

TASKUS, INC.

NOMINATING AND ESG COMMITTEE CHARTER

I. PURPOSE

The Nominating and Environmental, Social and Governance Committee (the “Committee”) of the Board of Directors (the “Board”) of TaskUs, Inc. (the “Company”) shall provide assistance to the Board by, among other things:

- A. Identifying individuals qualified to become directors, consistent with the criteria approved by the Board, from time to time, and selecting, or recommending that the Board select, the director nominees for the next annual meeting of stockholders or to fill vacancies or newly created directorships that may occur between such meetings;
- B. Developing and recommending to the Board a set of corporate governance guidelines applicable to the Company and assisting the Board in complying with them;
- C. Overseeing the evaluation of the Board and management;
- D. Recommending members of the Board to serve on committees of the Board and evaluating the functions and performance of such committees; and
- E. Otherwise taking a leadership role in shaping the corporate governance and overseeing the strategy of the Company as it relates to environmental and social matters.

II. STRUCTURE AND PROCESSES

Membership Requirements

The Committee shall be composed of two or more members of the Board, each of whom shall be determined by the Board to meet the criteria for independence set forth in Nasdaq Listing Rule 5605(a)(2), subject to an election by the Company to rely on the exemption available to “controlled companies” and the applicable transition periods or as may otherwise be permitted by the Nasdaq Listing Rules.

Appointment and Removal

The members of the Committee shall be appointed by the Board and each member shall serve until such member’s successor is duly elected and qualified or until such member’s earlier resignation, removal, retirement, disqualification or death. The members of the Committee may be removed, with or without cause, by action of the Board.

Chairperson

Unless a chairperson of the Committee (the “Chairperson”) is selected by the Board, the members of the Committee shall designate a Chairperson by the majority vote of the full Committee membership. The Chairperson will chair all regular sessions of the Committee and is responsible for setting the agendas for Committee meetings. In the absence of the Chairperson of the Committee, the Committee shall select another member to preside.

Delegation to Subcommittees

The Committee may form subcommittees composed of one or more of its members for any purpose that the Committee deems appropriate and may delegate to such subcommittees such power and authority as the Committee deems appropriate.

III. MEETINGS

The Committee shall meet periodically as circumstances dictate. The Chairperson of the Board or any member of the Committee may call meetings of the Committee. The same procedural rules concerning notice of meetings, actions by unanimous consent or telephonic meetings and meetings held by other means of remote communication, and other procedural matters, shall apply to Committee meetings as apply to meetings of the Board under the Company's certificate of incorporation or bylaws.

All non-management directors that are not members of the Committee may attend meetings of the Committee but may not vote. Additionally, the Committee may invite to its meetings any director, management of the Company and such other persons as it deems appropriate in order to carry out its responsibilities. The Committee may also exclude from its meetings any persons it deems appropriate in order to carry out its responsibilities.

A majority of the members of the Committee shall constitute a quorum for the transaction of business, unless the Committee shall consist of two members, in which event one member shall constitute a quorum, and the act of a majority of those present at any meeting at which there is a quorum shall be the act of the Committee.

IV. RESPONSIBILITIES AND DUTIES

The following functions are expected to be the common recurring activities of the Committee in carrying out its responsibilities. These functions should serve as a guide with the understanding that the Committee may carry out additional functions and adopt additional policies and procedures as may be required or appropriate in light of changing business, legislative, regulatory, legal or other conditions. The Committee may also carry out any other responsibilities and duties delegated to it by the Board from time to time.

The Committee, in discharging its oversight role, is empowered to study or investigate any matter of interest or concern that the Committee deems appropriate and shall have the authority to retain and terminate outside counsel or other experts for this purpose, including the authority to approve the fees payable to such counsel or experts and any other terms of retention. The Company shall provide appropriate funding, as determined by the Committee, for payment of reasonable compensation to any consultant, legal counsel or other adviser retained by the Committee, as well as funding for the payment of ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties. The Committee also shall have sole authority to retain and to terminate any search firm to be used to assist it in identifying candidates to serve as directors of the Company, including sole authority to approve the fees payable to such search firm and any other terms of retention.

Nomination of Directors, Board Composition and Evaluation

1. Nomination of Directors: Establish criteria for the selection of nominees for election as directors to serve on the Board. Determine the skills and qualifications required of directors.
2. Subject to paragraph 14 below, identify individuals believed to be qualified as candidates to serve on the Board and select, or recommend that the Board select, the nominees for all directorships to be filled by the Board or by the stockholders at an annual or special meeting. In identifying candidates for membership on the Board, the Committee shall take into account all factors it considers appropriate, which may include (a) 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 and (b) all other factors the Committee 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 background, executive compensation background and the size, composition and combined expertise of the existing Board. The Committee also may consider the extent to which the candidate would fill a present need on the Board.

In the case of a director nominated to fill a vacancy on the Board due to an increase in the size of the Board, recommend to the Board, if applicable, the class of directors in which the director-nominee should serve and in accordance with any applicable provisions of the Company's certificate of incorporation, bylaws or any stockholders agreement to which the Company is a party.

3. Director Re-nomination. Review and make recommendations to the Board, or determine, whether members of the Board should stand for re-election. Consider matters relating to the retirement of members of the Board, including term limits or age limits, as well as the performance of such directors.
4. Stockholder Nominees. Develop, and review periodically, procedures for considering stockholder nominees for election to the Board. Evaluate candidates recommended by stockholders for nomination for election to the Board on a substantially similar basis as it considers other nominees.
5. Director Background and Qualifications. Conduct all necessary and appropriate inquiries into the backgrounds and qualifications of possible candidates to serve on the Board.
6. Director Independence and Conflicts of Interest. Consider questions of independence and possible conflicts of interest of members of the Board and executive officers. Make recommendations to the full Board regarding determinations of independence for each director, pursuant to Rule 5605 of the Nasdaq Listing Rules.
7. Board Size and Composition. Review and make recommendations, as the Committee deems appropriate, regarding the composition and size of the Board in order to ensure the

Board has the requisite expertise and its membership consists of persons with sufficiently diverse and independent backgrounds.

8. Lead Independent Director. Recommend to the Board as necessary and appropriate an individual to serve as a lead independent director of the Board, if applicable, as described in the Company's Corporate Governance Guidelines.
9. Board Self-Assessments. Oversee evaluations of the Board and any evaluations conducted by any Board committee.
10. New Director Orientation. Oversee the orientation of newly elected Directors and any continuing education requirements for the Board as set forth in the Corporate Governance Guidelines.
11. Committee Selection. Recommend to the Board for approval directors to serve on the Board committees, including the chairperson of each committee, giving consideration to the criteria for service on each committee as set forth in the charter for such committee, as well as to any other factors the Committee deems relevant, and where appropriate, make recommendations regarding the removal of any member of any committee.
12. Board Committee Structure. Establish, monitor and recommend the purpose, structure and functions of the various committees of the Board, the qualifications and criteria for membership on each Board committee and, as circumstances dictate, make any recommendations regarding periodic rotation of directors among the committees and impose any term limitations of service on any committee of the Board.
13. Periodically review the charter, composition and performance of each committee of the Board and make recommendations to the Board for the creation of additional committees or the elimination of committees of the Board.
14. Stockholders Agreement. To the extent there is a stockholders agreement to which the Company is a party (as such may be amended from time to time), governing the composition of the Company's Board, the Committee shall act appropriately to nominate individuals to serve as directors of the Board, to fill vacancies on the Board and to comply with such other matters as may be specified in such agreement, in each case, in accordance with such stockholders agreement.

Corporate Governance

15. Certificate of Incorporation and Bylaws. Review the adequacy of the certificate of incorporation and by-laws of the Company and recommend to the Board, as conditions dictate, proposed amendments to the certificate of incorporation and by-laws.
16. Corporate Governance Guidelines. Develop and recommend to the Board a set of corporate governance guidelines to be included in the Company's Corporate Governance Guidelines and keep abreast of developments with regard to corporate governance to enable the Committee to recommend to the Board for approval any changes to the

Company's Corporate Governance Guidelines in light of such developments as may be appropriate.

17. Board Meetings Policies. Review policies relating to meetings of the Board. This may include meeting schedules and locations, meeting agendas and procedures for delivery of materials in advance of meetings.
18. Review significant shareholder relations issues, corporate political or charitable contributions and environmental and corporate social responsibility matters.

Environmental & Corporate Social Responsibility

19. Oversee environmental and corporate social responsibility matters as they pertain to the Company's business and strategy. Identify and report to the Board on current and emerging environmental and social trends and issues that may affect the Company's business operations, performance and reputation.
20. Review significant corporate political issues or charitable contributions.
21. Review disclosures included in the Company's Sustainability Report, if any, regarding the Company's environmental and social initiatives and metrics.

Reports

22. Report regularly to the Board including:
 - (i) following meetings and unanimous consents of the Committee; and
 - (ii) with respect to such other matters as are relevant to the Committee's discharge of its responsibilities.

The Committee shall provide such recommendations to the Board as the Committee may deem appropriate. The report to the Board may take the form of an oral report by the Chairperson or any other member of the Committee designated by the Committee to make such report.

23. Maintain minutes or other records of meetings and activities of the Committee.

V. EVALUATION

It is expected that the Committee will review and evaluate its performance, at least annually, including by reviewing its compliance with this Charter. In addition, it is expected that the Committee shall review and reassess, at least annually, the adequacy of this Charter and recommend to the Board any proposed changes to this Charter that the Committee considers necessary or appropriate. The Committee shall conduct such evaluations and reviews in such manner as it deems appropriate.

Effective Date: June 10, 2021