

2025

PROXY STATEMENT



Dear Fellow Stockholders,

2023 was the most challenging year in the history of TaskUs as we navigated competitor consolidations, client cost optimizations, and the rise of generative AI. In response, we started 2024 with one simple goal: returning to growth.

I'm happy to report that we achieved this goal. While many peers struggled, we played offense, expanding investments in sales, marketing, technology, facilities, and client service expertise. This set the stage for our return to growth in Q2. In the back half of the year, we delivered accelerating double-digit revenue growth, exiting the year with 17% year-over-year growth in Q4 and reaching \$995 million in full-year revenue—the highest in TaskUs' history.

On behalf of the entire leadership team, I want to thank our teammates, whose execution and excellence continue to drive strong client demand.

We exceeded our highest revenue expectations, but our investments in 2025 growth have impacted margins. We delivered approximately \$210 million in Adjusted EBITDA for the year, and our margins remain among the best in the industry — but we aim to do better.

In the next five years, we expect that AI will redefine BPO services, creating winners and losers. BPOs reliant on simple, commoditized, repetitive tasks face being automated into oblivion. At the same time, those delivering complex services and innovating new AI-driven revenue streams have a chance to unlock enduring, double-digit growth and margins.

At TaskUs, we intend to be an AI winner. In 2025, we are focused on four key initiatives to drive long-term growth and profitability:

Reimagining our Business for the AI Era. We are investing in services specifically designed for developers of generative AI and foundation models. To enhance our offerings, we are launching an AI consulting practice to partner with leading agentic AI companies. By automating interactions and streamlining product integration, model training, and testing, we ensure these technologies reach their full potential across diverse platforms.

By reselling, implementing, and maintaining AI tools—while supporting non-automatable processes—we're building a lasting revenue stream.

By the end of 2024, thousands of our teammates used TaskGPT-powered tools to enhance efficiency. In 2025, we're expanding these capabilities to boost internal productivity, optimize support ratios, reduce costs, and improve margins.

Focusing on the Complex. We are expanding our specialized services into AI-resistant industries and high-value services, targeting areas where we can outperform legacy providers that are slow to adopt AI solutions. We are combining innovative technology partnerships with our talented teammates to grow our most complex solutions.

Diversifying our Client Base and Industry Verticals. We are strengthening our presence in Financial Services, Healthcare, and other regulated industries while maintaining our leadership with high-growth technology brands. To support this, we're investing in sales, operations, technology, facilities, and client service talent.

Taking Share from Competitors. We see meaningful opportunities to outpace competitors by leveraging AI and operational excellence to drive efficiency. Our strategy isn't about being the cheapest—it's about being the best.

In addition to these four key initiatives, we are strengthening our impact through ESG, Workplace Excellence, and Industry Leadership Recognition.

Advancing ESG Goals: In 2024, we strengthened our ESG efforts, updating our ESG report in alignment with the Sustainability Accounting Standards Board (SASB) and the Task Force on Climate-Related Financial Disclosures (TCFD) frameworks. You can explore the progress on our Investor Relations website at <https://ir.taskus.com/environmental-social-governance-reporting>.

Supporting our communities remains a top priority. Through TUgether We Serve, we set a 10,000-hour volunteer goal for 2024—but our teammates exceeded expectations, contributing more than 26,000 hours of service to over 370 nonprofits worldwide.

Celebrating Workplace Excellence: 2024 saw TaskUs return to growth with both clients and teammates. Voluntary attrition among employees with 180+ days of tenure improved for the second consecutive year, and despite rapid expansion into new locations, our employee Net Promoter Score remained stable.

As we invest in generative AI and automation, we remain committed to enhancing the employee experience. By automating repetitive tasks, we enable our teammates to focus on complex, high-value work. These advancements also create new career paths, and we're investing in upskilling to ensure our people grow alongside AI.

Programs like The Academy and TULIP (TaskUs Leadership Interactive Program) continue to set us apart. They foster career advancement and higher-value service delivery. In 2024 alone, Academy participants earned approximately 2,400 promotions, demonstrating our commitment to growth and opportunity.

Our workplace culture continued to earn recognition. In 2024, we received multiple Comparably awards, including Best Global Culture, Best Team Human Resources, Best Company Leadership, and Best Company Career Growth. We were also certified as a Great Place to Work in the Philippines and India.

Achieving Industry Recognition: In 2024, Everest Group once again named TaskUs a Leader in Trust and Safety Services PEAK Matrix®, recognizing our hybrid AI-human approach to detecting and removing harmful content. For the first time, we were also named a Leader in Everest Group's Financial Crime and Compliance PEAK Matrix® Assessment, highlighting the strength of our solutions. With our Leader recognition in Data Annotation and Labeling Solutions for AI/ML PEAK Matrix® Assessment 2024, TaskUs is now the only company to achieve this distinction across all three specialized service categories.

In summary, I am pleased with our progress in 2024 and the momentum we've built into 2025. We believe our investments in operational excellence, innovation, and top talent are positioning TaskUs for long-term success in an AI-driven BPO landscape.

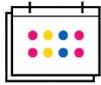
Thank you for your continued support on this journey.



A handwritten signature in black ink that reads "Bryce Maddock". The signature is stylized and cursive.

Bryce Maddock
TaskUs, Co-Founder, CEO & Chairperson

Notice of Annual Meeting of Stockholders

**Date**

May 22, 2025

**Time**

7:30 a.m. Central Time

**Virtual Location**www.virtualshareholdermeeting.com/TASK2025**To Our Stockholders:**

We are pleased to invite you to attend the 2025 Annual Meeting of Stockholders of TaskUs, Inc. (“TaskUs” or the “Company”) on Thursday, May 22, 2025 at 7:30 a.m., Central Time, online via live audio webcast by visiting www.virtualshareholdermeeting.com/TASK2025 (the “Annual Meeting”) for the following purposes:

- 01** To elect the three director nominees named in the proxy statement as Class I directors of the Company, each to serve for a three-year term and until his or her successor has been duly elected and qualified, or until his or her earlier death, resignation, removal, retirement or disqualification (Proposal 1);
- 02** To ratify the appointment of KPMG LLP as the Company’s independent registered public accounting firm for the fiscal year ending December 31, 2025 (Proposal 2); and
- 03** To transact any other business that may be properly presented at the Annual Meeting or any adjournment or postponement thereof.

The Company’s board of directors has determined to hold the Annual Meeting virtually by remote communication in the form of a webcast. We believe that this is the right choice for TaskUs as it enhances our ability to communicate with our stockholders and allows them to participate from any location at no additional cost.

Stockholders of record as of the close of business on March 24, 2025 are entitled to notice of, and, as described in this paragraph, to vote at, the Annual Meeting or any adjournment or postponement thereof. Holders of our Class A common stock are entitled to one vote for each share held of record on all matters submitted to a vote of stockholders. Holders of our Class B common stock are currently entitled to ten votes for each share held of record on all matters submitted to a vote of stockholders. Holders of our Class A common stock and Class B common stock will vote together as a single class on all matters presented to our stockholders for their vote or approval, except as otherwise required by applicable law.

As permitted by the United States Securities and Exchange Commission (the “SEC”), we are providing access to our proxy materials online under the SEC’s “notice and access” rules. As a result, unless you previously requested electronic or paper delivery on an ongoing basis, we are mailing to our stockholders a Notice of Internet Availability of Proxy Materials (the “Notice”) instead of a paper copy of the proxy statement, our Annual Report on Form 10-K for the fiscal year ended December 31, 2024 (the “Annual Report”) and a form of proxy card or voting instruction card (together with the Annual Report, the “proxy materials”). The Notice contains instructions on how to access the proxy materials online. The Notice also contains instructions on how stockholders can receive a paper copy of our proxy materials. If you elect to receive a paper copy, our proxy materials will be mailed to you. This approach to our distribution process is more resource- and cost-efficient. The Notice will first be mailed, and the proxy materials are first being made available, to our stockholders on or about April 8, 2025.

All stockholders are cordially invited to attend our Annual Meeting, conducted virtually via live audio webcast at www.virtualshareholdermeeting.com/TASK2025. Stockholders will be able to attend the Annual Meeting online, submit questions and vote their shares electronically during the Annual Meeting by visiting www.virtualshareholdermeeting.com/TASK2025 and clicking the appropriate link from the Annual Meeting platform.

To attend the Annual Meeting, vote or submit questions during the Annual Meeting, stockholders of record will be required to visit the meeting website listed above and log in using their 16-digit control number included on their proxy card or Notice. If your shares are held in street name and your Notice or voting instruction form indicates that you may vote those shares through the <http://www.proxyvote.com> website, then you may access, participate in, and vote at the Annual Meeting with the 16-digit access code indicated on that voting instruction form or Notice. Otherwise, stockholders who hold their shares in street name should contact their bank, broker or other nominee (preferably at least five days before the Annual Meeting) and obtain a "legal proxy" in order to be able to attend, participate in or vote at the Annual Meeting. When accessing our Annual Meeting, please allow ample time for online check-in, which will begin at approximately 7:15 a.m. Central Time on Thursday, May 22, 2025. On the day of the Annual Meeting, if you encounter any difficulties accessing the virtual meeting during the check-in or meeting time, please call the technical support number that will be posted on the Virtual Stockholder Meeting login page for assistance.

Your vote is important. Regardless of whether you participate in the Annual Meeting, we hope you vote as soon as possible. You may vote online or by phone, or, if you received paper copies of the proxy materials by mail, you may also vote by mail by following the instructions on the proxy card or voting instruction card. Voting online or by phone, written proxy or voting instruction card ensures your representation at the Annual Meeting regardless of whether you attend our virtual Annual Meeting online.

By Order of the Board of Directors,



Claudia Franco Walsh

General Counsel & Corporate Secretary
New Braunfels, Texas
April 8, 2025

IMPORTANT NOTICE REGARDING THE AVAILABILITY OF PROXY MATERIALS FOR THE ANNUAL MEETING OF STOCKHOLDERS TO BE HELD ON MAY 22, 2025

The notice, the proxy statement and the Company's Annual Report are available at www.virtualshareholdermeeting.com/TASK2025

Forward-Looking Statements and Website Reference

This proxy statement includes forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended (the "Securities Act"), and Section 21E of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), concerning expectations, beliefs, plans, objectives, goals, strategies, future events or performance and underlying assumptions and other statements that are other than statements of historical fact, including statements regarding our business, environmental and other sustainability plans and goals. Although we believe that the expectations and assumptions reflected in these statements are reasonable, there can be no assurance that these expectations will prove to be correct. Forward-looking statements are subject to many risks and uncertainties, including, without limitation, the risk factors that we identify in our Annual Report and other SEC filings, and actual results may differ materially from the results discussed in such forward-looking statements. We undertake no duty to update publicly any forward-looking statement that we may make, whether as a result of new information, future events or otherwise, except as may be required by applicable law, regulation or other competent legal authority.

Website references throughout this proxy statement are provided for convenience only, and the content on the referenced websites is not incorporated by reference into this proxy statement.

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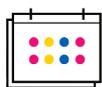
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Proxy Summary

This summary highlights certain information in this proxy statement. As it is only a summary, please review the complete proxy statement and 2024 annual report before you vote.

Proxy Voting Roadmap

Meeting Information:



Date

May 22, 2025



Time

7:30 a.m. Central Time



Virtual Location

www.virtualshareholdermeeting.com/TASK2025

Ways to Vote:



Vote By Internet

www.proxyvote.com



Vote By Phone

1-800-690-6903
Follow instructions shown on proxy card



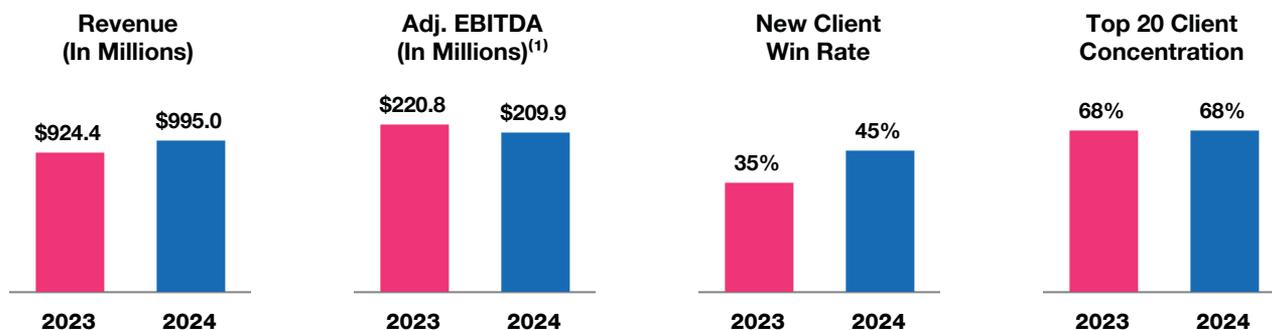
Vote By Mail

If you received paper materials, mail to:
Vote Processing,
c/o Broadridge,
51 Mercedes Way,
Edgewood, NY 11717

Voting Recommendations:

Proposal		Board Recommendation	Page
01	To elect the three director nominees named in the proxy statement as Class I directors of the Company, each to serve for a three-year term and until his or her successor has been duly elected and qualified, or until his or her earlier death, resignation, removal, retirement or disqualification (Proposal 1); and	FOR all nominees	22
02	To ratify the appointment of KPMG LLP as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2025 (Proposal 2).	FOR	36

2024 Financial Performance and Other Highlights



(1) Adjusted EBITDA is a non-GAAP measure. Please see "Glossary of Non-GAAP Financial Measures and Non-GAAP Reconciliations" at the end of this proxy statement.

Directors and Director Nominees

Name and Principal Position	Age ⁽¹⁾	Class	Director Since	Current Term Expires	Committee Membership			Independent
					Audit	Compensation	Nominating and ESG	
 Bryce Maddock Director Nominee CEO, Co-Founder and Chairperson, TaskUs	38	I	2018	2025				N
 Jacqueline Reses Director Nominee Chair and CEO, Lead Bank	55	I	2019	2025		C		Y
 Kelly Tuminelli* Director Nominee CFO, TriNet	56	I	2021	2025	C			Y
 Amit Dixit Senior Managing Director, Blackstone	52	II	2018	2026		●	●	Y
 Michelle Gonzalez Corporate Vice President, M12 (Microsoft)	48	II	2022	2026	●	●		Y
 Jill Greenthal** Former Senior Managing Director, Blackstone	68	III	2022	2027	●		C	Y
 Susir Kumar Chair, VFS Global	59	III	2019	2027			●	Y
 Mukesh Mehta Senior Managing Director, Blackstone	44	III	2018	2027		●		Y
 Jaspar Weir President and Co-Founder, TaskUs	39	II	2018	2026				N

● Committee Member C Committee Chairperson * Audit Committee Financial Expert ■ Director Nominee ◆ Lead Independent Director

(1) As of the record date, March 24, 2025.

Board Governance Highlights

44%

Female Directors

100%

Board Committees
Chaired by Women

44%

Racially / Ethnically
Diverse Directors

51

Average Director Age

Corporate Governance and Board Matters

Status as a Controlled Company

As of March 1, 2025, certain investment funds associated with Blackstone Inc. (“Blackstone” or our “Sponsor”) and Bryce Maddock and Jaspar Weir (our “Co-Founders” and each a “Co-Founder”) beneficially own, in the aggregate, approximately 97.5% of the combined voting power of our Class A common stock and Class B common stock. Our Class A common stock has one vote per share and our Class B common stock has ten votes per share. Because of this ten-to-one voting ratio between our Class B and Class A common stock, the holders of our Class B common stock collectively will continue to control a majority of the combined voting power of our common stock and therefore, be able to control all matters submitted to our stockholders for approval so long as the shares of Class B common stock represent at least 9.1% of all outstanding shares of our Class A and Class B common stock. Each share of our Class B common stock may be convertible into one share of our Class A common stock at any time and will convert automatically upon certain transfers and upon the earlier of (1) June 10, 2028 and (2) with respect to Blackstone, the first date on which the aggregate number of outstanding shares of our Class B common stock held by Blackstone ceases to represent at least 5.0% of the aggregate number of our outstanding shares of common stock and with respect to each Co-Founder, the first date on which the aggregate number of shares of our Class B common stock held by such Co-Founder ceases to represent at least 5.0% of the aggregate number of our outstanding shares of common stock.

As a result, we are a “controlled company” within the meaning of the Nasdaq corporate governance standards. Under these corporate governance standards, a company of which more than 50% of the voting power is held by an individual, group or another company is a “controlled company” and may elect not to comply with certain corporate governance standards. As a “controlled company,” although independent directors comprise the majority of our board of directors, we qualify for, and may elect to rely on, exemptions from certain corporate governance requirements, including the requirements (1) that a majority of our board of directors consist of independent directors, (2) that our board of directors have a compensation committee that is comprised entirely of independent directors and (3) that our director nominations be made, or recommended to our full board of directors, by our independent directors or by a nominations committee that is comprised entirely of independent directors. In the event that we cease to be a “controlled company” and our Class A common stock continues to be listed on Nasdaq, we will be required to comply with these provisions within the applicable transition periods.

Composition of our Board of Directors

Our business and affairs are managed under the direction of our board of directors. Our second amended and restated certificate of incorporation (as amended, “certificate of incorporation”) provides that the size of our board of directors may be set from time to time by our then current board of directors. Our board of directors currently consists of nine members.

Our certificate of incorporation and third amended and restated bylaws (“bylaws”) classify our board of directors into three classes of directors, serving staggered three-year terms of office. Our board of directors has the exclusive power to fix the number of directors in each class which shall consist, as nearly as possible, of one-third of the total number of directors. Bryce Maddock, Jacqueline Reses and Kelly Tuminelli are Class I directors with current terms expiring at this Annual Meeting. If reelected at this Annual Meeting, they will be elected to new three-year terms expiring in 2028. Amit Dixit, Michelle Gonzalez and Jaspar Weir are Class II directors with current terms expiring at our 2026 Annual Meeting of Stockholders and, if reelected at our 2026 Annual Meeting of Stockholders, will be elected to new three-year terms expiring in 2029. Jill Greenthal, Susir Kumar and Mukesh Mehta are Class III directors with current terms expiring at our 2027 Annual Meeting of Stockholders and, if reelected at our 2027 Annual Meeting of Stockholders, will be elected to new three-year terms expiring in 2030.

In connection with our initial public offering (“IPO”), we entered into a Stockholders Agreement with our Sponsor, Bryce Maddock, Jaspar Weir, and certain entities affiliated with Bryce Maddock and Jaspar Weir (each of Bryce Maddock and his affiliated entities and Jaspar Weir and his affiliated entities referred to separately as a “Founder Group”) (the “Stockholders Agreement”), whereby, among other things, the parties agreed to certain matters relating to the Company’s corporate governance. The Stockholders Agreement provides that (1) each Founder Group has the right to designate one nominee for election to our board of directors so long as each such Founder Group owns at least 5% of the total voting power of our common stock and (2) otherwise, the Founder Groups together have the right to designate one nominee for election to our board of directors so long as both Founder Groups in the aggregate own at least 5% of the total voting power of our

common stock. Additionally, our Sponsor has the right to designate for election to the board of directors the following number of directors that is the lowest whole number that is greater than the percentage of total directors indicated in the right hand column of the table below, for so long as the shares beneficially owned by our Sponsor are equal to or greater than the percentage indicated in the left hand column of the table below:

Ownership Percentage	Director Designees
50%	50%
40% or greater, up to but not including 50%	40%
30% or greater, up to but not including 40%	30%
20% or greater, up to but not including 30%	20%
5% or greater, up to but not including 20%	10% (but at least one director)

For so long as the Stockholders Agreement remains in effect, directors designated by our Sponsor may only be removed with the consent of our Sponsor and directors designated by the Founder Groups may be removed only with the consent of our Co-Founders. In the case of a vacancy on our board created by the removal or resignation of such a director, the Stockholders Agreement requires us to nominate an individual designated by our Sponsor or our Co-Founders, respectively, for election to fill the vacancy. Amit Dixit and Mukesh Mehta were each designated by the Sponsor pursuant to the Stockholders Agreement.

Board Qualifications and Diversity

The Nominating and Environmental, Social and Governance ("ESG") Committee periodically reviews and recommends to our board, the skills, experience, characteristics and other criteria for identifying and evaluating directors. Our board expects directors to be open and forthright, to develop a deep understanding of the Company's business, and to exercise sound judgment and courage in fulfilling their oversight responsibilities. Directors should embrace the Company's values and culture and should possess the highest levels of integrity.

The Nominating and ESG Committee may consider (1) minimum individual qualifications, including strength of character, mature judgment, familiarity with the Company's business and industry, independence of thought and an ability to work collegially with the other members of the board of directors and (2) all other factors it considers appropriate, which may include age, diversity of background, existing commitments to other businesses, potential conflicts of interest with other pursuits, legal considerations such as antitrust issues, corporate governance background, various and relevant career experience, relevant technical skills, relevant business or government acumen, financial and accounting background, technology, cybersecurity and data privacy background, compliance background, executive compensation background and the size, composition and combined expertise of the existing board. The board monitors the mix of specific experience, qualifications and skills of its directors in order to assure that the board, as a whole, has the appropriate qualifications and composition to perform its oversight function effectively in light of the Company's business and structure.

The Nominating and ESG Committee reviews the qualifications of director candidates and incumbent directors in light of the criteria approved by our board and recommends the Company's candidates to our board for election by the Company's stockholders at the applicable annual meeting. The board also periodically assesses the qualifications and characteristics of our directors, as well as the mix of experience, qualifications and skills needed to meet the Company's current and future business needs, including racial and ethnic diversity and the board's effectiveness in its consideration of diversity. We believe our board is well positioned to provide effective oversight and strategic advice to our management.

The following table sets forth information with respect to our directors as of the record date:

Director Skills and Demographic Matrix

	Amit Dixit	Jill Greenthal	Michelle Gonzalez	Susir Kumar	Bryce Maddock	Mukesh Mehta	Jacqueline Reses	Kelly Tuminelli	Jaspar Weir
Skills									
Senior Leadership Experience	●			●	●		●	●	●
Public Company Board Experience	●	●		●			●		
Global Business Experience	●	●	●	●	●	●	●	●	●
Industry Expertise				●	●				●
Finance, Accounting and Risk Management	●	●	●			●	●	●	
Information Technology, Artificial Intelligence and Cybersecurity			●	●			●	●	
Business Development, M&A and Growth	●	●	●	●	●	●	●	●	●
Identity									
Asian	●			●		●			
Hispanic or Latinx			●						
White		●			●		●	●	●
Gender Identity	Male	Female	Female	Male	Male	Male	Female	Female	Male

Skills Definitions

Skill	Definition
● Senior Leadership Experience	Experience as an executive member of corporate management at a large organization.
● Public Company Board Experience	Experience serving on the board(s) of other public companies.
● Global Business Experience	Experience working in global markets or with multinational companies, and demonstrates an understanding of the complexity and nuances of international environments.
● Industry Expertise	Professional experience in areas relating to our existing or anticipated business operations.
● Finance, Accounting and Risk Management	Significant expertise in corporate finance, financial accounting, financial reporting, or enterprise risk management.
● Information Technology, Artificial Intelligence and Cybersecurity	Experience in technology-related business, technological functions or experience implementing innovative technological business strategies, including Artificial Intelligence, as well as an understanding of emerging technology trends, information security matters or significant expertise in oversight of information security matters.
● Business Development, M&A and Growth	Experience implementing and scaling organic and inorganic growth strategies, increasing revenue, building strategic partnerships to promote growth, identifying acquisition and business combination targets and analyzing cultural and strategic fit.



Bryce Maddock

Age: 38

Director Since: 2018

Chairperson Since: 2023

> **Background:**

Bryce Maddock co-founded TaskUs with Jaspar Weir in 2008. He has served as our Chief Executive Officer since 2008, as a member and acting chairperson of our board of directors since October 2018 and as chairperson of our board of directors since March 2023. In his role as Chief Executive Officer, Mr. Maddock leads our global operations.

Key Qualifications and Skills:

Mr. Maddock received a Bachelor's degree from New York University. We believe Mr. Maddock is qualified to serve on our board based on his executive leadership experience, global operations experience, and deep understanding of the industry, our business and our workforce.

Other Current Public Board Directorships:

- None

Previous Public Board Directorships (Past Five Years):

- None



Jaspar Weir

Age: 39

Director Since: 2018

> **Background:**

Jaspar Weir co-founded TaskUs with Bryce Maddock in 2008. He has served as our President since 2008 and as a member of our board of directors since October 2018. In his role as President, Mr. Weir is focused on leading our transformational growth and corporate development.

Key Qualifications and Skills:

Mr. Weir received a Bachelor's degree from the University of Southern California. We believe that Mr. Weir is qualified to serve on our board based on his executive leadership experience, global operations experience, and deep understanding of the industry, our business and our workforce.

Other Current Public Board Directorships:

- None

Previous Public Board Directorships (Past Five Years):

- None

>



Amit Dixit

Age: 52

Director Since: 2018

Committees: Member, Compensation Committee; Member, Nominating and ESG Committee

> **Background:**

Amit Dixit has served as a member of our board of directors since October 2018. Mr. Dixit is a Senior Managing Director and the Head of Asia Private Equity of our Sponsor, Blackstone, a leading global investment business investing in capital on behalf of pension funds, large institutions, and individuals. Since joining Blackstone in 2007, Mr. Dixit has been involved in various investments and investment opportunities in India and South Asia. Prior to that, he held the position of Principal at Warburg Pincus, a private equity firm.

Key Qualifications and Skills:

Mr. Dixit holds a Bachelor's degree from the Indian Institute of Technology (Mumbai), a Master's degree from Stanford University and an M.B.A. from Harvard Business School. We believe that Mr. Dixit is qualified to serve on our board due to his global mindset, experience working in emerging markets, executive management experience, and business development acumen.

Other Current Public Board Directorships:

- Mphasis Limited
- Sona BLW Precision Forgings Limited
- EPL Limited

Previous Public Board Directorships (Past Five Years):

- Jagran Prakashan Limited
- S H Kelkar and Company Limited

>



Michelle Gonzalez

Age: 48

Director Since: 2022

Committees: Member, Audit Committee; Member, Compensation Committee

> **Background:**

Michelle Gonzalez has served as a member of our board of directors since April 2022. Ms. Gonzalez is Corporate Vice President and Global Head of M12, Microsoft's venture capital fund with over 100 active private technology companies in its portfolio, a position she has held since 2021. At M12, Ms. Gonzalez leads a team of senior venture capital investors and operating professionals and is responsible for the overall fund strategy, investment decisions and portfolio management. Prior to joining Microsoft and M12 in 2019, Ms. Gonzalez was the Managing Partner for Area 120, Google's internal incubator, where she led a transformation of the organization to align the strategy and investment criteria to key thematic areas within and adjacent to Google's core businesses. Prior to joining Google, Ms. Gonzalez was an entrepreneur-in-residence and investor at Comcast Ventures and was previously a Partner at IBM Ventures and a senior product and business leader at Apple. Ms. Gonzalez currently serves on the board of directors of Databook and Spyclooud.

Key Qualifications and Skills:

Ms. Gonzalez holds a Bachelor's degree from the University of Oklahoma and a J.D. from Yale Law School. We believe Ms. Gonzalez is qualified to serve on our board of directors based on her strategic and operational experience as an executive officer and her extensive experience working with the management teams of, and investing in, a number of privately and publicly held companies.

Other Current Public Board Directorships:

- None

Previous Public Board Directorships (Past Five Years):

- None



Jill Greenthal

Age: 68

Director Since: 2022

Lead Independent Director Since: 2023

Committees: Chair, Nominating and ESG Committee; Member, Audit Committee

> **Background:**

Jill Greenthal has served as a member of our board of directors since April 2022 and as lead independent director since March 2023. Ms. Greenthal was a Senior Managing Director and a Senior Advisor at Blackstone, our Sponsor, from 2007 until March 2022. Ms. Greenthal brings more than 30 years of financial and investment banking experience in M&A, Corporate Finance and highly structured transactions. Before joining Blackstone in 2003, Mr. Greenthal previously served as a Managing Director and held management positions at Credit Suisse, Donaldson Lufkin and Jenrette, and Lehman Brothers. Ms. Greenthal is a seasoned public company board member and also a trustee of the Dana-Farber Cancer Institute and BRIDGE Over Troubled Waters, an Advisor to the Museum of Fine Arts in Boston and an Honorary Trustee of the James Beard Foundation.

Key Qualifications and Skills:

Ms. Greenthal holds a Bachelor's degree from Simmons University and an M.B.A. from Harvard Business School. We believe Ms. Greenthal is qualified to serve on our board based on her extensive public company board experience, executive management experience, understanding of emerging markets and M&A, and qualifications as an audit committee financial expert.

Other Current Public Board Directorships:

- Cars.com

Previous Public Board Directorships (Past Five Years):

- Akamai Technologies
- Houghton Mifflin Harcourt
- Flex, Ltd.



Susir Kumar

Age: 59

Director Since: 2019

Committees: Member, Nominating and ESG Committee

> **Background:**

Susir Kumar has served as a member of our board of directors since July 2019. Mr. Kumar founded Ingroup Consulting Services LLP, a transformation consulting firm, in May 2019 and served as its Managing Partner until January 2023. Prior to that, Mr. Kumar served as Chief Executive Officer of Intelenet Global Services, a Business Process Management company, from 2000 to 2015 and as its Chairman from September 2015 through September 2018. Prior to his service in Intelenet Global Services, Mr. Kumar held a senior leadership position in HDFC Bank (formerly known as HDFC Ltd.), India's largest mortgage firm. He is currently the Chair of VFS Global and a board member of Sportz Village (formerly known as KOOH Sports).

Key Qualifications and Skills:

Mr. Kumar holds a Bachelor's degree from Mangalore University and a Master's degree from Mumbai University and is a member of the Institute of Company Secretaries of India. We believe that Mr. Kumar is qualified to serve on our board based on his extensive experience in the business process management industry, managing international workforce employees and his executive leadership experience.

Other Current Public Board Directorships:

- None

Previous Public Board Directorships (Past Five Years):

- None

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Mukesh Mehta

Age: 44

Director Since: 2018

Committees: Member, Compensation Committee

> **Background:**

Mukesh Mehta has served as a member of our board of directors since October 2018. Mr. Mehta serves as a Senior Managing Director in the Private Equity Group of our Sponsor, Blackstone. Prior to joining Blackstone in August 2016, Mr. Mehta was a Vice President in the Private Equity division of The Carlyle Group, a private equity firm, from May 2006 to July 2016. Prior to Carlyle, Mr. Mehta worked in the Investment Banking Division at Citigroup from January 2004 to May 2006 and in the Assurance and Business Advisory Group at PricewaterhouseCoopers LLP. He is currently a board member of VFS Global, Aadhar Housing Finance Limited, Piramal Glass Ltd, International Gemological Institute (IGI) and rSystems.

Key Qualifications and Skills:

Mr. Mehta earned his Bachelor's degree from the University of Mumbai, is a chartered accountant in India and holds a Master's degree from Mumbai University. We believe Mr. Mehta is qualified to serve on our board based on his executive leadership experience, global mindset, and deep understanding of capital markets and business development.

Other Current Public Board Directorships:

- None

Previous Public Board Directorships (Past Five Years):

- None

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Jacqueline Reses

Age: 55

Director Since: 2019

Committees: Chair, Compensation Committee

> **Background:**

Jacqueline Reses has served as a member of our board of directors since July 2019. Ms. Reses is the Chair and CEO of Lead Bank, a fintech infrastructure company, a position she has held since 2021. Lead Bank was acquired in 2022 by Luna Parent, Inc. of which Ms. Reses was a co-founder and served as CEO. Ms. Reses previously served as Executive Chairman of Square Financial Services LLC and Capital Lead at Block, Inc. (formerly known as Square, Inc.), a publicly traded financial services company that provides payments, point of sale, and cashflow management services to small businesses and consumers, from October 2015 until October 2020. From February 2016 to July 2018, Ms. Reses also served as People Lead for Block, Inc. From September 2012 to October 2015, Ms. Reses served as Chief Development Officer of Yahoo! Inc. Prior to her time at Yahoo, Ms. Reses led the U.S. media group as a Partner at Apax Partners Worldwide LLP, a global private equity firm, which she joined in 2001.

Key Qualifications and Skills:

Ms. Reses holds a Bachelor's degree with honors from the Wharton School of the University of Pennsylvania. We believe Ms. Reses is qualified to serve on our board based on her extensive public company board experience, executive management experience, understanding of global business operations and human resources, and business development experience.

Other Current Public Board Directorships:

- Affirm Holdings, Inc.
- Nu Holdings Ltd.

Previous Public Board Directorships (Past Five Years)::

- Endeavor Group Holdings, Inc.
- Context Logic
- Pershing Square Tontine Holdings
- Social Capital Hedosophia Holdings Corp.

>



Kelly Tuminelli

Age: 56

Director Since: 2021

Committees: Chair, Audit Committee

> **Background:**

Kelly Tuminelli has served as a member of our board of directors since September 2021 and has served as our Audit Committee Chair since December 2021. Ms. Tuminelli is the Executive Vice President and Chief Financial Officer of TriNet, a cloud-based professional employer organization providing HR solutions to businesses. Ms. Tuminelli joined TriNet in September 2020 as Executive Vice President of Finance and was appointed as Chief Financial Officer in October 2020. Ms. Tuminelli leads the finance and insurance services organizations at TriNet and is the executive sponsor of its Women@Work colleague resource group. Ms. Tuminelli is a seasoned financial executive bringing more than 30 years of financial services experience in the insurance, investment and consulting industries. Prior to joining TriNet, she served as the Executive Vice President and Chief Financial Officer at Genworth, an insurance company. In addition to her more than 15 years at Genworth in roles of increasing responsibility, Ms. Tuminelli previously held leadership roles at GE Capital and PricewaterhouseCoopers LLP. Ms. Tuminelli is a Certified Public Accountant and a Chartered Global Management Accountant. Ms. Tuminelli has served on the Board of MENTOR-Virginia, and is the past Chair for AMP! Metro Richmond, a Richmond-based middle school mentoring program. She also previously served as Chair of the American Heart Association's Richmond-area Go Red for Women campaign.

Key Qualifications and Skills:

Ms. Tuminelli earned a Bachelor's degree from the University of Washington, Seattle. We believe Ms. Tuminelli is qualified to serve on our board based on her extensive finance and accounting expertise, her executive management experience, and her qualifications as an audit committee financial expert.

Other Current Public Board Directorships:

- None

Previous Public Board Directorships (Past Five Years):

- None

Director Independence

Our board and the Nominating and ESG Committee have conducted their annual review of the independence of each director under the applicable Nasdaq and SEC independence standards. Based upon the Nominating and ESG Committee's recommendation and our board's own review and assessment, our board has affirmatively determined in its business judgment that Amit Dixit, Michelle Gonzalez, Jill Greenthal, Susir Kumar, Mukesh Mehta, Jacqueline Reses and Kelly Tuminelli, representing seven of our nine directors, are "Independent Directors" as defined under the Nasdaq rules.

In connection with making its independence determinations, our board and the Nominating and ESG Committee considered that Mr. Dixit serves as Senior Managing Director and the Head of Asia Private Equity of the Sponsor and Mr. Mehta serves as Senior Managing Director in the Private Equity Group of the Sponsor. The board, upon the recommendation of the Nominating and ESG Committee, determined that each of these relationships would not interfere with the applicable director's exercise of independent judgment in carrying out his responsibilities as a director, and that Messrs. Dixit and Mehta each qualify as independent under the Nasdaq rules.

Board Leadership Structure and Role of Lead Independent Director

Our board annually reviews its leadership structure to evaluate whether the structure remains appropriate for the Company. Our board believes that presently it is in the best interests of the Company for a single person to serve as both chairperson and Chief Executive Officer ("CEO"). Our board believes that our existing board leadership structure with Mr. Maddock serving as both chairperson of our board of directors and our CEO provides the most effective and efficient leadership for the Company and allows us to benefit from his in-depth knowledge of our business, talent and leadership in formulating and implementing the strategic transformation of the business, and his comprehensive understanding of the current market environment. Mr. Maddock served as acting chairperson from 2018 until March 2023 and, upon the recommendation of the Nominating and ESG Committee, our board formally appointed him as chairperson in March 2023.

Pursuant to our Corporate Governance Guidelines, whenever the chairperson of the board is also the CEO, the Nominating and ESG Committee may recommend to the board as necessary and appropriate an individual to serve as lead independent director of the board. Jill Greenthal has served as lead independent director since March 2023. Our lead independent director helps ensure board oversight and sound corporate governance and functions as a liaison with the chairperson. The Corporate Governance Guidelines outline the lead independent director's responsibilities and authorities, which include the following:

- presiding at meetings of the board at which the chairperson is not present, including executive sessions of the independent directors;
- approving information sent to the board and the schedule for board meetings;
- collaborating with the chairperson to develop meeting agendas for board meetings;
- facilitating the board's approval of the number and frequency of board meetings;
- serving as principal liaison on board-wide issues between the independent directors and the full board and between the full board and the chairperson;
- being available for consultation and communication with major stockholders upon request;
- authorizing the retention of outside advisors and consultants who report directly to the board on board-wide issues; and
- other functions at the request of the board.

Board and Committee Self-Assessments

In 2024, the board conducted a formal, multi-layer assessment that consisted of a detailed questionnaire completed by each director on a randomized and anonymized basis to assess the performance of the board and its committees and identify opportunities for enhancement. As lead independent director, Ms. Greenthal also conducted one-on-one discussions with each board member to solicit additional feedback and provide an opportunity for more detailed discussion regarding the board's composition and performance. Each committee conducted a similar assessment of its composition and performance. The committees' results were discussed within each committee and shared with the board, and the board results were discussed by the board, and based on the feedback and discussion, management proposed action plans to address potential enhancements.

Director Attendance at Annual Meetings

Directors are expected to attend the Annual Meeting absent unusual circumstances. All director nominees and directors at the time attended our 2024 Annual Meeting.

Board Meetings

During fiscal year 2024, the board met five times. Each of our incumbent directors, with the exception of Mr. Dixit, attended at least 75% of the board meetings and the respective committees of which he or she was a member during the such period when such incumbent director was a director during the fiscal year ended December 31, 2024. Although Mr. Dixit attended less than 75% of such meetings, he is highly familiar with the topics discussed at such meetings by virtue of his position as Senior Managing Director and the Head of Asia Private Equity of our Sponsor, Blackstone, and his intensive involvement with the activities of our management team. Additionally, Mr. Dixit engaged in substantial interactions with other members of our board and management team in advance of certain meetings he was unable to attend in order to ensure that his perspectives could be considered.

Executive Sessions

In order to promote free and open discussion and communication among the independent directors, our Corporate Governance Guidelines require the independent directors to meet in executive session with no members of management present at least twice a year and at such other times as they deem appropriate. The lead independent director, or a director designated by the independent directors, as applicable, presides at the executive sessions. Each board and committee meeting agenda includes adequate time for an executive session of the independent directors.

Committees of the Board of Directors

Our board has an Audit Committee, a Compensation Committee and a Nominating and ESG Committee. These committees are each described below. Each of our board's committees acts under a written charter, which was adopted and approved by our board of directors. Copies of the committees' charters are available on our website at <https://ir.taskus.com/corporate-governance/documents-charters>.

Committees Meetings

Committee	Number of Meetings in Fiscal Year 2024
Audit Committee	8
Compensation Committee	5
Nominating and ESG Committee	4

> **Audit Committee**

Committee Members:

Ms. Tuminelli (Chair)
Ms. Gonzalez
Ms. Greenthal

Independence:

Each member of the Audit Committee qualifies as an “Independent Director” for purposes of the SEC and Nasdaq independence rules that are applicable to audit committee members.

Financial Literacy and Expertise:

Each of Ms. Tuminelli and Ms. Greenthal qualifies as an “audit committee financial expert” as defined by the SEC, and all committee members qualify as “financially literate” as defined by Nasdaq.

> **Primary Responsibilities**

Our Audit Committee, among other things, has responsibility for:

- the appointment, compensation, retention, oversight and, when necessary, termination of any independent registered public accounting firm engaged for the purpose of preparing or issuing an audit report or performing other audit, review or attest services for the Company (including the resolution of disagreements between management and such firm regarding financial reporting);
 - pre-approval of all auditing and non-auditing services (other than “prohibited non-audit services”) to be provided to the Company by its independent registered public accounting firm;
 - reviewing and discussing with management and the independent registered public accounting firm any major issues arising as to the adequacy and effectiveness of the Company’s internal controls, any actions taken in light of material control deficiencies and the adequacy of disclosures about changes in internal control over financial reporting;
 - discussing with management and the independent registered public accounting firm the Company’s guidelines and policies with respect to our risk assessment and risk management;
 - overseeing the Company’s internal audit function;
 - reviewing and discussing the Company’s IT security controls and evaluating the adequacy of the Company’s IT security program, compliance and controls with the Chief Information Officer; and
 - establishing procedures for (i) the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls, or auditing matters; and (ii) the confidential, anonymous submission by employees of the Company of concerns regarding questionable accounting or auditing matters.
-

> Compensation Committee

Committee Members:

Ms. Reses (Chair)
Mr. Dixit
Ms. Gonzalez
Mr. Mehta

Independence:

Each member of the Compensation Committee qualifies as an "Independent Director" for purposes of the SEC and Nasdaq independence rules that are applicable to compensation committee members.

> Primary Responsibilities

Our Compensation Committee, among other things, has responsibility for:

- establishing, reviewing and approving the overall compensation philosophy of the Company;
- reviewing and approving the corporate goals and objectives relevant to the CEO and other executive officer compensation;
- evaluating the performance of the CEO and the other executive officers considering such goals and objectives and, either approving, or recommending to the board, the annual salary, bonus, and long-term incentives, of the CEO and the other executive officers;
- reviewing, approving and overseeing our equity plans;
- reviewing and recommending to the board the form and amount of director compensation, and making recommendations regarding director's and officer's indemnification and insurance matters;
- overseeing and approving the management continuity planning process: and
- appointing and overseeing any compensation consultant.

> Nominating and ESG Committee

Committee Members:

Ms. Greenthal (Chair)
Mr. Dixit
Mr. Kumar

Independence:

Each member of the Nominating & ESG Committee qualifies as an "Independent Director" for purposes of Nasdaq independence rules that are applicable to directors with responsibility for nominations.

> Primary Responsibilities

Our Nominating and ESG Committee, among other things, has responsibility for:

- identifying individuals qualified to become members of our board of directors, consistent with criteria approved by our board of directors;
- developing and recommending to our board of directors a set of corporate governance guidelines and principles applicable to the Company and assisting the board in complying with them;
- overseeing the evaluation of the board and management;
- recommending members of the board to serve on committees of the board and evaluating the functions and performance of such committees;
- overseeing the environmental and corporate social responsibility matters as they pertain to the Company's business and strategy and identifying and reporting to the board on current and emerging environmental and social trends and issues that may affect the Company's business operations, performance and reputation; and
- otherwise taking a leadership role in shaping corporate governance and overseeing the strategy of the Company as it relates to environmental and social matters.

Procedures for Recommending Individuals to Serve as Directors

The Nominating and ESG Committee also considers director candidates recommended by our stockholders. Any stockholder who wishes to propose director nominees for consideration by our Nominating and ESG Committee, but does not wish to present such proposal at an annual meeting of stockholders, may do so at any time by sending each proposed nominee's name and a description of his or her qualifications for board membership to the chair of the Nominating and ESG Committee by sending an email to IR@taskus.com or in writing, c/o our General Counsel and Corporate Secretary, TaskUs, Inc., 1650 Independence Drive, Suite 100, New Braunfels, Texas 78132. The recommendation should contain all of the information regarding the nominee required under the "advance notice" provisions of our bylaws (which can be provided free of charge upon request by writing to our General Counsel and Corporate Secretary at the address listed above). The Nominating and ESG Committee evaluates director candidates submitted by stockholders in the same manner in which it evaluates other director nominees. Any stockholder who wishes to propose director nominees for consideration by our Nominating and ESG Committee and to present such proposal at an annual meeting of stockholders should follow the procedures outlined under "Submission of Stockholder Proposals for the 2026 Annual Meeting."

The Nominating and ESG Committee occasionally utilizes independent search firms to help identify potential board candidates.

Risk Oversight

Our board believes that effective risk management and control processes are critical to the Company's safety and soundness, our ability to predict and manage the challenges that we may face and, ultimately, our long-term corporate success.

In general, management is responsible for the day-to-day oversight and management of strategic, operational, legal, compliance, cybersecurity and financial risks, while our board, as a whole and through its committees, is responsible for the oversight of our risk management framework. Consistent with this approach, management reviews both the framework and certain specific risks with our board and the Audit Committee at regular board and Audit Committee meetings as part of management presentations that focus on particular business functions, operations, or strategies, and presents steps taken by management to eliminate or mitigate such risks. While our board is ultimately responsible for the risk oversight of our Company, the Audit Committee has primary responsibility for management and mitigation of the risks facing our Company, including major financial, operational, cybersecurity and control risks, and oversight of the measures initiated by management to monitor and control such risks. Moreover, as we continue to incorporate artificial intelligence (AI) into our business activities and our service offerings, our board, and the Audit Committee in particular, is vigilantly monitoring the pace of AI utilization to balance the necessity and benefits of such technology against potential adverse consequences. The Audit Committee also oversees the Company's internal audit function, which is a global function that regularly reports directly to the Audit Committee. Internal Audit provides independent assurance to the Audit Committee on the quality and effectiveness of the Company's governance, control and risk management process through a systematic, audit-based approach which includes preparing and issuing the internal audit plan and following up on findings and recommendations as appropriate, and monitoring significant risk exposures and control issues.

The Audit Committee also monitors compliance with legal and regulatory requirements, considers and approves or disapproves any related person transactions, and reviews guidelines and policies governing the process by which management assesses and manages the Company's exposure to risk. The Compensation Committee oversees risks relating to the Company's compensation policies and practices. The Nominating and ESG Committee assists the board by overseeing director selection, evaluating environmental and social programs and reviewing and evaluating the effectiveness of and risks associated with board organization, membership and structure and other corporate governance matters. Each committee reports to the board on those risk oversight matters. Our board believes that the Company's current leadership structure supports its risk oversight function.

ESG Strategy and Oversight

Our board of directors upholds the highest standards for the Company's employees, officers and directors, reinforcing a strong commitment to sound corporate governance. As part of its oversight of the Company's business, the board has delegated specific responsibilities related to ESG, human capital, executive compensation, and other risk areas to its standing committees.

The Nominating and ESG Committee plays a pivotal role in shaping the Company's corporate governance strategy, ensuring alignment with evolving environmental and social priorities. This committee identifies and reports to the board on emerging ESG trends that may impact the Company's operations, performance, and reputation. Additionally, it receives regular updates from the Company's ESG working group, which includes members of senior management and subject matter experts across key functions and geographies, to ensure a comprehensive, informed approach to sustainability and social responsibility. The Compensation Committee oversees the Company's executive compensation program to further enhance the alignment of executive compensation with individual executive and corporate performance and the Company's business strategy, including ESG components.

In 2023, we published a comprehensive ESG Report outlining our views, outcomes and initiatives across all aspects of environmental, social and governance subject areas, and in 2024 we published an update to that report. Additional information about our ESG reporting, including copies of the 2023 ESG Report and the 2024 update to that report, can be found on our Investor Relations website at <https://ir.taskus.com/environmental-social-governance-reporting>.

Diversity, Equity and Inclusion

49%

Women in our Workforce*

46%

Managers at all levels that are Women*

67%

US employees that are of ethnically diverse backgrounds**

* As of December 31, 2024.

** US ethnically diverse background demographic information includes only US employees who choose to self-identify.

People First: A Commitment to Inclusion

At TaskUs, we take pride in our People First culture and core values, which emphasize social impact, inclusion and excellence. A team empowered by diverse perspectives and experiences delivers the most substantial results. We unlock innovation and drive business success by fostering an environment where every team member feels valued, respected and supported.

Our commitment to inclusion extends beyond our organization, reinforcing a workplace where individuals can bring their authentic selves to work. While DEI remains essential to our broader strategy, we focus on cultivating a culture of inclusion and belonging that fuels collaboration and performance.

To learn more about our People First culture and the policies that support our inclusive framework, visit our website's About Us section at <https://www.taskus.com/about/diversity>.

Pillars of our People First strategy consist of the following:

- **Inclusive Hiring & Recruiting Strategies:** Welcoming talent from all walks of life and sourcing talent from diverse backgrounds.
- **Leadership & Global Development:** Cultivating an environment that inspires inclusive practices for all and leadership to drive a thriving People First culture through strong commitment to diversity, fairness, and belonging. Setting the engagement from the top and actively championing inclusive decisions and/or practices.
- **Environment & Culture:** Fostering an environment that aligns our values with our business strategies and practices to create an inclusive environment that drives innovation, productivity and a powerful People First culture.
- **Continuous Evaluation & Improvement:** Consistently evaluating and gauging the effectiveness of initiatives by analyzing data and gathering feedback to pinpoint areas for enhancement and propel advancement.

Teammate Development

At the heart of our strategy is an unwavering commitment to the personal and professional growth of our teammates. We believe that this development allows for more engaged teammates, engaged teammates yield better retention, while better retention supports better performance for our clients. Our commitment to teammate development is a strategic initiative and more - it's a cornerstone of our culture and we believe a powerful catalyst for our success. We bring this commitment to life through:

The Academy: Our career development program, which is focused on providing our teammates and leaders with knowledge and skills for the career of their choice. The program is voluntary and self-driven - giving each teammate and leader the choice to enroll and make an investment in their career and themselves. As December 31, 2024, more than 37,000 of our talented teammates had enrolled in the Academy since its inception, with approximately 2,400 enrollees receiving promotions during 2024.

The key tenets of the program are:

- *Upskilling for career advancement:* We provide a best-in-class digital ecosystem based on an "Education-Exposure-Experience" model to support the development journey of our teammates and leaders.
- *Digital ecosystem for learning:* Our programs, spanning 12 unique career paths, emphasize self-paced learning, collaboration spaces for peer-to-peer learning, and skills libraries - enabling teammates to learn flexibly and connect with others.
- *Mentorship for growth:* Our group and one-to-one mentoring programs play a vital role in fostering learning and development. TaskUs mentors devoted more than 4,000 hours in support of the Academy in 2024.
- *Building a leadership pipeline:* We develop first-day-ready leaders who are focused on our core values to drive organizational growth.

Teammate Engagement

We listen to our employees through a variety of methods including coaching sessions, regular one on one meetings and feedback forms. We perform periodic employee surveys to analyze and continue to improve our employee experience. Our in-house assessment tool allows our leaders to focus more on coaching and development of their teams, enabling them to have a better understanding of their performance to determine a path for growth and development. We leverage this feedback to drive continuous improvement, and conduct quality control to ensure global consistency. Our primary culture-related goal metric is eNPS, the single most important barometer we use to measure employee engagement. In 2024, eNPS was 63 with a participation rate of 87% of all employees.

Our ability to maintain high eNPS scores enables us to drive real business impact. We believe it drives improved attendance as our teammates show up on time and are excited to work. We believe happy employees deliver better results and higher retention. The voluntary attrition rate for employees who were employed by TaskUs for more than 180 days was 22.2% for the year ended December 31, 2024.

Teammate Highlights from Our eNPS Survey

At TaskUs, our People-First culture continues to shine through the voices of our teammates. Their feedback highlights what makes TaskUs a truly exceptional place to work:

- **A People-First Culture:** Teammates consistently praise TaskUs for fostering a supportive and inclusive environment, with a strong emphasis on work-life balance and employee well-being.
- **A Collaborative and Engaging Workplace:** Many teammates express appreciation for the positive and dynamic work atmosphere, where collaboration, camaraderie, and approachable leadership create a thriving workplace.
- **Comprehensive Benefits:** From health insurance and paid time off to scholarships and flexible work-from-home options, our benefits are frequently highlighted as key contributors to teammate satisfaction.
- **Opportunities for Growth:** TaskUs is recognized as an excellent place to build a career, offering valuable learning experiences and career development opportunities.
- **Best-in-Class Amenities:** On-site gyms, cafés, and recreational spaces enhance the work experience, providing a comfortable and enjoyable workplace.

These insights reaffirm our commitment to continuously enhancing the TaskUs experience and ensuring that every teammate feels valued and empowered.

Inclusive Culture

With our people at the core of our operations, we have initiated several programs that nurture our corporate culture and instill greater camaraderie among our employees. The Company holds several family-related initiatives as well as different activities with our teammates.

We also engage our employees through various interest groups within the Company. We have different interest clubs and Employee Resource Groups ("ERGs") that help employees discover and practice their passions and promote safe spaces through learning and engagement. ERGs are also encouraged by Company leadership to initiate and support policy changes relevant to their advocacy for implementation within TaskUs.

Corporate Social Responsibility (CSR)

At TaskUs, we believe that success is achieved by doing good in the world. We are dedicated to integrating positive social, environmental, and ethical practices into every facet of our business, while making a tangible impact on the communities that have provided us with incredible opportunities. Our commitment to giving back goes beyond corporate initiatives—it extends to our local sites, where we actively encourage employees to volunteer and engage in community-focused efforts.

Additionally, we offer our clients and potential clients meaningful opportunities to participate in our social responsibility initiatives, deepening relationships and fostering collaboration. As a professional services company, we recognize that our most significant environmental footprint comes from greenhouse gas emissions related to electricity usage in our offices and business travel. However, we endeavor to manage and mitigate this impact.

CSR is not just a business practice but an extension of our People First culture. Focusing on education, environmental sustainability, and inclusivity drives positive change, strengthens our business, and creates lasting value for all stakeholders.

Pillars of our CSR strategy are as follows:

- **Ethical Business Practices:** Ensuring we conduct business with integrity, honesty, and fairness in all our partnerships and operations. Our people first culture guides our commitment to ethical standards with employees, customers, suppliers and other stakeholders.
- **Community Development & Employee Engagement:** Supporting local communities where TaskUs operates through various initiatives, such as educational programs, access to technology and digital literacy programs, skills development workshops or volunteer and development projects.
- **Support and Strategic Partnerships:** Working with nonprofits, think tanks, business networks, and other global organizations that champion and work on improving the lives of marginalized and disadvantaged communities.
- **Environmental Stewardship:** Promoting sustainability by empowering our employees through education and providing activities/options to reduce our carbon footprint, increase energy efficiency and adopt clean technologies.

In 2023, we launched the **TUgether We Serve** program as a global initiative to track, expand, and amplify our collective impact. This program not only allows us to measure our contributions strategically but also reinforces our commitment to making the world a better place. We recognize, celebrate, and support acts of kindness across our international community, driving meaningful global change.

In 2024, we empowered our teammates with a bold collective volunteer goal of 10,000 hours. Their dedication far exceeded expectations—logging more than 26,000 hours, which surpassed our target by over 160%. Our efforts focused on key social impact areas, including community service, education, and volunteering for social inclusion, further strengthening our commitment to positive change.

Community Outreach

In 2024, TaskUs conducted several volunteer initiatives and various fundraisers for communities and advocate groups around our sites in different geographies, covering the elderly, orphanages, health concerns, children in need of school supplies, children with special needs, communities in hunger, animal welfare, and environmental efforts. These initiatives included the following:

The **Ridiculously Good Foundation** is the official corporate foundation of TaskUs, first launched in the Philippines in August 2023, grown out of other CSR activities that we have pursued over the years. The foundation now serves as the next step to even more social impact, having begun to fundraise locally and work on finding ways to make donations available for those even outside of the Philippines. The Ridiculously Good Foundation has hosted tree planting events, and helped at-risk youth, local public daycares and schools in need of support.

- In partnership with HR and BenAd, we provided tuition grants to children of nearly 1,800 teammates worldwide in 2024 through the **NextGen Scholarship Program**, while also leading overall program and policy enhancement with local stakeholders.
- In the Americas, **Operation Backpack** took place where Teammates packed 785 backpacks with school supplies, delivering them to TaskUs employees and local schools.
- In partnership with the Philippine Red Cross, **blood donation drives** took place in various sites for local hospitals and communities that require blood banking.
- In India, several volunteer activities rolled out for **animal welfare, children welfare, accessible eye care, and supporting Indian athletes and para-athletes**.

Health and Safety

Employee Wellness + Resiliency

TaskUs has a dedicated Wellness + Resiliency Department supporting employee success and wellness, leveraging on clinician-led and research-based health and safety programming, providing true end-to-end support to employees. Additionally, TaskUs addresses wellness throughout the employee life-cycle with attention to wellness recruitment practices, onboarding practices, during employment, and even post-employment care. The Wellness + Resiliency Programming scope and reach follows a preventative care approach, leveraging existing best practices in the industries of mental health care, medicine, and occupational health and safety to inform the type, scope and degree of interventions. Our offerings include global life coaching and the Resiliency Studio, which is a health and safety program to bolster brain health and protect employees from the potential effects of content moderation and other occupational risks. We have a dedicated behavioral health research team committed to enhancing employees' mental health through innovative research and enhanced data collection. We also specialize in assessing, creating, and deploying culturally competent and comprehensive well-being tools. We have developed innovative wellness technologies to help reduce the impact of sensitive content to our moderators, such as Shield, a psychological distancing tool, Centered, a mood scaling tool, and LetUsKnow, an experience management tool.

Facilities

Our employees have access to gyms, nursing clinics, daycares and nap rooms. Our Facilities team works alongside our Wellness team in designing our sites. Employees also have access to licensed mental health professionals, clinical skills training groups, transformational coaching and psycho-education awareness programs to promote a safe working environment where employees succeed and thrive.

Environmental Sustainability Policies and Practices

Our strategic decisions are influenced by climate-related considerations. We conduct annual carbon emissions measurements and communicate our progress to our clients. We have established a climate transition plan and intend to publicly communicate it in the next two years as part of our commitment to proactive sustainability efforts.

As we advance in our climate action journey, we are gradually integrating climate-related scenario planning into our strategic process. We expect a natural progression as our planning and analytical capabilities mature. Recognizing the growing importance of sustainability to our clients, we are dedicated to developing innovative ways to support their sustainability goals. To address this, we have introduced remote work arrangements for specific campaigns or clients. This model not only aligns with carbon footprint reduction efforts but also contributes to mitigating weather-related risks that may affect the ability of our teammates to operate from specific facilities.

Our sustainability drive extends to procurement and facility strategies. Our initial focus areas are the transition to renewable energy and the reduction of greenhouse gas emissions through facility development and participating in Virtual Power Purchase Agreements (VPPAs). We also leverage green building standards, energy-efficient design and sustainable materials and resources.

By investing in VPPAs to help meet our future energy needs, we are taking concrete steps to improve our carbon footprint. We expect these projects to make a substantial contribution to reducing our energy consumption in alignment with our efforts to reduce our environmental impact. They also provide much needed renewable energy to existing electrical grids.

Climate considerations are woven into our strategic reviews so that we can better evaluate how the overall direction of our business aligns with our environmental commitments. In summary, our holistic management approach intertwines sustainability considerations, technology and client-centric practices, positioning TaskUs as a responsible and forward-thinking organization, committed to strategically addressing climate-related challenges.

Stockholder Engagement

We believe that regular communication with our stockholders is an important driver of our long-term success as a public company. Throughout the year, our CEO, Chief Financial Officer, Chief Customer Officer and Investor Relations team regularly engaged with our stockholders and analysts through public quarterly conference calls, investment conferences and in-person and virtual meetings. In 2024, we participated in four investor conferences. We conducted multiple in-person meetings, fireside chats and company presentations at conferences and non-deal roadshows during the year including in New York, Chicago, San Francisco and Navi Mumbai. We also conducted numerous virtual non-deal roadshows, engaging with investors in the U.S., India, Singapore and throughout Europe. In 2024, discussion topics with investors included TaskUs's business model, growth strategy, financial and sales performance, industry positioning, acquisition strategy, capital allocation strategy, AI strategy and both risks and opportunities within the business services markets and client verticals in which we operate.

Our team appreciates the opportunity to engage with our investors and can be reached via the Investor Relation team's email address: IR@taskus.com.

Communications with Directors

Under our Corporate Governance Guidelines, our CEO is responsible for establishing effective communications with all interested parties, including stockholders of the Company. It is the policy of the Company that management speaks for the Company. This policy does not preclude non-management directors from communicating with stockholders or other interested parties, but it is expected that, in most circumstances, any such communications will be coordinated with management. In all cases, any communications by directors or employees of the Company are subject to the Company's disclosure policies.

The Company encourages engagement from stockholders and provides materials that include detailed financial and operational performance on the corporate website and within the Investor Relations section of our website (<https://ir.taskus.com>).

Stockholders and other interested parties who wish to communicate with our board or any individual director may do so by one of the following methods:

- sending an email to IR@taskus.com;
- in writing, c/o our General Counsel and Corporate Secretary, TaskUs, Inc., 1650 Independence Drive, New Braunfels, Texas 78132; or
- for accounting, internal accounting controls or auditing matters, sending an email to AuditCommittee@TaskUs.com.

Communications that we receive relating to accounting, internal accounting controls or auditing matters will be referred to the Audit Committee unless the communication is directed otherwise. Stockholders and other interested parties may communicate anonymously and/or confidentially. Each communication will be reviewed by our General Counsel and Corporate Secretary to determine whether it is appropriate for presentation to our board or the applicable individual director(s). The purpose of this screening is to allow our board (or the applicable individual director(s)) to avoid having to consider irrelevant or inappropriate communications (such as advertisements, solicitations, product inquiries or any offensive or otherwise inappropriate materials).

Global Code of Conduct

Our board has adopted a Global Code of Conduct (the “Code”) relating to the conduct of our business by all of our employees, executive officers (including our principal executive officer, principal financial officer and principal accounting officer (or persons performing similar functions)), and directors. This Code satisfies the requirement that we have a “code of conduct” under the Nasdaq and SEC rules and is available on our website at <https://ir.taskus.com/corporate-governance/documents-charters>. To the extent required under the listing rules and SEC rules, we intend to disclose future amendments to certain provisions of this Code, or waivers of such provisions, applicable to any of our executive officers or directors, on our website identified above.

Corporate Governance Guidelines

Our board has also adopted our Corporate Governance Guidelines, which set forth our principles of corporate governance to formalize its governance practices and serve as a framework within which our board and its committees operate. These principles cover a number of areas, including the role and responsibilities of our board of directors, board composition and leadership structure, director independence, selection of Chairperson, director qualification standards, director orientation and continuing education, board meetings, executive sessions, board committees, succession planning, annual board assessments, director compensation, stockholder engagement and others. A copy of our Corporate Governance Guidelines is available on our website at <https://ir.taskus.com/corporate-governance/documents-charters>.

Compensation Committee Interlocks and Insider Participation

The members of our Compensation Committee during fiscal year 2024 were Messrs. Dixit and Mehta and Ms. Reses and Gonzalez. Messrs. Maddock and Weir were members of our board during fiscal year 2024. Other than Messrs. Maddock and Weir, none of our executive officers currently serves, or has served during the last completed fiscal year, as a member of the board of directors or compensation committee (or other committee performing equivalent functions), of any entity that has one or more executive officers who served on our board of directors or Compensation Committee.

Securities Trading Policy; Prohibitions on Hedging and Pledging Transactions

We have adopted a Securities Trading Policy, applicable to our directors, officers, employees and other covered persons, and have implemented processes for the Company, that we believe are reasonably designed to promote compliance with insider trading laws, rules and regulations. Under our Securities Trading Policy, our directors and employees (including our officers), as well as their family members and their controlled entities, are prohibited from trading in the Company’s securities (including options, warrants, puts and calls or similar instruments on the Company’s securities or selling such securities “short” (i.e., selling stock that is not owned and borrowing the shares to make delivery)) or engaging in speculative trading (e.g., “day-trading”) that is intended to take advantage of short term price fluctuations. In addition, our directors and employees (including our officers) are prohibited from engaging in any transactions (including variable forward contracts, equity swaps, collars and exchange funds) that are designed to hedge or offset any decrease in the market value of the Company’s equity securities. Additionally, our Securities Trading Policy prohibits our directors and employees (including our officers), as well as their family members and their controlled entities, whether or not in possession of material non-public information, from purchasing the Company’s securities on margin, or borrowing against any account in which the Company’s securities are held, or pledging the Company’s securities as collateral for a loan. Furthermore, it is also the policy of the Company that the Company will not engage in transactions in securities of the Company, other than pursuant to previously approved share repurchase trading plans, while aware of material non-public information relating to the Company or its securities.

Proposal One: Election of Directors

There are three Class I directors whose terms expire at the Annual Meeting. Our Nominating and ESG Committee has recommended, and our board has approved, Bryce Maddock, Jacqueline Reses and Kelly Tuminelli as nominees for election as Class I directors at the Annual Meeting. If elected at the Annual Meeting, each nominee will serve until the 2028 Annual Meeting of Stockholders and until his or her successor has been duly elected and qualified, or, if sooner, until his or her earlier death, resignation, retirement, disqualification or removal. Information concerning these nominees and other continuing directors appears under “—Composition of our Board of Directors” above. Each nominee has consented to serve as a director, if elected, and all of the nominees are currently directors. We have no reason to believe that any of the nominees will be unavailable or, if elected, will decline to serve. If any nominee becomes unable or unwilling to stand for election as a director, proxies will be voted for any substitute as designated by our board, or alternatively, our board may leave a vacancy on our board or reduce the size of our board.

Each director is elected by a plurality of the votes cast. “Plurality” means that the three nominees who receive the largest number of votes cast “For” such nominees are elected as directors. Stockholders may vote “For” any or all of the nominees or “Withhold” with respect to any or all of the nominees named in this Proposal 1. Any shares voted “Withhold” and broker non-votes are not considered votes cast for the foregoing purpose and will have no effect on the outcome of the election.

FOR

OUR BOARD, UPON RECOMMENDATION OF OUR NOMINATING AND ESG COMMITTEE,
UNANIMOUSLY RECOMMENDS A VOTE “FOR” EACH OF THE DIRECTOR NOMINEES NAMED ABOVE.

Executive Officers

The following individuals constitute our executive officers as of the filing date of this proxy statement:

Name	Age	Position
Bryce Maddock	38	Chief Executive Officer, Co-Founder and Chairperson
Jaspar Weir	39	President, Co-Founder and Director
Balaji Sekar	49	Chief Financial Officer
Jarrod Johnson	47	Chief Customer Officer
Stephan Daoust	50	Chief Operating Officer
Claudia Walsh	49	General Counsel and Corporate Secretary

Biographies of each of Messrs. Maddock and Weir appear above under “—Composition of our Board of Directors.”

Biographies of the remaining executive officers appear below:

Balaji Sekar. Mr. Sekar has served as the Company’s Chief Financial Officer since August 2016. Prior to joining the Company, Mr. Sekar held the position of Chief Financial Officer of PatientSafe Solutions from August 2015 to July 2016 and Chief Financial Officer of Sutherland Healthcare Solutions from July 2013 to July 2015, as well as other senior-level positions at Sutherland Global Services. Mr. Sekar received a Master’s of Business Administration from the University of Chicago, Booth School of Business, is a Chartered Accountant from India, and received a Bachelor of Commerce from the University of Madras in India.

Jarrod Johnson. Mr. Johnson has served as the Company’s Chief Customer Officer since January 2018 and Senior Vice President of Business Development from October 2016 through December 2017. Prior to joining the Company, Mr. Johnson held the position of Senior Vice President, Business Development at FacilitySource, a facility management company, from 2014 to August 2016, Senior Vice President and Group President at Xerox Business Services (formerly Affiliated Computer Services), an enterprises services company, from 2008 to 2014, and multiple positions over 10 years at IBM Corporation from 1999 to 2008. Mr. Johnson received a Master’s of Business Administration, Fuqua School of Business, at Duke University and a Bachelor of Arts from Gustavus Adolphus College.

Stephan Daoust. Mr. Daoust has served as the Company’s Chief Operating Officer since January 2021. Prior to joining the Company, Mr. Daoust spent 14 months serving as Senior Vice President and Country Leader for Operations and Delivery for Concentrix Philippines, a business services company providing customer experience solutions and technology. Before that he spent 19 years with Convergys, a provider of customer management and information management products that merged with Concentrix in 2018, holding multiple senior roles including Group Vice President, Vice President of Operations Northern EMEA and Vice President of International Business. Mr. Daoust holds a Bachelor of Arts in Law and Justice from Laurentian University and a law degree LLB from Moncton University.

Claudia Walsh. Ms. Walsh has served as the Company’s General Counsel and Corporate Secretary since October 2021. Prior to joining the Company, Ms. Walsh was Legal Director at Facebook (now Meta), from 2019 to 2021, General Counsel at Verily Life Sciences, an Alphabet company, from 2015 to 2019, Legal Director at Google from 2007 to 2015, and Associate at Morrison & Foerster, a multinational law firm headquartered in California. In 2023, Ms. Walsh joined the board of directors of Morae Global Corporation, a global provider of digital and business solutions for the legal industry. Ms. Walsh earned a Bachelor’s degree from Stanford University and a J.D. from University of California, College of the Law, San Francisco.

Executive and Director Compensation

We are providing compensation disclosure that satisfies the scaled disclosure requirements applicable to Emerging Growth Companies (“EGCs”), as defined in the Jumpstart our Business Startups (“JOBS”) Act. As an EGC, we are only required to disclose compensation for our principal executive and the two most highly compensated executive officers other than our CEO, which collectively comprise our named executive officers (“NEOs”).

For 2024, our NEOs were as follows:



Bryce Maddock

Chief Executive Officer,
Co-Founder and Chairperson



Jarrod Johnson

Chief Customer Officer



Stephan Daoust

Chief Operating Officer

2024 Financial and Operational Performance Highlights

Our goal is to build the world’s largest provider of tech-enabled specialized business process services, including Digital Customer Experience, Trust and Safety, and AI Services. Despite a volatile industry backdrop, we finished 2024 strong, delivering record Q4 and full-year 2024 revenue of approximately \$274 million and \$995 million, respectively, both well ahead of consensus analyst estimates. These results reflected our persistent focus on returning the business to double-digit year-over-year growth, which we accomplished in the back half of the year. In 2024, our strong top-line revenue performance and outlook for 2025 required higher-than-anticipated investments in technology, operations, facilities, hiring and training, which impacted our margins and cash flow. These investments have positioned the company to deliver what we believe will be new all-time company highs in revenue and Adjusted EBITDA in 2025. In 2025, we are again increasing our investments to ensure that TaskUs remains the service provider of choice. This includes investments in agentic AI technologies and generative AI services, sales and marketing talent, and facility expansions in new and existing countries. We believe this strategy will allow us to continue to drive revenue growth and Adjusted EBITDA margins that are among the best in our industry.

Performance highlights for 2024 are as follows:

- \$995.0 million in revenue, \$70 million above the midpoint of our initial 2024 guidance
- Adjusted EBITDA of \$209.9 million – an Adjusted EBITDA margin of 21.1%⁽¹⁾
- \$107.4 million in Adjusted Free Cash Flow – an Adjusted EBITDA conversion rate of 51.2%⁽¹⁾
- Added 39 new clients in 2024, ending the year with approximately 200 clients
- The only company to attain “leader” status in all three of Everest’s PEAK matrices for Trust + Safety, Financial Crimes and Compliance, and Data Annotation Services.

(1) Adjusted EBITDA, Free Cash Flow and Conversion of Adjusted EBITDA are non-GAAP measures; please see “Glossary of Non-GAAP Financial Measures and Non-GAAP Reconciliations” at the end of this proxy statement.

Executive Compensation Philosophy and Objectives

We design our compensation programs to attract, motivate, and retain team members who will continue to deliver Ridiculously Good next-generation digital outsourcing to the most innovative brands in the world.

Our programs create strong links between individual and Company performance and align with the long-term interests of our stockholders. Consistent with this philosophy, we designed our executive compensation program to achieve the following primary objectives:

1. **Reflect and enhance our culture, mission, and values**, differentiating us from typical legacy providers
2. **Create strong links between performance and pay**, by delivering a majority of our executives' pay through short-term and long-term performance-based incentives that effectively align pay with both Company and individual performance
3. **Provide strong alignment with our stockholders**, through market-leading, broad-based equity plans designed to attract, motivate, and retain Ridiculously Talented team members who drive our success
4. **Balance market competitiveness, pay equity, and compliance with cost effectiveness**, to ensure pay levels are in line with our compensation philosophy while considering the cost of any program changes, and optimizing the financial impact of programs
5. **Adapt to the changing needs of our business and our team members** in the ever-evolving global environment

Our CEO's compensation program is almost entirely long-term focused to align with the interest of our stockholders, reward aggressive growth, and encourage retention. There is a limited focus on short-term outcomes and relatively low cash compensation.

Executive Compensation Program Elements

For 2024, the Compensation Committee, working in consultation with its independent compensation consultant, approved an executive compensation program based on our pay for performance philosophy that is designed to align our executive officers' compensation with the key drivers of profitable growth. The core elements of our 2024 compensation program included the following:

- **Base Salary:** compensates for the day-to-day performance of our employees, while rewarding an individual's current contributions, and reflects the scope of the individual's role and responsibilities
- **Annual Incentive Plan:** rewards successful achievement of annual objectives and incentivizes outstanding performance
- **Long-Term Incentive:** equity-based compensation that rewards the creation of long-term value, aligns executive and stockholder interests, recognizes potential for future performance, and encourages employee retention

Summary Compensation Table

The following table sets forth the compensation earned during the applicable year by our NEOs. Mr. Daoust was not an NEO for 2023.

Name and Principal Position	Year	Salary (\$)	Option Awards (\$) ⁽¹⁾⁽²⁾	Stock Awards (\$) ⁽²⁾⁽³⁾	Non-Equity Incentive Plan Compensation (\$) ⁽⁴⁾	All Other Compensation (\$) ⁽⁵⁾	Total (\$)
Bryce Maddock Chief Executive Officer and Chairperson	2024	40,000	—	5,998,281	—	1,600	6,039,881
	2023	38,769	2,363,185	1,680,470	—	1,551	4,083,975
Jarrod Johnson Chief Customer Officer	2024	390,387	—	1,059,685	470,822	13,800	1,934,694
	2023	350,010	830,492	590,567	244,999	13,200	2,029,268
Stephan Daoust Chief Operating Officer	2024	430,769	—	1,059,685	443,400	13,800	1,947,654

(1) This column reflects the grant date fair value of stock options granted in the applicable year computed in accordance with FASB ASC 718, excluding the effect of estimated forfeitures. The grant date was March 6, 2023, and such options were granted with an exercise price of \$18.13 per share.

(2) Assumptions used in the calculations of these amounts are included in Note 11 to the consolidated financial statements contained in our Annual Report on Form 10-K for fiscal year ended December 31, 2024.

- (3) This column reflects the grant date fair value of performance- and time-based restricted stock units granted in the applicable year computed in accordance with FASB ASC 718. Such value for time-based restricted stock units (RSUs) is based on the closing price per share of Class A common stock on the date of grant and the number of units granted. No PSUs were granted to any NEOs in 2023.
- (4) The amounts in this column represent payouts earned pursuant to our annual incentive plan. See “Narrative Disclosure to Summary Compensation Table—Annual Incentive Plan Compensation.”
- (5) The amounts reported in this column reflect 401(k) matching contributions made on behalf of each executive.

Narrative Disclosure to Summary Compensation Table

Base Salary

We provide each named executive officer with a base salary for the services that the executive officer performs for us. This compensation component is a fixed element of compensation while other compensation elements are variable. Base salaries are reviewed annually and may be adjusted based on individual performance, Company performance, any change in the executive’s position within our business, the scope of his or her responsibilities and any changes thereto.

In December 2023, following a comprehensive review of peer group and market data, and in consideration of executive performance in 2023, the Compensation Committee increased base salary for Mr. Johnson from \$350,000 to \$400,000, and for Mr. Daoust from \$350,000 to \$450,000, in each case effective February 2024. In March 2025, the Compensation Committee increased Mr. Maddock’s base salary from \$40,000 to \$50,000, but left base salaries for Messrs. Johnson and Daoust unchanged.

Annual Incentive Plan Compensation

In order to motivate our employees, including our NEOs, to pursue short-term financial goals that contribute to our long-term strategy and sustained stockholder value, we provide an annual cash incentive plan (the “AIP”). The target amounts our named executive officers are eligible to earn under the AIP are expressed as a percentage of base salary. Messrs. Johnson’s and Daoust’s target amounts were set at 100% and 60% of their base salary levels for 2024, respectively. In 2024, Mr. Maddock again forfeited eligibility to receive a cash bonus under the AIP.

In early 2024, the Compensation Committee approved an AIP with payout ranges based on performance against annual revenue and Adjusted EBITDA percentage targets. Payouts for each of Messrs. Johnson and Daoust could be earned under the 2024 AIP based on our performance against annual revenue and Adjusted EBITDA percentage targets with a potential payout range of 0-150% of the applicable target, with respect to Mr. Johnson, and of 0-200% of the applicable target, with respect to Mr. Daoust, as shown in the table below.

		2024 Revenue (\$M)						
		< 900	≥ 900	≥ 915	≥ 930	≥ 950	≥ 970	
2024 Adjusted EBITDA¹ (%)	< 21.6%	0%	12.5%	25.0%	50.0%	75.0%	120.0%	170.0% ²
	≥ 21.6%	10.0%	22.5%	35.0%	60.0%	85.0%	130.0%	180.0%
	≥ 22.1%	20.0%	32.5%	45.0%	70.0%	95.0%	140.0%	190.0%
	≥ 22.6%	25.0%	37.5%	50.0%	75.0%	100.0%	145.0%	195.0%
	≥ 23.1%	27.5%	40.0%	52.5%	77.5%	102.5%	147.5%	197.5%
	≥ 23.6%	30.0%	42.5%	55.0%	80.0%	105.0%	150.0%	200.0%

- (1) Adjusted EBITDA is a non-GAAP profitability measure that represents EBITDA before certain items that are considered to hinder comparison of the performance of our businesses on a period-over-period basis or with other businesses. During the period presented, we excluded from Adjusted EBITDA transaction costs, earn-out consideration, the effect of foreign currency gains and losses, gains and losses on disposals of assets, severance costs, certain non-recurring litigation costs, stock-based compensation expense and associated employer payroll tax and interest income, which include costs that are required to be expensed in accordance with GAAP.
- (2) The maximum revenue achievement percentage was capped at 120% for Mr. Johnson, thereby capping the total maximum payout under the 2024 AIP at 150% of his applicable target.

We achieved Revenue and Adjusted EBITDA percentage performance for 2024 of \$995.0 million and 21.1% respectively, which resulted in a payout of 170% of Mr. Daoust's applicable target and 120% of Mr. Johnson's applicable target, as highlighted in the table above.

Long-Term Equity Incentive Compensation

The Compensation Committee (and Compensation Subcommittee) generally grants awards under the Company’s long-term equity incentive program in the first quarter of each fiscal year to incentivize the executive officers to deliver on the Company’s strategic objectives for the new fiscal year and the Company endeavors to avoid timing such grants around the

filing of period reports or current reports that may contain material non-public information. The Company has not timed the disclosure of material non-public information for the purpose of affecting the value of executive compensation.

In early 2024, our Compensation Committee approved awards of restricted stock units ("RSUs") under our 2021 Omnibus Incentive Plan to Messrs. Maddock, Johnson and Daoust, as part of their annual performance reviews. In June 2024, our Compensation Committee approved an award of performance-vesting RSUs ("PSUs") under our 2021 Omnibus Incentive Plan to Mr. Maddock to further incentivize him to lead the Company and deliver on the Company's long-term strategic objectives.

Restricted Stock Units. The RSU award agreements with Messrs. Maddock, Johnson and Daoust provide that 33% of the RSUs vest on each of the first two anniversaries of the grant date, and the remaining 34% on the third anniversary of the grant date, such that they will be fully vested on the third anniversary of the grant date, subject to continuous service through each vesting date. The RSUs are subject to the following vesting acceleration terms:

- In the event of a Change in Control (as defined in our 2021 Omnibus Incentive Plan) of the Company, if either (i) the RSUs are not otherwise continued, converted, assumed, or replaced by the Company, a member of the company group or a successor entity or (ii) the executive experiences a termination without cause or due to death or disability at any time following a Change in Control in which the RSUs are continued, converted, assumed, or replaced by the Company, a member of the company group or a successor entity, all of the then-unvested RSUs will fully vest in connection with such Change in Control or termination, as applicable (i.e., "double trigger").

Details on the number of RSUs awarded to Messrs. Maddock, Johnson and Daoust are set forth below:

Name	Grant Date	RSUs	Targeted Value
Bryce Maddock	03/15/2024	280,898	\$3,500,000
Jarrod Johnson	03/15/2024	85,874	\$1,070,000
Stephan Daoust	03/15/2024	85,874	\$1,070,000

Performance Stock Units. In June 2024, Mr. Maddock was granted a total of 240,000 PSUs, which had a targeted value of \$3,000,000 at the time of the grant, with each unit vesting into a share of Class A Common Stock based on the achievement of certain performance targets based on "Stock Price CAGR" (as defined below) during three performance periods, each of which begins on the date of grant and ends on the first, second and third anniversary of the date of grant, respectively, and, in each case, subject to Mr. Maddock's continued employment through the last day of the applicable performance period. The number of PSUs that will be earned during each applicable performance period will be based on the achievement of the specified Stock Price CAGR levels set forth below:

Performance Condition	Level of Achievement		
	First	Second	Third
Stock Price CAGR	10%	20%	30%

The cumulative number of PSUs earned with respect to each performance period will be determined in accordance with the table below based on the "Level of Achievement" specified above during the applicable performance period. With respect to the second performance period and the third performance period, the number of PSUs earned with respect to such performance period (if any) will be the "Cumulative Number of PSUs Earned" determined by the Compensation Committee in accordance with the table below based on the "Level of Achievement" specified above during such performance period less the number of any PSUs earned with respect to any prior performance period; provided, that the number of PSUs earned with respect to any performance period shall not be less than zero.

Level of Achievement	Cumulative Number of PSUs Earned		
	First Performance Period	Second Performance Period	Third Performance Period
Below First	—	—	—
At First	26,667	53,333	80,000
At Second	53,333	106,667	160,000
At Third	80,000	160,000	240,000
Above Third	80,000	160,000	240,000

Any PSUs that do not vest based on actual performance following the final performance period will be automatically forfeited for no consideration.

The PSUs are subject to the following vesting acceleration terms:

- In the event of a “Qualifying Change in Control” (defined as a “Change in Control” (as defined in 2021 Omnibus Incentive Plan) following which the Company’s common stock is no longer listed for trading on NASDAQ or another U.S. national securities trading exchange) prior to the termination of Mr. Maddock’s employment:
 - The “Cumulative Number of PSUs Earned” as of the date of the Qualifying Change in Control will be determined based on the actual price paid per share of the Company’s common stock in connection with such Qualifying Change in Control, as follows:
 - If the Change in Control is consummated prior to the second anniversary of the date of grant, the number of PSUs that will vest will be determined based on the highest level of achievement with respect to the Stock Price CAGR performance targets (with Stock Price CAGR calculated considering $n=2$); provided, that the number of PSUs that will vest will be based on the “Cumulative Number of PSUs Earned” in the table above for the level of achievement with respect to the final performance period; and
 - If the Change in Control is consummated prior to the third anniversary of the date of grant, the number of PSUs that will vest will be determined based on the highest level of achievement with respect to the Stock Price CAGR performance targets (with Stock Price CAGR calculated considering $n=3$).

Notwithstanding the foregoing, any PSUs that vest in connection with a Qualifying Change in Control will not be settled until the earliest of (i) the first anniversary of the consummation of such Qualifying Change in Control, subject to Mr. Maddock’s continued employment with the Company through such date, (ii) the last day of the next performance period that would have ended following such Qualifying Change in Control, and (iii) the date of the termination of Mr. Maddock’s employment by the Company without “cause,” by Mr. Maddock for “good reason” or due to Mr. Maddock’s death or disability (a “Qualifying Termination”); provided, that, upon the termination of Mr. Maddock’s employment (other than a Qualifying Termination) prior to the first anniversary of the consummation of such Qualifying Change in Control, at the election of the Board by written notice to Mr. Maddock within 15 days following such termination, Mr. Maddock will be required to forfeit to the Company, for no consideration therefor, any PSUs that are settled pursuant to clause (ii) above (or, as applicable, shall repay to the Company all proceeds received in respect of any such PSUs).

Moreover, as part of its annual long-term equity incentive program, the Compensation Committee granted PSUs to executive officers (including our NEOs), based on revenue and Adjusted EBITDA, in addition to RSUs, as part of the Company’s 2025 long-term incentive compensation program. The Compensation Committee revised its compensation structure based on a comprehensive review of the compensation program of the Company’s executive officers in coordination with the Company’s independent compensation consultant, in pursuit of the Company’s objectives of rewarding the creation of long-term value, aligning executive and stockholder interests, recognizing potential for future performance, and encouraging employee retention.

Retirement and Other Benefits

Our named executive officers are eligible to receive the same benefits we provide, and to participate in all plans we offer, to other full-time employees, including health and dental insurance, group term life insurance, short- and long-term disability insurance, other health and welfare benefits, our 401(k) Savings Plan and other voluntary benefits. For 2024, we provided matching contributions under our 401(k) Savings Plan equal to 100% of employee contributions up to 3% of the participant’s eligible compensation, plus 50% of the next 2% of the participant’s contributed eligible compensation.

Limited Perquisites

Executive perquisites are not part of our general compensation philosophy; however, we provide limited perquisites and personal benefits that are not generally available to all employees when necessary to attract and retain top talent.

Outstanding Equity Awards as of December 31, 2024

The following table sets forth outstanding unvested equity awards held by our named executive officers as of December 31, 2024.

Name	Option Awards				Stock Awards			
	Number of securities underlying unexercised options (#) exercisable	Number of securities underlying unexercised options (#) unexercisable	Option exercise price (\$)	Option expiration date	Number of shares or units of stock that have not vested (#)	Market value of shares of stock that have not vested (\$) ⁽¹⁾	Equity incentive plan awards: Number of unearned shares, units or other rights that have not vested (#)	Equity incentive plan awards: Market or payout value of unearned shares, units or other rights that have not vested (\$) ⁽¹⁾
Bryce Maddock	482,272	68,905 ⁽²⁾	23.00	6/10/31			1,653,530 ⁽⁷⁾	28,010,798
	87,393	177,437 ⁽³⁾	18.13	3/6/33				
					137,796 ⁽⁴⁾	2,334,264		
					62,103 ⁽⁵⁾	1,052,025		
					280,898 ⁽⁶⁾	4,758,412		
Jarrod Johnson							240,000 ⁽⁸⁾	4,065,600
	139,350	92,900 ⁽⁹⁾	30.14	8/5/31			66,357 ⁽¹³⁾	1,124,088
	30,712	62,357 ⁽¹⁰⁾	18.13	3/6/33				
					79,629 ⁽¹¹⁾	1,348,915		
					21,825 ⁽¹²⁾	369,716		
Stephan Daoust					85,874 ⁽⁶⁾	1,454,706		
	156,522	52,174 ⁽¹⁴⁾	23.00	6/10/31				
	24,969	50,696 ⁽¹⁵⁾	18.13	3/6/33				
					30,437 ⁽¹⁶⁾	515,603		
					17,744 ⁽¹⁷⁾	300,583		
				85,874 ⁽⁶⁾	1,454,706			

(1) The market value in this column is based on the closing price of \$16.94 per share as of December 31, 2024, the last trading day of 2024, for our Class A Common Stock as listed on The Nasdaq Stock Market.

(2) These options vest quarterly in equal installments on March 15, 2025 and June 15, 2025.

(3) These options vest annually as follows: 87,394 options on March 6, 2025 and 90,043 options on March 6, 2026.

(4) These RSUs vest quarterly in equal installments on March 15, 2025 and June 15, 2025.

(5) These RSUs vest annually as follows: 30,588 shares on March 6, 2025 and 31,515 shares on March 6, 2026.

(6) These RSUs vest annually as 33% on each of March 15, 2025 and March 15, 2026 and 34% on March 15, 2027.

(7) These performance stock units ("PSUs") were granted in connection with our IPO in three performance tranches and vest annually based on our enterprise value compound annual growth rate over various performance period beginning on the grant date and ending on the fourth anniversary of the grant date. The Tranche I PSUs will vest for each performance period only if we achieve an enterprise value CAGR of at least 15% for such performance period, the Tranche II PSUs will vest for each performance period only if we achieve an enterprise value CAGR of at least 25% for such performance period and the Tranche III PSUs will vest for each performance period only if we achieve an enterprise value CAGR of at least 35% for such performance period, generally subject to Mr. Maddock's continued employment through the last day of each applicable performance period. 20% of each tranche is eligible to vest for the performance periods beginning on the date of grant and ending on the first, second, and third anniversaries of June 15, 2021, and 40% will be eligible to vest for the performance period beginning on the date of grant and ending on June 15, 2025. Any PSUs that do not vest prior to the fourth anniversary of the grant date will be automatically terminated without consideration. The number of PSUs reported represents 100% of the number of PSUs awarded on the grant date. The number that would be received upon vesting, if any, may range from 0% to 100% of the number shown. No PSUs were earned for the performance period ended June 15, 2024.

(8) These PSUs vest based on the achievement of specified Stock Price CAGR levels as described above under the heading "Narrative Disclosure to Summary Compensation Table—Long-Term Equity Incentive Compensation—Performance Stock Units."

(9) These options vest on August 5, 2025.

(10) These options vest annually as follows: 30,713 options on March 6, 2025 and 31,644 options on March 6, 2026.

(11) These RSUs vest on August 5, 2025.

(12) These RSUs vest annually as follows: 10,749 shares on March 6, 2025 and 11,076 shares on March 6, 2026.

(13) These PSUs vest based on our market capitalization compound annual growth rate over a four-year performance period beginning on the grant date and ending on the fourth anniversary of the grant date. The number of PSUs reported represents 100% of the number of PSUs awarded on the grant date. The number that would be received upon vesting, if any, may range from 0% to 100% of the number shown.

(14) These options vest on June 15, 2025.

(15) These options vest annually as follows: 24,969 options on March 6, 2025 and 25,727 options on March 6, 2026.

(16) These RSUs vest on June 15, 2025.

(17) These RSUs vest annually as follows: 8,739 shares on March 6, 2025 and 9,005 shares on March 6, 2026.

Employment Agreements, Termination and Change in Control Provisions

Employment and Severance Arrangements

Our wholly-owned subsidiary, TaskUs Holdings, Inc. ("TaskUs Holdings") has entered into an Employment Agreement with Mr. Maddock pursuant to which Mr. Maddock serves as our Chief Executive Officer. In connection with our IPO, this agreement was assigned to, and assumed by, the Company with all determinations to be made by the board of directors of TaskUs Holdings thereunder to be made by our board of directors. The agreement is effective through the date on which the executive's employment terminates, which termination may be made by either us or the executive at any time, with or without notice, for any reason whatsoever. Pursuant to this agreement, each year, our board of directors will determine in good faith (i) an annual base salary increase and (ii) an annual performance bonus plan, in each case, in line with market compensation packages for executives of companies equivalent to us. Under this agreement, such annual performance bonus plan will be tied to a balanced scorecard that represents our and our subsidiaries' overall performance, and in order for the executive to receive a bonus under such plan, he must be employed through the end of the applicable fiscal year. From 2021 through 2024, Mr. Maddock forfeited any annual performance bonus opportunity. This agreement prohibits Mr. Maddock from competing with our business while employed by the Company and from soliciting our employees during his employment and for two years following the termination of his employment. We do not have any severance arrangements with Mr. Maddock.

TaskUs Holdings entered into an Employment Agreement with Mr. Johnson on August 5, 2021 (the "Johnson Employment Agreement") pursuant to which Mr. Johnson serves as our Chief Customer Officer. The Johnson Employment Agreement is effective from July 22, 2021 through July 1, 2025, after which it will automatically be extended for successive one-year terms, until terminated, which termination may be made by either us or Mr. Johnson. Pursuant to the Johnson Employment Agreement, Mr. Johnson is entitled to receive an annual base salary of \$350,000, which the Compensation Committee increased to \$400,000 effective in February 2024, and is eligible to receive an annual incentive bonus, subject to the terms of the annual bonus plan under which it is granted. Under the Johnson Employment Agreement, Mr. Johnson received certain long-term equity incentive awards under our 2021 Omnibus Incentive Plan, as described under "—Long-Term Equity Incentives" above. The Johnson Employment Agreement prohibits Mr. Johnson from competing with our business during employment and for one year following the termination of his employment for any reason. The Johnson Employment Agreement further prohibits Mr. Johnson from soliciting our employees or clients during employment and for two years following the termination of his employment for any reason. Mr. Johnson is also party to a confidential information and invention assignment agreement that contains a perpetual confidentiality covenant and an intellectual property assignment provision in favor of TaskUs Holdings. The Johnson Employment arrangement also contains severance provisions. In the event that Mr. Johnson's employment is terminated by us without "cause," or Mr. Johnson resigns from employment with "good reason," in each case as defined in the Johnson Employment Agreement, subject to his execution of an effective release of claims in favor of the Company, he is entitled to receive separation pay in an amount equal to the sum of his annual base salary and target annual bonus for the year in which such termination of employment occurs.

Mr. Daoust is not party to an employment agreement; however under his offer letter, he is entitled to a cash payment equal to six months of his base salary in the event that his employment is terminated without cause. Such severance is subject to execution of a separation and release agreement. Additionally, Mr. Daoust's offer letter provides indemnification by the Company in the event of an action by a former employer for Mr. Daoust's breach of a restrictive covenant or related claim, and a separation payment of up to a maximum of 12 months of Mr. Daoust's base salary if his employment is made impossible due to interference by his prior employer.

Treatment of Equity Awards in Connection with a Termination or Change in Control

The RSUs granted to Mr. Maddock in connection with our IPO are subject to the following vesting acceleration terms:

- Upon a termination of the executive's continued service by us without cause, by the executive due to his resignation for good reason, or due to his death or disability (a "qualifying termination"), all of the then-unvested RSUs will fully vest in connection with such termination. In the event of such qualifying termination, any of our Class A common stock deliverable in settlement of vested RSUs will be delivered on the date such RSUs would have otherwise vested.
- In the event of a Change in Control (as defined in our 2021 Omnibus Incentive Plan) of the Company, if either (i) the RSUs are not otherwise continued, converted, assumed, or replaced by the Company, a member of the company group or a successor entity or (ii) the executive experiences a qualifying termination at any time following a Change in Control in which the RSUs are continued, converted, assumed, or replaced by the Company, a member of the company group or a successor entity, all of the then-unvested RSUs will fully vest in connection with such Change in Control or qualifying termination, as applicable.

The options granted to Mr. Maddock in connection with our IPO are subject to the following vesting acceleration terms:

- Upon a qualifying termination, the options will vest in respect of the next four quarterly tranches scheduled to vest immediately following such termination. The executive may only exercise such accelerated options during the 90-day period following the date on which such options would have otherwise vested.
- In the event of a Change in Control of the Company, if either (i) the options are not otherwise continued, converted, assumed, or replaced by the Company, a member of the company group or a successor entity or (ii) the executive experiences a qualifying termination at any time following the Change in Control in which the options are continued, converted, assumed, or replaced by the Company, a member of the company group or a successor entity, all of the then-unvested options will fully vest in connection with such Change in Control or qualifying termination, as applicable.

The PSUs granted to Mr. Maddock in connection with our IPO are subject to the following vesting acceleration terms:

Upon a qualifying termination prior to June 15, 2025, Mr. Maddock will receive 25% vesting for each tranche with respect to each of the performance periods, based on the number of days in the performance period in which the termination of employment occurs between the last day of the immediately preceding complete performance period and the date of such termination. In addition, an additional 25% of each tranche will remain outstanding and eligible to vest based on the enterprise value CAGR on the date of the first anniversary following the executive's termination of employment.

- In the event of a Change in Control of the Company, the PSUs will be treated as follows:
 - With respect to any PSUs for which the applicable performance period has been completed as of the date of the Change in Control, but for which the determination date has not yet occurred, Mr. Maddock will earn the number of PSUs for such tranche based on the level of achievement based on actual performance for the applicable performance period and vest in such PSUs as of the date of the Change in Control;
 - With respect to any PSUs for which the applicable performance period has been completed as of the date of the Change in Control and for which the determination date has occurred but such PSUs did not previously vest and remained outstanding and eligible to vest in connection with the final performance period, such PSUs will fully vest upon the Change in Control to the extent earned based on performance through the date of such Change in Control; and
 - With respect to any PSUs for which the applicable performance period has not been completed as of the date of the Change in Control, such PSUs will be deemed earned based on performance through the date of such Change in Control and vest in equal installments on a quarterly basis following the Change in Control over the lesser of (i) the time remaining in the final performance period or (ii) two years; in each case, subject to the executive's continued employment through each applicable vesting date. Following such Change in Control, in the event that Mr. Maddock has a qualifying termination on or before the applicable quarterly vesting date, then he will fully vest in such PSUs as of the date of such qualifying termination.

RSUs granted to Messrs. Johnson and Daoust in 2021 are subject to the same vesting acceleration terms set forth above with respect to the RSUs granted to Mr. Maddock in connection with our IPO.

Stock options granted to Messrs. Johnson and Daoust in 2021 are subject to the same vesting acceleration terms set forth above with respect to the stock options granted to Mr. Maddock in connection with our IPO.

PSUs granted to Mr. Johnson in 2021 are subject to the following vesting acceleration terms:

- With respect to any PSUs for which the performance period has been completed as of the date of a Change in Control, but for which the determination date has not yet occurred, Mr. Johnson will vest in the number of PSUs determined based on actual performance for the performance period and vest in such PSUs as of the date of the Change in Control; and
- With respect to any PSUs for which the performance period has not been completed as of the date of a Change in Control, to the extent that any such PSUs are earned based on performance through the date of such Change in Control, such earned PSUs will vest in equal installments on a quarterly basis following the Change in Control over the lesser of (i) the time remaining in the final performance period or (ii) two years; in each case, subject to Mr. Johnson's continued employment through each applicable vesting date.

For a description of the treatment of the RSUs and PSUs granted to Messrs. Maddock, Johnson and Daoust in 2024 in the event of a termination or change in control, see "Narrative Disclosure to Summary Compensation Table—Long Term Equity Incentive Compensation" above.

Director Compensation

The Compensation Committee reviews and recommends non-employee director compensation to the board for approval. Annual compensation for non-employee directors consists of cash and equity-based compensation as follows.

	Pay Element	Annual Amount (\$) ⁽¹⁾
Director Compensation	Annual Board Retainer	60,000 ⁽⁴⁾
	Annual Equity Retainer ⁽²⁾	180,000 ⁽⁴⁾
	At-initial election Equity Grant ⁽³⁾	250,000
Lead Independent Director (LID) Compensation	Annual LID Retainer	30,000
Committee Chair Compensation	Annual Audit Chair Retainer	20,000
	Annual Compensation Chair Retainer	15,000
	Annual N&ESG Chair Retainer	10,000
Committee Member Compensation	Annual Audit Member Retainer	10,000
	Annual Compensation Member Retainer	7,500
	Annual N&ESG Member Retainer	5,000

(1) Amounts are prorated for Directors who join after the start of the fiscal year, with the exception of the at-initial election equity grant.

(2) Annual equity retainer is granted in the form of RSUs, with the value above corresponding to approximate value on the grant date, and vests on the earlier of the first anniversary of the grant date or the next annual meeting of stockholders.

(3) At-initial election equity grant is granted in the form of RSUs and vests annually over three years.

(4) In May 2024, the board approved an increase in the Annual Board Retainer from \$50,000 to \$60,000 and an increase in the Annual Equity Retainer from \$165,000 to \$180,000, effective immediately upon the board's approval of the increases.

The following table summarizes all compensation awarded to, earned by, or paid to each of our non-employee directors during 2024. Messrs. Dixit and Mehta do not receive any compensation for their services on our board. Our executive directors, Messrs. Maddock and Weir, are not separately compensated for their service on our board.

	Fees Earned or Paid in Cash (\$)	Stock Awards (\$) ⁽¹⁾	Total (\$)
Amit Dixit	-	-	-
Susir Kumar	60,941	205,664 ⁽²⁾	266,605
Mukesh Mehta	-	-	-
Jacqueline Reses	70,941	205,664 ⁽³⁾	276,605
Kelly Tuminelli	75,941	205,664 ⁽²⁾	281,605
Michelle Gonzalez	73,441	205,664 ⁽⁴⁾	279,105
Jill Greenthal	105,941	205,664 ⁽⁴⁾	311,605

(1) This column reflects the grant date fair value of RSUs granted in 2024 as computed in accordance with FASB ASC 718, excluding the effect of estimated forfeitures. Such value is based on the closing price per share of Class A common stock on the date of grant and the number of units granted. The grant date fair value may differ from the annual equity retainer and at-initial election equity retainer amounts reflected in the table above because the number of units granted is calculated using the 30 trading day average price.

(2) As of December 31, 2024, Mr. Kumar and Ms. Tuminelli each held 14,342 unvested RSUs that were granted on May 23, 2024 and will vest on May 22, 2025.

(3) As of December 31, 2024, Ms. Reses held: (A) 214,089 exercisable stock options; and (B) 14,342 unvested RSUs that were granted on May 23, 2024 and will vest on May 22, 2025.

(4) As of December 31, 2024, Ms. Gonzalez and Ms. Greenthal each held: (A) 2,494 unvested RSUs that were granted on April 1, 2022 and were scheduled to vest on April 1, 2025; and (B) 14,342 unvested RSUs that were granted on May 23, 2024 and will vest on May 22, 2025.

Equity Compensation Plan Information

The following table sets forth certain information with respect to the equity compensation plans maintained by us as of December 31, 2024.

Plan Category	Number of Securities to be Issued Upon Exercise of Outstanding Options, Warrants and Rights (a) ⁽¹⁾	Weighted-Average Exercise Price of Outstanding Options, Warrants and Rights (b) ⁽²⁾	Number of Securities Remaining Available for Future Issuance Under Equity Compensation Plans (Excluding Securities Reflected in Column (a)) (c) ⁽³⁾⁽⁴⁾
Equity compensation plans approved by security holders	12,849,272	\$18.58	11,206,554
Equity compensation plans not approved by security holders	—	—	—

(1) Includes 1,717,857 shares subject to outstanding options under our 2019 Stock Incentive Plan as well as 3,128,640 shares subject to outstanding options, 4,309,358 unvested RSUs and 3,693,417 unvested PSUs under our 2021 Omnibus Incentive Plan. PSUs are, for purposes of this column, assumed to be payable at 100% of target. Following our IPO, no additional awards have been or will be granted under the 2019 Plan.

(2) Weighted-average exercise price calculation excludes outstanding RSUs and PSUs, which do not have an exercise price.

(3) Consists of 6,206,554 shares available under the 2021 Omnibus Incentive Plan and 5,000,000 shares available under our 2022 Employee Stock Purchase Plan. No shares have been issued under the 2022 Employee Stock Purchase Plan.

(4) The 2021 Omnibus Incentive Plan allows for future grants of securities. The maximum number of shares that may be granted under the 2021 Omnibus Incentive Plan is 12,160,929 shares without giving effect to any "evergreen" increase, pursuant to which such "Absolute Share Limit" shall be automatically increased on the first day of each fiscal year, commencing on January 1, 2022 and ending on January 1, 2030, in an amount equal to the least of (a) 6,080,465 shares, (b) 5% of the total number of shares of Class A Common Stock outstanding on the last day of the immediately preceding fiscal year, and (c) a lower number of shares of Class A Common Stock as determined by the board of directors. Notwithstanding the foregoing, in addition to the Absolute Share Limit, an additional number of shares of Class A Common Stock not to exceed 6,614,122 may be issued in respect of certain awards made to the Co-Founders on the effective date of the 2021 Omnibus Incentive Plan, which amount shall not be counted against the Absolute Share Limit.

Independent Registered Public Accounting Firm

Principal Accountant Fees and Services

The following is a summary of KPMG LLP's fees for professional services rendered to us for the fiscal years ended December 31, 2024 and December 31, 2023.

(in thousands)	2024 (\$)	2023 (\$)
Audit Fees⁽¹⁾	1,478	1,142
Audit Related Fees	—	—
Tax Fees⁽²⁾	995	928
All Other Fees	—	—
Total	2,473	2,070

(1) Audit fees consisted of fees for the audits of our consolidated financial statements included in our Annual Report on Form 10-K and reviews of interim condensed consolidated financial statements included in our quarterly reports on Form 10-Q, statutory audits of our subsidiaries, comfort letters and consents.

(2) Tax fees consisted of fees for tax compliance and advice. Tax advice fees encompass a variety of permissible tax services, including technical tax advice related to federal and state and international income tax matters, assistance with sales tax, assistance with tax audits and transaction diligence.

Pre-Approval of Audit and Non-Audit Services Policy

Pursuant to its charter, the Audit Committee may delegate authority to one or more independent members to grant pre-approvals of audit and permitted non-audit services. Unless otherwise provided by the Audit Committee, the Chairperson of the Audit Committee is authorized to pre-approve audit and permitted non-audit services as necessary. Any pre-approvals made by the Chairperson or such other member of the Audit Committee to whom such authority has been delegated shall be presented to the full Audit Committee at its next scheduled meeting. Notwithstanding the foregoing, pre-approval is not necessary for minor non-audit services if: (i) the aggregate amount of all such non-audit services provided to the Company constitutes not more than 5% of the total amount of revenue paid by the Company to its independent registered public accounting firm during the fiscal year in which the non-audit services are provided; (ii) such services were not recognized by the Company at the time of the engagement to be non-audit services; and (iii) such services are promptly brought to the attention of the Audit Committee and approved prior to the completion of the audit by the Audit Committee or by one or more members of the Audit Committee who are members of the board to whom authority to grant such approvals has been delegated by the Audit Committee.

All of the services and fees identified in the table above were approved in accordance with SEC and Public Company Accounting Oversight Board requirements and pursuant to the pre-approval policy described in this paragraph.

Audit Committee Report*

The Audit Committee has reviewed and discussed our audited financial statements with management and KPMG LLP, and has discussed with KPMG LLP the matters required to be discussed by applicable requirements of the Public Company Accounting Oversight Board (the “PCAOB”) and SEC. Additionally, the Audit Committee has received the written disclosures and the letter from KPMG LLP, as required by the applicable requirements of the PCAOB regarding KPMG LLP’s communications with the Audit Committee concerning independence, and has discussed with KPMG LLP its independence. Based upon such review and discussion, the Audit Committee recommended to our board that the audited financial statements be included in our Annual Report on Form 10-K for the fiscal year ended December 31, 2024 for filing with the SEC.

Audit Committee of the Board of Directors,

Kelly Tuminelli, Chair

Michelle Gonzalez

Jill Greenthal

* This report of the Audit Committee is required by the SEC rules and, in accordance with the SEC’s rules, will not be deemed to be part of or incorporated by reference by any general statement incorporating by reference this proxy statement into any filing under the Securities Act, or under the Exchange Act, except to the extent that the Company specifically incorporates this information by reference, and will not otherwise be deemed “soliciting material” or “filed” under either the Securities Act or the Exchange Act.

Proposal Two: Ratification of Appointment of Independent Registered Public Accounting Firm

The Audit Committee is directly responsible for the appointment, compensation, retention and oversight of our independent registered public accounting firm. In accordance with its charter, the Audit Committee evaluates the independent registered public accounting firm's qualifications, performance, audit plan, fees and independence at least annually, and took into consideration these factors in its selection of KPMG LLP as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2025.

KPMG LLP has served as the Company's independent registered public accounting firm since 2015. The members of the Audit Committee and our board of directors believe that the continued retention of KPMG LLP is in the best interests of the Company and its stockholders. Our board of directors and Audit Committee value the opinions of our stockholders and consider the selection of such firm to be an important matter of stockholder concern. The selection of KPMG LLP is accordingly being submitted for ratification of stockholders as a matter of good corporate practice. If the stockholders fail to ratify this selection, our board of directors and Audit Committee will consider the outcome of the vote in determining whether to retain this firm for the fiscal year ending December 31, 2025. Even if the selection is ratified, our Audit Committee in its discretion may direct the appointment of different independent auditors at any time during the year if it determines that such a change would be in the best interests of our Company and its stockholders.

The ratification of the appointment of KPMG LLP as our independent registered public accounting firm for our fiscal year ending December 31, 2025 requires the affirmative vote of at least a majority of the voting power of the stock present in person or represented by proxy and entitled to vote on the subject matter. Stockholders may vote "For," "Against," or "Abstain" with respect to this Proposal 2. Abstentions will have the same effect as a vote "Against" Proposal 2. Broker non-votes, if any, will have no effect on the outcome of Proposal 2.

One or more representatives of KPMG LLP are expected to be present at the Annual Meeting online and will have an opportunity to make a statement if they wish and be available to respond to appropriate questions.

FOR

OUR BOARD, UPON RECOMMENDATION OF OUR AUDIT COMMITTEE, UNANIMOUSLY RECOMMENDS THAT STOCKHOLDERS VOTE "FOR" RATIFICATION OF THE APPOINTMENT OF KPMG LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING DECEMBER 31, 2025.

Certain Relationships and Related Person Transactions

Procedures for Review, Approval and Ratification of Related Person Transactions

Our board of directors has adopted a written policy regarding the review, approval, ratification or disapproval by our Audit Committee (or other approving body, provided that such approving body is comprised of a majority of disinterested and independent members of the board or any committee) of transactions between us or any of our subsidiaries and any related person (defined in the policy to have the meaning given to such term in Item 404(a) of Regulation S-K and includes our executive officers, directors or director nominees, any stockholder known to the Company to beneficially own in excess of 5% of any class of our voting securities at the time of occurrence or existence of the related person transaction and any immediate family member of any of the foregoing persons) in which the amount involved exceeds \$120,000 and in which one or more of such related persons has a direct or indirect interest. In approving, ratifying or disapproving any such transaction, our Audit Committee considers the relevant facts and circumstances available and deemed relevant to the Audit Committee.

Our related person transactions policy also contains a standing approval for certain transactions related to Blackstone, including, without limitation: (i) transactions in which Blackstone may have a direct or indirect material interest entered into or in effect at the time of our IPO; (ii) transactions involving our securities in which Blackstone serves as an underwriter, placement agent, initial purchaser, financial advisor or in a similar capacity, and the fees and commissions received by Blackstone for such services are no greater (on a per security basis) than those received by other underwriters, placement agents, initial purchasers, financial advisors or persons performing in a similar capacity in the transaction or that would be received by an unaffiliated third party; and (iii) the purchase or sale of products or services in the ordinary course of our business involving Blackstone or its affiliates, provided that (x) the aggregate amount involved in any such purchase or sale is expected to be less than \$5.0 million per year, (y) such products or services are of a type that are generally made available to other customers by Blackstone or us, as applicable and (z) the appropriate officers of the Company reasonably believe that such transaction is an arm's length transaction.

Related Person Transactions

Stockholders Agreement

In connection with our IPO, we entered into a Stockholders Agreement with our Sponsor and the Founder Groups granting them certain board designation, approval and other rights. See "Corporate Governance and Board Matters—Status as a Controlled Company" and "Beneficial Ownership of Securities" for information regarding our Sponsor and the Founder Groups.

Board Nomination Rights

The Stockholders Agreement gives our Sponsor and the Founder Groups the right to designate a certain number of nominees for election to our board of directors so long as each Founder Group and our Sponsor do not sell below, or beneficially owns (directly or indirectly), as applicable, a specified percentage of the total voting power of our common stock. For additional information, please see "Corporate Governance and Board Matters—Composition of the Board of Directors" above.

Approval Rights

The Stockholders Agreement also provides that for so long as our Sponsor and its affiliates and our Co-Founders and their affiliates, respectively, own at least 5% of the shares of our common stock entitled to vote generally in the election of our directors and are entitled to designate at least one director pursuant to the Stockholders Agreement (or such earlier date that the Sponsor or our Co-Founders request their respective approval rights to be terminated), our Sponsor and at least one of our Co-Founders must approve in advance certain of our actions, including each of the following: (i) any transaction involving us on the one hand and our Sponsor and its affiliates, or one of our Co-Founders and his affiliates, on the other hand, other than (x) certain rescue financing transactions and (y) transactions or agreements on arms'-length terms with portfolio companies of our Sponsor; (ii) any issuances of equity securities (and securities convertible into, or exchangeable or exercisable for our equity securities), other than (x) in connection with public offerings, (y) certain equity incentive plans and (z) mergers, consolidations or similar extraordinary transactions; (iii) any declaration or payment of dividends other than those that are paid pro rata to holders of our common stock; (iv) entry into any bankruptcy, liquidation, dissolution or winding-up of our Company, other than in connection with a sale transaction that is structured as a sale of all or substantially all of our

assets; and (v) any amendment or modification or waiver of our certificate of incorporation or bylaws that adversely affects the rights of Sponsor or our Co-Founders as compared to other holders of our common stock.

Transfer Restrictions

Our Co-Founders and their affiliates are, subject to limited exceptions including the prior written consent of our Sponsor, prohibited from transferring the Company's shares of common stock they hold prior to the third anniversary of the completion of our IPO; provided that such transfer restrictions do not apply to such proportion of the shares held by our Co-Founders that is equal to the proportion of shares of common stock sold in our IPO and in subsequent transactions by our Sponsor relative to the total number of shares of common stock held by our Sponsor immediately prior to the consummation of our IPO.

Other Provisions

The Stockholders Agreement also requires us to cooperate with our Sponsor in connection with certain future pledges, hypothecations, grants of security interest in or transfers (including to third-party investors) of any or all of the shares of our common stock held by our Sponsor, including to banks or financial institutions as collateral or security for loans, advances or extensions of credit. The agreement will also permit our Sponsor to assign its rights and obligations under the Stockholders Agreement, in whole or in part, without our prior written consent.

Registration Rights Agreement

In connection with our IPO, we entered into a registration rights agreement with our Sponsor and our Co-Founders, which provides for customary "demand" registrations and "piggyback" registration rights. The registration rights agreement also provides that we will pay certain expenses relating to such registrations and indemnify the registration rights holders against (or make contributions in respect of) certain liabilities which may arise under the Securities Act.

Support and Services Agreement

The Company was formed by investment funds affiliated with Blackstone as a vehicle for the acquisition of TaskUs Holdings on October 1, 2018 (the "Blackstone Acquisition"). In connection with the closing of the Blackstone Acquisition, TaskUs and TaskUs Holdings entered into a support and services agreement (the "Support and Services Agreement") with Blackstone Capital Partners VII L.P. and Blackstone Capital Partners Asia L.P. and Blackstone Management Partners L.L.C. ("BMP"), an affiliate of Blackstone. Under the Support and Services Agreement, we reimburse BMP and its affiliates for expenses related to support services customarily provided by Blackstone's portfolio operations group to Blackstone's portfolio companies, as well as healthcare-related services provided by Blackstone's Equity Healthcare group and Blackstone's group purchasing program. The Support and Services Agreement also requires us to, among other things, make certain information, including tax-related information, books and records of TaskUs and its subsidiaries, and access to officers, directors and auditors, available to Blackstone and to indemnify BMP and its affiliates against certain claims. During the years ended December 31, 2024 and 2023, there were no transactions pursuant to the Support and Services Agreement that are required to be disclosed.

Indemnification Agreements

We are party to indemnification agreements with our Co-Founders and our other directors and executive officers. These agreements require us to indemnify these individuals to the fullest extent permitted under Delaware law against liabilities that may arise by reason of their service to the Company, and to advance expenses incurred as a result of any proceeding against them as to which they could be indemnified.

Certain Other Commercial Transactions

Our Sponsor and its affiliates have ownership interests in a broad range of companies. We have entered and may in the future enter into commercial transactions in the ordinary course of our business with some of these companies, including the sale of goods and services and the purchase of goods and services. None of these transactions or arrangements individually has been or is expected to be material to us or the Sponsor. From time to time, the Company does business with a number of other companies affiliated with Blackstone, which cannot be presumed to be carried out at an arm's-length basis. During the year ended December 31, 2024 and 2023, we made payments of \$0.8 million and \$0.5 million, respectively, for products and services we received from entities in which our Sponsor had an interest. During the year ended December 31, 2024 and 2023, we recognized revenue of \$9.3 million and \$10.5 million, respectively, for services we provided to entities in which our Sponsor had an interest.

Beneficial Ownership of Securities

The following table sets forth information as of March 1, 2025 (or as of the date otherwise indicated below) regarding beneficial ownership by:

- each person known to us to beneficially own more than 5% of any class of our outstanding common stock;
- our directors and director nominees;
- each of our named executive officers (as listed in the Summary Compensation Table above); and
- all of our directors and executive officers as a group.

The number of shares beneficially owned by each entity or individual is determined under the SEC rules, and the information is not necessarily indicative of beneficial ownership for any other purpose. Under such rules, beneficial ownership includes any shares as to which the entity or individual has sole or shared voting or investment power and also any shares that the entity or individual has the right to acquire as of April 30, 2025 (60 days after March 1, 2025) through the exercise of any stock options, through the vesting of RSUs into shares, or upon the exercise of other rights. Unless otherwise indicated, each person has sole voting and investment power (or shares such power with his or her spouse, as applicable) with respect to the shares set forth in the following table.

The number of shares of Class A common stock and Class B common stock outstanding and percentage of beneficial ownership set forth below is computed on the basis of 19,964,102 shares of our Class A common stock and 70,032,694 shares of our Class B common stock issued and outstanding as of March 1, 2025, and assumes no exchange of Class B common stock for Class A common stock. Each share of Class B common stock is convertible at any time into one share of Class A common stock. Unless otherwise noted, the mailing address of each listed beneficial owner is c/o TaskUs, Inc., 1650 Independence Drive, Suite 100, New Braunfels, Texas 78132.

Name of Beneficial Owner	Shares Beneficially Owned				Total voting power ⁽¹⁾
	Class A Common Stock		Class B Common Stock		
	Number	%	Number	%	
Principal Stockholders:					
Our Sponsor⁽²⁾	—	*	47,130,480	67.3%	65.4%
Think Investments LP⁽³⁾	3,253,358	16.3%	—	*	*
The Vanguard Group⁽⁴⁾	1,772,105	8.9%	—	*	*
Directors and Named Executive Officers:					
Bryce Maddock⁽⁵⁾	1,747,538	8.4%	11,451,107	16.4%	16.1%
Jaspar Weir⁽⁶⁾	1,530,188	7.4%	11,451,107	16.4%	16.1%
Amit Dixit	—	*	—	*	*
Jill Greenthal	28,749	*	—	*	*
Michelle Gonzalez	28,749	*	—	*	*
Susir Kumar	20,206	*	—	*	*
Mukesh Mehta	—	*	—	*	*
Jacqueline Reses	234,295	1.2%	—	*	*
Kelly Tuminelli	29,365	*	—	*	*
Jarrod Johnson	236,839	1.2%	—	*	*
Stephan Daoust	234,798	1.2%	—	*	*
Directors and executive officers as a group (13 persons)	4,666,662	20.7%	22,902,214	32.7%	32.3%

* Represents less than 1%.

(1) Percentage of total voting power represents voting power with respect to all shares of our Class A common stock and Class B common stock, as a single class. The holders of our Class B common stock are entitled to ten votes per share, and holders of our Class A common stock are entitled to one vote per share. Percentages may not add exactly due to rounding.

- (2) Based solely on information contained in a Schedule 13G filed with the SEC on February 11, 2022. Reflects securities held directly by BCP FC Aggregator L.P. The general partner of BCP FC Aggregator L.P. is BCP VII/BCP Asia Holdings Manager (Cayman) L.L.C. The managing members of BCP VII/BCP Asia Holdings Manager (Cayman) L.L.C. are Blackstone Management Associates Asia L.P. and Blackstone Management Associates (Cayman) VII L.P. The general partners of Blackstone Management Associates Asia L.P. are BMA Asia L.L.C. and BMA Asia Ltd. The general partners of Blackstone Management Associates (Cayman) VII L.P. are BCP VII GP L.L.C. and Blackstone LR Associates (Cayman) VII Ltd. Blackstone Holdings III L.P. is the managing member of BMA Asia L.L.C., the sole member of BCP VII GP L.L.C., and the controlling stockholder of BMA Asia Ltd. and the Class A stockholder of Blackstone LR Associates (Cayman) VII Ltd. Blackstone Holdings III GP L.P. is the general partner of Blackstone Holdings III L.P. Blackstone Holdings III GP Management L.L.C. is the general partner of Blackstone Holdings III GP L.P. Blackstone Inc. is the sole member of Blackstone Holdings III GP Management L.L.C. The sole holder of the Series II preferred stock of Blackstone Inc. is Blackstone Group Management L.L.C. Blackstone Group Management L.L.C. is wholly-owned by Blackstone's senior managing directors and controlled by its founder, Stephen A. Schwarzman. Each of the Blackstone entities described in this footnote and Stephen A. Schwarzman may be deemed to beneficially own the securities beneficially owned by BCP FC Aggregator L.P., but each (other than BCP FC Aggregator L.P.) disclaims beneficial ownership of such securities. The address of each of such Blackstone entities and Mr. Schwarzman is c/o Blackstone Inc., 345 Park Avenue, New York, New York 10154.
- (3) Based solely on information contained in a Schedule 13G/A filed with the SEC on January 10, 2025.
- (4) Based solely on information contained in a Schedule 13G/A filed with the SEC on February 13, 2024. Of the shares of Class A common stock beneficially owned, The Vanguard Group reported that it had shared voting power with respect to 4,595 shares, sole dispositive power with respect to 1,747,908 shares and shared dispositive power with respect to 24,197 shares. The address for The Vanguard Group is 100 Vanguard Blvd., Malvern, Pennsylvania 19355.
- (5) Reflects (i) 5,573,620 securities held by The Maddock 2015 Irrevocable Trust, (ii) 5,221,267 securities held by The Bryce Maddock Family Trust, (iii) 656,220 securities held by The Maddock 2015 Exempt Irrevocable Trust, (iv) 894,438 shares of Class A Common Stock held of record by Mr. Maddock, and (v) 853,100 shares of Class A Common Stock underlying options that are currently exercisable or will be exercisable within 60 days of March 1, 2025 and RSUs vesting within 60 days of March 1, 2025. Mr. Maddock and Richard Reyes are each co-trustees of The Maddock 2015 Irrevocable Trust. Mr. Maddock is the trustee of The Bryce Maddock Family Trust.
- (6) Reflects (i) 5,623,190 securities held by The Weir 2015 Irrevocable Trust, (ii) 5,221,267 securities held by the Jaspar Weir Family Trust, (iii) 606,650 securities held by The Weir 2015 Exempt Irrevocable Trust, (iv) 873,900 shares of Class A Common Stock held of record by Mr. Weir, and (v) 656,288 shares of Class A Common Stock underlying options that are currently exercisable or will be exercisable within 60 days of March 1, 2025 and RSUs vesting within 60 days of March 1, 2025. Tarun Nimmagadda is the trustee of The Weir 2015 Irrevocable Trust. Mr. Weir is the trustee of the Jaspar Weir Family Trust.

Questions and Answers About the Annual Meeting

This proxy statement is being provided to you in connection with the solicitation of proxies by our board of directors for use at the Annual Meeting to be held on Thursday, May 22, 2025 at 7:30 a.m. Central Time, or at any adjournment or postponement thereof.

1. Where is the Annual Meeting being held?

Our board of directors has determined that the Annual Meeting should be held online via live audio webcast at www.virtualshareholdermeeting.com/TASK2025 in order to permit stockholders from any location with access to the Internet to participate.

2. What proposals will be addressed at the Annual Meeting?

Stockholders will be asked to consider the following proposals at the Annual Meeting:

PROPOSAL 1: To elect the three director nominees named in this proxy statement as Class I directors of the Company, each to serve for a three-year term and until his or her successor has been duly elected and qualified, or until his or her earlier death, resignation, removal, retirement or disqualification; and

PROPOSAL 2: To ratify the appointment of KPMG LLP as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2025.

Additionally, stockholders are entitled to vote on such other business as may properly be presented at the Annual Meeting or any adjournment or postponement thereof. We are not aware of any matters to be voted on by stockholders at the Annual Meeting other than those included in these proxy materials. If any matter is properly presented at the Annual Meeting, your executed proxy gives your proxy holder discretionary authority to vote your shares in accordance with their best judgment with respect to the matter.

3. Who can vote at the Annual Meeting?

Stockholders of record as of the close of business on March 24, 2025, the record date, are entitled to participate in and vote at the Annual Meeting. Pursuant to our certificate of incorporation, holders of our (i) Class A common stock are entitled to one vote per share on all matters submitted to a vote of stockholders; and (ii) Class B common stock are entitled to ten votes per share on all matters submitted to a vote of stockholders. Holders of our Class A common stock and Class B common stock will vote as a single class on all matters described in this proxy statement.

As of the record date, there were 20,211,430 shares of our Class A common stock and 70,032,694 shares of our Class B common stock issued and outstanding. Pursuant to our certificate of incorporation, holders of Class A and Class B common stock are not entitled to cumulative voting.

4. What is the difference between a stockholder of record and a beneficial owner of shares held in street name?

- **Stockholder of Record:** If your shares are registered directly in your name with the Company's transfer agent, Broadridge Corporate Issuer Solutions, Inc., you are considered the stockholder of record with respect to those shares, and the proxy materials were sent directly to you by the Company.
- **Beneficial Owner of Shares Held in Street Name:** If your shares are held in an account at a brokerage firm, bank, dealer, custodian or other similar organization acting as nominee (each, a "broker"), then you are the beneficial owner of shares held in "street name," and the proxy materials were forwarded to you by that organization. The organization holding your account is considered the stockholder of record for purposes of voting at the Annual Meeting. As a beneficial owner, you have the right to instruct that organization on how to vote the shares held in your account. Those instructions are contained in a "voting instruction form."

5. How can I attend, participate in and vote at the Annual Meeting online?

To participate in the Annual Meeting, including to vote and ask questions, stockholders of record should go to the Annual Meeting website at www.virtualshareholdermeeting.com/TASK2025, enter the 16-digit control number found on your proxy card or Notice, and follow the instructions on the website.

If your shares are held in street name and your Notice or voting instruction form indicates that you may vote those shares through the <http://www.proxyvote.com> website, then you may access, participate in, and vote at the Annual Meeting with the 16-digit access code indicated on that voting instruction form or Notice. Otherwise, stockholders who hold their shares in street name should contact their bank, broker or other nominee (preferably at least five days before the Annual Meeting) and obtain a “legal proxy” in order to be able to attend, participate in or vote at the Annual Meeting.

The Annual Meeting will begin at 7:30 a.m. Central Time on Thursday, May 22, 2025. Online check-in will begin at approximately 7:15 a.m. Central Time, and we encourage you to provide sufficient time before the Annual Meeting begins to check-in. If you encounter any difficulties accessing the virtual meeting during the check-in or meeting time, please call the technical support number that will be posted on the Virtual Stockholder Meeting login page for assistance.

The online meeting format for the Annual Meeting will enable full and equal participation by all our stockholders from any place in the world at little to no cost.

We designed the format of the virtual Annual Meeting to ensure that our stockholders who attend our Annual Meeting will be afforded the same rights and opportunities to participate as they would at an in-person meeting and to enhance stockholder access, participation and communication through online tools. To ensure such an experience, stockholders may submit questions during the Annual Meeting on the Annual Meeting website and we will endeavor to answer as many questions submitted in accordance with the meeting rules of conduct as possible in the time allotted for the meeting without discrimination. More information regarding the question and answer process, including the number and types of questions permitted, and how questions will be recognized and answered, will be available in the meeting rules of conduct, which will be posted on the Annual Meeting website.

Additionally, we will have technicians ready to assist you with any technical difficulties you may have in accessing the live webcast. If you encounter any difficulties while accessing the virtual meeting during the check-in or meeting time, a technical assistance phone number will be made available on the virtual meeting registration page 15 minutes prior to the start time of the Annual Meeting. The virtual meeting platform is fully supported across browsers (Firefox, Chrome, and Safari) and devices (desktops, laptops, tablets, and cell phones) running the most updated version of applicable software and plugins. Participants should ensure that they have a strong WiFi connection wherever they intend to participate in the Annual Meeting. Participants should also give themselves plenty of time to log in and ensure that they can hear audio prior to the start of the Annual Meeting.

Whether or not you plan to attend the Annual Meeting online, we encourage you to fill out and return the proxy card or vote by proxy over the telephone or on the internet as instructed below to ensure your vote is counted.

6. How does the board of directors recommend that I vote?

Our board of directors unanimously recommends that stockholders vote “FOR” each nominee for director named in Proposal 1, and “FOR” the ratification of the selection of KPMG LLP as our independent registered public accounting firm for the fiscal year ending December 31, 2025 (Proposal 2).

7. How many votes must be present to hold the Annual Meeting?

In order for us to conduct the Annual Meeting, a quorum, consisting of a majority of the voting power of the stock outstanding and entitled to vote at the Annual Meeting, must be present or represented by proxy. Abstentions and withhold votes are counted as “shares present” at the Annual Meeting for purposes of determining whether a quorum exists. Proxies submitted by brokers or other holders of record holding shares for you as a beneficial owner that do not indicate a vote for some or all of the proposals because that holder does not have voting authority and has not received voting instructions from you (so-called “broker non-votes”) are also considered “shares present” for purposes of determining whether a quorum exists. If you are a beneficial owner, these holders are not permitted to vote on certain proposals and may not vote on any of the proposals unless you provide voting instructions. Voting your shares will help to ensure that your interests are represented at the meeting.

8. What is a proxy card?

The proxy card enables you to appoint Bryce Maddock, Balaji Sekar and Claudia Walsh as your representatives at the Annual Meeting. By completing and returning the proxy card, you are authorizing such persons to vote your shares at the Annual Meeting in accordance with your instructions on the proxy card. This way, your shares will be voted whether or not you attend the Annual Meeting. Even if you plan to attend the Annual Meeting, it is strongly recommended that you complete and return your proxy card before the date of the Annual Meeting in case your plans change. If a proposal comes up for vote at the Annual Meeting that is not on the proxy card, the proxies will vote your shares, under your proxy, according to their best judgment.

9. Will my shares be voted if I do not provide my proxy?

If you hold your shares directly in your own name, they will not be voted if you do not provide a proxy.

If your shares are held in the name of a broker and you do not provide a proxy, your shares may be voted under certain circumstances. Brokers generally have the authority to vote shares not voted by customers on certain “routine” matters, but are not required to do so and may elect not to vote on any of the proposals unless you provide voting instructions. If you do not provide voting instructions and the broker elects to vote your shares on some but not all matters, it will result in a “broker non-vote” for the matters on which the broker does not vote. Abstentions occur when you provide voting instructions but instruct the broker to abstain from voting on a particular matter instead of voting for or against the matter. In the case of broker non-votes, those shares will still be counted for purposes of determining if a quorum is present but will have no effect on the outcome of the vote on either Proposal 1 or Proposal 2.

10. What vote is required to elect directors (Proposal 1)?

Directors are elected by a plurality of the votes cast at the Annual Meeting. As a result, the three nominees who receive the highest number of shares voted “For” his or her election will be elected.

“Withhold” votes against a director and broker non-votes will have no direct effect on his or her election.

11. What vote is required for Proposal 2?

Approval of Proposal 2 requires the affirmative vote of at least a majority of the voting power of the stock present or represented by proxy and entitled to vote on the subject matter, voting as a single class.

Abstentions will have the same effect as a vote “Against” Proposal 2. Broker non-votes, if any, will have no effect on the outcome of Proposal 2.

12. Can I change my vote after I have voted?

You may revoke your proxy and change your vote at any time before the final vote at the Annual Meeting. You may revoke your previously delivered proxy and vote again by signing and returning a new proxy card or voting instruction form with a later date or by attending the Annual Meeting online and voting. Your attendance at the Annual Meeting online will not automatically revoke your proxy unless you vote at the Annual Meeting or specifically request that your prior proxy be revoked by delivering to the Company’s General Counsel and Corporate Secretary, TaskUs, Inc., 1650 Independence Drive, Suite 100, New Braunfels, Texas 78132 a written notice of revocation prior to the Annual Meeting.

Please note, however, that if your shares are held of record by a broker, you must instruct your broker, bank or other nominee that you wish to change your vote by following the procedures on the voting form provided to you by the broker, bank or other nominee.

13. What happens if I do not indicate how to vote my proxy?

If you sign your proxy card without providing further instructions, your shares will be voted “FOR” each of the director nominees (Proposal 1), and “FOR” the ratification of the selection of KPMG LLP as our independent registered public accounting firm for the fiscal year ending December 31, 2025 (Proposal 2).

14. Where do I find the voting results of the Annual Meeting?

The final voting results will be tallied by the inspector of election and published in the Company’s Current Report on Form 8-K, which the Company will file with the SEC within four business days following the Annual Meeting.

15. Who bears the cost of soliciting proxies?

The Company will bear the cost of soliciting proxies in the accompanying form and will reimburse brokerage firms and others for expenses involved in forwarding proxy materials to beneficial owners or soliciting their execution. In addition to solicitations by mail, the Company, through its directors and officers, may solicit proxies in person, by telephone or by electronic means. Such directors and officers will not receive any special remuneration for these efforts.

Other Matters

Other Business

We are not currently aware of any business to be acted upon at the Annual Meeting other than the matters discussed in this proxy statement. The form of proxy accompanying this proxy statement confers discretionary authority upon the named proxy holders with respect to amendments or variations to the matters identified in the accompanying Notice of Annual Meeting and with respect to any other matters which may properly come before the Annual Meeting or any adjournment or postponement thereof. If other matters do properly come before the Annual Meeting, or at any such adjournment or postponement of the Annual Meeting, we expect that shares of our common stock represented by properly submitted proxies will be voted by the proxy holders in accordance with the recommendations of our board.

Submission of Stockholder Proposals for the 2026 Annual Meeting

Rule 14a-8 Proposals. For any proposal to be considered for inclusion in our proxy statement and form of proxy for submission to the stockholders at our 2026 Annual Meeting of Stockholders, it must be submitted in writing and comply with the requirements of Rule 14a-8 of the Exchange Act. Such proposals must be received by the Company by email at IR@taskus.com or in writing, c/o our General Counsel and Corporate Secretary, TaskUs, Inc., 1650 Independence Drive, Suite 100, New Braunfels, Texas 78132 no later than the close of business on December 9, 2025.

Advance Notice Proposals and Nominations. In addition, our bylaws provide notice procedures for stockholders to nominate a person as a director and to propose business to be considered by stockholders at an Annual Meeting of Stockholders (but not for inclusion in the proxy statement). Notice of a nomination or other proposal of business must be delivered to the Company by email at IR@taskus.com or in writing, c/o our General Counsel and Corporate Secretary, TaskUs, Inc., 1650 Independence Drive, Suite 100, New Braunfels, Texas 78132 no later than the close of business on the 90th day, nor earlier than the close of business on the 120th day, prior to the first anniversary of the preceding year's annual meeting; provided, however, that in the event that the date of the annual meeting is more than 30 days before or more than 70 days after such anniversary date, to be timely notice by the stockholder must be so delivered not earlier than the close of business on the 120th day prior to such annual meeting and not later than the close of business on the later of (i) the 90th day prior to such annual meeting or (ii) the 10th day following the day on which public announcement of the date of the annual meeting is first made by us. Accordingly, for our 2026 Annual Meeting of Stockholders, notice of a nomination or proposal must be delivered to us no earlier than the close of business on January 22, 2026 and no later than the close of business on February 21, 2026. Nominations and proposals also must satisfy other requirements set forth in the bylaws. In addition to satisfying the deadlines in the advance notice provisions of our bylaws, a stockholder who intends to solicit proxies in support of nominees submitted under these advance notice provisions must comply with the requirements of Rule 14a-19(b). The requirements under Rule 14a-19 are in addition to the applicable advance notice requirements under the bylaws as described in this section and shall not extend any deadline set forth under the bylaws.

For purposes of these proposals, "close of business" shall mean 5:00 p.m. local time at the principal executive offices of the Company on any calendar day, whether or not the day is a business day.

Householding Information

Unless we have received contrary instructions, we may send a single copy of the Notice or this proxy statement to any household at which two or more stockholders reside. This process, known as "householding," reduces the volume of duplicate information received at any one household, helps to reduce our expenses, and benefits the environment. However, if stockholders prefer to receive multiple sets of our disclosure documents at the same address this year or in future years, the stockholders should follow the instructions described below. Similarly, if an address is shared with another stockholder and together, both of the stockholders would like to receive only a single set of our disclosure documents, the stockholders should follow these instructions: If the shares are registered in the name of the stockholder, the stockholder should notify us by email at IR@taskus.com, by phone at (888) 400-8275, or in writing, c/o our General Counsel and Corporate Secretary, TaskUs, Inc., 1650 Independence Drive, Suite 100, New Braunfels, Texas 78132 to inform us of his or her request. If a broker holds the shares, the stockholder should contact such broker directly.

Where You Can Find More Information

We file annual and quarterly reports and other reports and information with the SEC. We distribute to our stockholders annual reports containing financial statements audited by our independent registered public accounting firm and, upon request, quarterly reports for the first three quarters of each fiscal year containing unaudited financial information. In addition, the reports and other information are publicly available on the SEC's website, located at <http://www.sec.gov>.

We will provide without charge to you, upon written or oral request, a copy of the Annual Report on Form 10-K for the fiscal year ended December 31, 2024, including the financial statements and schedules. Any requests for copies of information, reports or other filings with the SEC should be directed to the General Counsel and Corporate Secretary, TaskUs, Inc., 1650 Independence Drive, Suite 100, New Braunfels, Texas 78132. The Annual Report and this proxy statement are also available online at <https://ir.taskus.com/financial-information/sec-filings>.

Glossary of Non-GAAP Financial Measures and Non-GAAP Reconciliations

We supplement results reported in accordance with United States generally accepted accounting principles, referred to as GAAP, with non-GAAP financial measures, such as Adjusted EBITDA and Adjusted EBITDA Margin. The Company believes these measures help illustrate underlying trends in our business and uses the measures to establish budgets and operational goals, communicate internally and externally, for managing our business and evaluating its performance. We also believe these measures help investors compare the Company's operating performance with its results in prior periods. Our non-GAAP financial measures should not be evaluated in isolation or supplant comparable GAAP measures, but rather, should be considered together with the information in the Company's consolidated financial statements, which are prepared in accordance with GAAP. Reconciliations of the non-GAAP financial measures to the most directly comparable GAAP financial measures are set forth below.

Non-GAAP Financial Measures:

EBITDA and Adjusted EBITDA

EBITDA is a non-GAAP profitability measure that represents net income or loss for the period before the impact of the benefit from or provision for income taxes, financing expenses, depreciation, and amortization of intangible assets. EBITDA eliminates potential differences in performance caused by variations in capital structures (affecting financing expenses), tax positions (such as the availability of net operating losses against which to relieve taxable profits), the cost and age of tangible assets (affecting relative depreciation expense) and the extent to which intangible assets are identifiable (affecting relative amortization expense).

Adjusted EBITDA is a non-GAAP profitability measure that represents EBITDA before certain items that are considered to hinder comparison of the performance of our business on a period-over-period basis or with other businesses. During the periods presented, we excluded from Adjusted EBITDA transaction costs, earn-out consideration, the effect of foreign currency gains and losses, gains and losses on disposals of assets, non-recurring severance costs, certain non-recurring litigation costs, stock-based compensation expense and associated employer payroll tax and interest income, which include costs that are required to be expensed in accordance with GAAP. Our management believes that the inclusion of supplementary adjustments to EBITDA applied in presenting Adjusted EBITDA are appropriate to provide additional information to investors about certain material non-cash items and about unusual items that we do not expect to continue at the same level in the future.

Adjusted EBITDA Margin represents Adjusted EBITDA divided by service revenue.

Free Cash Flow and Adjusted Free Cash Flow

Free Cash Flow is a non-GAAP liquidity measure that represents our ability to generate additional cash from our business operations. Free Cash Flow is calculated as net cash provided by operating activities in the period minus cash used for purchase of property and equipment in the period. Our management believes that the inclusion of this non-GAAP measure, when considered with our GAAP results, provides management and investors with an additional understanding of our ability to generate additional cash for ongoing business operations and other capital deployment.

Adjusted Free Cash Flow is a non-GAAP liquidity measure that represents Free Cash Flow before the payment of earn-out consideration and certain litigation costs, that are considered non-recurring and outside of the ordinary course of business, which would hinder comparison of the performance of our business on a period-over-period basis or with other businesses. Our management believes that the inclusion of these supplementary adjustment to Free Cash Flow are appropriate to provide additional information to investors about these unusual items that we do not expect to continue at the same level in the future.

Conversion of Adjusted EBITDA to Free Cash Flow represents Free Cash Flow divided by Adjusted EBITDA. Conversion of Adjusted EBITDA to Adjusted Free Cash Flow represents Adjusted Free Cash Flow divided by Adjusted EBITDA.

Reconciliation of GAAP and Non-GAAP Financial Measures

The following table reconciles net income, the most directly comparable GAAP measure, to EBITDA and Adjusted EBITDA for the years ended December 31, 2024 and 2023:

(in thousands, except %)	Year ended December 31,		Period over Period Change	
	2024	2023	(\$)	(%)
Net income	\$45,870	\$45,690	180	0.4%
Provision for (benefit from) income taxes	28,311	29,342	(1,031)	(3.5)%
Financing expenses	21,549	21,717	(168)	(0.8)%
Depreciation	40,223	40,391	(168)	(0.4)%
Amortization of intangible assets	19,935	20,346	(411)	(2.0)%
EBITDA	\$155,888	\$157,486	(1,598)	(1.0)%
Transaction costs ⁽¹⁾	—	245	(245)	(100.0)%
Earn-out consideration ⁽²⁾	—	7,863	(7,863)	(100.0)%
Foreign currency losses (gains) ⁽³⁾	1,302	431	871	202.1%
Loss (gain) on disposal of assets	(80)	1,322	(1,402)	NM
Severance costs ⁽⁴⁾	487	1,852	(1,365)	(73.7)%
Litigation costs ⁽⁵⁾	15,423	—	15,423	100.0%
Stock-based compensation expense ⁽⁶⁾	42,391	53,179	(10,788)	(20.3)%
Interest income ⁽⁷⁾	(5,544)	(1,581)	(3,963)	250.7%
Adjusted EBITDA	\$209,867	\$220,797	(10,930)	(5.0)%
Net Income Margin ⁽⁸⁾	4.6%	4.9%		
Adjusted EBITDA Margin ⁽⁸⁾	21.1%	23.9%		

NM = not meaningful

(1) Represents professional service fees related to non-recurring transactions.

(2) Represents earn-out consideration recognized as compensation expense related to the acquisition of heloo.

(3) Realized and unrealized foreign currency losses include the effect of fair market value changes of forward contracts not designated as hedging instruments and remeasurement of U.S. dollar-denominated accounts to foreign currency.

(4) Represents severance payments as a result of certain cost optimization measures we undertook during the period to restructure support roles.

(5) Represents only those litigation costs that are considered non-recurring and outside of the ordinary course of business.

(6) Represents stock-based compensation expense, as well as associated payroll tax.

(7) Represents interest earned on short-term savings, time-deposits and money market funds.

(8) Net Income Margin represents net income divided by service revenue and Adjusted EBITDA Margin represents Adjusted EBITDA divided by service revenue.

(in thousands, except %)	Year ended December 31,		Period over Period Change	
	2024	2023	(\$)	(%)
Net cash provided by operating activities	\$138,888	\$143,670	(4,782)	(3.3)%
Purchase of property and equipment	(39,104)	(30,995)	(8,109)	26.2%
Free Cash Flow	\$99,784	\$112,675	(12,891)	(11.4)%
Payment for earn-out consideration	—	18,341	(18,341)	(100.0)%
Payment for litigation costs	7,573	—	7,573	100.0%
Adjusted Free Cash Flow	\$107,357	\$131,016	(23,659)	(18.1)%
Conversion of Adjusted EBITDA to Free Cash Flow ⁽¹⁾	47.5%	51.0%		
Conversion of Adjusted EBITDA to Adjusted Free Cash Flow ⁽¹⁾	51.2%	59.3%		

(1) Conversion of Adjusted EBITDA to Free Cash Flow represents Free Cash Flow divided by Adjusted EBITDA. Conversion of Adjusted EBITDA to Adjusted Free Cash Flow represents Adjusted Free Cash Flow divided by Adjusted EBITDA.

