammond and is therefore a related party to the Company and falls within the category of person noted in ASX Listing Rule 10.11.1. As such the issue of the Tranche 2 Placement to Exto requires shareholder approval under ASX Listing Rule 10.11 as the issue of these Shares does not fall within any of the exceptions in ASX Listing Rule 10.12.

2.2 Approval of Participation of Exto in the Placement

- (a) Resolution 2 seeks the required Shareholder approval for the Tranche 2 Placement issue of 1,666,666 Shares to Exto for the purposes of ASX Listing Rule 10.11.
- (b) If Resolution 2 is passed, the Company will be able to proceed with the issue of the Tranche 2 Placement to Exto and the Company will be able to receive the payment of the subscription price for the Tranche 2 Placement, being an amount of \$500,000.
- (c) If Resolution 2 is not passed, the Company will not be able to proceed with the issue of the Tranche 2 Placement to Exto and will not receive the subscription amount for the Tranche 2 Placement which may impact the Company's plans to implement its growth strategies.
- (d) In accordance with ASX Listing Rule 10.13, information is provided to Shareholders for the purposes of obtaining shareholder approval under Resolution 2 as follows:
 - (i) 1,666,666 Shares will be issued to Exto;
 - (ii) Exto falls into a category of persons referred to in ASX Listing Rule 10.11.1 on the basis that Mr Hammond is a Director of the Company and Exto is an entity controlled by Mr Hammond;
 - (iii) the Tranche 2 Placement to be issued to Exto will rank pari passu with all other fully paid ordinary shares of the Company;
 - (iv) the Tranche 2 Placement will be issued at \$0.30 per Share with subscription funds raised by the issue of the Tranche 2 Placement to Exto being \$500,000;
 - (v) the Tranche 2 Placement will be issued to Exto on or around Wednesday 10 June 2026 and in any event no later than 1 month after the date of this Meeting;
 - (vi) the Shares are being issued to raise funds which, together with funds raised under the Tranche 1 Placement, are being used to make targeted marketing investments in the UK and US, provide additional balance sheet flexibility to settle media partnership arrangements and fund working capital and costs of the Placement; and
 - (vii) a voting exclusion statement for Resolution 2 is included in the voting exclusions.

2.3 Board Recommendation

The Board (excluding Mr Hammond) recommend that Shareholders vote in favour of Resolution 2. The Chair intends to exercise all available proxies in favour of Resolution 2.

3. RESOLUTION 3: ISSUE OF FY26 CEO LTVR RIGHTS TO THE MANAGING DIRECTOR AND CHIEF EXECUTIVE OFFICER

3.1 Background

The total on-target compensation of Mr Timothy John Fung, the Managing Director and Chief Executive Officer of the Company, for the financial year ending on 30 June 2026 (**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), a short-term incentive in the form of up to \$375,000 worth of Performance Rights (which were approved by Shareholders at the Company's annual general meeting held on 26 November 2025) with the remainder of his compensation for FY26 proposed to be in the form of a long-term incentive comprising \$200,000 worth of Performance Rights (being 637,075 Performance Rights, subject to Shareholder approval of Resolution 3). The vesting of these long-term incentive Performance Rights is subject to meeting certain financial long-term performance hurdles. Mr Fung's FY26 total on-target compensation reflects an increase of \$10,068 versus his total on-target compensation for the financial year ending on 30 June 2025 (**FY25**). 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 3 being obtained, the Company proposes to issue \$200,000 worth of Performance Rights (being 637,075 Performance Rights) to Mr Fung in respect of his long-term incentive for FY26 (**FY26 CEO LTVR Rights**).

3.2 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 FY26 CEO LTVR Rights under ASX Listing Rule 10.14. As such, Shareholder approval is being sought for the issue of the FY26 CEO LTVR Rights under Resolution 3. If Shareholder approval is given under ASX Listing Rule 10.14 pursuant to Resolution 3, 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 3 will be to allow the Company to issue the FY26 CEO LTVR Rights (and issue of 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 FY26 CEO LTVR Rights for the purposes of ASX Listing Rule 10.14, then in relation to the applicable Equity Securities:

- (a) Shareholder approval will not be required for the purposes of ASX Listing Rule 7.1 (for the issue or exercise of the applicable Equity Securities); and
- (b) the Company will issue the FY26 CEO LTVR Rights 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 FY26 CEO LTVR Rights, the Company will not be able to proceed with the proposed issue of FY26 CEO LTVR 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 3:

- (a) The FY26 CEO LTVR 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.

- (b) The FY26 CEO LTVR Rights will be issued under the Rights Plan. A summary of the material terms of the Rights Plan is contained in Schedule 1 to this Notice.
- (c) No loans will be provided to Mr Fung in relation to the acquisition of FY26 CEO LTVR Rights.
- (d) The total on-target compensation of Mr Fung for FY25 and FY26 is set out below:

	FY25	FY26	Variance
Salary	\$465,000	\$475,000	\$10,000
Superannuation ¹	\$29,932	\$30,000	\$68
Maximum CEO STVR (Equity or cash) ²	\$375,000	\$375,000	-
Maximum CEO LTVR (Equity)	\$200,000	\$200,000	-
Total Maximum Compensation	\$1,069,932	\$1,080,000	\$10,068

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. The grant of Performance Rights in respect of Mr Fung's short-term variable remuneration for FY26 was approved by Shareholders at the Company's annual general meeting held on 26 November 2025. At vesting Mr Fung has the right to elect to have these Performance Rights settled in cash or shares.

- (e) Under the Rights Plan, the Company has previously issued Mr Fung: (a) 1,011,441 fully vested and unexercised Service Rights with a nil exercise price and an expiration date of 17 October 2038; (b) 913,393 fully vested and unexercised Service Rights with a nil exercise price and an expiration date of 1 January 2039; (c) 1,789,054 fully vested and unexercised Performance Rights with a nil exercise price and an expiration date of 17 October 2038; (d) 1,149,426 unvested Performance Rights with a nil exercise price and an expiration date of 30 November 2038; (e) 171,233 fully vested and unexercised Performance Rights with a nil exercise price and an expiration date of 28 December 2039; and (f) 684,932 unvested Performance Rights with a nil exercise price and an expiration date of 28 December 2039. If Resolution 4 is passed, the Company will also issue the CEO LTVR Grant Rights as set out below.
- (f) If Resolution 3 is passed, the FY26 CEO LTVR Rights will be issued shortly following the Meeting and in any event within three (3) years of the date of the Meeting.
- (g) The Company proposes to issue the FY26 CEO LTVR Rights as part of the overall compensation package of Mr Fung for FY26.
- (h) 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 3 is approved and who were not named in this Notice will not participate until approval is obtained under that rule.

3.3 Additional Information Required Under ASX Listing Rule 10:15: Material Terms of the FY26 CEO LTVR Rights

The FY26 CEO LTVR Rights are proposed to be issued under the Rights Plan on the following terms:

- (a) the number of FY26 CEO LTVR Rights to be issued to Mr Fung will be 637,075, which has been determined by dividing the value of Mr Fung's maximum entitlement to a long-term performance incentive for FY26 of \$200,000 by the VWAP of the Company's Shares for the five (5) trading days prior 26 November 2025 of \$0.313935;
- (b) each FY26 CEO LTVR Right will be issued for nil consideration, and no consideration will be payable by Mr Fung to exercise a FY26 CEO LTVR Right (that is, the exercise price for a FY26 CEO LTVR Right is nil);
- (c) the FY26 CEO LTVR Rights will be issued in one tranche shortly following the Meeting;

- (d) the FY26 CEO LTVR Rights will be subject to the following vesting conditions:
- (i) Mr Fung must remain an employee until 30 June 2026 (if his employment is terminated, his entitlement will lapse).
 - (ii) The Company's Share price compound annual growth rate (**CAGR**) must meet or exceed the CAGR of the ASX Small Ordinaries Index (**Index**) for the three (3) year period commencing 1 July 2026 and ending on 30 June 2029 (**Comparison Period**), as follows:
 - (1) 0% of the FY26 CEO LTVR Rights vest if the Company CAGR is less than the Index CAGR for the Comparison Period;
 - (2) 25% of the FY26 CEO LTVR Rights vest if the Company CAGR equals the Index CAGR for the Comparison Period;
 - (3) 50% of the FY26 CEO LTVR Rights vest if the Company CAGR equals or is greater than a 2.5% premium to the Index CAGR for the Comparison Period;
 - (4) 100% of the FY26 CEO LTVR Rights vest if the Company CAGR equals or is greater than a 5.0% premium to the Index CAGR for the Comparison Period; and
 - (5) Outcomes that fall between the specified levels of performance will result in a pro-rata calculation being applied.
 - (iii) The Board may cancel any unvested FY26 CEO LTVR Rights on the occurrence of a Malus Event which has a material adverse impact on the Company.
 - (iv) The Board may cancel all FY26 CEO LTVR 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.
 - (v) 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 FY26 CEO LTVR Rights previously vested than should have, in light of the corrected information.
- (e) once the vesting conditions have been met, each FY26 CEO LTVR Right will entitle Mr Fung to acquire one Share upon exercise;
- (f) each FY26 CEO LTVR Right may be exercised at any time from the date of vesting until the date they lapse;
- (g) unless they lapse earlier in accordance with the rules of the Rights Plan, each FY26 CEO LTVR Right will lapse 15 years from the date of issue;

- (h) the Company has obtained an independent valuation for the FY26 CEO LTVR Rights of \$81,546 (assuming an issue date of 31 March 2026) based on a Monte Carlo Simulation;
- (i) the FY26 CEO LTVR 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
- (j) a voting exclusion statement for Resolution 3 is included in the voting exclusions.

3.4 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 FY26 CEO LTVR Rights as the exception in section 211 of the Corporations Act applies.

3.5 Board Recommendation

The Board (excluding Mr Fung) recommend that Shareholders vote in favour of Resolution 3. The Chair intends to exercise all available proxies in favour of Resolution 3.

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

4.1 Background

The current remuneration framework for Mr Timothy John Fung includes fixed annual remuneration (in the form of a base cash salary plus statutory superannuation) and short-term and long-term variable remuneration incentives in the form of Performance Rights which are granted annually. Following review by the Nomination and Remuneration Committee, and as flagged in the notice of meeting dated 27 October 2025 in respect of the Company's annual general meeting held on 26 November 2025, it is proposed that a new long-term incentive structure be put in place to replace annual grants of Performance Rights in respect of Mr Fung's long-term incentive component of his remuneration from FY27.

The vesting of these Performance Rights is subject to meeting certain share price and service hurdles. The Board supports this remuneration structure as it aligns Mr Fung more closely with the Shareholders and the success of the Company. The Board's objective in designing this structure is to provide a meaningful reward for the achievement of significant milestones in Company value creation, while ensuring that those milestones reflect real, sustained increases in Shareholder value rather than short-term share price movements. To this end, it is proposed that a single tranche of Performance Rights be granted in respect of the 5-year period from 1 July 2026 to 30 June 2031 to simplify the structure, strengthen retention, and reinforce alignment with Shareholder outcomes. The vesting of these Performance Rights is subject to meeting stretch share price hurdles, measured by reference to a 90-day VWAP, together with ongoing service conditions. The use of a 90-day VWAP ensures that vesting is tied to sustained share price performance over an extended period, rather than any temporary or transient price increase, meaning the hurdles can only be met where genuine, lasting value has been created for Shareholders. The quantum of the grant has been calibrated so that, if these significant milestones are achieved, the reward to Mr Fung is substantial, reflecting the Board's philosophy that exceptional, sustained value creation for Shareholders should be accompanied by a commensurate benefit to Mr Fung. As this new structure will commence from 1 July 2026, it is proposed that Mr Fung's long-term incentive for FY26 be in the form of Performance Rights consistent with prior years (subject to Shareholder approval of Resolution 3 being obtained).

Therefore, subject to Shareholder approval of Resolution 4 being obtained, the Company proposes to issue 10,000,000 Performance Rights to Mr Fung under the Rights Plan (**CEO LTVR Grant Rights**) in respect of his long-term incentive for the 5-year period commencing 1 July 2026.

As at the date of this Notice, it is the Board's intention that the CEO LTVR Grant Rights will constitute Mr Fung's long-term incentive for the 5-year period commencing 1 July 2026 and no further long-term incentives will be granted to Mr Fung during this period, but grants of Performance Rights in respect of Mr Fung's short-term variable incentive will continue to be made annually.

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 LTVR Grant Rights under ASX Listing Rule 10.14. As such, Shareholder approval is being sought for the issue of the CEO LTVR Grant Rights under Resolution 4. If Shareholder approval is given under ASX Listing Rule 10.14 pursuant to Resolution 4, 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 4 will be to allow the Company to issue the CEO LTVR Grant Rights (and issue of 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 LTVR Grant Rights for the purposes of ASX Listing Rule 10.14, then in relation to the applicable Equity Securities:

- (a) Shareholder approval will not be required for the purposes of ASX Listing Rule 7.1 (for the issue or exercise of the applicable Equity Securities); and
- (b) the Company will issue the CEO LTVR Grant Rights 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 LTVR Grant Rights, the Company will not be able to proceed with the proposed issue of CEO LTVR Grant 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 4:

- (a) The CEO LTVR Grant 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.
- (b) The CEO TVR Grant Rights will be issued under the Rights Plan. A summary of the material terms of the Rights Plan is contained in Schedule 1 to this Notice.
- (c) No loans will be provided to Mr Fung in relation to the acquisition of CEO LTVR Grant Rights.
- (d) The total on-target compensation of Mr Fung for FY25 and FY26 is as set out under Resolution 3.
- (e) Under the Rights Plan, the Company has previously issued Mr Fung: (a) 1,011,441 fully vested and unexercised Service Rights with a nil exercise price and an expiration date of 17 October 2038; (b) 913,393 fully vested and unexercised Service Rights with a nil exercise price and an expiration date of 1 January 2039; (c) 1,789,054 fully vested and unexercised Performance Rights with a nil exercise price and an expiration date of 17 October 2038; (d) 1,149,426 unvested Performance Rights with a nil exercise price and an expiration date of 30 November 2038; (e) 171,233 fully vested and unexercised Performance Rights with a nil exercise price and an expiration date of 28 December 2039; and (f) 684,932 unvested Performance Rights with a nil exercise price and an

expiration date of 28 December 2039. If Resolution 3 is passed, the Company will also issue the FY26 CEO LTVR Rights as set out above.

- (f) If Resolution 4 is passed, the CEO LTVR Grant Rights are expected to be issued on or around 1 July 2026 and in any event within three (3) years of the date of the Meeting.
- (g) The Company proposes to issue the CEO LTVR Grant Rights as part of the overall compensation package of Mr Fung for the 5-year period commencing 1 July 2026 and ending 30 June 2031.
- (h) 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 10.15 who become entitled to participate in an issue of Equity Securities under the Rights Plan after Resolution 4 is 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 LTVR Grant Rights

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

- (a) the maximum number of CEO LTVR Grant Rights (and Shares following their exercise) to be issued to Mr Fung will be 10,000,000, subject to the performance hurdle and service-based vesting conditions outlined below;
- (b) each CEO LTVR Grant Right will be issued for nil consideration, and no consideration will be payable by Mr Fung to exercise a CEO LTVR Grant Right (that is, the exercise price for a CEO LTVR Grant Right is nil);
- (c) the CEO LTVR Grant Rights will be issued in one tranche shortly following the Meeting (and in any event within three (3) years of the date of the Meeting);
- (d) the CEO LTVR Grant Rights will be subject to the following performance conditions:
 - (i) the first performance hurdle is tested on the third anniversary of the issue date, and is met if the 90-day VWAP on 30 June 2029 is greater than or equal to \$1.00 (the **First Performance Test**);
 - (ii) if the First Performance Test is met, 6,000,000 CEO LTVR Grant Rights vest immediately (subject to satisfaction of the 3-year cliff service condition as described below and the remaining 4,000,000 CEO LTVR Grant Rights will vest over the following two years, contingent only on the continuing service conditions being met (as described below);
 - (iii) if the First Performance Test is not met, 2,500,000 CEO LTVR Grant Rights will be forfeited on 30 June 2029, and the remaining 7,500,000 CEO LTVR Grant Rights will be subject to re-testing over years 4 to 7 (being the period 1 July 2029 to 30 June 2033);
 - (iv) under the re-testing mechanism, the price hurdle will increase to \$1.40. If the 90-day VWAP is greater than or equal to \$1.40 at any time between 1 July 2029 and 30 June 2033) (the **Second Performance Test**), the performance hurdle will be met for the remaining 7,500,000 CEO LTVR Grant Rights; and
 - (v) if the First Performance Test was not met and the Second Performance Test is not met, the remaining 7,500,000 CEO LTVR Grant Rights will be forfeited on 30 June 2033;
- (e) the CEO LTVR Grant Rights will also be subject to the following service-based vesting conditions (subject to the good and bad leaver provisions described below):
 - (i) a 3-year cliff, requiring Mr Fung to remain an employee at the end of year 3 (being 30 June 2029) for any CEO LTVR Grant Rights to vest;
 - (ii) the CEO LTVR Grant Rights will vest over a 5-year vesting schedule, such that:

- (1) if the First Performance Test is met, 6,000,000 CEO LTVR Grant Rights will vest immediately if Mr Fung remains an employee on 30 June 2029, and the remaining 4,000,000 CEO LTVR Grant Rights will vest in two tranches of 2,000,000 CEO LTVR Grant Rights each at years 4 and 5 (being 30 June 2030 and 30 June 2031) provided that Mr Fung remains an employee at each relevant vesting date; and
 - (2) if the First Performance Test is not met, vesting of a pro rata amount of the 7,500,000 CEO LTVR Grant Rights will occur once the Second Performance Test is met (e.g. if the Second Performance Test is met during year 4, 4,500,000 CEO LTVR Grant Rights will vest on the date that the Second Performance Test is met) with the balance to vest annually at the end of the fourth and fifth years provided that Mr Fung remains an employee at each relevant vesting date,
- with the Board retaining discretion to accelerate time-based vesting in accordance with the Rights Plan, including if the Second Performance Test is met early;
- (f) the CEO LTVR Grant Rights will be subject to good and bad leaver provisions, such that:
 - (i) if Mr Fung's employment is terminated without cause or on his resignation, Mr Fung will retain those CEO LTVR Grant Rights that have met the applicable service-based vesting and performance conditions (as relevant, subject to the Board's discretion to waive such conditions); and
 - (ii) if Mr Fung's employment is terminated for cause, all CEO LTVR Grant Rights will lapse, unless the Board determines otherwise (including to allow pro-rata retention);
 - (g) on a Change of Control of the Company:
 - (i) all CEO LTVR Grant Rights will accelerate and vest in full if the effective price per share under the Change of Control transaction exceeds \$1.00 where the transaction occurs between 1 July 2026 and 30 June 2029, or exceeds \$1.40 where the transaction occurs between 1 July 2029 and 30 June 2033; or
 - (ii) all CEO LTVR Grant Rights will lapse in full if the effective price per share under the Change of Control transaction does not exceed \$1.00 where the transaction occurs between 1 July 2026 and 30 June 2029, or does not exceed \$1.40 where the transaction occurs between 1 July 2029 and 30 June 2033;
 - (h) the Board may in its discretion cancel any unvested CEO LTVR Grant Rights on the occurrence of a Malus Event (as described above in respect of Resolution 3) which has a material adverse impact on the Company, and the Board may cancel all CEO LTVR Grant 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. The Board also has the discretion to forfeit some or all unvested CEO LTVR Grant Rights in the event of non-compliance with Company's policies and charters or contemporary market practice, even where such non-compliance does not result in termination of employment;
 - (i) once the vesting conditions have been met (or waived), each CEO LTVR Grant Right will entitle Mr Fung to acquire one Share upon exercise;
 - (j) each CEO LTVR Grant Right may be exercised at any time from the date of vesting until the date they lapse;
 - (k) unless they lapse earlier in accordance with the rules of the Rights Plan, each CEO LTVR Grant Right will lapse fifteen (15) years from the date of issue;
 - (l) the Company has obtained an independent valuation for the CEO LTVR Grant Rights of \$1,010,000 (assuming an issue date of 31 March 2026) based on a Monte Carlo Simulation;

- (m) the CEO LTVR Grant Rights will otherwise be issued on the terms and conditions set out in the rules of the Rights Plan. A summary of the Rights Plan Rules is set out in Schedule 1; and
- (n) a voting exclusion statement for Resolution 4 is included in the voting exclusions.

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 LTVR Grant Rights as the exception in section 211 of the Corporations Act applies.

4.5 Board Recommendation

The Board (excluding Mr Fung) recommend that Shareholders vote in favour of Resolution 5. The Chair intends to exercise all available proxies in favour of Resolution 4.

GLOSSARY

\$ means Australian dollars.

AEST means Australian Eastern Standard Time as observed in Sydney, New South Wales.

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.

Board means the current board of directors of the Company.

CAGR means compound annual growth rate.

CEO LTVR Grant Rights means 10,000,000 Performance Rights proposed to be issued to Mr Timothy John Fung in accordance with Resolution 4.

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

Change of Control has the meaning given to it in the Rights Plan (i.e. when the Board advises participants under the Rights Plan that one or more persons acting in concert have acquired or are likely to imminently acquire “control” of the Company as defined in section 50AA of the Corporations Act).

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

Company means Airtasker Limited ACN 149 850 457.

Comparison Period means the period commencing 1 July 2026 and ending on 30 June 2029.

Constitution means the constitution of the Company.

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

Director or **Directors** 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 the Notice.

Extraordinary General Meeting or **Meeting** means the meeting convened by the Notice.

FY25 means the financial year ending 30 June 2025.

FY26 means the financial year ending 30 June 2026.

FY26 CEO LTVR Rights means \$200,000 worth of Performance Rights (being 637,075 Performance Rights) proposed to be issued to Mr Timothy John Fung in respect of his long-term incentive for FY26 in accordance with Resolution 3.

iHeartMedia means Broader Media Holdings, LLC.

Index means the ASX Small Ordinaries Index.

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.

Nomination and Remuneration Committee means the nomination and remuneration committee established by the Board.

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

Performance Rights means rights issued under the Rights Plan which, subject to the satisfaction of applicable vesting conditions, entitle the holder to acquire one Share in the Company for nil consideration on exercise.

Placement means the Tranche 1 Placement and the Tranche 2 Placement, being an issue of a total of 33,333,333 Shares if the Tranche 2 Placement under Resolution 2 of the Meeting is approved.

Proxy Form means the proxy form accompanying the Notice.

Resolution means a resolution set out in the Notice.

Rights Plan means the Airtasker Limited Rights Plan Rules which was last approved by Shareholders at the Company's annual general meeting held on 29 November 2023, a summary of which is provided at Schedule 1 of this Notice.

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

Shareholder means a registered holder of a Share.

Tranche 1 Placement means the first tranche of the Placement, comprising the issue of 31,666,667 Shares to institutional, sophisticated and professional investors on 24 November 2025.

Tranche 2 Placement means the remaining proposed issue in tranche 2 of the Placement of 1,666,666 Shares to Exto Active Pty Ltd ACN 160 188 269 as trustee for the Exto Active Unit Trust, an entity controlled by Peter Hammond, subject to approval of Resolution 2 at the Meeting.

VWAP means the volume weighted average share price of the Shares.

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).														
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.														

Your proxy voting instruction must be received by **11:00am (AEST) on Monday, 8 June 2026**, 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:

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