
Notice of Annual General Meeting

FINEOS CORPORATION HOLDINGS PLC (ASX: FCL)

(incorporated and registered in Ireland under the Companies Act 2014 with registered number 639640 and registered under the Corporations Act 2001, Australia with ARBN 633 278 430)

Notice is hereby given that the Annual General Meeting of FINEOS Corporation Holdings plc (**Company** or **FINEOS**) will be held via conference facility hosted on the following platform:

Chorus Call: <https://ccmediaframe.com/?id=7DB9IJq5>

on **5 December 2023** commencing at **8 a.m. (GMT) / 7 p.m. (AEDT)**.

The Explanatory Notes and the Proxy Form are part of this notice.

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. If you are in any doubt as to the action you should take, you are recommended to seek your own financial advice immediately from an independent financial advisor being, if you are resident in Ireland, an organisation or firm authorised under the European Communities (Markets in Financial Instruments) Regulations 2017 (as amended) or the Investment Intermediaries Act 1995 (as amended) or, if you are resident in the United Kingdom, an organisation or firm authorised under the Financial Services and Markets Act 2000 of the United Kingdom or if you are resident outside Ireland or the United Kingdom, an appropriately authorised independent financial advisor.

If you sell or have sold or otherwise transferred all your CHESS depositary interests representing shares in the Company (**CDIs**), please forward this document and the accompanying Voting Instruction Form at once to the purchaser or transferee, or to the stockbroker, bank or other agent through whom the sale or transfer was effected, for transmission to the purchaser or transferee. If you have sold only part of your holding of CDIs, please contact your stockbroker, bank or other agent through whom the sale or transfer was effected, immediately.

NOTICE OF ANNUAL GENERAL MEETING

Notice is given that an Annual General Meeting of FINEOS Corporation Holdings plc will be held via electronic means on 5 December 2023 commencing at 8 a.m. (GMT) / 7 p.m. (AEDT), to transact the following business.

The meeting may be accessed via the following link:

<https://ccmediaframe.com/?id=7DB9IJq5>

The Company recommends that Security holders log in to the online portal at least 15 minutes prior to the start of the Meeting to ensure their internet connections and devices are working and to attend to registration requirements, which will entail each participant providing his / her full name and address.

An “Ask a Question” box will appear on the participant’s screen once registration is completed. Questions and comments may be typed into this box and submitted to the call moderator, who will convey them to the Chairman of the Meeting. Instructions on how to submit questions and comments will be confirmed by the portal operator at the commencement of the Meeting, and in-portal assistance will be available from the moderator throughout the Meeting.

Security holders also may submit written questions to the Company in relation to the items on the agenda of the AGM prior to the Meeting. Written questions must be received no later than 8 a.m. (GMT) / 7 p.m. (AEDT) on 1 December 2023 and may be submitted by electronic mail to: John.McKnight@fineos.com

BUSINESS OF THE MEETING

ITEM 1: FINEOS FINANCIAL STATEMENTS AND REPORTS

To receive and consider the annual financial statements for the year ended 30 June 2023 and the directors’ report and the auditor’s report on such statements and to review the Company’s affairs.

ITEM 2: AUDITOR REMUNERATION

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

“That the Company’s board of Directors be authorised to fix the remuneration of the auditors.”

ITEM 3: RE-ELECTION AND ELECTION OF DIRECTORS

Item 3.1: Re-election of Mr David Hollander

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

“That Mr David Hollander, being a Director who is retiring by rotation in accordance with Article 104 of the Company’s Articles and Listing Rule 14.5, and being eligible, offers himself for re-election, be re-elected as a Director of the Company.”

Item 3.2: Election of Ms Terri Rhodes

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

“That in accordance with Article 107 of the Articles, Ms Terri Rhodes, being eligible offers herself for election as a Director of the Company effective 1 January 2024.”

ITEM 4: APPROVAL OF ISSUE OF SECURITIES TO RELATED PARTY

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

“That, for the purposes of ASX Listing Rule 10.11.1 and for all other purposes, Shareholders approve the allotment and issue of 2,222,222 fully paid Ordinary Shares, represented by CDIs, to Michael Kelly as further detailed in the Explanatory Notes to this Notice of Meeting.”

Note: A voting exclusion statement applies to this resolution (see Explanatory Notes for details).

ITEM 5: APPROVAL TO ISSUE AND ALLOT SECURITIES AND DISAPPLICATION OF PRE-EMPTION RIGHTS

Item 5.1: Approval to issue and allot securities

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

“That, for the purposes of Section 1021 of the Companies Act 2014, the Directors be, and are generally and unconditionally authorised, to exercise all the powers of the Company to allot and issue relevant securities (as defined by Section 1021 of that Act) (including, without limitation, any treasury shares, as defined by Section 106 of that Act) up to an aggregate nominal amount of €110,912.15 (110,912,156 ordinary shares of €0.001 each) representing approximately 33% of the aggregate issued share capital of the Company on the date of this Notice. This authority shall expire on the earlier of the conclusion of the next annual general meeting of the Company and close of business on 5 March 2025, unless previously varied, revoked or renewed by the Company in general meeting. The Company may before such expiry make an offer or agreement which would or might require relevant securities to be allotted after such expiry and the Directors may allot and issue relevant securities in pursuance of any such offer or agreement as if the authority conferred hereby had not expired.”

Item 5.2: Approval to Disapply Pre-emption Rights

To consider and, if thought fit, pass the following resolution as a special resolution of the Company:

“That, subject to the approval of the resolution set out at Item 5.1, pursuant to Sections 1022 and 1023(3) of the Companies Act 2014, the Directors be and are hereby empowered to allot equity securities (within the meaning of Section 1023(1) of the Companies Act 2014) for cash pursuant to the authority to allot relevant securities conferred on the Directors in the resolution set out at Item 5.1 as if Section 1022(1) of the Companies Act 2014 did not apply to any such allotment, such power being limited to:

- a) the allotment of equity securities in connection with any offer of securities, open for a period fixed by the Directors, by way of rights issue, open offer or other invitation to or in favour of the holders of*

Ordinary Shares or CDIs and/or any persons having a right to subscribe for securities in the capital of the Company (including, without limitation, any person entitled to options or share awards under any of the Company's share incentive plans then in force), including the allotment, by way of placing or otherwise of any equity securities as may not be taken up under such offer, to such persons as the Directors may determine; and, generally, subject further to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to legal or practical problems (including dealing with any fractional entitlements) and/or arising in respect of any overseas security holders under the laws of, or the requirements of any regulatory body in, any territory; or

- b) the allotment of equity securities up to a maximum of 50,414,616 Ordinary Shares, representing approximately 15% of the entire issued ordinary share capital of the Company as at the date of this notice;*

provided that the power hereby granted shall expire on the earlier of the conclusion of the next annual general meeting of the Company and close of business on 5 March 2025, unless previously varied, revoked or renewed, provided that the Company may, before such expiry, make an offer or agreement which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities in pursuance of such offer or agreement as if the power conferred hereby had not expired."

Note: The issue of up to a maximum of 15% of the entire issued share capital of the Company on a non-pre-emptive basis without shareholder approval is permitted under ASX Listing Rule 7.1. (See Explanatory Notes in relation to item 5.2.)

ITEM 6: RATIFICATION OF ISSUE OF SECURITIES

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

"That, for the purposes of ASX Listing Rule 7.4, Shareholders ratify the prior issue and allotment of 15,555,556 fully paid Ordinary Shares in the Company, represented by CDIs, on the terms and as outlined in the Explanatory Notes accompanying the Notice."

Note: A voting exclusion statement applies to this resolution. (See Explanatory Notes in relation to Item 6 for details.)

NOTES TO AGM NOTICE

Notes 1 - 9 apply to persons who directly hold ordinary shares in the Company. Notes 10 - 12 apply to persons who hold CDIs. Notes 13 - 16 apply to both shareholders and CDI holders.

References in this Notice to attending the Annual General Meeting or to attending the Annual General Meeting personally shall mean attending by way of participation electronically via the online platform referred to in this Notice.

SHAREHOLDERS

Entitlement to attend and vote

1. Only the holders of ordinary shares and those members registered in the register of members of the Company at the Entitlement Time are entitled to attend and vote at the Annual General Meeting of the Company. A holder of ordinary shares may appoint a proxy or proxies to attend, speak and vote in his / her stead as follows: the Chairman of the Meeting or another individual who will attend the meeting. A proxy need not be a member of the Company.

Appointment of Proxies

2. Pursuant to Article 63.1 of the Articles, the Company hereby specifies that only those shareholders registered in the Register of Members at 8 a.m. (GMT) / 7 p.m. (AEDT) on 3 December 2023 (or, in the case of an adjournment as at close of business on the day which is 48 hours before the date of the adjourned meeting) shall be entitled to attend or vote at the AGM in respect of the number of shares registered in their name at that time. Changes to entries in the register after that time will be disregarded in determining the right of any person to attend, speak, ask questions and/or vote at the meeting.
3. A form of proxy is enclosed for the use of Shareholders unable to attend the meeting. Shareholders should send their original signed proxy form to the Company's registered office as follows:
 - by mail or personal delivery to: FINEOS House, Eastpoint Business Park, Dublin D03 FT97, Ireland
 - by telefax to: +35316399701
 - via electronic mail to: John.McKnight@fineos.com

To be valid, proxies, and any authority under which they are signed, must be lodged not less than 48 hours before the time appointed for the holding of the meeting, i.e. by 8 a.m. (GMT) / 7 p.m. (AEDT) on 3 December 2023. If shareholders attend the meeting, they may vote at the meeting even if they have returned a form of proxy, provided that prior to the Meeting they have duly notified the Company in writing of the revocation of the proxy. Such notice must be received by the Company (in electronic form or otherwise) at the registered office of the Company.

4. Alternatively, subject to the Company's Articles of Association, and provided it is received not less than 48 hours before the time appointed for the holding of the AGM or adjourned AGM or (in the case of a poll taken otherwise than at or on the same day as the AGM or adjourned AGM) at least 48 hours before taking the poll at which it is to be used, the appointment of a proxy together with any authority under which it is signed may be submitted via the online voting portal at: <https://www.votingonline.com.au/fclagm2023>

5. In the case of a corporation, the form of proxy must be either executed under its common seal or signed on its behalf by a duly authorised officer or attorney.

Voting Procedures

6. All votes will be conducted by way of a poll, which will be demanded by the Chairman in respect of each resolution. Every holder of Ordinary Shares or proxy for such holder who is present at the meeting by electronic participation has one vote per share held.
When the poll is opened, if required, a ballot link will appear on the screen of registered Shareholders and nominated proxies. In order to complete the ballot, the following information will be required:
 - postcode or country of residence (if outside Australia); and
 - Voting Access Code (VAC) which may be found on the Voting Instruction Form accompanying this Notice of Meeting.Instructions on how to submit ballots will be confirmed by the portal operator at the commencement of the poll proceedings and in-portal assistance will be available from the moderator throughout the Meeting.
7. On the conduct of the poll, every Shareholder shall have one vote for every Ordinary Share of which he or she is the holder. Where a poll is taken, a Shareholder, whether present personally or by proxy, holding more than one Ordinary Share need not cast all of his/her votes in the same way.
8. An ordinary resolution requires a simple majority of votes cast by Shareholders voting personally or by proxy, to be passed. A special resolution requires a majority of not less than 75% of votes cast by those who vote either personally or by proxy, to be passed.
9. In the case of joint holders, the vote of the senior holder who tenders a vote, whether personally or by proxy, will be accepted to the exclusion of the votes of the other joint holder(s) and, for this purpose, seniority will be determined by the order in which the names of the joint holders stand in the register of members in respect of the share.

CDI HOLDERS

Entitlement to attend and vote

10. Only those persons registered as holders of CDIs over shares of the Company at 8 a.m. (GMT) / 7 p.m. (AEDT) on 3 December 2023 or if the AGM is adjourned, at the time that is 48 hours before the time appointed for the adjourned meeting (**Entitlement Time**) shall be entitled to attend, speak, ask questions and, subject to valid submission of a Voting Instruction Form in respect of the number of CDIs registered in their name, vote at the meeting, or if relevant, any adjournment thereof. Changes in the register after that time and date will be disregarded in determining the right of any person to attend and/or vote at the meeting or any adjournment thereof.

Voting by CDI Holders

11. If you are a CDI holder and want to vote on the resolutions to be considered at the AGM, you have the following options:

Option A – If you are not attending the AGM personally via electronic means or appointing a Nominated Proxy

Follow this option if you do not intend to attend the AGM or to appoint a proxy to attend the AGM on your behalf (a **Nominated Proxy**).

You may lodge a Voting Instruction Form directing CHESS Depository Nominees Pty Limited (**CDN**) (the legal holder of shares for the purposes of the ASX Settlement Operating Rules) to nominate the Chairman of the AGM as its proxy to vote the shares underlying your holding of CDIs that it holds, on your behalf.

You may submit your Voting Instruction Form as follows:

- Complete the hard copy Voting Instruction Form accompanying this Notice of Meeting and lodge it using the “Lodgement Instructions” set out at note 12 below; or
- Complete a Voting Instruction Form at <https://www.votingonline.com.au/fclagm2023>
You will need to enter your:
 - postcode or country of residence (if outside Australia); and
 - Voting Access Code (VAC) which may be found on your Voting Instruction Form accompanying this Notice of Meeting.

If you lodge the Voting Instruction Form in accordance with these instructions, you will be taken to have signed it.

For your vote to count, your completed Voting Instruction Form must be received by no later than 8 a.m. (GMT) / 7 p.m. (AEDT) on 1 December 2023.

Option B – If you are (or your Nominated Proxy is) attending the AGM via electronic means

If you would like to attend the AGM and vote personally or appoint a Nominated Proxy to attend the AGM and vote, you may use a Voting Instruction Form to direct CDN to nominate:

- a) you or another person nominated by you (who does not need to be a member of the Company) as a Nominated Proxy; and
- b) the Chairman in the event the Nominated Proxy does not attend the AGM,

as proxy to vote the Shares underlying your holding of CDIs on behalf of CDN at the AGM.

If the Nominated Proxy does not attend the AGM, the Chairman will vote the shares in accordance with the instructions on the Voting Instruction Form or, for undirected proxies, in accordance with the Nominated Proxy’s written instructions. If the Nominated Proxy does not provide written instructions by mail to Boardroom Pty Limited, GPO Box 3993, Sydney, NSW 2001, Australia by no later than 8 a.m. (GMT) / 7 p.m. (AEDT) on 1 December 2023, then the Chairman intends voting in favour of all of the resolutions.

For your proxy appointment to count, your completed Voting Instruction Form must be received by no later than 8 a.m. (GMT) / 7p.m. (AEDT) on 1 December 2023.

Option C – convert your holding of CDIs into Shares

Holders of CDIs may convert their CDIs into a holding of Shares and vote these at the meeting as set out at Notes 1 to 9 above. However, if thereafter the former CDI holder wishes to sell their investment on ASX it would be necessary to convert the Shares back to CDIs. In order to be able to vote at the meeting, the CDI holder must complete the conversion prior to 8 a.m. (GMT) / 7 p.m. (AEDT) on 3 December 2023. Holders of CDIs who wish to convert their CDIs into Shares should contact Eddie Diab on 02 8023 5485 or via e-mail at eddie.diab@boardroomlimited.com.au

If you submit a completed Voting Instruction Form to Boardroom Pty Limited, but fail to select either of Option A or Option B, you are deemed to have selected Option A.

12. Lodgement Instructions

By Fax: +61 2 9290 9655

By Mail: Boardroom Pty Limited
GPO Box 3993
Sydney
NSW 2001
Australia

By Hand: Boardroom Pty Limited
Level 8, 210 George Street
Sydney
NSW
Australia

Online: <https://www.votingonline.com.au/fclagm2023>

SHAREHOLDERS AND CDI HOLDERS

Total number of issued shares

13. The total number of issued ordinary shares on the date of this Notice of AGM is 336,097,443. Each ordinary share (or each CDI in respect of such ordinary share in respect of which voting instructions have been received in accordance with Notes 10 to 12) carries one vote. On a vote on a poll, every ordinary Shareholder present and every proxy (including CDI holders present as a Nominated Proxy of CDN) has one vote per share held. Ordinary Resolutions require to be passed by a simple majority of votes cast by those ordinary shareholders who vote in person or by proxy (including CDI Holders present as Nominated Proxies of CDN). Special Resolutions require to be passed by a majority of 75% of votes cast by those ordinary shareholders who vote in person or by proxy (including CDI Holders present as Nominated Proxies of CDN).

Questions at the AGM

14. Shareholders may put questions to the Chairman relating to items on the agenda of the AGM. An “Ask a Question” box will appear on the participant’s screen once registration is completed. Questions and comments may be typed into this box and submitted to the call moderator, who will convey them to the Chairman of the Meeting. Instructions on how to submit questions and comments will be confirmed by the portal operator at the commencement of the Meeting, and in-portal assistance will be available from the moderator throughout the Meeting.

Security holders may also submit written questions to the Company in relation to the items on the agenda of the AGM prior to the AGM. Written questions must be received no later than 8 a.m. (GMT) / 7 p.m. (AEDT) on 1 December 2023 and may be submitted by electronic mail to:

John.McKnight@fineos.com

Amendments to resolutions

15. Subject to the Act and any provision of the Articles, where a resolution is proposed as a special resolution, no amendment to the resolution (other than an amendment to correct a patent error) may be considered and where a resolution is proposed as an ordinary resolution, no amendment to the resolution (other than an amendment to correct a patent error) may be considered or voted upon unless (a) the Chairman in her absolute discretion decides that it may be considered or voted upon and (b) the terms of the resolution as amended will still be such that adequate notice of the intention to pass the same can be deemed to have been given to all persons entitled to receive such notice in accordance with the Articles.

16. Electronic Meeting Platform

The Meeting will be held wholly via electronic means and hosted on an online platform provided by Chorus Call Inc., on 5 December 2023 commencing at 8 a.m. (GMT) / 7 p.m. (AEDT).

Any Security holder who wishes to attend the Meeting may do so by accessing the following link:

<https://ccmediaframe.com/?id=7DB9IJq5>

When signing into the online platform, those attending the Meeting must provide their full name in order to allow the Company to identify them during the Meeting.

The Company recommends that Security holders log in to the online portal at least 15 minutes prior to the start of the Meeting to ensure their internet connections and devices are working and to attend to registration requirements.

Security holders may put questions to the Chairman relating to items on the Meeting agenda. The Chairman will also allow a reasonable opportunity at the Meeting for Security holders to ask more general questions about the affairs of the Company.

As stated at Note 6, all resolutions at the Meeting will be decided by way of a poll (which will reflect proxy votes received within the prescribed timeframes prior to the Meeting and votes cast at the Meeting by undirected proxies) and the Company will publish the results of the poll on its website and via the ASX announcements platform following the Meeting.

Although the Meeting is to be held wholly via electronic means, for the purposes of the Act, the place of the Meeting shall be deemed to be FINEOS House, Eastpoint Business Park, Dublin 3, D03 FT97, Ireland.

ANNUAL REPORTS

Copies of the Annual Report for FINEOS may be accessed at the Company's website <https://www.fineos.com/investors/financial-results/>

BY ORDER OF THE BOARD

John McKnight

John McKnight

Company Secretary

Date: 6 November 2023

EXPLANATORY NOTES

Notes on Business

ITEM 1 – FINANCIAL STATEMENTS AND REPORTS

The Company's Annual report, incorporating the financial statements, directors' report and auditor's report for the financial year ended 30 June 2023, will be presented to the Meeting for consideration. The Annual Report may be viewed on the Company's website at: <https://www.fineos.com/investors/financial-results/>

The Financial Report comprises the consolidated financial statements of the Company and its controlled entities.

There is no requirement for a formal resolution on this Item.

The Chairman of the Meeting will allow a reasonable opportunity at the Meeting for Security holders to ask questions about the financial statements, the directors' reports, the auditor's report and the affairs of the Company. Security holders will also be given a reasonable opportunity at the Meeting to ask the Company's auditor, Mazars, questions about the conduct of its audit of the Company's Financial Report for the year ended 30 June 2023 and the preparation and content of the auditor's report.

ITEM 2 – AUDITOR REMUNERATION

This item authorises the Directors to determine the remuneration of the Company's auditors. This is an annual resolution required by Irish law. The Company's auditor continues to be Mazars.

Directors' Recommendation

The Board unanimously recommends that Shareholders vote in favour of this resolution.

ITEM 3 – RE-ELECTION AND ELECTION OF DIRECTORS

In accordance with the Articles and ASX Listing Rule 14.5, an election of Directors must be held at each annual general meeting.

Article 104.3 of the Articles provides that one third of the directors for the time being are subject to retire by rotation at each annual general meeting of the Company. Accordingly, Mr Hollander is retiring by rotation and is offering himself for re-election as a Director of the Company.

Item 3.1- Mr David Hollander

Resolution 3.1 seeks the re-election of Mr David Hollander who was first appointed to the Board as a director in October 2019 and was re-elected by Shareholders at the Annual General Meeting held in 2021. Being eligible, Mr Hollander offers himself for re-election at this year's AGM.

Mr Hollander is a global leader and experienced board member with over 35 years of experience in the insurance, technology and professional services industries.

As well as his role at FINEOS, Mr Hollander is a non-executive director on the Boards of two insurers: Northwestern Mutual Life, the largest individual life insurance company in the US, and Westfield Insurance, a global Property & Casualty carrier also in the US. In addition, he is a director of Clara Analytics, a leading AI/ML Insurtech provider of claims technology solutions to the property & casualty industry.

Mr Hollander retired as Global Insurance Leader for Ernst & Young LLP (EY) in 2019. Previously he served as a member of the Board of Directors of Westfield Insurance and as CEO of UNIRISX, a SaaS-based policy administration Insurtech solution based in the UK. Mr Hollander began his career with Accenture.

Having had regard to the ASX Principles, the Board considers Mr Hollander to be an independent director.

Directors' Recommendation

The Board (with Mr Hollander abstaining) unanimously recommends that Shareholders vote in favour of this resolution.

Item 3.2 – Ms Terri Rhodes

Resolution 3.2 seeks the election of Ms Terri Rhodes whose appointment to the Board with effect from 1 January 2024 is recommended by the Board. Being eligible, Ms Rhodes offers herself for election at the AGM.

Ms. Rhodes has worked in the absence, workers compensation and disability profession in the U.S. since 1985. The earlier stages of her career were focused on the design, implementation and management of absence programs at a number of major industry institutions including Mercer, Healthnet, Abbott Laboratories and Sedgwick. Most recently Terri served as CEO of DMEC (Disability Management Employer Coalition) where she provided strategic leadership to the association and also served on their Board of Directors.

Having had regard to the ASX Principles, the Board considers Ms Terri Rhodes to be an independent director.

Directors' Recommendation

The Board unanimously recommends that Shareholders vote in favour of this resolution.

ITEM 4: APPROVAL OF ISSUE OF SECURITIES TO MR MICHAEL KELLY

In September 2023, the Company completed a placement to sophisticated, professional and other institutional investors to raise approximately A\$40million comprising a fully-underwritten A\$35million institutional placement and A\$5million conditional placement to Mr Michael Kelly, Founder, Director and CEO of the Company, subject to Securityholder approval.

Item 4 seeks Securityholder approval for the issue of 2,222,222 CDIs to Mr Kelly as a \$5million investor in this issue, under ASX Listing Rule 10.11.1.

ASX listing rule 10.11.1 requires that an entity must not issue or agree to issue equity securities to a related party without the approval of the holders of its ordinary securities.

ASX Listing Rule 10.13 requires that the following information be provided to Securityholders in relation to the issue of the securities that are the subject of Item 4:

- (a) the CDIs are issued to Mr Kelly;
- (b) Mr Kelly falls within Listing Rule 10.11.1 as he is a director of the Company;
- (c) the total number of securities to be issued by the Company is 2,222,222 CDIs;
- (d) the CDIs will be issued no later than one month after the Meeting, if the resolution is approved;
- (e) the CDIs will be issued for \$2.25 per CDI;
- (f) the funds raised will be used by the Company for general working capital purposes;
- (g) Michael Kelly is a director of the Company and the issue is not intended to remunerate the director;
and
- (h) A voting exclusion statement is included below.

Voting exclusion statement

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

- Mr Kelly and any other person who will obtain a material benefit as a result of the issue of the CDIs (except a benefit solely by reason of being a holder of ordinary securities in the Company); or
- an associate of that person.

However, the Company need not disregard a vote if it is cast by:

- a person as a proxy or attorney for a person who is entitled to vote on the resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or
- the Chairman as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the Chairman to vote on the resolution as the Chairman decides; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met: (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting,

on the resolution; and (ii) the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Director's Recommendation

The Directors (with Mr Kelly abstaining) unanimously recommend that Shareholders vote in favour of the resolution in Item 4.

ITEM 5 – APPROVAL TO ISSUE AND ALLOT SECURITIES AND DISAPPLICATION OF PRE-EMPTION RIGHTS

The purpose of the resolutions in items 5.1 and 5.2 is to confer on the Directors of the Company the power to allot shares as required under Irish Law (up to a limit of 33% of the Company's issued share capital) and to put the Company on an even footing with Australian companies listed on ASX by providing the capacity to issue up to 15% of the total issued share capital in certain circumstances on a non-preemptive basis without reverting to Shareholders for prior approval. Similar resolutions have been put to each annual general meeting since the Company listed. The resolutions put to the 2020/2022 AGM facilitated the issue of securities undertaken in September 2021/2023 for the purposes of funding R&D investments and growth opportunities.

Item 5.1 – Approval to issue and allot securities

The Board was granted authority at the Company's annual general meeting held on 14 December 2022 (**2022 AGM**) to allot shares in the capital of the Company. This authority is due to expire at the next annual general meeting of the Company, unless previously renewed, varied or revoked. The Board is seeking to renew this authority at the Meeting.

Accordingly, Item 5.1 seeks to renew the Directors' authority to allot and issue new shares in the Company up to an aggregate nominal value equivalent to 33% of the issued share capital of the Company on the date of this Notice of Annual General Meeting. At the date of this notice, 110,912,156 Ordinary Shares, represent approximately 33% of the issued share capital of the Company. The Directors have no present intention of exercising this authority (other than in accordance with the Plan). However, the Directors consider it appropriate to maintain the flexibility that this authority provides. This authority will expire on the earlier of the date of the next annual general meeting of the Company or 5 March 2025, unless previously renewed, revoked or varied by the shareholders in a general meeting.

Directors' Recommendation

The Board unanimously recommends that Shareholders vote in favour of this resolution.

Item 5.2 – Special Resolution: Approval to Disapply Pre-emption Rights

Unless disapplied, the power of the Directors to allot shares under Section 1021 of the Companies Act 2014 (**Act**) is subject to a restriction imposed by Section 1022 of the Act which requires that any new equity shares to be allotted for cash must first be offered to existing shareholders in the proportions in which they hold shares at the date of the allotment. However, under Section 1023 of the Act, the shareholders may exempt the Board from the Section 1022 restriction, subject to certain limits.

The exemption from the provisions of Section 1022 of the Act approved at the 2022 AGM will expire at the Meeting. Item 5.2 seeks to continue this exemption from Section 1022 of the Act until the earlier of the next Annual General Meeting of the Company or 5 March 2025, whichever comes first (unless the exemption is previously renewed, varied or revoked).

This exemption is limited to:

- (a) the allotment of equity shares in connection with offers by way of rights issue or other pre-emptive offers open for a fixed period to ordinary shareholders and/or persons having a right to subscribe for, or convert securities into, ordinary shares or CDI holders of the Company and the allotment by way of placing or otherwise of shares not taken up in such offer and, in addition, (b) the allotment of equity shares on a non-pre-emptive basis up to a maximum of 15% of the issued ordinary share capital of the Company as at the date of this Notice.

The allotment of equity shares on a non-pre-emptive basis up to a maximum of 15% of the issued ordinary share capital of the Company is permitted under ASX Listing Rule 7.1.

While the Company is incorporated in Ireland, it is not listed on a securities market in Ireland or the UK and consequently does not adhere to Irish or UK investor guidelines such as the Investment Association – Share Capital Management Guidelines or the UK Pre-Emption Group which recommend the disapplication of the pre-emption rights up to 10% of the issued capital on an unrestricted basis with an additional 10% in connection with an acquisition or specified capital investment (and up to an additional 4% for follow on offers).

As the Company is listed on ASX and the ASX Listing Rules permit the issue of securities on a non-pre-emptive basis without the approval of Shareholders according to the formula described in Listing Rule 7.1 (which provides for an authority to issue securities up to 15% of the aggregate number of fully paid ordinary securities on issue per the formula), the Directors are of the view that this threshold is appropriate.

This is a special resolution, requiring the approval of 75% of the votes validly cast on the resolution.

Directors' Recommendation

The Board unanimously recommends that Shareholders vote in favour of this resolution.

ITEM 6 – RATIFICATION OF ISSUE OF SECURITIES

In September 2023, the Company announced that it had completed a fully underwritten institutional placement of 15,555,556 new CDIs at an issue price of \$2.25 per CDI, to raise \$35 million (**Placement**).

Item 6 relates to the ratification and approval of the issue of CDIs pursuant to the Placement.

ASX Listing Rules 7.1 and 7.4

ASX Listing Rule 7.1 provides that a company must not, subject to specified exceptions, issue or agree to issue during any 12-month period any equity securities, or other securities with rights of conversion to equity (such as an option), if the number of those securities exceeds 15% of the number of fully paid ordinary securities on issue at the commencement of that 12-month period.

ASX Listing Rule 7.4 sets out an exception to ASX Listing Rule 7.1. It provides that where a Company in general meeting ratifies a previous issue of securities made pursuant to ASX Listing Rule 7.1 (and provided that the previous issue did not breach Listing Rule 7.1) those securities will be deemed to have been made with shareholder approval for the purpose of ASX Listing Rule 7.1.

The Company is seeking ratification by the Shareholders under Item 6, pursuant to ASX Listing Rule 7.4, in order to reinstate the Company's capacity to issue up to 15% of its issued capital on a non-pre-emptive basis, if required, in the next 12 months without Shareholder approval.

Item 6 seeks Shareholder ratification for the prior allotment and issue by the Company of 15,555,556 CDIs, pursuant to the Placement. The CDIs were issued at \$2.25 per security on 18 August 2023, as part of the Placement conducted to raise funds towards funding the Company's opportunity pipeline and provide working capital and balance sheet support for planned R&D investments and growth opportunities. Details of the Placement and proposed use of funds raised were provided to ASX on 15 August 2023.

The CDIs were issued in accordance with ASX Listing Rule 7.1. If the resolution under Item 6 is approved, the Company's placement capacity under ASX Listing Rule 7.1 will be refreshed from the date of this Meeting. If the resolution is not approved, the Company will have its issuing capacity under Listing Rule 7.1, until 18 August 2024 reduced by 15,555,556 CDIs.

Information required by ASX Listing Rule 7.5

ASX Listing Rule 7.5 requires that the following information be provided to Shareholders in relation to the issue of the CDIs that are the subject of Item 6:

- i. a total of 15,555,556 CDIs were issued on 18 August 2023 by the Company in accordance with Listing Rule 7.1;
- ii. the CDIs were issued at a price of \$2.25 per security;
- iii. the CDIs were issued to professional and sophisticated investors (within the meaning of sections 708(8) and 708(11) of the Corporations Act or to other persons to whom disclosure is not required

under Chapter 6D of the Corporations Act, being institutional clients of Macquarie Securities (Australia) Limited and Moelis Australia Securities Pty Ltd, who were not related parties of the Company or associates of related parties;

- iv. the securities issued are fully paid CDIs issued on the same terms and conditions as the Company's existing CDIs on issue;
- v. the funds raised by the issue of the CDIs were used to assist in funding the company's opportunity pipeline and provide working capital and balance sheet support for planned R&D investments and growth opportunities.; and
- vi. a voting exclusion statement is included below.

Voting exclusion

The Company will disregard any votes cast in favour of the resolution by or on behalf of:

- any person who participated in the Placement; or
- an associate of that person or those persons.

However, the Company need not disregard a vote if it is cast by:

- a) a person as a proxy or attorney for a person who is entitled to vote on the resolution, in accordance with the directions given to the proxy or attorney to vote on the resolution in that way; or
- b) the Chairman of the Meeting as a proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the Chairman to vote on the resolution as the Chairman decides; or
- c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and
 - ii) the holder votes on the resolution in accordance with the directions given by the beneficiary to the holder to vote in that way.

Directors' Recommendation

The Board unanimously recommends that Shareholders vote in favour of the resolution in Item 6.

GLOSSARY

\$ or Dollar means Australian dollars

€ means Euro

Act means the Companies Act 2014 (of Ireland) (as amended).

AEDT means Australian Eastern Daylight Savings Time as observed in Sydney, Australia.

Annual General Meeting, AGM, Meetings or Meeting means the meetings convened by the Notice.

Articles means the Articles of Association of the Company.

ASX means ASX Limited ACN 008 624 691.

ASX Listing Rules means the Listing Rules of the ASX, as amended or replaced from time to time except to the extent of any express written waiver by ASX.

ASX Principles means the ASX Corporate Governance Principles and Recommendations (4th edition).

Board means the current Board of directors of the Company.

CDIs mean Chess Depository Interests

Company means FINEOS CORPORATION HOLDINGS PLC

Director/s means the current Directors of the Company or any one of them.

Entitlement Time means 8 a.m. (GMT) / 7 p.m. (AEDT) on 3 December 2023.

Explanatory Notes means the Explanatory Notes accompanying the Notice.

Items means the resolutions set out in the Notice, or any one of them, as the context requires.

Notice or Notice of Meeting or Notice of Annual General Meeting means this notice of annual general meeting and the explanatory notes accompanying the Notice and the Proxy Form.

Plan means the FINEOS Corporation Holdings PLC 2019 Equity Incentive Plan.

Proxy Deadline means 8 a.m. (GMT) / 7 p.m. (AEDT) on 3 December 2023.

Proxy Form means the proxy form accompanying the Notice.

Resolutions means the resolutions set out in the Notice, or any one of them, as the context requires.

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

Shareholder means a holder of an ordinary share in the Company.

Security means an ordinary share in the Company or CHESS depositary interest over such share.

Security holder means a holder of an ordinary share in the Company or CHESS depositary interest over such share.

CDI VOTING INSTRUCTION FORM FOR CDI HOLDERS WHO HOLD SHARES THROUGH CHESS DEPOSITARY NOMINEES PTY LTD



All Correspondence to:

-  **By Mail** Boardroom Pty Limited
GPO Box 3993
Sydney NSW 2001 Australia
-  **By Fax:** +61 2 9290 9655
-  **Online:** www.boardroomlimited.com.au
-  **By Phone:** (within Australia) 1300 737 760
(outside Australia) +61 2 9290 9600

FINEOS CORPORATION HOLDINGS PLC ANNUAL GENERAL MEETING

YOUR VOTE IS IMPORTANT

For your vote to be effective it must be recorded **before 8:00 a.m. (GMT) / 7:00 p.m. on Friday, 1 December 2023.**

TO VOTE ONLINE

- STEP 1: VISIT** <https://www.votingonline.com.au/fclagm2023>
- STEP 2: Enter your Postcode OR Country of Residence (if outside Australia)**
- STEP 3: Enter your Voting Access Code (VAC):**

BY SMARTPHONE



Scan QR Code using smartphone
QR Reader App

COMPLETING THE CDI VOTING INSTRUCTION FORM

STEP 1 HOW TO VOTE ON ITEMS OF BUSINESS

You can vote by completing, signing and returning your CDI Voting Instruction Form. This form gives your voting instructions to CHESS Depositary Nominees Pty Ltd, which will vote the underlying shares on your behalf. You need to return the form no later than the time and date shown above to give CHESS Depositary Nominees Pty Ltd enough time to tabulate all CHESS Depositary Interest votes and to vote on the underlying shares.

STEP 2 SIGN THE FORM

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

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

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

Companies: Only duly authorised officer/s can sign on behalf of a company. Please sign in the boxes provided, which state the office held by the signatory. i.e. Sole Director, Sole Company Secretary or Director and Company Secretary.

STEP 3 LODGEMENT

This form (and any Power of Attorney under which it is signed) must be received no later than **8:00 a.m. (GMT) / 7:00 p.m. on Friday, 1 December 2023.** Any form received after that time will not be valid for the scheduled meeting.

Forms may be lodged:

-  **By Fax** + 61 2 9290 9655
-  **By Mail** Boardroom Pty Limited
GPO Box 3993,
Sydney NSW 2001 Australia
-  **In Person** Boardroom Pty Limited
Level 8, 210 George Street
Sydney NSW 2000 Australia
-  **Online** www.votingonline.com.au/fclagm2023

Comments and Questions

If you have any comments or questions for the company, please write them on a separate sheet of paper and return with this form.

Turn over to complete the form

☐**Your Address**

This is your address as it appears on the company's register. If this is incorrect, please mark the box with an "X" and make the correction in the space to the left. Security holders sponsored by a broker should advise their broker of any changes.

Please note, you cannot change ownership of your securities using this form.

CDI VOTING INSTRUCTION FORM

STEP 1 CHESS DEPOSITARY NOMINEES WILL VOTE AS DIRECTED

Voting Instructions to CHESS Depositary Nominees Pty Ltd

I/We being a holder of CHESS Depositary Interests of the above Company hereby direct CHESS Depositary Nominees Pty Ltd to vote the shares underlying my/our holding at the **Annual General Meeting of FINEOS Corporation Holdings plc** to be held Virtually via <https://ccmediaframe.com/?id=7DB9Jq5> on **Tuesday, 5 December 2023 commencing at 8:00 a.m. (GMT) /7:00 p.m. (AEDT)** and at any adjournment of that meeting.

By execution of this CDI Voting Form the undersigned hereby authorises CHESS Depositary Nominees Pty Ltd to appoint such proxies or their substitutes to vote in their discretion on such business as may properly come before the meeting.

If you would like to attend the AGM or appoint a Nominated Proxy to attend the AGM on your behalf, and vote in person, you may use this Voting Instruction Form to direct CDN to nominate.

or the Chairman in the event the nominated proxy does not attend the AGM, as proxy to vote the shares underlying your CDIs on behalf of CDN in person at the AGM. The Chair of the Meeting will vote all undirected proxies in favour of all Resolutions of business.

STEP 2 VOTING DIRECTIONS

* If you mark the Abstain box for a particular item, you are directing CHESS Depositary Nominees Pty Ltd not to vote on your behalf on a show of hands or on a poll and your vote will not be counted in calculating the required majority if a poll is called.

		For	Against	Abstain*
Item 2	Auditor Remuneration	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 3.1	Re-election of Mr David Hollander	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 3.2	Election of Ms Terri Rhodes	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 4	Approval of issue of securities to Related Party	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 5.1	Approval to issue and allot Securities	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 5.2	Approval to Disapply Pre-emption Rights	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 6	Ratification of Issue of Securities	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

STEP 3 SIGNATURE OF SECURITY HOLDERS

This form must be signed to enable your directions to be implemented.

Individual or Security holder 1

Sole Director and Sole Company Secretary

Security holder 2

Director

Security holder 3

Director / Company Secretary

Contact Name.....

Contact Daytime Telephone.....

Date / / 2023

6 November 2023

Dear Securityholder

I am pleased to invite you to FINEOS' 2023 Annual General Meeting (AGM) which will be held on Tuesday, 5 December 2023 commencing at 8am (GMT)/7pm (AEDT) via conference facility hosted from FINEOS' global head office in Dublin on the following platform:-

Chorus Call: <https://ccmediaframe.com/?id=7DB9IJq5>

The Notice of Meeting contains the details on how to vote, how to join the meeting and how to ask questions. A copy of the Notice of Meeting can be viewed and downloaded on-line by visiting the FINEOS Investor website at <https://www.fineos.com/investors/annual-general-meetings/>

The following matters will be considered at the 2023 AGM:

- Receipt and consideration of the Company's annual financial report, together with the directors' report and the auditor's report for the financial year ended 30 June 2023 and a review of the Company's affairs;
- Providing the Directors with the authority to set the remuneration of the Company's auditors;
- Re-election of Mr David Hollander as a Non-Executive Director;
- Election of Ms Terri Rhodes as a Non-Executive Director effective 1 January 2024. Your board has nominated Terri Rhodes to join the board in view of her particular skills and experience in our target market in the US;
- Approval to issue 2,222,222 CDIs to Mr Michael Kelly to enable him to complete the conditional placement of \$5 million on the same terms as those security holders who participated in the recent institutional placement, consistent with the Company's ASX announcements on 15 August 2023;
- Approval to issue and allot securities and limited dis-application of pre-emption rights. The approvals sought are the same as in prior years.
Irish law generally requires that before directors can allot shares (a) they must be authorised in advance by shareholders and (b) unless disapplied by resolution of shareholders, the shares must be offered to existing shareholders pro rata to their existing shareholdings (i.e. on a pre-emptive basis).
Resolution 5.1 provides the authority referred to at (a) and Resolution 5.2 provides a limited disapplication of the pre-emption rights referred to at (b). Without Resolution 5.1 being passed, the Board will have no capacity to issue shares without calling a special general meeting of securityholders to seek approval.
The outcome of Resolution 5.2, if passed, is to put the Company on the same footing as Australian companies on ASX with the capacity to issue new shares up to 15% of its issued share capital in a 12-month period on a non-pre-emptive basis without prior shareholder approval (ASX Listing Rule 7.1). Without Resolution 5.2 being passed, the Board will have no capacity to issue shares on a non-pre-emptive basis without calling a special general meeting of securityholders to seek approval;
- Ratification of the recent issue of CDIs.

The Board recommends that you vote in favour of all the resolutions.

Please note that whilst the Company will facilitate a live video stream of the AGM and provide for security holders attending online to ask questions and vote, it would be helpful if questions are submitted in advance so we can assure they are properly addressed.

On behalf of the entire FINEOS Board and leadership team, I thank you for your continued support of FINEOS Corporation Holdings Plc and we look forward to your participation in the 2023 AGM.

Yours sincerely

A handwritten signature in black ink, appearing to read 'Anne O'Driscoll'.

Anne O'Driscoll
Chairman