

Annual Report

For the year ended
31 December 2024



FINEOS Corporation Holdings plc
ARBN 633 278 430





Contents

Chairman and CEO's Report	2
Environmental, Social and Governance Report	4
Board of Directors	13
Directors' Report	15
Remuneration and Nomination Committee Report	22
Directors' Responsibilities Statement	29
Independent Auditor's Report	30
Consolidated Statement of Comprehensive Income	39
Consolidated Statement of Financial Position	40
Company Statement of Financial Position	41
Consolidated Statement of Changes in Equity	42
Company Statement of Changes in Equity	44
Consolidated Statement of Cash Flows	46
Company Statement of Cash Flows	47
Notes to the Consolidated Financial Statements	48
Additional Security Holder Information	84
Company Information	87



Chairman and CEO's Report

Dear Security Holder,

We are pleased to update you on the performance of our business for the financial year from 1 January 2024 to 31 December 2024, now that we have transitioned to a calendar year for fiscal reporting purposes. Over the year, FINEOS achieved improved gross profit and EBITDA (defined as earnings before interest, taxes, depreciation and amortisation) margins, continued to grow its higher margin recurring subscriptions revenue, and significantly reduced the level of cash burn as we transition progressively towards positive free cash flow. We have also accomplished key significant strategic milestones in terms of important customer successes and new product releases.

Improved margins and continued subscription revenue growth

The impact of the market environment on our clients during this financial year, particularly in North America, where we earn most of our revenues, has been positive. We observed a recovery from the global pandemic, and we also witnessed a peak in interest rates in our main markets. High interest rates are beneficial for our clients, as they have a positive impact on their reserves. Our main markets also experienced high employment rates, which again is good for our employee benefits carriers.

Total revenue for the year was €133.2 million, which is an increase of 6.9% on the prior corresponding period (pcp) of €124.7 million. This result was achieved despite unusually higher-than-expected client churn, particularly Limelight acquired clients, but also because of the loss of our first customer after 28 years. This customer had sold their insurance business to focus on banking several years ago and, therefore, was no longer strategically aligned with FINEOS as a client. We also lost a long-standing client in Australia, as a direct consequence of M&A activity in the local market. Given these headwinds, we are pleased our subscription revenue continued to grow on both prior period and pcp, and this growth in subscription revenue remains our key focus as a SaaS company. We intend to continue driving this higher margin revenue, which yields better results to the bottom line and drives the true value of our business for our security holders.

Subscription revenue for the year was €69.9 million, up 6.6% on the pcp. The growth was attributable to successful client scaling and cloud upgrades, along with some new name client wins.

In North America, we had some very important customer success accomplishments in the delivery of our platform and product suite. Guardian Life went live on FINEOS AdminSuite on time and within budget. This was a very significant milestone for Guardian Life, FINEOS and for the employee benefits market, as it highlighted the ease of implementation and the significant value of our highly focused product R&D investment program to purpose build our platform for the employee benefits market. With our long-standing client New York Life – Group Benefit Solutions, we implemented our full product capabilities within FINEOS AdminSuite to support their market launch into the Voluntary Benefits/Supplemental Health market, enabling them to go into live production for new business for these product lines at the beginning of 2025. New name sales were also achieved for FINEOS Absence (IDAM) against stiff competition from incumbent vendors.

The ACC in New Zealand contracted to upgrade their on-premises FINEOS Claims system to the FINEOS Platform. Finally, we went into successful live production with our first two US employers who licensed our FINEOS Absence product for self-administration in the Direct-to-Employer absence management market.

In the APAC region we now have four clients contracted to upgrade to the FINEOS Platform (with two already live) and we believe more clients in this region will invest and upgrade to FINEOS in order to modernise and enhance their customer experience and improve productivity, while adhering to global and local industry standards in the areas of security, privacy and compliance regulation.

The aggregate of our cost of sales and all operating expense lines have decreased versus the pcp as we continue to realise the benefits of our efficiency initiatives. We had losses of €1.0 million from foreign exchange movements, especially from fluctuations in the EUR to USD rate to which we remain exposed as 79.4% of revenue is derived from the US market.

Gross profit margin increased 4.6 percentage points to 75.4% in FY24, which was a strong result. Our EBITDA (defined as earnings before interest, taxes, depreciation and amortisation) more than doubled to €20.2 million in FY24, achieving a 15.2% margin, up from 7.6% in CY23. These two strong margin improvements reflect our cost-reduction program, as well as increased growth and proportion of subscriptions in our revenue.

Outlook

The North American employee benefits market, which has been our primary strategic focus since our Initial Public Offering (IPO) in August 2019, continues to be an exciting growth market for the insurance industry as employment trends, the regulatory environment and work practices continue to change. Given the technology fluent generation of employees and the full-employment economy, the competition for talent is more intense than ever, meaning employers want to offer their people the very best employee benefits to attract and retain the high calibre of people they require for their business success. Our market leadership, our quote to claim FINEOS Platform for Employee Benefits, and our strong track record of customer success position FINEOS strongly for continued growth in cross-sales and new sales pursuits. In addition, we are seeing continued positive interest in upgrading to our FINEOS Platform from the on-premises segment of our client base, which resides primarily in Australia. We also continue to enjoy a high level of activity with our wider client base in all our geographies. We, therefore, continue to be optimistic and positive about our outlook and growth prospects for FY25 and beyond.

Having raised just over AU\$40 million in August 2023, FINEOS has sufficient operating cash and at the end of FY24 held €19.8 million in balance. Our operating cash reserves should grow during 1H25 in line with the seasonal nature of our SaaS licensing and we expect to be positive free cash flow for FY25.

Growth expectations in FY25 remain on track to enable FINEOS to increase recurring revenues to 65% in FY27 and 75% in FY29; increase Gross Margin to 75% in FY27 and 80% in FY29; and EBITDA to 25% in FY27 and 40% in FY29. We also expect to grow recurring revenues (Subscription Fees) to 65% of total revenues in FY27, and 75% of total revenues in FY29, while decreasing R&D investment as a percentage of total revenue to 30% in FY27 and 25% in FY29.

We are on track for the successful delivery of several key projects to continually replace legacy systems with several clients. We intend to pursue our strategy of driving operational efficiencies and, as a result, our FY25 total cost growth is anticipated to be marginal – allowing for further margin expansion.

New business pipeline continues to remain strong and we are confident of continuing to win new business and growing our revenues.

All guidance provided should be read in conjunction with the Principal Risks and Uncertainties Faced as set out on page 19 of the Directors' Report.

On behalf of the Board, we would like to thank all FINEOS employees for their continued best efforts and commitment over the past 12 months. We also want to thank our existing security holders and welcome our new ones. We look forward to a successful year of delivery and subscription revenue growth in 2025.

Your sincerely,



Anne O'Driscoll
Chairman



Michael Kelly
Founder and CEO



Environmental, Social and Governance Report

Message from CEO Michael Kelly

As we reflect on the past year, I am proud to present the FINEOS Environmental, Social and Governance (ESG) Report for 2024. This report outlines our progress in sustainability initiatives across ESG, with a focus on compliance with the Corporate Sustainability Reporting Directive (CSRD). As an EU regulation, CSRD will require FINEOS to include non-financial information for all global entities in its consolidated reports. This includes entities in Europe, North America and APAC, ensuring comprehensive global coverage.

Our Company Playbook continues to serve as an internal compass, guiding our decision making and driving our growth strategy. By helping us achieve our mission, it enables us to innovate and deliver solutions that empower our customers to care for the people they serve. Through our technology, insurers can provide protection from illness, injury and loss, making a tangible difference to the lives of individuals and communities.

Looking ahead, we remain steadfast in our commitment to ESG principles as they span across all aspects of our business operations, are deeply embedded in the operations of the clients we serve and are dependent on a host of key suppliers. We will continue to lead with integrity, innovate with purpose, and serve with dedication. ESG principles help us operate responsibly, reduce risks, and create value for our clients, employees and communities within which we operate. By integrating ESG into our business strategy, we ensure that we are not only meeting regulatory requirements but also contributing to a more sustainable and equitable world.



Michael Kelly
Founder and CEO

Introduction to the FINEOS 2024 ESG Annual Report

Our third annual ESG report details our sustainability initiatives for the fiscal year 2024. This report highlights our metrics, showcasing our progress and achievements in our sustainability journey. It also outlines the role of the ESG Council and sets the stage for our future focus as we continue to enhance our commitment to sustainability.

ESG 2024 Overview

This year we have continued to establish ESG data points to measure our environmental footprint. This foundational work is vital for comprehensively understanding and reducing our environmental impact. Our commitment to sustainability is reflected in our efforts to enforce measures to reduce our carbon footprint. In doing so we are taking a holistic approach to understanding our environmental impact, encompassing not just our direct operations but also our entire value chain.

Our social initiatives are centered around fostering a diverse, equitable and inclusive workplace. We have implemented various programs to promote diversity, equity and inclusion (DEI) across all levels of the organisation. Our Corporate Social Responsibility (CSR) projects engage our workforce, cultivating a purpose-led culture where employees are motivated and engaged.

We are dedicated to maintaining transparent, responsible and accountable governance practices. Our governance structure is designed to reinforce our commitment to ESG excellence, with a focus this year on ensuring readiness for the Corporate Sustainability Reporting Directive (CSRD). This readiness underscores our dedication to upholding high standards of governance and accountability.

By integrating the ESG pillars into our operations, we are not only enhancing our ESG performance but also reinforcing our commitment to sustainable and responsible business practices.



FINEOS ESG Strategy

ESG Program Driving Factors

There are three key forces, or driving factors, that FINEOS has considered in developing an ESG strategy:

- (1) Compliance – meeting regulatory reporting requirements such as Corporate Sustainability Reporting Directive (CSRD);
- (2) Client alignment – supporting clients' ESG commitments and fulfillment of our clients' supply chain regulatory requirements; and
- (3) Triple bottom line – balancing the environmental and social obligations while maintaining strong business performance.

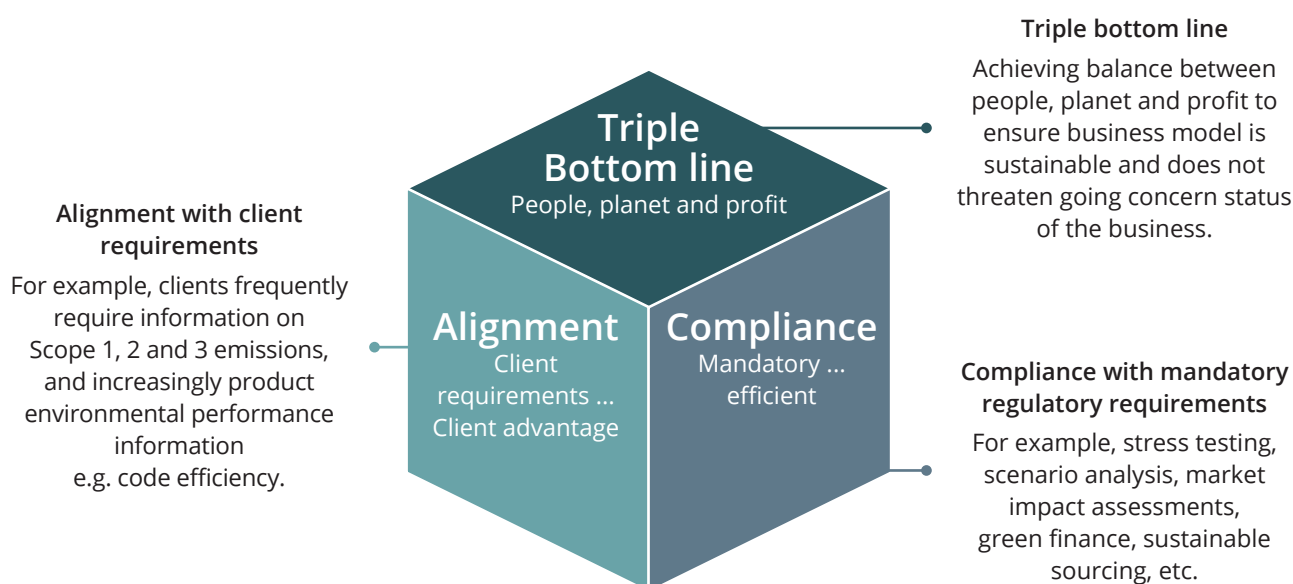


Figure 1: ESG Program Driving Factors in detail

At FINEOS, ESG is embodied within our FINEOS Growth Strategy. The key areas of focus are to:

- Maintain a low carbon footprint and support initiatives to further reduce our carbon footprint;
- Support our people through diversity, equity and inclusion (DEI), community initiatives and professional development; and
- Have clear and visible governance company wide from the Board and leadership team through our policies and procedures, with a critical focus on information security and data privacy.

ESG Pillars



FINEOS ESG Council

To ensure strong governance and accountability for our ESG strategy, FINEOS has established a comprehensive framework comprising an ESG Council led by our Chief People Officer (CPO) and Chief Financial Officer (CFO).

Each year, the Council provide a performance update on our ESG strategy, allowing us to review and refine our actions while holding ourselves accountable to our commitments.

Our ESG Council is comprised of key stakeholders from various departments – Finance, Facilities, HR, Security and Compliance, IT and Legal – who work together to ensure effective implementation.

Through the efforts of our ESG Council and the dedication of our team, FINEOS is steadfast in its commitment to environmental sustainability, aiming to make a positive impact within our organisation and the broader communities we serve.

Enterprise Ireland Partnership

Under Ireland's National Recovery and Resilience Plan (NRRP 2021-2026), FINEOS continues to strategically leverage expert services that support the digital and climate transition of enterprises. These initiatives are coordinated through the EU's Recovery and Resilience Facility, with a particular focus on facilitating emissions reductions as part of a comprehensive decarbonisation plan.

By harnessing these EU and Irish government backed services, FINEOS strengthens its commitment to sustainability and resilience, while fostering continued growth and innovation in line with national and EU recovery goals.

With the introduction of the EU Corporate Sustainability Reporting Directive (CSRD), a new regime has emerged, elevating sustainability reporting to the same level as financial reporting. FINEOS is taking proactive steps to comply with this directive, ensuring transparent and standardised disclosures of our sustainability-related performance. FINEOS is working with a specialist consultancy to establish the foundations for the CSRD as reporting will be required in 2026 based on 2025 financial data.

2024 Social Programs

In 2024, FINEOS showcased a strong commitment to social responsibility and employee wellbeing through impactful programs under the Social Pillar. This section highlights our initiatives in promoting diversity, equity and inclusion (DEI), community engagement and employee wellness, reflecting our dedication to positively impacting both our workforce and society.

Program	Campaigns of Note
DEI, Employee Engagement and Wellbeing, CSR	<p>Gender Pay reporting</p> <p>Reconciliation Action Plan (RAP) – Australia</p> <p>Disability Inclusion program</p> <p>Awareness Days:</p> <ul style="list-style-type: none">• World Mental Health Day• International Day of Persons with Disabilities• International Men’s Day• International Women’s Day• Neurodiversity Week• RUOK? Day• NAIDOC Week• Pride• Juneteenth• Digital Detox• National Reconciliation Week• Black History Month <p>Wellbeing events:</p> <ul style="list-style-type: none">• Heart screening• Reflexology• Glucose level checks• Meditation• Launch of FitON App• Flu vaccinations <p>Corporate Social Responsibility:</p> <ul style="list-style-type: none">• B!g Idea Mentor™ program• Company Fundraising campaign for Irish National Rehabilitation Hospital• Daffodil Dinner partnership (Canadian Cancer Society)• Employee matched fundraising activities• Ireland Funds support

Awards and Recognitions 2024

We are proud to share our achievements and recognitions over the past year. Our dedication and hard work have been accredited through multiple nominations and awards as outlined below.

Award Body	Award Category	Award Result
Ragan's CSR and Diversity Awards	Diversity, Equity and Inclusion Commitment	Honourable Mention
Diversity in Tech Awards	Cultural Inclusion Award – RAP	Finalists
	Disability Inclusion Award – Disability Inclusion Program	
	Technical Guru Award – Ann McCorry, Systems Architect	
HR Leadership and Management Awards	Best Workplace Diversity Strategy – Disability Inclusion Program	Finalists
	Most Effective Recruitment and Retention Strategy – Spring! Onboarding	
Business and Finance Awards	Diversity, Equity and Inclusion Award	Finalists
HR Champion Awards	Best use of Technology in HR	Finalists
HRO Today Association Awards (Awards across EMEA, APAC and North America)	Best in Class: Innovation (non-technical)	Winner
CIPD	Elevating the Employee Experience	Finalists, outcome to be confirmed February 2025

FINEOS Governance Structure

Governance continues to play a crucial role in shaping our approach to ESG matters, and this section outlines our previously established strategic initiatives and practices in ensuring transparent, responsible, and accountable governance.

Board Oversight				
Audit and Risk Management Committee			Remuneration and Nomination Committee	
Senior Leadership Responsibility				
Chief Executive Officer, Chief Operating Officer, Chief Financial Officer, Chief People Officer, Chief Product Officer, Chief Technology Officer, Chief Customer Success Officer, Chief Information Security Officer, Legal Adviser				
Business Functions				
Security and Compliance	Human Resources	Legal	IT Operations	Finance
Policies				
<ul style="list-style-type: none">• Anti-bribery and anti-corruption policy• Anti-slavery and human trafficking policy• Code of conduct policy• Communications policy• Securities trading policy		<ul style="list-style-type: none">• Continuous disclosure policy• Corporate governance statement• DEI policy• Remuneration policy• Risk management policy• Whistleblower policy		

Environmental, Social and Governance Report (continued)

FINEOS ESG Metrics

ESG metrics are essential tools for evaluating our commitment to sustainable and ethical practices. They provide a comprehensive framework for assessing environmental impact, social responsibility and governance structures. By leveraging ESG metrics, FINEOS and our stakeholders can make informed decisions that align with our values and promote long-term sustainability.

The following table outlines the metrics across the three ESG pillars for 2024. Metrics are global unless stated otherwise. As we establish data baselines for CSRD reporting, in 2025 we will focus on gathering data and setting further benchmarks globally for reporting in 2026. Our consultants are advising us on this based on best practices, ensuring that our KPIs are not just internally generated but are aligned with industry standards. This approach also ensures that, as we establish metrics, they are realistic and grounded in actual performance data, enhancing their relevance and reliability for strategic decision making.

Category	Metrics	Description
Environmental	Carbon Footprint (Ireland)	298.67 tonnes CO ₂ – Enterprise Ireland Climate Toolkit for Business
	Energy Consumption (Ireland)	Electricity: 323,345 kWh Gas: 134,267 kW 100% renewable
	Build continued environmental awareness and education among leadership	Senior executive briefings held ESG Council partook in CSRD readiness awareness program
	Waste Management (Ireland)	4.34 tonnes 98.11% of waste recycled
	Recycling Hardware	Recycled/re-tasked laptops used for FINEOS staff upgrade activity: 48% of laptops for staff upgrades are (previously used) re-tasked laptops Recycled/re-tasked laptops used for FINEOS new hire activity: 43% of laptops to new hires requiring a laptop are (previously used) re-tasked laptops No third-party contractors use FINEOS supplied hardware – all operate off secured virtual infrastructure
	E-documents	Environmental statistics from DocuSign for the year 2024: <ul style="list-style-type: none"> • 565 Kilograms of carbon emissions reduced • 5,924 litres of water conserved • 241 Kilograms of wood saved • 39 Kilograms of waste eliminated
	Optimise and track travel data to minimise carbon footprint	CO ₂ Emissions: 271.36 metric tonnes

Category	Metrics	Description
Social	Gender Diversity	70.2% male; 29.8% female 74.8% male leaders; 25.2% female leaders
	Gender Pay Ratio ⁱ	Gender Pay Gap Report Ireland 2024 FINEOS median gender pay gap: 5.9% FINEOS mean gender pay gap: 10.6%
	Attrition	Voluntary Attrition 4.7%
	Flexible Working Arrangements	Hybrid work percentage: 100% of employees follow a hybrid or remote-first approach Percentage of employees availing of working outside country of hire benefit in 2024: 17.2% of the total workforce Percentage of employees working Part-time on 31 Dec 2024: 2.3% of the total workforce Percentage of employees availing of Parental leave benefit in 2024: 4.9% of the workforce Long service leave (Australia) in 2024: 11.9% of the local workforce availing of this benefit
Governance	Board independence, structure and rotation	Board composition complies with the Board charter
	Data privacy and security – Security Council tracks and measures personal data breaches	Zero breaches in 2024
	SOC2 Audit – undergo periodic audits	SOC2 type 2 report was issued in November 2024 Audit took place between May and October 2024
	Compliance and Ethics Training	95% of employees trained in the compliance and ethics training that was required for 2024
	Audit risk and oversight – track and measure the audit risk and oversight outputs	Audit and Risk Management Committee met and considered risk matters as per their Charter
	Remuneration and Nomination Committee oversight	Remuneration and Nomination Committee meetings took place, policy adhered to

ⁱ Refer to FINEOS Ireland Gender Pay Gap Report 2024 for further detail at <https://www.fineos.com/company/corporate-sustainability/>



Environmental, Social and Governance Report (continued)

2025 Focus

In 2024 FINEOS continued to make progress in advancing our ESG initiatives. FINEOS is committed to progressing a more sustainable and responsible future for our Company and the communities in which we live and operate.

The key areas of focus for FINEOS to address in our ESG journey are:

- (1) CSRD mandatory reporting strategy and roadmap.** FINEOS will collect the 2025 data necessary to support the start of mandatory reporting in 2026.
- (2) Governance and change.** Our ESG Council will continue to provide assurance that the FINEOS transition strategies, policies, processes and operating model are appropriate, timely and cost/operationally effective.
- (3) Carbon emission reduction.** We will maintain our commitment to establishing an infrastructure that supports carbon emission reduction. This includes developing policies, measuring baselines, ensuring process and systems readiness, enhancing supplier communications, and improving supply chain operations.
- (4) Data Centre strategy and roadmap.** Significant assessment and analysis to take place with regard to budget and development requirements to form a roadmap.

Conclusion

In conclusion, our ongoing efforts to establish and refine ESG data points have laid a foundation for understanding and mitigating our environmental impact. Our social initiatives have fostered a diverse, equitable and inclusive workplace, with programs that promote DEI and CSR at all organisational levels, cultivating a purpose-led culture that values growth, innovation and inclusivity.

Our dedication to transparent, responsible and accountable governance practices reinforces our commitment to the highest standards of governance and accountability. We look forward to continuing this journey and making a further positive impact as a company in the years to come.

Board of Directors



Anne O'Driscoll
Chairman
Non-executive Director

Anne O'Driscoll joined the Board in 2019. She has over 40 years of business experience across a broad spectrum of the insurance industry. Anne is also on the board of MDA National Insurance Pty Limited (appointed 2015) where she chairs both the audit and risk committees. In April 2024, she was appointed to the Council of the University of Technology Sydney. In 2023 she retired from the boards of ASX-listed companies, Steadfast Group Limited (appointed 2013) and Infomedia Limited (appointed 2014). From 2014 to 2022, she was also on the boards of CommBank's Australian insurance businesses. Anne chaired the audit committee for each of these boards.

While an executive, Anne held various senior management roles at IAG Limited and NRMA Group and was the CFO of Genworth Australia between 2009 and 2012. She is also a former director of the NSW Self-Insurance Corporation and Australasian Investor Relations Association Limited.

Anne qualified as a chartered accountant in Ireland with Haughey Boland (now Deloitte). She then spent 11 years with Coopers & Lybrand in London and Sydney. Anne is a Fellow of the Australian Institute of Company Directors; the Australian and New Zealand Institute of Insurance and Finance; Chartered Accountants Ireland; and Chartered Accountants Australia and New Zealand.



Michael Kelly
Executive Director
Chief Executive Officer

Michael Kelly is the Chief Executive Officer and founder of FINEOS. Michael has more than three decades of executive leadership experience in global life, accident and health insurance.

Michael began his career with FBD Insurance and then moved to Paxus Corporation, an Australian insurance core systems software vendor entering the European market. Michael assisted in establishing Paxus' LIFE400 product as the market-leading policy administration system in Europe, which was later acquired by CSC.

Michael founded FINEOS in 1993. He is a previous winner of the EY Ireland Technology Entrepreneur of the Year, and one of Ireland's most influential executives in the international fintech sector.

Michael attended Dublin City University where he graduated with a BSc in Computer Science.



Board of Directors (continued)



David Hollander
Non-executive Director
Chair, Audit and Risk
Management Committee

David Hollander joined the Board in 2019 and has over 35 years of experience in the insurance, technology and professional services industries.

David currently sits on the board of directors at Northwestern Mutual and Westfield Insurance, both based in the US. Previously, David served as the CEO of UNIRISX, a SaaS-based policy administration insurtech solution based in the UK and US.

From 2011 to 2019, David served as Global Insurance Leader for Ernst & Young LLP (EY), responsible for all service lines and representing a global team of over 14,000 professionals.

David began his career with Accenture, where he served in a variety of leadership and client service roles including CEO of the Financial Services Solutions Group (FSG). The FSG was a commercial software enterprise that David founded to build and deploy software to life and non-life carriers globally, driving more than US\$1 billion in consulting and outsourcing pull-through revenues.

David is a graduate of the Wharton School of Business at the University of Pennsylvania.



William Mullaney
Non-executive Director
Chair, Remuneration
and Nomination
Committee

William 'Bill' Mullaney joined the Board in 2023 and has more than 40 years of experience in insurance, financial and professional services. Bill recently joined the board of directors of Voya Financial (July 2024) and the Automobile Association of America Northeast Club (January 2024).

Bill served as a managing director at Deloitte Consulting, advising on a wide range of business, insurance and retirement issues. He led the Group Insurance Practice, providing consulting services to more than 20 group insurance carriers. Bill also worked with startup insurtech and fintech companies to accelerate their growth and tailor solutions to market needs.

Bill also served as the president of US Business at MetLife, where he oversaw the reorganisation of institutional, individual, auto and home business, constituting over 60% of the company's revenue and earnings. This followed his leadership of institutional business at MetLife, servicing the employee benefit programs for more than 90 of the Fortune 100 companies and 60,000 institutional customers. Bill brings an extensive background in claims, voluntary benefits, customer service and technology replacement to the FINEOS Board.



Terri Rhodes
Non-executive Director

Terri Rhodes joined the Board in 2024. She is an experienced global leader and board member with a career spanning over 40 years in strategic absence management.

Terri is the former Chief Executive Officer of the Disability Management Employer Coalition (DMEC), which provides education, training and resources to employers and insurance professionals focusing on absence management compliance and business strategies. Her innovative and visionary leadership developed DMEC's education programs and certifications serving absence management professionals in the US.

Prior to DMEC, Terri worked at Mercer as a Principal specialising in absence management strategies including disability and life insurance. She was the Director of Absence for HealthNet and Manager of Corporate IDM programs at Abbott Laboratories where she designed, implemented, and provided strategic, consultative leadership to, corporate time-off programs.

Directors' Report

for the year ended 31 December 2024

The Directors present herewith their report and audited consolidated financial statements for the year ended 31 December 2024. These financial statements reflect the performance of FINEOS Corporation Holdings plc and its subsidiaries (the Group) for the fiscal year ended 31 December 2024.

1. Directors and Secretaries

The Directors of the Company during, or since the end of, the year are as follows. Directors were in office for the whole of the year unless otherwise stated.

Chairman	Date of appointment
Anne O'Driscoll	25 July 2019
Chief Executive Officer	
Michael Kelly	12 December 2018
Other Directors	
David Hollander	15 October 2019
William Mullaney	1 January 2023
Terri Rhodes	1 January 2024

John McKnight and Natalie Climo served as Joint Company Secretaries for the period to 10 July 2024. Natalie Climo notified the Board of her resignation as Joint Company Secretary with effect from 10 July 2024. Shelby Coleman was appointed as Company Secretary with effect from 10 July 2024. John McKnight and Shelby Coleman now serve as Joint Company Secretaries commencing 10 July 2024.

The Directors' qualifications and experience as well as their directorships of other listed companies are set out under Board of Directors on pages 13 to 14.

2. Directors' Meetings

The number of meetings of the Company's Board of Directors (the Board) and of each Board Committee held during the year ended 31 December 2024, and the number of meetings attended by each Director, were as follows:

	Board		Audit and Risk Management Committee		Remuneration and Nomination Committee	
	A	B	A	B	A	B
Anne O'Driscoll	7	7	4	4	3	3
Michael Kelly	7	7	–	–	–	–
David Hollander	7	7	4	4	3	3
William Mullaney	7	7	4	4	3	3
Terri Rhodes	7	7	4	4	3	3

A: Meetings eligible to attend

B: Meetings attended as a member



Directors' Report (continued)

for the year ended 31 December 2024

3. Audit Committee

The Audit and Risk Management Committee assists the Board in carrying out its accounting, auditing and financial reporting responsibilities, including those outlined in Section 167 of the Companies Act 2014.

4. Principal Activities and Review of the Development and Performance of the Business during the Financial Year

The principal activity of the Group is the development and sale of software. FINEOS is a global software vendor providing modern cloud-based software products (FINEOS Platform) for core system administration functions within Life, Accident and Health insurers and employee benefits providers.

The FINEOS Platform is a purpose-built, customer-centric, end-to-end product suite designed to manage the modern complex structures and relationships of group and individual insurance processing to optimise plan, coverage and data management, operational processing and business intelligence. The Group is continuously developing the entire range of FINEOS Platform product offerings, which also include machine learning and data insights through artificial intelligence.

The Group helps its clients move from outdated legacy core systems to the modern Software-as-a-Service (SaaS) FINEOS Platform for new business, policy administration, billing, absence and claims management, enabling improved operational efficiency, increased effectiveness and excellent customer care.

Annual subscription fees are payable for use of the FINEOS Platform and fee amounts depend on the FINEOS products being used and the extent of the clients' operations on the FINEOS Platform. Services revenues are generated when assisting clients migrating to the FINEOS Platform and are dependent on the migration model chosen (clients may use internal or other external resources as well as FINEOS resources).

Business summary and key performance indicators

It should be noted that in the consolidated statement of comprehensive income, the performance of the year to 31 December 2024 is compared with that of the six-month period to 31 December 2023 and therefore it can be expected that revenues and costs would all be higher than the six-month comparative period. In the commentary below, we refer also to the calendar year to 31 December 2023 (CY23) to provide like-for-like comparison.

The key performance indicators of the financial results for the year to 31 December 2024 compared with the six-month period to 31 December 2023 are as follows:

- An overall increase of 118.0% in revenue to €133.2 million from €61.1 million (up 6.9% on CY23).
- Subscription revenue is up 111.5% to €69.9 million (up 6.6% on CY23) driven by a mix of new name signings, signing of migration to cloud projects, greater user numbers on some customer accounts, and indexation.
- Services revenue is up 121.7% to €62.3 million (up 6.0% on CY23) due largely to greater funding of product development services and funded implementation studies for pipeline activity in addition to ongoing project activity across our customer base.
- Product development and delivery costs are up €30.7 million or 107.4% to €59.3 million (up €0.5 million or 0.9% on CY23).
- General and administrative expenses are up €10.2 million or 122.1% to €18.6 million (up €1.0 million or 5.6% on CY23) due to higher staff and software-related expenses offset by a reduction in the share option expense.
- The loss after tax for the year ended 31 December 2024 is €5.8 million, a €1.1 million (15.8%) improvement on the loss after tax of €6.9 million for the six-month period ended 31 December 2023. These amounts are stated net of tax credits arising on the losses of €0.9 million (six-month period to 31 December 2023: €1.0 million).
- A basic loss per share of 1.72 cents (euro) for the year ended 31 December 2024 compares to a basic loss per share of 2.07 cents (euro) for the six-month period ended 31 December 2023.

4. Principal Activities and Review of the Development and Performance of the Business during the Financial Year (continued)

Business summary and key performance indicators (continued)

The consolidated statement of comprehensive income for the year ended 31 December 2024 and the consolidated statement of financial position as at that date are set out on pages 39 and 40.

Non-financial measures are also important to the Group, and the Group's Environmental, Social and Governance (ESG) Report is set out on pages 4 to 12.

5. Changes in the State of Affairs

The cash reserves closed at €19.8 million as at 31 December 2024 compared to €28.1 million as at 31 December 2023. The Group had no external debt as at 31 December 2024.

Equity increased by €1.2 million from €163.3 million to €164.5 million during the year with the significant movements being:

- Increase in share option reserve of €2.0 million.
- Credit of €5.0 million to foreign exchange reserve.
- Loss for the year of €5.8 million.

Apart from the decrease in cash reserves of €8.3 million noted above, other key movements in assets contributing to a growth in total assets of €1.5 million, from €196.3 million to €197.8 million were:

- A net increase of €6.7 million in intangible assets reflecting capitalised internal development expenditure of €28.5 million and capitalised contract costs of €0.6 million, amortisation of €25.6 million and a €3.3 million increase from the exchange rate movements on US denominated intangible assets.
- An increase of €3.1 million in trade receivables due to the issue of some significant invoices in December 2024 combined with lower cash receipts from customers in the same month.
- A decrease of €0.5 million in unbilled receivables due to the timing of invoicing as per agreed customer statement of works.
- A decrease of €1.1 million in property, plant and equipment explained by the depreciation charge for the year of €1.6 million being ahead of additions of €0.5 million.
- An increase of €1.3 million in the deferred tax asset predominantly due to the increased provision for offset of tax losses against future taxable profits.

Total liabilities increased by €0.3 million from €33.0 million to €33.3 million during the year with the significant movements being:

- A €2.6 million increase in deferred revenue, primarily driven by the growth in subscription revenue during the year.
- A decrease of €1.0 million in lease liabilities due to repayments of €1.3 million offset in part by interest of €0.3 million.
- A decrease of €0.8 million in trade payables due to the timing of receipt of supplier invoices.
- A decrease in the research and development tax credit of €0.6 million due to a reduction in research and development costs qualifying for tax credit on account of the transition of products to market and a change in qualifying criteria.

6. Likely Developments and Outlook

We continue to be optimistic and positive about our outlook and growth prospects for FY25 and beyond.

Growth expectations in FY25 remain on track to enable FINEOS to increase recurring revenues to 65% in FY27 and 75% in FY29; increase Gross Margin to 75% in FY27 and 80% in FY29; and increase EBITDA to 25% in FY27 and 40% in FY29. We also expect to grow recurring revenues (Subscription Fees) to 65% of total revenues in FY27, and 75% of total revenues in FY29, while decreasing R&D investment as a percentage of total revenue to 30% in FY27 and 25% in FY29.

We are on track for the successful delivery of several key projects to continually replace legacy systems with several clients. We will continue our strategy of driving operational efficiencies and, as a result, our FY25 total cost growth is anticipated to be marginal, allowing for further margin expansion.

New business pipeline continues to remain strong and we are confident of continuing to win new business and growing our revenues.

All guidance provided should be read in conjunction with the Principal Risks and Uncertainties Faced as set out overleaf on page 19.

7. Dividends

During the year the Company made no dividend payments to ordinary shareholders. The Directors do not propose the payment of a final dividend for the year.

8. Political Donations

There were no political donations made during the year ended 31 December 2024.

9. Principal Risks and Uncertainties Faced

In the opinion of the Directors, the main risks and uncertainties faced by the Group, along with the nature of their potential impact, are as follows:

- **Global economic and political uncertainty and volatility** persist across all key markets where FINEOS operates. This includes potential recessions in major markets, which could lead to delays and uncertainties in the budget allocations of both existing and prospective clients.
- **Risk of a global trade war** due to the potential imposition of excessive tariffs, which could impact pricing and contracting, thereby influencing purchasing decisions.
- **Client delays in system replacement prioritisation or budget approvals:** General delays in clients' system replacement prioritisation or budget approvals could impact revenue growth.
- **Foreign exchange rate volatility:** FINEOS subsidiaries and branches operate in currencies other than the euro. Continued volatility in exchange rates relative to the euro could adversely affect the Group's reported earnings and cash flow.
- **Product replacement by competitors:** Competitors' products may replace existing FINEOS products, leading to a potential loss of market share.
- **Technological advancements:** Major changes in technology could impact FINEOS and its business model unless it continues to invest in research and development to remain competitive and current. A key focus is the successful application of AI technologies.
- **Complexity of local customer requirements:** FINEOS sells products and services in the US, Canada, Australia, New Zealand and EMEA, increasing the complexity of addressing local compliance requirements in these regions.
- **Loss of key personnel:** The departure of the Chief Executive Officer or other key employees, or the limited availability of qualified personnel, may disrupt operations or increase costs.
- **Loss of significant clients:** The loss of a significant client could have a substantial negative impact on revenues and profits.
- **Cybersecurity risks:** The reputational and financial impact of a significant cyber-attack.

The impact of the above is difficult or impossible to predict accurately and many of the risks and uncertainties faced are beyond the Group's control.

In the normal course of business, the Group is also exposed to price risk, credit risk and liquidity risk, which are discussed in more detail in Note 24.

10. Events Subsequent to the Year End

There are no events subsequent to the year end that would require disclosure in or adjustment to the consolidated financial statements.

11. Corporate Governance Statement

The corporate governance statement of FINEOS Corporation Holdings plc, as approved by the Board, can be found on the Company's website at <https://www.fineos.com/investors/corporate-governance/>.

12. Transactions with Directors

There were no contracts of any significance in relation to the business of the Group in which the Directors had any interest, as defined by the Companies Act 2014, at any time during the year ended 31 December 2024, other than as disclosed in Note 25.

Directors' Report (continued)

for the year ended 31 December 2024

13. Controlling Party

Michael Kelly is the ultimate controlling party of the FINEOS Group.

14. Directors' and Company Secretaries' Interests

The Directors' and Company Secretaries' interests in shares and share options as at 31 December 2024 are set out on page 27 in the Remuneration and Nomination Committee report.

15. Group Companies

Particulars of the companies within the Group required to be disclosed under Section 314(1) of the Companies Act 2014 in respect of Group companies are detailed in Note 27.

16. Directors' Compliance Statement

The Directors have drawn up a compliance policy statement setting out the Company's policies (that, in the Directors' opinion, are appropriate to the Company) respecting compliance by the Company with its relevant obligations. The Directors understand that they are responsible for securing the Company's compliance with its relevant obligations. The Company has appropriate arrangements or structures that are, in the Directors' opinion, designed to secure material compliance with the Company's relevant obligations; and the Company has conducted a review during the financial year, of the arrangements or structures that have been put in place.

17. Accounting Records

The Directors are responsible for ensuring that proper books and accounting records, as outlined in Sections 281 to 285 of the Companies Act 2014, are kept by the Company. To achieve this, the Directors have appointed a professionally qualified Chief Financial Officer who reports to the Board and ensures that the requirements of Sections 281 to 285 of the Companies Act 2014 are complied with. These books and accounting records are maintained at the Company's registered office at FINEOS House, East Point Business Park, Dublin 3, Ireland.

18. Statement on Relevant Audit Information

In the case of all persons who are Directors at the time this report is approved in accordance with Section 332 of the Companies Act 2014:

- (a) so far as the Directors are aware, there is no relevant audit information of which the Company's statutory auditors are unaware; and
- (b) the Directors have taken all steps that they ought to have taken as Directors to make themselves aware of any relevant audit information, and to establish that the Company's statutory auditors are aware of that information.

19. Auditors

Forvis Mazars, Chartered Accountants and Statutory Audit Firm, express their willingness to continue in office in accordance with Section 383(2) of the Companies Act 2014.

20. Takeover Provisions

FINEOS is not subject to Chapters 6, 6A, 6B and 6C of the Companies Act 2014 dealing with the acquisition of its shares (including substantial holdings and takeovers).

FINEOS has incorporated into its Articles shareholder protection provisions that are similar to the provisions of the Australian Corporations Act 2001. These provisions seek to protect the interests of shareholders where a person seeks to acquire a substantial interest in, or control of, FINEOS. The Articles prohibit a person from acquiring a relevant interest in issued voting shares in FINEOS if any person's voting power will increase from 20% or below to more than 20%, or from a starting point that is above 20% and below 90%. Exceptions to the prohibition apply (e.g. acquisitions with shareholder approval, 3% creep over six months and rights issues that satisfy prescribed conditions). Compulsory acquisitions are permitted by persons who hold 90% or more of securities or voting rights in a company.

21. Restrictions on the Transfer of Securities under the Companies Act

The Company is an Irish company formed under the laws of Ireland and therefore subject to the provisions of the (Uncertificated Securities) Regulations, 1996 (S.I No 68 of 1996) (1996 Regulations) and its Articles of Association accordingly contain prohibitions on transfers. The provision of uncertificated securities is regulated by the 1996 Regulations, which is administered by the Corporate Enforcement Authority. The Company must comply with the provisions of the 1996 Regulations. The Company may therefore refuse to register transfers, pursuant to a direction from the Irish High Court, where the transfer is prohibited under another enactment, where the Company has noted the transfer is to a deceased person, or where the instruction requires a transfer of units to an entity which is not a legal person, a minor, or to be held jointly in the names of more persons than permitted under the terms of issue of the security. Refer to Articles 36.2 and 36.3 of the Company's Articles of Association.

On behalf of the Board,



Michael Kelly
Director



David Hollander
Director

25 February 2025

Remuneration and Nomination Committee Report

for the year ended 31 December 2024

As Chair of the Remuneration and Nomination Committee (the Committee), I am pleased to present the report for the Committee for the year ended 31 December 2024.

The objective of this report is to provide shareholders with information to understand the remuneration structures in place and how they relate to the Group's financial performance. The report also provides a summary of the Committee's roles and responsibilities and how these were discharged in the year ended 31 December 2024.

Membership and Meetings of the Committee

The members of the Committee during the year ended 31 December 2024 are set out in the table below. The members of the Committee were in place for the whole of the year unless otherwise stated. All members of the Committee are independent Non-executive Directors.

Committee Member	Position	Appointed
William Mullaney	Chair (since September 2023)	1 January 2023
Anne O'Driscoll	Member	25 July 2019
David Hollander	Member	15 October 2019
Terri Rhodes	Member	1 January 2024

Attendance details for the three meetings held during the year are outlined on page 15 in the Annual Report. The Committee members' biographies are set out on pages 13 to 14.

Role of the Remuneration and Nomination Committee

The purpose of the Committee is to assist the Board by reviewing and making recommendations to the Board in relation to:

- The Group's remuneration policy, including as it applies to Directors, and the process by which any pool of Directors' fees approved by shareholders is allocated to Directors;
- Remuneration packages of Executive Directors, Non-executive Directors, and senior executives;
- Equity-based incentive plans and other employee benefit programs;
- The Group's pension/superannuation arrangements;
- Those aspects of the Group's remuneration policies and packages, including equity-based incentives, which should be subject to shareholder approval;
- Succession plans of the Chief Executive Officer, Executive Directors and senior executives;
- Board succession issues and planning;
- The appointment and re-election of Board and Committee members;
- The induction of new Directors and continuing professional development programs for Directors;
- The process for recruiting a new Director, including evaluating the balance of skills, knowledge, experience, independence and diversity on the Board;
- The process for the evaluation of the performance of the Board, its Board Committees and individual Directors; and
- The size and composition of the Board, strategies to address Board diversity, and the Group's performance in respect of the Group's Diversity Policy, including whether there is any gender or other inappropriate bias in remuneration for Directors, senior executives or other employees.

The Committee charter can be found at <https://www.fineos.com/investors/corporate-governance/>.

Remuneration Policy

The Group is committed to attracting and retaining the best people to work in the organisation, including Directors and senior management. Appropriate remuneration designed to reward, retain, and motivate people is a key element in achieving that objective. Part of the Committee's role is to assist the Board in implementing its Remuneration Policy. A copy of the policy can be found at <https://www.fineos.com/investors/corporate-governance/>.

Executive Remuneration Framework

There was one Executive Director during the year: the Chief Executive Officer, Michael Kelly.

The elements of the remuneration package which may apply to Executive Directors are base salary, pension contributions, other benefits, and both short-term and long-term incentives.

The tables below summarise the framework which was applied during the year ended 31 December 2024. A similar structure is expected to apply during the year ended 31 December 2025. The relevant benefits are included in the Directors' remuneration table shown below.

Benefit	Nature of Benefit
Annual base salary	Salary levels are reviewed annually by reference to market comparisons and reflect the individual's level of expertise and contribution to the organisation, in conjunction with other benefits being provided. Salary increases are normally in line with the wider workforce.
Pension contributions	Participation in a defined contribution scheme available to employees in the same geography. The CEO does not utilise this benefit.
Other benefits	Benefits currently provided are health care cover, life insurance and permanent health insurance cover. Premiums payable are included in the remuneration disclosed in this report.

Remuneration and Nomination Committee Report (continued)

for the year ended 31 December 2024

Incentive	Basis of Incentive	Maximum Opportunity	Achieved for FY2024
Short-term incentives (bonus)	The CEO is entitled to receive an annual cash bonus in recognition of his contribution towards growth.	CEO: Drives the growth of the Company and leads Company strategy, key customer relationships, and strategic sales acquisitions.	CEO: Bonus payment of €97,648.
Long-term incentives (equity-based remuneration)	<p>A long-term incentive plan was established on admission to the ASX (the 2019 Equity Incentive Plan (The Plan)). Awards from this scheme may be made in the form of options, restricted shares, restricted stock units and performance shares. See Note 19 for more details.</p> <p>The terms and conditions of any awards made to Executive Directors under The Plan, including those relating to targets, vesting and/or exercise (as the case may be), are determined by the Committee and to the extent required, subject to CDI holder approval.</p>	No more than 5% of the issued share capital (measured over rolling three-year cycles) of the Company may be issued or reserved under The Plan at any time.	There were no awards to the CEO under The Plan during the year.

The Committee reviews the performance of the Executive Director for the purposes of determining short-term incentives and makes recommendations to the Board as to the pay-out level.

Disclosure of Executive Remuneration

Even though the Company is listed on the ASX, being an Irish incorporated entity, the Company is not subject to the obligation to produce a remuneration report under the Australian Corporations Act. Accordingly, there is no legal obligation to disclose the remuneration and employment terms of individual executives who are not Directors but who would, under Australian law, be regarded as Key Management Personnel. Accordingly, any such disclosure would be considered a breach of those executives' privacy.

To assist investors, the Committee notes the following:

- Salaries of senior leaders, along with other employees, are reviewed regularly in line with the local markets in which they operate;
- Cash bonuses of up to 25% of base pay are payable based on Company and individual objectives being met; and
- There is no fixed entitlement to options.

A salary review was conducted companywide in FY24 to align with the external market using third party benchmarking tools. A 3% overall salary increase was allocated to high performing employees where salaries were out of sync with the current employment markets.

Non-executive Directors

The Board aims to recruit high-calibre Non-executive Directors, with broad commercial, international or other relevant experience.

Non-executive Director remuneration is reviewed by the Board based on recommendations from the Committee. The aggregate amount paid to all Non-executive Directors in any financial year for their services must not exceed the amount fixed by the security holders in general meeting. This amount is currently fixed at AU\$800,000 (€487,894¹) per annum.

The annual fees set by the Committee for Non-executive Directors are set out below in the currency applicable to the location of the relevant Directors. The fees are exclusive of pension/superannuation contributions where required by law to be made by FINEOS. With effect from October 2023, David Hollander and William Mullaney are paid an additional US\$10,000 per annum for chairing the Audit and Risk Committee and Remuneration and Nomination Committee, respectively.

Director	Annual fee during six-month period to 31 December 2023	Annual fee during year to 31 December 2024
Anne O'Driscoll	AU\$164,800	AU\$164,800
David Hollander	US\$170,000 (up to 30 September 2023) US\$110,000 (from 1 October 2023)	US\$110,000
William Mullaney	US\$110,000	US\$110,000
Terri Rhodes	–	US\$100,000

The table of Directors' Remuneration set out on page 26 includes the actual amounts paid to each Director, including all post-employment benefits in euro, the Company's reporting currency.

Under their letters of appointment, the Non-executive Directors are not entitled to participate in any share, bonus, retirement benefit, or other scheme, operated by the Company or any Group company.

All reasonable and documented expenses incurred in the performance of the Non-executive Directors' duties are reimbursed.

¹ Translated into euro at a rate of AU\$/EUR 1.6397, being the average rate for the year to 31 December 2024.



Remuneration and Nomination Committee Report (continued)

for the year ended 31 December 2024

Service Contracts/Letters of Appointment

Details of the service contract for the Executive Director are outlined below.

Name	Title	Date of Contract	Notice Period by Company or Director
Michael Kelly	Chief Executive Officer and Founder	12 December 2018	12 months

Each of the Non-executive Directors has received an appointment letter from FINEOS, confirming their respective roles and responsibilities as Directors, and the FINEOS expectations of them as Non-executive Directors.

The appointment letter includes membership of any Board Committees, the fees to be paid and the time commitment expected. The letter also covers matters such as confidentiality, data protection and securities-dealing policy. In addition, Non-executive Directors are expected to acquire a beneficial interest in CDIs equivalent to their annual fees within 36 months of their appointment.

Dates of appointment for the Non-executive Directors are set out below:

Name	Date of Appointment
Anne O'Driscoll	25 July 2019
David Hollander	15 October 2019
William Mullaney	1 January 2023
Terri Rhodes	1 January 2024

Annual Report on Remuneration

The following table sets out the total remuneration for Directors for the year ended 31 December 2024.

Director	Salary/ fees €	Short- term incentives €	Post- employment benefits €	Other benefits €	Shares allotted €	Share awards gain on exercise €	LTIP €	Total 2024 €
<i>Executive Director</i>								
Michael Kelly	390,592	97,648	–	4,344	–	–	–	492,584
<i>Non-executive Directors</i>								
Anne O'Driscoll	99,836	–	11,307	–	–	–	–	111,143
David Hollander	100,398	–	–	–	–	–	–	100,398
William Mullaney	100,398	–	–	–	–	–	–	100,398
Terri Rhodes	91,271	–	–	–	–	–	–	91,271
Total	782,495	97,648	11,307	4,344	–	–	–	895,794

The equivalent table of total remuneration for Directors for the six-month period ending 31 December 2023 is as follows:

Director	Salary/ fees €	Short- term incentives €	Post- employment benefits €	Other benefits €	Shares allotted €	Share awards gain on exercise €	LTIP €	Total 2023X €
<i>Executive Director</i>								
Michael Kelly	195,296	-	-	1,773	-	-	-	197,069
<i>Non-executive Directors</i>								
Anne O'Driscoll	53,506	-	5,544	-	-	-	-	59,050
David Hollander	65,542	-	-	-	-	-	-	65,542
William Mullaney	49,339	-	-	-	-	-	-	49,339
Total	363,683	-	5,544	1,773	-	-	-	371,000

Directors' and Company Secretaries' Interests in Company Shares

	Total CDIs held at 1 Jan 2024 ^(a)	Purchases/ Increase in indirect holdings	Acquired on exercise of options	Sales/ Reductions	Total shares/ CDIs held at 31 December 2024 ^{(b) (c)}	CDIs held nominally at 31 December 2024 ^(d)
Anne O'Driscoll	124,000	-	-	-	124,000	64,000
Michael Kelly	172,368,688	1,335,849	-	-	173,704,537	1,770,151
Natalie Climo	-	-	-	-	-	-
Shelby Coleman	-	-	-	-	-	-
David Hollander	41,224	-	-	-	41,224	41,224
John McKnight	-	-	-	-	-	-
William Mullaney	35,000	25,000	-	-	60,000	60,000
Terri Rhodes	-	30,000	-	-	30,000	-

(a) Or date of appointment, if later. Terri Rhodes was appointed as a Non-executive Director on 1 January 2024. Shelby Coleman was appointed as Joint Company Secretary on 10 July 2024.

(b) Or date of resignation if earlier. Natalie Climo notified the Board of her resignation as Joint Company Secretary with effect from 10 July 2024.

(c) Total CDIs at 31 December 2024 represent CDIs held directly by the Director and indirectly by the relevant Director's related parties inclusive of domestic partners, dependents and entities jointly controlled or significantly influenced by the Director. They also represent the relevant interest in the Company's listed securities as notified by the Directors to the ASX in accordance with the ASX Listing Rules.

(d) Shares/CDIs held nominally are those CDIs registered in the name of the individual Director.



Remuneration and Nomination Committee Report (continued)

for the year ended 31 December 2024

Directors' Interests in Options

There were no options on issue that were held by Directors during the year.

See Note 19 for further detail on the Company's equity incentive schemes.

Committee Activities

During the year ended 31 December 2024 the Committee continued to receive regular reporting from the Chief People Officer and the Chief Executive Officer on matters pertinent to the Committee's role. There was a particular focus on succession planning, reorganisation of roles and responsibilities among senior management to better align with the Company's needs and objectives, and diversity, equity and inclusion (DEI). Progress on DEI is included in the ESG Report starting on page 4.

The Committee undertook a review of the Board's performance and has made some minor changes to the Board's operations.

On behalf of the Committee,



William Mullaney

Chair of the Remuneration and Nomination Committee

Directors' Responsibilities Statement

The Directors are responsible for preparing the Annual Report and the Group and Company financial statements in accordance with applicable law and regulations.

Irish company law requires the Directors to prepare Group and Company financial statements for each financial year. Under the law, the Directors have elected to prepare the Group and Company financial statements in accordance with the Companies Act 2014 and IFRS Accounting Standards. Under company law, the Directors must not approve the Group and Company financial statements unless they are satisfied that they give a true and fair view of the assets, liabilities and financial position of the Group and Company as at the financial year end date and of the profit or loss of the Group for the financial year.

In preparing these financial statements, the Directors are required to:

- Select suitable accounting policies and then apply them consistently;
- Make judgements and accounting estimates that are reasonable and prudent;
- State whether the financial statements have been prepared in accordance with applicable accounting standards, identify those standards, and note the effect and reasons for any material departure from those standards; and
- Prepare the financial statements on the going concern basis unless it is inappropriate to presume that the Group and Company will continue in business.

The Directors are responsible for ensuring that the Company keeps or causes to be kept adequate accounting records, which correctly explain and record the transactions of the Company, enable at any time the assets, liabilities, financial position and profit or loss of the Group and parent Company to be determined with reasonable accuracy, enable them to ensure that the parent Company and Group financial statements comply with the Companies Act 2014 and enable the financial statements to be audited. They are also responsible for safeguarding the assets of the Group and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

The Directors are responsible for the maintenance and integrity of the financial information included on the Company's website. Legislation in the Republic of Ireland governing the preparation and dissemination of financial statements may differ from legislation in other jurisdictions.

On behalf of the Board,



Michael Kelly
Director



David Hollander
Director

25 February 2025

Independent Auditor's Report



Independent auditor's report to the members of FINEOS Corporation Holdings Plc

Report on the audit of the financial statements

Opinion

We have audited the financial statements of FINEOS Corporation Holdings Plc (the Company) and Subsidiaries (the Group), for the year ended 31 December 2024, which comprise Consolidated Statement of Comprehensive Income, the Consolidated and Company Statement of Financial Position, the Consolidated and Company Statement of Changes in Equity, the Consolidated and Company Statement of Cash Flows, and notes to the Consolidated and Company financial statements, including the material accounting policy information set out in note 2. The financial reporting framework that has been applied in their preparation is Irish law and IFRS Accounting Standards as adopted by the European Union.

In our opinion, the accompanying financial statements:

- give a true and fair view of the assets, liabilities and financial position of the Group and Company as at 31 December 2024 and of the Group's loss for the year then ended;
- have been properly prepared in accordance with IFRS Accounting Standards as adopted by the European Union; and
- have been properly prepared in accordance with the requirements of the Irish Companies Act 2014.

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (Ireland) (ISAs (Ireland)) and applicable law. Our responsibilities under those standards are further described in the *Auditor's Responsibilities for the Audit of the Financial Statements* section of our report.

We are independent of the Company and Group in accordance with the ethical requirements that are relevant to our audit of financial statements in Ireland, including the Ethical Standard for Auditors (Ireland) issued by the Irish Auditing and Accounting Supervisory Authority (IAASA), applied as required for the types of entity determined to be appropriate in the circumstances. We have fulfilled our other ethical responsibilities in accordance with these requirements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Conclusions relating to going concern

In auditing the financial statements, we have concluded that the directors' use of the going concern basis of accounting in the preparation of the financial statements is appropriate.

Our evaluation of the directors' assessment of the entity's ability to continue to adopt the going concern basis of accounting included the following:

- We obtained the cash flow forecasts prepared for the Group;
- We tested the clerical accuracy of the cash flow forecasts;
- We considered the consistency of the forecasts in line with other areas of our audit;
- We tested and challenged management on the key assumptions underlying the forecasts;
- We reviewed the supporting documentation for the funding options available to the Group including the nature of the facilities and their repayment terms; and
- We assessed the adequacy of the disclosures in the financial statements in relation to going concern.

Based on the work we have performed, we have not identified any material uncertainties relating to events or conditions that, individually or collectively, may cast significant doubt on the Group's or Company's ability to continue as a going concern for a period of at least twelve months from the date when the financial statements are authorised for issue.

Our responsibilities and the responsibilities of the directors with respect to going concern are described in the relevant sections of this report.

Key audit matters

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the financial statements of the current period and include the most significant assessed risks of material misstatement (whether or not due to fraud) identified by the auditor, including those which had the greatest effect on: the overall audit strategy; the allocation of resources in the audit; and directing the efforts of the engagement team. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

We summarise below the key audit matters in forming our audit opinion above, together with an overview of the principal audit procedures performed to address each matter and, where relevant, key observations arising from those procedures.

Key audit matter	How the matter was addressed
<p>Revenue recognition (€133.2 million for the year ended 31 December 2024; €61.1 million for the six-month period ended 31 December 2023). Refer to Note 2.c (accounting policy) and Notes 4, 14 and 16 (financial disclosures).</p> <p>The following are key considerations:</p> <ul style="list-style-type: none"> • The significance of revenue to understanding the financial results for users of the financial statements. • The extent of deferred revenue held by the Group and the assessment of its systematic release in line with relevant revenue recognition principles. • The complexity involved in applying IFRS 15. • The complexity associated with the varied nature of bespoke contracts in forming new commercial arrangements. 	<p>We performed a number of procedures including the following:</p> <ul style="list-style-type: none"> • Developed an understanding of and evaluated the operating effectiveness of relevant key revenue internal controls; • Use of IT audit to perform data reconciliations; • Carried out detailed substantive testing; • On a sample basis, recalculated the deferred and accrued portions of customer agreements and compared this to the amount deferred and accrued on the balance sheet; • Assessed associated reconciliations including accounts receivable and deferred revenue for unusual reconciling items; • Assessed the value of credit notes raised over the period and for a select period post period end; and • Developed a risk-based approach to perform journal entry testing on a sample basis to determine the appropriateness of manual postings to revenue.

Independent Auditor's Report (continued)



Key audit matter	How the matter was addressed
<p>Capitalisation of development expenditure (€28.5 million capitalised for the year ended 31 December 2024; €13.4 million for the six-month period ended 31 December 2023). Refer to Note 2.h (accounting policy) and Note 11 (financial disclosures).</p> <p>The Group capitalises costs incurred in the development of its software. These costs are then amortised over the estimated useful life of the software. The costs are mainly comprised of payroll costs.</p> <p>The Group's process for calculating the value of internally developed software involves judgement as it includes estimating time which staff spend developing software, determining the value attributable to that time, and determining which projects being developed meet the criteria to be capitalised.</p>	<p>Our work on capitalised development costs focused on the Group's process for estimating the time spent by staff on software development that can be capitalised under IAS 38, and the nature of the projects undertaken:</p> <ul style="list-style-type: none"> Assessing the nature of a sample of projects against the requirements of IAS 38 to determine if they were capital in nature, and the status of ongoing projects; Assessing the procedures applied by the Group to review the rates applied to capitalise payroll costs; Assessing the effectiveness of controls over the payroll process; Assessing capitalised costs with reference to actual payroll information for a sample of employees; and Assessing the adequacy of the disclosures related to capitalised development costs in the consolidated financial statements.

Key audit matter	How the matter was addressed
<p>Impairment consideration relating to capitalised development expenditure (€90.3 million at 31 December 2024; €84.8 million). Refer to Note 2.k (accounting policy) and Note 11 (financial disclosures).</p> <p>Intangible assets make up €144.7 million of the Group's non-current assets (31 December 2023: €138.0 million). The most significant of these intangibles is capitalised software development costs of €90.3 million at 31 December 2024 (31 December 2023: €84.8 million).</p> <p>IAS 36: Impairment of Assets requires that finite life intangible assets be tested for impairment whenever there is an indication that the intangible assets may be impaired, and this assessment requires judgement.</p> <p>The assessment as to whether there are any indicators of impairment requires judgement including consideration of both internal and external sources of information.</p>	<p>We assessed the factors that the Group considered regarding impairment of capitalised development costs and whether any indicators of impairment existed.</p> <p>This included having regard to:</p> <ul style="list-style-type: none"> Significant changes in the extent or manner in which the associated software is used; Potential or actual redundancy or disposal of developed software; Amortisation periods applied by the Group to develop software relative to its experience of software lifecycle; Significant changes in the market in which the assets are used; and Evaluating the Group's assessment that the useful lives of intangible assets are appropriate at period end.

Key audit matter	How the matter was addressed
<p>Impairment consideration relating to goodwill (€33.6 million at 31 December 2024; 31 December 2023: €31.6 million). Refer to Note 2.j (accounting policy) and Note 11 (financial disclosures).</p> <p>Goodwill of €33.6 million is recorded in the balance sheet at 31 December 2024 (31 December 2023: €31.6 million).</p> <p>Under IAS 36: Impairment of assets, the Group is required to review goodwill for impairment at least annually by assessing the recoverable amount of each cash-generating unit, or group of cash-generating units, to which the goodwill relates.</p> <p>This is a key audit matter given</p> <ul style="list-style-type: none"> • The size of the balance relative to the total assets of the Group; • The judgements involved in allocating goodwill; and • The forward-looking assumptions applied in the value-in-use model prepared in assessing the carrying value of goodwill (including forecasted cashflows, future growth rates and discount rates applied), which involve estimation and judgement. 	<p>We performed a number of procedures including the following:</p> <ul style="list-style-type: none"> • We reviewed management's detailed assessment supporting the business having one cash-generating unit; • We obtained a third-party report in respect of an impairment review at the period end date, which included forecasts; • We evaluated management's assessment in relation to impairment of goodwill, particularly the methodology for determining value in use; • We completed a detailed assessment of the assumptions underlying the impairment review and modelling and evaluated these for reasonableness based on our knowledge of the business; • We assessed management's forecast accuracy based on historical forecasts and results and challenged the achievability of growth rates included in the model; and • We performed a sensitivity analysis on the impairment assessment, to consider the impact of changes in the underlying assumptions.

Our application of materiality

We apply the concept of materiality in planning and performing the audit and in evaluating the impact of misstatements, if any. Materiality is an expression of the relative significance or importance of a matter in the context of the financial statements. Misstatements in the financial statements are material if they, individually or in aggregate, could reasonably be expected to influence the economic decisions of users taken based on the financial statements.

The scope of our audit was influenced by our application of materiality. We set certain quantitative thresholds for materiality. These, together with qualitative considerations, helped us to determine the scope of our audit and the nature, timing and extent of our audit procedures on the individual financial statement line items and disclosures and in evaluating the effect of misstatements, both individually and on the financial statements as a whole. Based on our professional judgement, we determined materiality for the consolidated financial statements as a whole as follows:

Independent Auditor's Report (continued)



Overall materiality	€1,998,336
How we determined it	1.5% of Group Revenue
Rationale for benchmark applied	This benchmark is considered the most appropriate because Revenue is a key benchmark used by management and shareholders in assessing the performance of the business.
Performance materiality	<p>€1,398,835 which represents 70% of the overall materiality</p> <p>Performance materiality is set to reduce to an appropriately low level the probability that the aggregate of uncorrected and undetected misstatements in the financial statements exceeds materiality for the financial statements as a whole.</p> <p>In determining the current year performance materiality, we considered the following factors:</p> <ol style="list-style-type: none"> The quality of the control environment and whether we were able to rely on controls, the amount and nature of control deficiencies, the nature, volume and size of misstatements (corrected and/or uncorrected) in the previous audit, prior period adjustments or errors found in the current year, and our assessment of engagement risk.
Reporting threshold	We agreed with those charged with governance that we would report to them misstatements identified during our audit above €59,950 as well as misstatements below that amount that, in our view, warranted reporting for qualitative reasons.

We determined materiality for the Company to be €1,998,336 which is 1% of the parent Company's net assets, deemed the most appropriate benchmark as the Company is a holding company driven by its investments in its subsidiaries. We determined performance materiality for the Company to be €1,385,307.

Overview of the scope of the audit

As part of designing our audit, we assessed the risk of material misstatement in the financial statements, whether due to fraud or error, and then designed and performed audit procedures responsive to those risks. In particular, we looked at where the directors made subjective judgements such as making assumptions on significant accounting estimates.

We tailored the scope of our audit to ensure that we performed sufficient work to be able to give an opinion on the financial statements as a whole. We used the outputs of a risk assessment, our understanding of the Company, its environment, controls and critical business processes, to consider qualitative factors in order to ensure that we obtained sufficient coverage across all financial statement line items.

Other information

The directors are responsible for the other information. The other information comprises the information included in the annual report other than the financial statements and our auditor's report thereon. Our opinion on the financial statements does not cover the other information and, except to the extent otherwise explicitly stated in our report, we do not express any form of assurance conclusion thereon.



Our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the course of the audit, or otherwise appears to be materially misstated. If we identify such material inconsistencies or apparent material misstatements, we are required to determine whether there is a material misstatement in the financial statements or a material misstatement of the other information. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact.

We have nothing to report in this regard.

Opinions on other matters prescribed by the Companies Act 2014

In our opinion, based on the work undertaken in the course of the audit, we report that:

- the information given in the directors' report for the financial year for which the financial statements are prepared is consistent with the financial statements;
- the directors' report has been prepared in accordance with applicable legal requirements;
- the accounting records of the Company were sufficient to permit the financial statements to be readily and properly audited; and
- the financial statements are in agreement with the accounting records.

We have obtained all the information and explanations which, to the best of our knowledge and belief, are necessary for the purposes of our audit.

Matters on which we are required to report by exception

Based on the knowledge and understanding of the Group and Company and its environment obtained in the course of the audit, we have not identified any material misstatements in the directors' report.

The Companies Act 2014 requires us to report to you if, in our opinion, the requirements of any of Sections 305 to 312 of the Act, which relate to disclosures of directors' remuneration and transactions are not complied with by the Company. We have nothing to report in this regard.

Respective responsibilities

Responsibilities of directors for the financial statements

As explained more fully in the directors' responsibilities statement set out on page 29, the directors are responsible for the preparation of the financial statements in accordance with the applicable financial reporting framework that give a true and fair view, and for such internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the directors are responsible for assessing the Group's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Group or parent Company or to cease operations, or has no realistic alternative but to do so.

Auditor's responsibilities for the audit of the financial statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs (Ireland) will always detect a material misstatement



Independent Auditor's Report (continued)



when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

Irregularities, including fraud, are instances of non-compliance with laws and regulations. We design procedures in line with our responsibilities, outlined above, to detect material misstatements in respect of irregularities, including fraud. The extent to which our procedures are capable of detecting irregularities, including fraud is detailed below.

Based on our understanding of the Group and the industry in which it operates, we identified that the principal risks of non-compliance with laws and regulations related to non-compliance with rules of the Australian Stock Exchange for companies trading securities on the Australian Stock Exchange, Companies Act 2014 and taxation legislation and we considered the extent to which non-compliance might have a material effect on the financial statements.

In identifying and assessing risks of material misstatement in respect to irregularities including non-compliance with laws and regulations, our procedures included but were not limited to:

- Gaining an understanding of the legal and regulatory framework applicable to the Group, the industry in which it operates and considered the risk of acts by the Group which were contrary to the applicable laws and regulations;
- Discussing with the directors and management the policies and procedures in place regarding compliance with laws and regulations;
- Discussing amongst the engagement team the identified laws and regulations, and remaining alert to any indications of non-compliance; and
- Focusing on areas of laws and regulations that could reasonably be expected to have a material effect on the financial statements from our general commercial and sector experience and through discussions with the directors (as required by auditing standards), from inspection of the Group's, regulatory and legal correspondence and review of minutes of directors' meetings in the year. We also considered those other laws and regulations that have a direct impact on the preparation of financial statements.

Our procedures in relation to fraud included but were not limited to:

- Making enquiries of the directors and management on whether they had knowledge of any actual, suspected or alleged fraud;
- Gaining an understanding of the internal controls established to mitigate risks related to fraud;
- Discussing amongst the engagement team the risks of fraud such as opportunities for fraudulent manipulation of financial statements, and determined that the principal risks were related to posting manual journal entries to manipulate financial performance, management bias through judgements and assumptions in significant accounting estimates, and significant one-off or unusual transactions; and
- Addressing the risks of fraud through management override of controls by performing journal entry testing.

The primary responsibility for the prevention and detection of irregularities including fraud rests with both those charged with governance and management. As with any audit, there remained a risk of non-detection of irregularities, as these may involve collusion, forgery, intentional omissions, misrepresentations or the override of internal controls.

As a result of our procedures, we did not identify any key audit matters relating to irregularities. The risks of material misstatement that had the greatest effect on our audit, including fraud, are discussed under "Key audit matters" within this report.

A further description of our responsibilities for the audit of the financial statements is located on the Irish Auditing and Accounting Supervisory Authority's website at: http://www.iaasa.ie/getmedia/b2389013-1cf6-458b-9b8f-a98202dc9c3a/Description_of_auditors_responsibilities_for_audit.pdf. This description forms part of our auditor's report.



The purpose of our audit work and to whom we owe our responsibilities

Our report is made solely to the Company's members, as a body, in accordance with Section 391 of the Companies Act 2014. Our audit work has been undertaken so that we might state to the Company's members those matters we are required to state to them in an auditor's report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the Company and the Company's members, as a body, for our audit work, for this report, or for the opinions we have formed.

A handwritten signature in black ink, appearing to read "Emer O'Riordan".

Emer O'Riordan
for and on behalf of Forvis Mazars
Chartered Accountants & Statutory Audit Firm
Harcourt Centre, Block 3
Harcourt Road
Dublin 2
25 February 2025



Financial Statements



2024



Consolidated Statement of Comprehensive Income

for the year ended 31 December 2024

		For the year ended 31 December 2024 €	For the six-month period ended 31 December 2023 €
	Note		
Revenue	4	133,222,410	61,120,198
Cost of sales		(32,792,862)	(17,398,737)
Gross profit		100,429,548	43,721,461
Product development and delivery		(59,266,814)	(28,575,395)
Sales and marketing		(3,361,054)	(2,301,004)
General and administration		(18,636,964)	(8,390,353)
Amortisation	11	(25,647,557)	(11,902,658)
Depreciation	12	(1,587,560)	(903,999)
Other income	6	1,073,188	496,227
Operating loss		(6,997,213)	(7,855,721)
Finance income		620,822	103,456
Finance costs	7	(325,054)	(183,535)
Loss on ordinary activities before taxation	8	(6,701,445)	(7,935,800)
Income tax	9	898,765	1,041,416
Loss for the financial year/period		(5,802,680)	(6,894,384)
Other comprehensive gain/(loss) for the year/period:			
Foreign exchange differences on translation of operations of foreign subsidiaries and branches		4,977,749	(1,319,698)
Total comprehensive loss for the year/period attributable to the equity holders of the parent		(824,931)	(8,214,082)
Basic and diluted (loss) per share (cents)	10	(1.72)	(2.07)

All results relate to continuing operations.

The notes on pages 48 to 83 are an integral part of these financial statements.



Consolidated Statement of Financial Position

as at 31 December 2024

	Note	As at 31 December 2024 €	As at 31 December 2023 €
ASSETS			
Non-current assets			
Intangible assets	11	144,688,101	137,963,504
Property, plant and equipment	12	3,313,469	4,423,191
Deferred tax	9	10,410,656	9,107,826
		158,412,226	151,494,521
Current assets			
Trade and other receivables	14	19,549,502	16,677,003
Cash and cash equivalents	15	19,831,239	28,135,379
		39,380,741	44,812,382
Total Assets		197,792,967	196,306,903
EQUITY AND LIABILITIES			
Current liabilities			
Trade and other payables	16	27,560,147	25,555,863
Non-current liabilities			
Long-term liabilities	16	5,734,061	7,469,110
Total liabilities		33,294,208	33,024,973
Capital and reserves			
Called up share capital presented as equity	17	338,500	338,320
Share premium	17	193,850,803	193,782,823
Foreign exchange reserve	18	10,295,842	5,318,093
Other undenominated capital	18	1	1
Share option reserve	18	12,001,378	10,027,778
Reorganisation reserve	18	11,123,985	11,123,985
Retained earnings	18	(63,111,750)	(57,309,070)
Total equity		164,498,759	163,281,930
TOTAL EQUITY AND LIABILITIES		197,792,967	196,306,903

The notes on pages 48 to 83 are an integral part of these financial statements.

On behalf of the Board,



Michael Kelly
Director



David Hollander
Director

25 February 2025

Company Statement of Financial Position

as at 31 December 2024

	Note	As at 31 December 2024 €	As at 31 December 2023 €
ASSETS			
Non-current assets			
Financial assets	13	198,767,225	85,507,168
Current assets			
Trade and other receivables	14	156,090	110,076,189
Cash and cash equivalents	15	220,870	3,867,869
		376,960	113,944,058
TOTAL ASSETS		199,144,185	199,451,226
EQUITY AND LIABILITIES			
Current liabilities	16	18,385	20,017
Total liabilities		18,385	20,017
Capital and reserves			
Called up share capital presented as equity	17	338,500	338,320
Share premium	17	193,850,803	193,782,823
Other undenominated capital	18	1	1
Reorganisation reserve	18	22,609,813	22,609,813
Retained earnings		(17,673,317)	(17,299,748)
Total equity		199,125,800	199,431,209
TOTAL EQUITY AND LIABILITIES		199,144,185	199,451,226

The notes on pages 48 to 83 are an integral part of these financial statements.

On behalf of the Board,



Michael Kelly
Director



David Hollander
Director

25 February 2025



Consolidated Statement of Changes in Equity

for the six-month period ended 31 December 2023

	Called up share capital presented as equity €	Share premium €	Foreign exchange reserves arising on translation €	Other undominated capital €	Share option reserve €	Reorganisation reserve €	Retained earnings €	Total €
At 30 June 2023	320,426	170,175,323	6,637,791	1	9,301,372	11,123,985	(50,414,686)	147,144,212
Loss for the period	-	-	-	-	-	-	(6,894,384)	(6,894,384)
Other comprehensive loss for the period	-	-	(1,319,698)	-	-	-	-	(1,319,698)
Total comprehensive loss for the period	-	-	(1,319,698)	-	-	-	(6,894,384)	(8,214,082)
Issue of share capital	17,894	23,602,500	-	-	-	-	-	23,620,394
Reserves transfer from share options exercised	-	5,000	-	-	(5,000)	-	-	-
Share-based payment expense	-	-	-	-	778,131	-	-	778,131
Translation adjustment	-	-	-	-	(46,725)	-	-	(46,725)
At 31 December 2023	338,320	193,782,823	5,318,093	1	10,027,778	11,123,985	(57,309,070)	163,281,930

All amounts are attributable to the equity holders of the Group.

The notes on pages 48 to 83 are an integral part of these financial statements.

Consolidated Statement of Changes in Equity

for the year ended 31 December 2024

	Called up share capital presented as equity €	Share premium €	Foreign exchange reserves arising on translation €	Other undominated capital €	Share option reserve €	Reorganisation reserve €	Retained earnings €	Total €
At 31 December 2023	338,320	193,782,823	5,318,093	1	10,027,778	11,123,985	(57,309,070)	163,281,930
Loss for the year	-	-	-	-	-	-	(5,802,680)	(5,802,680)
Other comprehensive gain for the year	-	-	4,977,749	-	-	-	-	4,977,749
Total comprehensive loss for the year	-	-	4,977,749	-	-	-	(5,802,680)	(824,931)
Issue of share capital	180	26,400	-	-	-	-	-	26,580
Reserves transfer from share options exercised	-	41,580	-	-	(41,580)	-	-	-
Share-based payment expense	-	-	-	-	1,839,271	-	-	1,839,271
Translation adjustment	-	-	-	-	175,909	-	-	175,909
At 31 December 2024	338,500	193,850,803	10,295,842	1	12,001,378	11,123,985	(63,111,750)	164,498,759

All amounts are attributable to the equity holders of the Group.

The notes on pages 48 to 83 are an integral part of these financial statements.



Company Statement of Changes in Equity

for the six-month period ended 31 December 2023

	Called up share capital presented as equity €	Share premium €	Other undenominated capital €	Reorganisation reserve €	Retained earnings €	Total €
At 30 June 2023	320,426	170,175,323	1	22,609,813	(17,074,082)	176,031,481
Loss for the period	-	-	-	-	(225,666)	(225,666)
Other comprehensive loss for the period	-	-	-	-	-	-
Total comprehensive loss for the period	-	-	-	-	(225,666)	(225,666)
Issue of share capital	17,894	23,602,500	-	-	-	23,620,394
Share premium from share options exercised	-	5,000	-	-	-	5,000
At 31 December 2023	338,320	193,782,823	1	22,609,813	(17,299,748)	199,431,209

All amounts are attributable to the equity holders of the parent Company.

The notes on pages 48 to 83 are an integral part of these financial statements.

Company Statement of Changes in Equity

for the year ended 31 December 2024

	Called up share capital presented as equity €	Share premium €	Other undenominated capital €	Reorganisation reserve €	Retained earnings €	Total €
At 31 December 2023	338,320	193,782,823	1	22,609,813	(17,299,748)	199,431,209
Loss for the year	-	-	-	-	(373,569)	(373,569)
Other comprehensive loss for the year	-	-	-	-	-	-
Total comprehensive loss for the year	-	-	-	-	(373,569)	(373,569)
Issue of share capital	180	26,400	-	-	-	26,580
Share premium from share options exercised	-	41,580	-	-	-	41,580
At 31 December 2024	338,500	193,850,803	1	22,609,813	(17,673,317)	199,125,800

All amounts are attributable to the equity holders of the parent Company.

The notes on pages 48 to 83 are an integral part of these financial statements.



Consolidated Statement of Cash Flows

for the year ended 31 December 2024

		For the year ended 31 December 2024	For the six-month period ended 31 December 2023
	Note	€	€
Cash flows from operating activities			
Group loss after tax		(5,802,680)	(6,894,384)
Adjusted for:			
Income tax	9	(898,765)	(1,041,416)
Finance costs	7	325,054	183,535
Finance income		(620,822)	(103,456)
Other income	6	(1,073,188)	(496,227)
Depreciation	12	1,587,560	903,999
Amortisation	11	25,647,557	11,902,658
Lease expense	21	(1,310,485)	(576,823)
Movement in trade and other receivables		(3,306,959)	8,779,057
Movement in trade and other payables		2,029,930	(20,145,217)
Net tax paid		(265,406)	(271,890)
Research and development refund received		578,009	-
Effect of movement in exchange rates		1,908,333	(483,674)
Share-based payment expense	19	1,839,271	778,131
Other adjustment		243	14,563
Net cash flows generated from/(used in) operating activities		20,637,652	(7,451,144)
Cash flows from investing activities			
Interest received		607,224	103,456
Grant income received		73,361	-
Payment for property, plant and equipment	12	(540,702)	(120,460)
Payment for intangible assets	11	(29,057,533)	(13,506,882)
Net cash used in investing activities		(28,917,650)	(13,523,886)
Cash flows from financing activities			
Interest paid		(50,722)	(26,926)
Proceeds from issue of shares	17	26,580	23,939,815
Transaction costs	17	-	(319,421)
Net cash generated from financing activities		(24,142)	23,593,468
Net (decrease)/increase in cash and cash equivalents		(8,304,140)	2,618,438
Cash and cash equivalents at the beginning of the year/period		28,135,379	25,516,941
Cash and cash equivalents at the end of the year/period	15	19,831,239	28,135,379

The notes on pages 48 to 83 are an integral part of these financial statements.

Company Statement of Cash Flows

for the year ended 31 December 2024

		For the year ended 31 December 2024 €	For the six-month period ended 31 December 2023 €
	Note		
<i>Cash flows from operating activities</i>			
Company loss after tax		(373,569)	(225,666)
Adjusted for:			
Tax charge		–	21
Finance costs		812	433
Finance income		–	(238)
Movement in trade and other receivables	14	(6,255)	(23,277)
Movement in trade and other payables	16	(1,632)	2,250
Net tax paid		–	(21)
Effect of movement in exchange rates		(7,288)	1,940
Net cash flows used in operating activities		(387,932)	(244,558)
<i>Cash flows from investing activities</i>			
Interest received		–	238
Amounts advanced to Group companies		(3,284,835)	(23,235,596)
Net cash used in investing activities		(3,284,835)	(23,235,358)
<i>Cash flows from financing activities</i>			
Interest paid		(812)	(433)
Issue of shares	17	26,580	23,939,815
Transaction costs	17	–	(319,421)
Net cash generated from financing activities		25,768	23,619,961
Net (decrease)/increase in cash and cash equivalents		(3,646,999)	140,045
Cash and cash equivalents at the beginning of the year/period		3,867,869	3,727,824
Cash and cash equivalents at the end of the year/period	15	220,870	3,867,869

The notes on pages 48 to 83 are an integral part of these financial statements.



Notes to the Consolidated Financial Statements

1. General Information

FINEOS Corporation Holdings plc (the Company) is a public limited company incorporated in the Republic of Ireland. The registered office is FINEOS House, Eastpoint Business Park, Dublin 3.

The principal activity of the Company and its subsidiaries (the Group) is that of enterprise claims and policy management software for Life, Accident and Health insurers and Employee Benefits providers. Foreign operations are included in accordance with the material accounting policy information set out in Note 2.

2. Summary of Material Accounting Policy Information

a) Basis of financial statements

Compliance with IFRS Accounting Standards, new standards and interpretations

The financial statements have been prepared in accordance with IFRS Accounting Standards and interpretations issued by the IFRS Interpretations Committee (IFRS IC) applicable to companies reporting under IFRS Accounting Standards. The financial statements comply with IFRS Accounting Standards as issued by the International Accounting Standards Board and as adopted by the EU, and the Companies Act 2014.

New standards and interpretations

The following new standards, interpretations and standard amendments became effective for the Group as of 1 January 2024:

- Classification of Liabilities as Current or Non-Current (Amendments to IAS 1);
- Lease Liability in a Sale and Leaseback (Amendments to IFRS 16);
- Non-current Liabilities with Covenants (Amendments to IAS 1); and
- Supplier Finance Arrangements (Amendments to IAS 7 and IFRS 7).

The new standards and standard amendments did not result in a material impact on the Group's results.

IFRS Accounting Standards and IFRIC interpretations being adopted in subsequent years

There are a number of standards, amendments to standards and interpretations which have been issued by the IASB that are effective in future accounting periods, all of which the Group has decided not to adopt early. These are as follows:

- IFRS 18 Presentation and Disclosures in Financial Statements (effective 1 January 2027);
- Lack of Exchangeability (Amendments to IAS 21) (effective 1 January 2025);
- Amendments to the SASB standards to enhance their international applicability (effective 1 January 2025);
- Amendments to IFRS 9 and IFRS 7 regarding the classification and measurement of financial instruments (effective 1 January 2026);
- Annual Improvements to IFRS Accounting Standards – Volume 11 (effective 1 January 2026). The pronouncement comprises the following amendments:
 - IFRS 1: Hedge accounting by a first-time adopter
 - IFRS 7: Gain or loss on derecognition
 - IFRS 7: Disclosure of deferred difference between fair value and transaction price
 - IFRS 7: Introduction and credit risk disclosures
 - IFRS 9: Lessee derecognition of lease liabilities
 - IFRS 9: Transaction price
 - IFRS 10: Determination of a 'de facto agent'
 - IAS 7: Cost method

The Group does not expect any of the standards issued by the IASB, but not yet effective, to have a material impact on the Group.

Historical cost, presentation currency and going concern

The consolidated financial statements have been prepared on the historical cost basis, except where described otherwise in the policies below. The consolidated financial statements of the Group and the financial statements of the Company are presented in euro (€) which is also the functional currency of the Group and the Company.

Management has prepared projections and forecasts for the Group. These include consideration of revenue growth, funding and finance facilities available, and cash reserves held. On this basis, the Directors consider that it is appropriate to prepare the consolidated financial statements on the going concern assumption.

Exemption from preparing Company statement of comprehensive income

In accordance with Section 304 of the Companies Act 2014 the Company is availing of the exemption from presenting its individual statement of comprehensive income to the Annual General Meeting and from filing it with the Registrar of Companies. The Company's loss for the year to 31 December 2024 was €373,569 (six-month period to 31 December 2023: €225,666).

b) Basis of consolidation

The financial statements of the Group incorporate the financial statements of the Company (the parent) and entities controlled by the Company (its subsidiaries) made up to 31 December.

Control is achieved when the Company:

- has the power over the subsidiary entity;
- is exposed, or has rights, to variable returns from its involvement with the subsidiary entity; and
- has the ability to use its power to affect those returns.

The Group reassesses whether it controls the subsidiaries if facts and circumstances indicate that there are changes to their control. When the Company has less than a majority of the voting rights of an investee, it considers that it has power over the investee when the voting rights are sufficient to give it the practical ability to direct the relevant activities of the investee unilaterally. The Company considers all relevant facts and circumstances in assessing whether or not the Company's voting rights in an investee are sufficient to give it power, including:

- the size of the Company's holding of voting rights relative to the size and dispersion of holdings of the other vote holders;
- potential voting rights held by the Company, other vote holders or other parties;
- rights arising from other contractual arrangements; and
- any additional facts and circumstances that indicate that the Company has, or does not have, the current ability to direct the relevant activities at the time that decisions need to be made, including voting patterns at previous shareholders' meetings.

Consolidation of a subsidiary begins when the Company obtains control over the subsidiary and ceases when the Company loses control of the subsidiary. Intra-Group assets and liabilities, equity, income, expenses and cash flows relating to intra-Group transactions are eliminated on consolidation. Where necessary, the accounting policies of subsidiaries have been changed to ensure consistency with the policies adopted by the Group.

When the Group loses control over a subsidiary, the profit or loss on disposal is calculated as the difference between (i) the aggregate of the fair value of the consideration received and the fair value of any retained interest and (ii) the previous carrying amount of the assets (including goodwill) and liabilities of the subsidiary and any non-controlling interests. Amounts previously recognised in other comprehensive income in relation to the subsidiary are accounted for (i.e. reclassified to profit or loss or transferred directly to retained earnings) in the same manner as would be required if the relevant assets or liabilities were disposed of.

The fair value of any investments retained in the former subsidiary at the date when control is lost is regarded as the fair value on initial recognition for subsequent accounting or, when applicable, the cost on initial recognition of an investment in an associate or jointly controlled entity.

2. Summary of Material Accounting Policy Information (continued)

c) **Revenue recognition**

The Group recognises revenue from the following major sources:

- initial product licence fees;
- annual subscriptions; and
- rendering of services, including professional services and support contracts.

Revenue is measured based on the consideration to which the Group expects to be entitled in a contract with a customer and excludes amounts collected on behalf of third parties. The Group recognises revenue at a point in time or over time as contractual performance obligations are fulfilled and control of a product or service transfers to a customer.

Initial product licence fees

Initial software licence revenue is recognised at a point in time when control is passed to the customer which is upon delivery of the software to the customer, provided that the Group has no significant related obligations or collection uncertainties remaining.

Licences with related obligations which significantly enhance or modify the IP are considered a single performance obligation. The performance obligation is satisfied over time as the client avails of consistent access to the services enhancing and customising the licenced IP. The satisfaction of the performance obligation is reliably measured primarily on a percentage-of-completion basis. Revenue is recognised over the passage of time using the output method based on pre-agreed milestones between the parties in accordance with the master licence agreement in place. Income arising on customised solutions where the provision of the service has not been completed at the year-end date is deferred and recognised as the service is provided.

Annual subscriptions

Annual subscriptions include all support, maintenance, software updates and cloud services provided by FINEOS to clients. The promises are considered a single performance obligation which is satisfied over time and the subscription fees, including the third-party fees, are recognised using the output method on a straight-line basis which reflects time lapsed, for the continued right to access the licenced IP and to benefit from the support and maintenance services.

Income arising on subscription where the provision of the service has not been completed at the year-end date is deferred creating a contract liability which is subsequently recognised as the service is provided.

Rendering of services, including professional services and support contracts

Rendering of services are distinct performance obligations for which revenue is recognised in the accounting period in which the services are rendered when the outcome of the contract can be estimated reliably.

The performance obligations are satisfied over time and the satisfaction of the promises is measured using the input method, primarily on a time and materials basis for which revenue is recognised in the period that the services are provided.

For the services element of fixed price project engagements, the performance obligations are satisfied over time and the satisfaction of the performance obligations is reliably measured primarily on a percentage-of-completion basis over the term of the contract. Revenue is recognised using the output method based on pre-agreed milestones indicating progress to completion. When the outcome of the transaction involving the rendering of services cannot be estimated reliably, an entity shall recognise revenue only to the extent of the expenses recognised that are recoverable.

Income arising on rendering of services where the provision of the service has not been completed at the year-end date is deferred creating a contract liability which is subsequently recognised as the service is provided.

The Group's policy for contract costs (associated with revenue contracts) is outlined in Note 2(h).

d) Foreign currencies

Foreign currency transactions are translated into the individual entities' respective functional currencies at the exchange rates prevailing on the date of the transaction. At the end of each financial year, monetary items denominated in foreign currencies are retranslated at the rates prevailing as of the end of the financial year. Non-monetary items carried at fair value that are denominated in foreign currencies are retranslated at the rates prevailing on the date when the fair value was determined. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated.

Exchange differences arising on the settlement of monetary items, and on retranslation of monetary items, are included in the statement of comprehensive income for the year. Exchange differences arising on the retranslation of non-monetary items carried at fair value are included in the statement of comprehensive income for the year except for differences arising on the retranslation of non-monetary items in respect of which gains and losses are recognised directly in equity. For such non-monetary items, any exchange component of that gain or loss is also recognised directly in other comprehensive income.

For the purpose of presenting consolidated financial statements, the assets and liabilities of the Group's foreign operations (including comparatives) are expressed in euro using exchange rates prevailing at the end of the financial year. Income and expense items (including comparatives) are translated at the average exchange rates for the period, unless exchange rates fluctuated significantly during that period, in which case the exchange rates at the dates of the transactions are used. Exchange differences arising, if any, are classified as equity and transferred to the Group's translation reserve. Such translation differences are recognised in the statement of comprehensive income in the period in which the foreign operation is disposed of.

On consolidation, exchange differences arising from the translation of the net investment in foreign entities (including monetary items that, in substance, form part of the net investment in foreign entities), and of borrowings and other currency instruments designated as hedges of such investments, are taken to the foreign currency translation reserve.

Goodwill and fair value adjustments arising on the acquisition of a foreign operation are treated as assets and liabilities of the foreign operation and translated accordingly.

e) Employee benefits

The Group provides a range of benefits to employees, including annual bonus arrangements, paid holiday arrangements and defined contribution pension plans.

Short-term benefits

Short-term benefits, including holiday pay and other similar non-monetary benefits, are recognised as an expense in the period in which the service is received. A provision is made for the estimated liability for annual leave as a result of services rendered by employees up to the end of the financial year.

Defined contribution pension plan

The Group operates a defined contribution plan for its employees. A defined contribution plan is a pension plan under which the Group pays fixed contributions into a separate entity. Once the contributions have been paid the Group has no further payment obligations.

The contributions are recognised as an expense when they are due. Amounts not paid are shown in accruals in the statement of financial position. The assets of the plan are held separately from the Group in independently administered funds.

Share-based payments

The Group issues equity-settled share-based payments to certain employees. Equity-settled share-based payments are measured at fair value of the equity instruments (excluding the effect of non-market-based vesting conditions) at the date of grant. Details regarding the determination of the fair value of equity-settled share-based transactions are set out in Note 19. The cost of equity-settled transactions with employees is recognised as an expense over the vesting period, which ends on the date on which the relevant employees become fully entitled to the award. Fair value is determined by an external valuer using an appropriate pricing model. No expense is recognised for awards

2. Summary of Material Accounting Policy Information (continued)

that do not ultimately vest; except for awards where vesting is conditional upon a market condition, which are treated as vesting irrespective of whether or not the market condition is satisfied, provided that all other performance conditions are satisfied.

At each year end date before vesting, the cumulative expense is calculated, representing the extent to which the vesting period has expired and management's best estimate of the achievement or otherwise of non-market conditions, the number of equity instruments that will ultimately vest, or in the case of an instrument subject to a market condition, be treated as vesting as described above. The movement in the cumulative expense since the previous year end date is recognised in the statement of comprehensive income, with a corresponding entry in 'Share option reserve'.

Where the terms of an equity-settled award are modified or a new award is designated as replacing a cancelled or settled award, the cost based on the original award terms continues to be recognised over the original vesting period. In addition, an expense is recognised over the remainder of the new vesting period for the incremental fair value of any modification, based on the difference between the fair value of the original award and the fair value of the modified award, both as measured on the date of the modification. No reduction is recognised if this difference is negative.

f) Income tax

The taxation expense for the period comprises current and deferred tax recognised in the reporting period. Tax is recognised in the statement of comprehensive income, except to the extent that it relates to items recognised in other comprehensive income or directly in equity. In this case tax is also recognised in other comprehensive income or directly in equity respectively.

Current tax

The tax currently payable is based on taxable profit for the year. Taxable profit differs from net profit as reported in the statement of comprehensive income because it excludes items of income or expense that are taxable or deductible in other years and it further excludes items that are never taxable or deductible. The Group's liability for current tax is calculated using tax rates that have been enacted or substantively enacted by the end of the reporting period.

A provision is recognised for those matters for which the tax determination is uncertain but it is considered probable that there will be a future outflow of funds to a tax authority. The provisions are measured at the best estimate of the amount expected to become payable. The assessment is based on the judgement of tax professionals within the Group supported by previous experience in respect of such activities and in certain cases based on specialist independent tax advice.

Deferred tax

Deferred tax is the tax expected to be payable or recoverable on differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit and is accounted for using the liability method.

Deferred tax liabilities are generally recognised for all taxable temporary differences and deferred tax assets are recognised to the extent that it is probable that taxable profits will be available against which deductible temporary differences can be utilised. Such assets and liabilities are not recognised if the temporary difference arises from the initial recognition of goodwill or from the initial recognition (other than in a business combination) of other assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit.

Deferred tax liabilities are recognised for taxable temporary differences arising on investments in subsidiaries, except where the Group is able to control the reversal of the temporary difference and it is probable that the temporary difference will not reverse in the foreseeable future. Deferred tax assets arising from deductible temporary differences associated with such investments are only recognised to the extent that it is probable that there will be sufficient taxable profits against which to utilise the benefits of the temporary differences and they are expected to reverse in the foreseeable future.

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

Deferred tax is calculated at the tax rates that are expected to apply in the period when the liability is settled, or the asset is realised, based on tax laws and rates that have been enacted or substantively enacted at the reporting date.

The measurement of deferred tax liabilities and assets reflects the tax consequences that would follow from the manner in which the Group expects, at the end of the reporting period, to recover or settle the carrying amount of its assets and liabilities.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when they relate to income taxes levied by the same taxation authority and the Group intends to settle its current tax assets and liabilities on a net basis.

g) Business combinations

The Group applies the acquisition method in accounting for business combinations. The cost of an acquisition is measured as the aggregate of the consideration transferred (excluding amounts relating to the settlement of pre-existing relationships), the amount of any non-controlling interest in the acquiree and, in a business combination achieved in stages, the acquisition date fair value of the acquirer's previously-held equity interest in the acquiree. Transaction costs that the Group incurs in connection with a business combination are expensed as incurred.

To the extent that settlement of all or any part of consideration for a business combination is deferred, the fair value of the deferred component is determined through discounting the amounts payable to their present value at the date of exchange. The discount component is unwound as an interest charge in the Consolidated Income Statement over the life of the obligation. Any contingent consideration is recognised at fair value at the acquisition date and included in the cost of the acquisition. The fair value of contingent consideration at acquisition date is arrived at through discounting the expected payment to present value. In general, in order for contingent consideration to become payable, pre-defined revenue targets must be exceeded. Subsequent changes to the fair value of the contingent consideration will be recognised in profit or loss unless the contingent consideration is classified as equity, in which case it is not remeasured and settlement is accounted for within equity.

The assets and liabilities arising on business combination activity are measured at their acquisition-date fair values. Contingent liabilities assumed in business combination activity are recognised as of the acquisition date, where such contingent liabilities are present obligations arising from past events and their fair value can be measured reliably. In the case of a business combination achieved in stages, the acquisition date fair value of the acquirer's previously-held equity interest in the acquiree is remeasured to fair value as at the acquisition date through profit or loss. When the initial accounting for a business combination is determined provisionally, any adjustments to the provisional values allocated to the consideration, identifiable assets or liabilities (and contingent liabilities, if relevant) are made within the measurement period, a period of no more than one year from the acquisition date.

h) Intangible assets

Goodwill arising on business combinations

Goodwill arising on a business combination is initially measured at cost, being the excess of the cost of the acquisition over the fair value of the net identifiable assets and liabilities assumed at the date of acquisition. It relates to the future economic benefits arising from assets which are not capable of being individually identified and separately recognised. Following initial recognition, goodwill is measured at cost less any accumulated impairment losses.

Intangible assets (other than goodwill) arising on business combinations

Intangible assets are capitalised separately from goodwill as part of a business combination at cost (fair value at date of acquisition). Subsequent to initial recognition these intangible assets are carried at cost less any accumulated amortisation and any accumulated impairment losses.

Intangible assets are amortised on a straight-line basis over periods ranging from seven to 20 years, depending on the nature of the intangible asset. The amortisation expense is disclosed separately on the face of the condensed consolidated statement of comprehensive income.



2. Summary of Material Accounting Policy Information (continued)

Intangible assets acquired separately

Computer software

Computer software separately acquired, including computer software which is not an integral part of an item of computer hardware, is stated at cost less any accumulated amortisation and any accumulated impairment losses. Cost comprises purchase price and other directly attributable costs.

Computer software is recognised as an asset only if it meets the following criteria:

- an asset can be separately identified;
- it is probable that the asset created will generate future economic benefits;
- the development cost of the asset can be measured reliably;
- it is probable that the expected future economic benefits that are attributable to the asset will flow to the entity; and
- the cost of the asset can be measured reliably.

Costs relating to the development of computer software for internal use are capitalised once the recognition criteria outlined above are met.

Computer software is amortised on a straight-line basis over its useful economic life, which is considered to be between three to five years. The amortisation expense is disclosed separately on the face of the consolidated statement of comprehensive income.

Internally-generated intangible assets

Research and development expenditure

Expenditure on research activities is recognised as an expense in the period in which it is incurred. An internally-generated intangible asset arising from development (or from the development phase of an internal project) is recognised if, and only if, all of the following conditions have been demonstrated:

- the technical feasibility of completing the intangible asset so that it will be available for use or sale;
- the intention to complete the intangible asset and use or sell it;
- the ability to use or sell the intangible asset;
- how the intangible asset will generate probable future economic benefits;
- the availability of adequate technical, financial and other resources to complete the development and to use or sell the intangible asset; and
- the ability to measure reliably the expenditure attributable to the intangible asset during its development.

The amount initially recognised for internally-generated intangible assets is the sum of the expenditure incurred from the date when the intangible asset first meets the recognition criteria listed above. Where no internally-generated intangible asset can be recognised, development expenditure is recognised in the statement of comprehensive income in the period in which it is incurred.

Development expenditure is amortised on a straight-line basis over its useful economic life, which commences when the asset is brought into use, and is considered to be between three and 10 years. The amortisation expense is disclosed separately on the face of the consolidated statement of comprehensive income.

Contract costs

The incremental costs of obtaining a contract are recognised as an asset if the Group expects to recover those costs. However, those incremental costs are limited to the costs that the Group would not have incurred if the contract had not been successfully obtained.

Costs incurred to fulfil a contract are recognised as an asset if and only if all of the following criteria are met:

- the costs relate directly to a contract (or a specific anticipated contract);
- the costs generate or enhance resources of the entity that will be used in satisfying performance obligations in the future; and
- the costs are expected to be recovered.

These include costs such as direct labour, direct materials, and the allocation of overheads that relate directly to the contract.

The asset recognised in respect of the costs to obtain or fulfil a contract is amortised on a systematic basis that is consistent with the associated revenue contract's pattern of transfer of the services to which the asset relates. The amortisation expense is included within administrative expenses in the consolidated statement of comprehensive income. The incremental costs of obtaining a contract are expensed if the associated amortisation period would be 12 months or less.

Subsequent to initial recognition, internally-generated intangible assets are reported at cost less accumulated amortisation and accumulated impairment losses, on the same basis as intangible assets that are acquired separately.

Derecognition of intangible assets

An intangible asset is derecognised on disposal, or when no future economic benefits are expected from use or disposal. Gains or losses arising from derecognition of an intangible asset, measured as the difference between the net disposal proceeds and the carrying amount of the asset, are recognised in the statement of comprehensive income when the asset is derecognised.

i) Financial assets

Investments in subsidiary companies

Investments in subsidiary companies are reflected in the separate financial statements of the parent Company. Investments in subsidiaries are stated at cost less accumulated impairment losses.

j) Impairment of goodwill

In the year in which a business combination is effected and where some or all of the goodwill allocated to a particular cash-generating unit (CGU) arose in respect of that combination, the CGU is tested for impairment prior to the end of the relevant annual period.

Goodwill is subject to impairment testing on an annual basis and at any time during the year if an indicator of impairment is considered to exist. Where the carrying value exceeds the estimated recoverable amount (being the greater of fair value less costs of disposal and value-in-use), an impairment loss is recognised by writing down goodwill to its recoverable amount.

The recoverable amount of goodwill is determined by reference to the CGU to which the goodwill has been allocated. Impairment losses arising in respect of goodwill are not reversed once recognised.

k) Impairment of tangible and intangible assets

The Group reviews the carrying amounts of its tangible and intangible assets as at each reporting date to assess for any indication of impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss (if any). Where it is not possible to estimate the recoverable amount of an individual asset, the Group estimates the recoverable amount of the cash-generating unit to which the asset belongs.

Irrespective of whether there is any indication of impairment, the Group also tests its intangible assets with indefinite useful lives and intangible assets not yet available for use for impairment annually by comparing their respective carrying amounts with their corresponding recoverable amounts.

The recoverable amount of an asset or cash-generating unit is the higher of its fair value less costs to sell and its value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset.

An impairment loss for the amount by which the asset's carrying amount exceeds the recoverable amount is recognised immediately in the statement of comprehensive income; unless the relevant asset is carried at a revalued amount, in which case the impairment loss is first treated as a revaluation decrease.

Where an impairment loss subsequently reverses, the carrying amount of the asset (cash-generating unit) is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset (cash-generating unit) in prior years. A reversal of an impairment loss is recognised immediately in the statement of comprehensive income, unless the relevant asset is carried at a revalued amount, in which case the reversal of the impairment loss is treated as a revaluation increase.



2. Summary of Material Accounting Policy Information (continued)

I) Financial instruments

Financial assets and financial liabilities are recognised when the Group becomes a party to the contractual provisions of the instrument.

Effective interest method

The effective interest method is a method of calculating the amortised cost of a financial instrument and allocating the interest income or expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash receipts or payments (including all fees on points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the financial instrument, or where appropriate, a shorter period, to the net carrying amount of the financial instrument. Income and expense are recognised on an effective interest basis for debt instruments other than those financial instruments at fair value through profit or loss.

Financial assets

Financial assets and financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognised immediately in the statement of comprehensive income.

All financial assets are recognised on a trade date. This is the date on which the Group commits to purchase or sell the asset. They are initially measured at fair value, plus transaction costs, except for those financial assets classified as at fair value through profit or loss, which are initially measured at fair value.

Financial assets are classified into the following specified categories: financial assets at fair value through profit or loss; held-to-maturity investments; loans and receivables; and available-for-sale financial assets. The classification depends on the nature and purpose for which these financial assets were acquired and is determined at the time of initial recognition.

Loans and receivables

The Group's loans and receivables comprise trade and other receivables, amounts due from contract customers, bank balances and fixed deposits.

Such loans and receivables are non-derivatives with fixed or determinable payments that are not quoted in an active market. They are measured at amortised cost, using the effective interest method less impairment. Interest is recognised by applying the effective interest rate, except for short-term receivables when the recognition of interest would be immaterial.

Impairment of financial assets

The Group recognises lifetime expected credit losses (ECL) for trade receivables. The ECL on these financial assets are estimated using a provision matrix based on the Group's historical credit loss experience, adjusted for factors that are specific to the receivables, general economic conditions and an assessment of both the current as well as the forecast direction of conditions at the reporting date, including the time value of money where appropriate. When there has not been a significant increase in credit risk since initial recognition, the Group measures the loss allowance for that financial instrument at an amount equal to 12-month ECL which represents the portion of lifetime ECL that is expected to result from default events on a financial instrument that are possible within 12 months after the reporting date; except for assets for which a simplified approach was used.

The Group assumes that the credit risk on a financial instrument has not increased significantly since initial recognition if the financial instrument is determined to have low credit risk at the reporting date.

A financial instrument is determined to have low credit risk if:

- (a) the financial instrument has a low risk of default;
- (b) the debtor has a strong capacity to meet its contractual cash flow obligations in the near term; and
- (c) adverse changes in economic and business conditions in the longer term may, but will not necessarily, reduce the ability of the borrower to fulfil its contractual cash flow obligations.

The Group considers a financial asset to have low credit risk when the asset has an external credit rating of 'investment grade' in accordance with the globally understood definition; or if an external rating is not available, the asset has an internal rating of 'performing'. Performing means that the counterparty has a strong financial position and there are no past due amounts.

Derecognition of financial assets

The Group derecognises a financial asset only when the contractual rights to the cash flows from the asset expire, or it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another entity. If the Group neither transfers nor retains substantially all the risks and rewards of ownership of the financial asset and continues to control the transferred asset, the Group recognises its retained interest in the asset and an associated liability for amounts it may have to pay. If the Group retains substantially all the risks and rewards of ownership of a transferred financial asset, the Group continues to recognise the financial asset and also recognises a collateralised borrowing for the proceeds receivable.

Financial liabilities and equity

Classification of debt or equity

Debt and equity instruments are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangements and the definitions of a financial liability and an equity instrument.

Equity instruments

An equity instrument is any contract that evidences a residual interest in the assets of the Group after deducting all of its liabilities. Equity instruments are recorded at the proceeds received, net of direct issue costs.

Ordinary share capital

Ordinary share capital is classified as equity. Incremental costs directly attributable to the issue of ordinary shares and share options are recognised as a deduction from equity.

Financial liabilities

Financial liabilities are classified as either financial liabilities at fair value through profit or loss or other financial liabilities.

Financial liabilities are classified as at fair value through profit or loss if the financial liability is either held for trading or it is designated as such upon initial recognition.

Other financial liabilities

Trade and other payables

Trade and other payables are initially measured at fair value, net of transaction costs, and are subsequently measured at amortised cost, where applicable, using the effective interest method, with interest expense recognised on an effective yield basis.

m) Provisions and contingencies

Provisions

Provisions are recognised when the Group has a present obligation (legal or constructive) as a result of a past event, it is probable that the Group will be required to settle that obligation and a reliable estimate can be made of the amount of the obligation.

The amount recognised as a provision is the best estimate of the consideration required to settle the present obligation at the reporting date, taking into account the risks and uncertainties surrounding the obligation.

Where a provision is measured using the cash flows estimated to settle the present obligation, its carrying amount is the present value of those cash flows (when the effect of the time value of money is material).

When some or all of the economic benefits required to settle a provision are expected to be recovered from a third party, a receivable is recognised as an asset if it is virtually certain that reimbursement will be received and the amount of the receivable can be measured reliably.

2. Summary of Material Accounting Policy Information (continued)

Contingencies

Contingent liabilities, arising as a result of past events, are recognised unless (i) it is not probable that there will be an outflow of resources or that the amount cannot be reliably measured at the reporting date or (ii) when the existence will be confirmed only by the occurrence or non-occurrence of uncertain future events not wholly within the Group's control. Contingent liabilities not recognised in the financial statements are disclosed unless the probability of an outflow of resources is remote.

Contingent assets are not recognised. Contingent assets are disclosed in the financial statements when an inflow of economic benefits is probable.

n) Cash and cash equivalents

Cash and cash equivalents comprise cash on hand and demand deposits and other short-term highly liquid investments which are readily convertible to known amounts of cash and are subject to insignificant risk of changes in value.

3. Significant Accounting Judgements, Estimates and Assumptions

In preparing these financial statements, the Group and Company make judgements, estimates and assumptions concerning the future that impact the application of policies and reported amounts of assets, liabilities, income and expenses.

The resulting accounting estimates calculated using these judgements and assumptions are based on historical experience and expectations of future events and may not equal the actual results.

Estimates and underlying assumptions are reviewed on an ongoing basis, and revisions to estimates are recognised prospectively.

The judgements and key sources of assumptions and estimation uncertainty that have a significant effect on the amounts recognised in the financial statements are discussed below.

Critical judgements made in applying the Group's and Company's accounting policies

Information about judgements made in applying accounting policies that have the most significant effects on the amounts recognised in these financial statements are set out below:

Group:

(a) Development expenditure

The Group capitalises a proportion of costs related to software development in accordance with its accounting policy. The Group regularly reviews the carrying value of capitalised development costs, which are amortised over three to 10 years, to ensure they are not impaired and the amortisation period is appropriate. Management makes judgements about the technical feasibility and economic benefit of completed products, as well as the period of time over which the economic benefit will cease.

(b) Useful life of intangible assets (excluding goodwill)

Intangible assets, including capitalised development expenditure, are amortised over their useful lives. The estimated useful life reflects management's estimate of the period that the Group intends to derive future economic benefits from the use of intangible assets. Changes in the economic usage and developments could affect the economic useful life of the intangible fixed asset which could then consequently impact future amortisation charges. The carrying amount of the intangible assets of the Group (excluding goodwill) as at 31 December 2024 was €111,044,223 (31 December 2023: €106,332,169) (see Note 11).

(c) Revenue recognition

The Group recognises revenue in line with IFRS 15 *Revenue from Contracts with Customers*. Management applies judgement in determining the nature, variable consideration and timing of satisfaction of promises in the context of the contract that meet the basis of revenue recognition criteria. Significant judgements include identifying performance obligations, identifying distinct intellectual property licences, and determining the timing of satisfaction and approach in recognising the revenue of those identified performance obligations; whether a point in time or a passage of time approach is to be adopted. See applied revenue recognition criteria for each revenue stream within Note 2(c) for details on the Group's revenue recognition policies. The Group's revenue recognised for the year to 31 December 2024 was €133,222,410 (six months to 31 December 2023: €61,120,198) (see Note 4).

(d) Impairment of goodwill

The impairment testing process requires management to make significant judgements and estimates regarding the future cash flows expected to be generated by CGUs to which goodwill has been allocated. In assessing value-in-use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset for which the future cash flow estimates have not been adjusted. The carrying amount of goodwill as at 31 December 2024 was €33,643,878 (31 December 2023: €31,631,335) (see Note 11).

Company:

(a) Impairment of investment in subsidiaries

Investments in subsidiary companies are reflected in the separate financial statements of the parent Company at cost less accumulated impairment losses. At the end of each financial year, an assessment is made on whether there are indicators that the Company's investments are impaired. The Company's assessment is based on the performance of the underlying subsidiary companies. The carrying amount of investments in subsidiaries in the Company statement of financial position at 31 December 2024 was €198,767,225 (31 December 2023: €85,507,168) (see Note 13).

Notes to the Consolidated Financial Statements (continued)

4. Revenue

	12 months ended 31 December 2024	Six months ended 31 December 2023
	€	€
Amount of revenue by class of activity:		
Annual subscriptions	69,879,648	33,034,071
Professional services	62,256,876	28,086,127
Initial product licence fees	1,085,886	–
	133,222,410	61,120,198
Amount of revenue by market:		
North America	105,740,175	46,837,070
APAC	22,027,320	11,296,746
EMEA	5,454,915	2,986,382
	133,222,410	61,120,198

Segment information

The Group manages its operations as a single business operation and there are no parts of the Group that qualify as operating segments. The Board assesses the financial performance of the Group on an integrated basis only and accordingly, the Group is managed on the basis of a single segment.

Major customers

In the 12 months ended 31 December 2024 there were three clients that each accounted for 10% or more of the Group's revenue (six months ended 31 December 2023: two clients), as follows:

	12 months ended 31 December 2024	Six months ended 31 December 2023
	€	€
Client 1	19,201,358	8,350,982
Percentage of total revenue	14.4%	13.7%
Client 2	16,595,922	7,623,676
Percentage of total revenue	12.5%	12.5%
Client 3	14,517,094	–
Percentage of total revenue	10.9%	–

Contract assets and contract liabilities

Contract assets

Contract assets are disclosed separately as unbilled receivables in Trade and other receivables amounting to €517,753 (31 December 2023: €986,491) (see Note 14).

Contract liabilities

Contract liabilities are disclosed separately as deferred revenue in Trade and other payables amounting to €14,727,240 (31 December 2023: €12,106,038) (see Note 16). The Group is availing of the practical expedient which exempts the disclosure of unsatisfied performance obligations to date since both of the following criteria are met:

- the performance obligations are part of contracts which have an original expected duration of one year or less; and
- the Group recognises revenue from the satisfaction of the performance obligations which have been completed to date and to which the Group has a right to invoice.

5. Employees

The average monthly number of persons employed by the Group (including Directors) during the year was as follows:

	12 months ended 31 December 2024 Number	Six months ended 31 December 2023 Number
Product development and delivery	825	802
Sales and marketing	15	23
Administration	53	54
	893	879

The staff costs comprise:

	12 months ended 31 December 2024 €	Six months ended 31 December 2023 €
Wages and salaries	85,798,385	42,642,243
Social welfare costs	8,847,941	4,013,811
Pension costs	4,501,705	2,182,769
Share-based payment expense	1,839,271	778,131
	100,987,302	49,616,954

Directors' remuneration

	12 months ended 31 December 2024 €	Six months ended 31 December 2023 €
Directors' remuneration in respect of qualifying services in respect of FINEOS Corporation Limited:		
Emoluments	884,487	365,456
Pension/superannuation	11,307	5,544
	895,794	371,000

The number of Directors to whom retirement benefits are accruing under defined contribution scheme pension/superannuation costs noted above is one (six months ended 31 December 2023: one).

Other than as shown above any further disclosures in respect of Sections 305 and 306 of the Companies Act 2014 are €Nil for the financial year presented.

Staff costs as qualifying development expenditure

The qualifying development expenditure generating an asset as shown in Note 11 consists of qualifying staff costs incurred in relation to the development of the Group's projects. During the current year, qualifying staff costs amounted to €28,462,200 (six months ended 31 December 2023: €13,400,180).

Notes to the Consolidated Financial Statements (continued)

6. Other Income

	12 months ended 31 December 2024	Six months ended 31 December 2023
	€	€
Research and development tax credit	872,949	496,227
Grant and other income	200,239	–
	1,073,188	496,227

The Company avails of research and development tax credits pursuant to Section 33, Finance Act 2004.

7. Finance Costs

	12 months ended 31 December 2024	Six months ended 31 December 2023
	€	€
Bank charges and interest	50,722	26,926
Lease interest (Note 21)	274,332	156,609
	325,054	183,535

8. Loss on Ordinary Activities Before Taxation

	12 months ended 31 December 2024	Six months ended 31 December 2023
	€	€
The loss on ordinary activities before taxation is stated after charging/(crediting):		
Auditor's remuneration – Audit of Group companies	99,450	83,450
Amortisation (Note 11)	25,647,557	11,902,658
Depreciation (Note 12)	1,587,560	903,999
Research and development expense	20,851,556	10,290,643
Research and development tax credit (Note 6)	(872,949)	(496,227)
Share-based payment expense (Note 19)	1,839,271	778,131
Foreign exchange expense/(gain)	1,010,184	(426,467)

9. Tax on Loss on Ordinary Activities

a) Tax on loss on ordinary activities

The tax charge is made up as follows:

	12 months ended 31 December 2024	Six months ended 31 December 2023
	€	€
Current tax:		
Overseas taxation	430,601	201,534
Adjustments in respect of previous periods	(5,304)	(1,823)
Total current tax	425,297	199,711
Deferred tax:		
Origination and reversal of timing differences	(1,324,062)	(1,241,127)
Tax on loss on ordinary activities	(898,765)	(1,041,416)

Overseas taxation has been provided on the results of overseas subsidiary companies at the appropriate overseas rates of tax.

b) Factors affecting the tax charge for the year

The current tax charge for the year differs from the amount computed by applying the standard rate of corporation tax in the Republic of Ireland to the loss on ordinary activities before taxation. The sources and tax effects of the differences are explained below:

	12 months ended 31 December 2024	Six months ended 31 December 2023
	€	€
Loss on ordinary activities before tax	(6,701,445)	(7,935,800)
Loss on ordinary activities multiplied by the standard rate of tax of 12.5%	(837,681)	(991,975)
Depreciation greater than capital allowances	169,871	99,533
Short-term timing differences	(50,097)	(104,783)
Non-deductible expenses/non-taxable income	238,109	101,832
Higher tax charge on passive income	69,257	12,009
Higher rates of tax on foreign income	346,811	140,913
Research and development tax credits claimed	(352,582)	(149,336)
Adjustments in respect of previous years	(5,304)	(1,823)
Losses carried forward	846,913	1,093,341
Deferred tax asset movement	(1,324,062)	(1,241,127)
Total tax charge	(898,765)	(1,041,416)

Notes to the Consolidated Financial Statements (continued)

9. Tax on Loss on Ordinary Activities (continued)

c) Deferred tax asset

Group	12 months ended 31 December 2024 €	Six months ended 31 December 2023 €
At beginning of year/period	9,107,826	7,858,227
Released to the statement of comprehensive income (Note 9(a))	1,324,062	1,241,127
Foreign exchange	(21,232)	8,472
At end of year/period	10,410,656	9,107,826
The deferred tax asset is analysed as follows:		
Timing differences between depreciation and capital allowances	219,457	216,359
Timing differences on holiday leave	505,121	503,715
Timing differences for losses	9,479,930	8,182,501
Other timing differences	206,148	205,251
At end of year/period	10,410,656	9,107,826

10. Earnings Per Share

	12 months ended 31 December 2024 €	Six months ended 31 December 2023 €
Basic earnings per share		
Loss attributed to ordinary shareholders	(5,802,680)	(6,894,384)
Weighted average number of ordinary shares outstanding	338,330,651	332,387,891
Basic loss per share (cents)	(1.72)	(2.07)

Basic loss per share is calculated by dividing the loss for the year/period after taxation attributable to ordinary shareholders by the weighted average number of ordinary shares in issue during the year/period.

	12 months ended 31 December 2024 €	Six months ended 31 December 2023 €
Diluted earnings per share		
Loss attributed to ordinary shareholders	(5,802,680)	(6,894,384)
Weighted average number of ordinary shares outstanding	338,330,651	332,387,891
Diluted loss per share (cents)	(1.72)	(2.07)

The calculation of diluted earnings per share has been based on the loss attributable to ordinary shareholders and weighted-average number of ordinary shares outstanding after adjustments for the effects of all dilutive ordinary shares. Potential ordinary shares are treated as dilutive when, and only when, their conversion to ordinary shares would decrease EPS or increase the loss per share from continuing operations.

11. Intangible Assets

Group	Right-of-use assets €	Development expenditure €	Contract costs €	Computer software €	Technology €	Customer relationships €	Goodwill €	Total €
Cost								
At 31 December 2023	6,122,030	176,561,845	3,506,879	341,736	8,432,219	19,053,728	44,451,572	258,470,009
Additions	-	28,462,200	595,333	-	-	-	-	29,057,533
Disposals	(95,428)	-	-	-	-	-	-	(95,428)
Translation adjustment	1,952	629,661	-	18	536,500	1,212,293	2,828,230	5,208,654
At 31 December 2024	6,028,554	205,653,706	4,102,212	341,754	8,968,719	20,266,021	47,279,802	292,640,768
Amortisation and impairment								
At 31 December 2023	5,948,244	91,734,109	2,768,977	341,736	3,791,445	3,101,757	12,820,237	120,506,505
Amortisation charged in the year	77,903	23,028,040	415,644	-	1,170,446	955,524	-	25,647,557
Disposals	(95,428)	-	-	-	-	-	-	(95,428)
Translation adjustment	1,952	548,779	-	18	290,239	237,358	815,687	1,894,033
At 31 December 2024	5,932,671	115,310,928	3,184,621	341,754	5,252,130	4,294,639	13,635,924	147,952,667
Net book amounts								
At 31 December 2024	95,883	90,342,778	917,591	-	3,716,589	15,971,382	33,643,878	144,688,101
At 31 December 2023	173,786	84,827,736	737,902	-	4,640,774	15,951,971	31,631,335	137,963,504

Notes to the Consolidated Financial Statements (continued)

11. Intangible Assets (continued)

Group	Right-of-use assets €	Development expenditure €	Contract costs €	Computer software €	Technology €	Customer relationships €	Goodwill €	Total €
Cost								
At 30 June 2023	6,180,517	163,329,247	3,400,177	341,736	8,575,006	19,376,375	45,204,295	246,407,353
Additions	-	13,400,180	106,702	-	-	-	-	13,506,882
Modification	(56,904)	-	-	-	-	-	-	(56,904)
Translation adjustment	(1,583)	(167,582)	-	-	(142,787)	(322,647)	(752,723)	(1,387,322)
At 31 December 2023	6,122,030	176,561,845	3,506,879	341,736	8,432,219	19,053,728	44,451,572	258,470,009
Amortisation and impairment								
At 30 June 2023	5,812,526	81,424,019	2,515,924	341,736	3,272,686	2,678,365	13,037,329	109,082,585
Amortisation charged in the period	137,301	10,448,827	253,053	-	585,494	477,983	-	11,902,658
Translation adjustment	(1,583)	(138,737)	-	-	(66,735)	(54,591)	(217,092)	(478,738)
At 31 December 2023	5,948,244	91,734,109	2,768,977	341,736	3,791,445	3,101,757	12,820,237	120,506,505
Net book amounts								
At 31 December 2023	173,786	84,827,736	737,902	-	4,640,774	15,951,971	31,631,335	137,963,504
At 30 June 2023	367,991	81,905,228	884,253	-	5,302,320	16,698,010	32,166,966	137,324,768

Development expenditure

In total, research and development costs for the Group amounted to €49,313,756 in the 12 months ended 31 December 2024 (six months ended 31 December 2023: €23,690,823), out of which €28,462,200 (six months ended 31 December 2023: €13,400,180) qualifies for capitalisation under IAS 38 *Intangible Assets*. Qualifying development expenditure is amortised on a straight-line basis over its useful economic life, which is considered to be between three and 10 years. The amortisation expense amounts to €23,028,040 in the 12 months ended 31 December 2024 (six months ended 31 December 2023: €10,448,827), of which €Nil (six months ended 31 December 2023: €Nil) relates to the amortisation of previously capitalised borrowing costs.

Cash-generating units

Goodwill acquired through business combination activity is allocated to CGUs that are expected to benefit from synergies in that combination. During the 12 months ended 30 June 2023 FINEOS evolved its platform infrastructure such that all product offerings and any add-on functionalities and capabilities cannot operate without them being on the FINEOS Platform and each product offering or add-on functionality cannot generate cash inflows on its own.

Since that time the Group has operated as one CGU. This CGU represents the lowest level within the Group at which the associated goodwill is monitored for internal management purposes and is not larger than the operating segments determined in accordance with IFRS 8 *Operating Segments*.

Impairment testing methodology and results

Goodwill is subject to impairment testing on an annual basis at the financial year end. A value-in-use discounted cash flow model has been used at 31 December 2024 to value the one CGU. The cash flow forecasts are primarily based on a financial budget for year ending 31 December 2025, formally approved by the Board, and detailed management projections for years ending 31 December 2026 to 31 December 2028. These include projected revenues and operating margins determined with reference to historical Group experience, industry data and management's expectations for the future.

These forecasts are projected forward for a further six years to determine the basis for a terminal value. Projected cash flows beyond the initial evaluation period have been extrapolated using a long-term growth rate of 2.5% (31 December 2023: 2.5%). This rate is based on Ireland's long-term inflation as forecasted by the Economist Intelligence Unit.

The value-in-use represents the present value of the future cash flows, including the terminal value, discounted at a rate appropriate to the CGU. The post tax discount rates used range from 10.6% to 11.3%; midpoint: 10.95% (31 December 2023: 10.6% to 11.1%; midpoint: 10.85%). These rates are in line with the Group's estimated weighted average cost of capital, arrived at using the Capital Asset Pricing Model. This equates to an implied midpoint pre tax discount rate of 11.84% (31 December 2023: 11.65%).

At 31 December 2024 and 31 December 2023, the goodwill impairment testing process has resulted in no impairment being identified.

Sensitivity analysis

Given the magnitude of the excess of value-in-use over carrying amount for the FINEOS CGU, it is management's belief that the key assumptions are reasonable, and that it is not reasonably possible that there would be a change in the key assumptions such that the carrying amount would exceed the value-in-use. Consequently, no further disclosures relating to sensitivity of the value-in-use computations for the FINEOS CGU are considered to be warranted.

12. Property, Plant and Equipment

Group	Right-of-use assets €	Office equipment €	Computer equipment €	Fixtures and fittings €	Total €
Cost					
At 31 December 2023	11,230,353	795,995	5,897,854	2,122,202	20,046,404
Additions	-	-	540,483	219	540,702
Disposals	-	(467,831)	(162,766)	(82,768)	(713,365)
Modification	(30,131)	-	-	-	(30,131)
Reclassification	-	(3,195)	4,544	241,681	243,030
Translation adjustment	(104,007)	21	9,539	(11,570)	(106,017)
At 31 December 2024	11,096,215	324,990	6,289,654	2,269,764	19,980,623
Depreciation					
At 31 December 2023	7,604,934	776,984	5,301,303	1,939,992	15,623,213
Charged in the year	917,351	713	550,727	118,769	1,587,560
Disposals	-	(467,831)	(162,766)	(82,525)	(713,122)
Reclassification	-	15,108	(21,641)	249,563	243,030
Translation adjustment	(70,538)	16	7,548	(10,553)	(73,527)
At 31 December 2024	8,451,747	324,990	5,675,171	2,215,246	16,667,154
Net book amounts					
At 31 December 2024	2,644,468	-	614,483	54,518	3,313,469
At 31 December 2023	3,625,419	19,011	596,551	182,210	4,423,191

Group	Right-of-use assets €	Office equipment €	Computer equipment €	Fixtures and fittings €	Total €
Cost					
At 30 June 2023	11,158,548	795,208	5,785,146	2,117,384	19,856,286
Additions	17,664	–	120,460	–	138,124
Translation adjustment	54,141	787	(7,752)	4,818	51,994
At 31 December 2023	11,230,353	795,995	5,897,854	2,122,202	20,046,404
Depreciation					
At 30 June 2023	7,030,436	778,677	4,998,638	1,872,310	14,680,061
Charged in the period	533,461	1,376	304,560	64,602	903,999
Translation adjustment	41,037	(3,069)	(1,895)	3,080	39,153
At 31 December 2023	7,604,934	776,984	5,301,303	1,939,992	15,623,213
Net book amounts					
At 31 December 2023	3,625,419	19,011	596,551	182,210	4,423,191
At 30 June 2023	4,128,112	16,531	786,508	245,074	5,176,225

13. Financial Assets

	31 December 2024 €	31 December 2023 €
Company		
Shares in Group undertakings – unlisted, at cost:		
At beginning of year/period	85,507,168	85,507,168
Capital contribution to FINEOS Ireland	113,260,057	–
At end of year/period	198,767,225	85,507,168

On the 31 December 2024, FINEOS Corporation Holdings plc made a contribution to the capital of FINEOS Corporation Limited (Ireland) in the sum of €113,260,057 for the purpose of providing working capital and balance sheet support.

Details of subsidiary undertakings are included in Note 27.



14. Trade and Other Receivables

	31 December 2024 €	31 December 2023 €
Group		
Trade receivables	11,370,072	8,263,462
Unbilled receivables	517,753	986,491
Other receivables	82,966	74,378
Prepayments	6,412,692	5,259,362
Research and development tax credits	293,746	654,366
Value added tax recoverable	772,749	1,125,104
Corporation tax recoverable	99,524	313,840
	19,549,502	16,677,003

	31 December 2024 €	31 December 2023 €
Company		
Other receivables	4,980	–
Prepayments	29,273	27,998
Amounts owed by subsidiary undertakings	121,837	110,048,191
	156,090	110,076,189

Trade and other receivables

The carrying amounts of trade receivables and other receivables approximate their fair value largely due to the short-term maturities and nature of these instruments. All trade receivables are due within the Group's and Company's normal terms, which are 30 days. Trade receivables are shown net of a provision for expected credit losses (see Note 24 (ii)).

Unbilled receivables

Unbilled receivables refers to work performed/revenue earned but not yet invoiced to the client due to billing arrangements.

Taxes and tax credits

Taxes and social welfare costs are subject to the terms of the relevant legislation.

15. Cash and Cash Equivalents

	31 December 2024 €	31 December 2023 €
Group		
Cash and cash equivalents	19,831,239	28,135,379

	31 December 2024 €	31 December 2023 €
Company		
Cash and cash equivalents	220,870	3,867,869

There are no restrictions on the cash held.

16. Trade and Other Payables

	31 December 2024 €	31 December 2023 €
Current		
Group		
Trade payables	2,313,679	3,145,985
Corporation tax	346,042	384,893
Value added tax	44,225	100,425
Employee taxes and levies	1,438,148	1,452,530
Accruals	6,804,102	6,492,486
Deferred revenue	14,727,240	12,106,038
Research and development tax credit	841,996	861,586
Lease liabilities (Note 21)	1,044,715	1,011,920
	27,560,147	25,555,863

	31 December 2024 €	31 December 2023 €
Company		
Trade payables	762	11,334
Accruals	17,623	8,683
	18,385	20,017

16. Trade and Other Payables (continued)

	31 December 2024	31 December 2023
Non-current	€	€
Group		
Lease liability (Note 21)	3,025,798	4,124,877
Research and development tax credit	2,708,263	3,344,233
	5,734,061	7,469,110

Trade and other payables

The carrying amounts of trade and other payables approximate their fair value largely due to the short-term maturities and nature of these instruments. The repayment terms of trade payables vary between on demand and 30 days. No interest is payable on trade payables.

Reservation of title

Certain trade payables purport to claim a reservation of title clause for goods supplied. Since the extent to which these payables are secured at any time depends on a number of conditions, the validity of some of which is not readily determinable, it is not possible to indicate how much of the above was effectively secured.

Amounts due to Group companies

The amounts due to Group and related companies are unsecured, interest free and are repayable on demand.

Accruals

The terms of the accruals are based on underlying invoices.

Taxes and social welfare costs

Taxes and social welfare costs are subject to the terms of the relevant legislation. Interest accrues on late payments. No interest was due at the financial year end date.

Deferred revenue

Income arising on support contracts and subscription sales where the provision of the service has not been completed at the year-end date is deferred and recognised as the service is provided.

17. Called up Share Capital

	Nominal value (per share)	31 December 2024 €	31 December 2023 €
Authorised share capital (Group and Company)			
Ordinary shares	€0.001	4,500,000	4,500,000
Issued share capital presented as equity			
Ordinary shares	€0.001	338,500	338,320

The movement in issued share capital during the year ended 31 December 2024 was as follows:

Issued share capital	No. of shares	Nominal value	Share capital €	Share premium €	Total €
At 31 December 2023	338,319,665	€0.001	338,320	193,782,823	194,121,143
Share issue – exercise of share options	180,000	€0.001	180	26,400	26,580
	338,499,665		338,500	193,809,223	194,147,723
Transfer from share option reserve	–		–	41,580	41,580
At 31 December 2024	338,499,665	€0.001	338,500	193,850,803	194,189,303

The movement in issued share capital during the six-month period ended 31 December 2023 was as follows:

Issued share capital	No. of shares	Nominal value	Share capital €	Share premium €	Total €
At 30 June 2023	320,425,675	€0.001	320,426	170,175,323	170,495,749
Share issue – equity raise	15,555,556	€0.001	15,556	20,709,220	20,724,776
Share issue – equity raise (conditional placement)	2,222,222	€0.001	2,222	3,079,442	3,081,664
Share issue – SPP	96,212	€0.001	96	130,579	130,675
Share issue – exercise of share options	20,000	€0.001	20	2,680	2,700
Transaction costs accounted for as a deduction from equity	–		–	(319,421)	(319,421)
	338,319,665		338,320	193,777,823	194,116,143
Transfer from share option reserve	–		–	5,000	5,000
At 31 December 2023	338,319,665	€0.001	338,320	193,782,823	194,121,143

FINEOS undertook an equity raising on 15 August 2023 to provide general working capital, strengthen the FINEOS balance sheet position and maintain flexibility for timing of cash flows. FINEOS successfully completed a fully underwritten institutional placement, raising approximately AU\$35 million through the issue of approximately 15.5 million new fully paid CDIs over FCL shares. The placement was undertaken at an offer price of AU\$2.25 per new CDI.

A further AU\$5.0 million conditional placement was made to Michael Kelly, Director and CEO of FINEOS, also at an offer price of AU\$2.25 per new CDI, and was subject to security holder approval. This was obtained at the Company's Annual General Meeting (AGM) on 5 December 2023. Shortly thereafter, the Company received AU\$5.0 million from Michael Kelly and issued approximately 2.2 million new, fully paid CDIs over FCL shares.

FINEOS also undertook a non-underwritten Security Purchase Plan (SPP) raising approximately AU\$0.2 million through the issue of 96,212 new, fully paid CDIs, at an offer price of AU\$2.25 per new CDI, which completed on 20 September 2023.

18. Reserves

Foreign exchange reserve

The foreign exchange reserve represents gains/losses arising on retranslating the net assets of overseas operations into Euro.

Retained earnings

The retained earnings represent cumulative gains and losses recognised, net of transfers to/from other reserves and dividends paid.

Other undenominated capital

This reserve records the nominal value of shares repurchased by the Company.

Share option reserve

The share option reserve represents the movement in share-based payments. The movement in the cumulative expense since the previous year end date is recognised in the statement of comprehensive income, with a corresponding entry in 'share option reserve'.

Reorganisation reserve

FINEOS Corporation Holdings plc (FINEOS) was incorporated on 12 December 2018 and the Directors elected at that date to account for the restructure of the Group as a capital reorganisation rather than a business combination. The reorganisation reserve represents the difference between the fair value of the shares issued to effect the reorganisation and the nominal value of the shares acquired. See Note 2(a) on page 35 of the Group's Annual Report for the year ended 30 June 2020 for further detail.

19. Share-Based Payment Expense

The total share-based payment expense for the Group's equity incentive schemes charged to general and administration costs in the consolidated statement of comprehensive income is as follows:

	12 months ended 31 December 2024	Six months ended 31 December 2023
	€	€
Share-based payment expense	1,839,271	778,131

Details of the schemes operated by the Group are set out below.

2019 Equity Incentive Plan

The 2019 Equity Incentive Plan was adopted by the Board on 24 June 2019 and approved by the shareholders of the Company on 9 July 2019. It became effective on Listing. The 2019 Equity Incentive Plan, administered by the Remuneration and Nomination Committee, allows for the grant of the following awards to employees and contractors: options, restricted share awards, RSU awards and performance awards. Total awards under the 2019 Equity Incentive Plan are subject to a limit of 5% of the ordinary issued share capital of the Company at any time and subject to annual rationalisation. The exercise of awards may be conditional upon the satisfaction of performance factors during a performance period as determined by the Remuneration and Nomination Committee and set out in each award agreement.

In June 2024, the Remuneration and Nomination Committee approved the award of 1,680,000 share options under the 2019 Equity Incentive Plan. The options have an exercise price of AU\$1.5913 (€0.97 using a spot AUD/EUR FX rate of 1.6353), are subject to a three-year service period (no further performance criteria) and will expire seven years after the date of grant. An expense of €1,839,271 was recognised during the financial year (six months ended 31 December 2023: €778,131) relating to the award of options under the 2019 Equity Incentive Plan in the current year and prior years.

2012 Share Option Plan, 2015 Share Option Plan and 2019 Share Option and Retention Plan

Prior to listing, FINEOS International Limited, the previous ultimate parent undertaking of the Group, operated a 2012 Share Option Plan and a 2015 Share Option Plan. The options awarded were subject to a three-year service period and the occurrence of a 'triggering event', being the acquisition by any person, or group of persons acting in concert (excluding any persons connected or related to the existing shareholders), of control of the Company as a result of purchasing and/or subscribing for shares under a trade sale or IPO.

In February 2019, the Group modified the terms and conditions of the share options granted under its 2015 Share Option Plan and granted new options under a 2019 Share Option and Retention Plan. The options granted under the 2019 Share Option and Retention Plan were issued as replacements for options granted under the Company's 2012 Share Option Plan, which lapsed on 1 February 2019 without having vested.

On 24 June 2019, as part of the restructure, all options were exchanged for options in the new parent Company, FINEOS Corporation Holdings Limited, on a one-for-one basis. The awards were to vest six months after listing.

These 2015 and 2019 share option plans have now closed, and no further awards were issued under these plans in the current year or prior financial period. An expense of €Nil was recognised during the financial year (six months to 31 December 2023: €Nil) relating to the February 2019 modification of options under the 2015 Share Option Plan and the grant of options under the 2019 Share Option Plan.

Details of movement and options outstanding under the Group's Equity Incentive Plans

The following table illustrates the number and weighted average exercise prices (WAEP) of, and movements in, share options granted under the schemes to Group employees during the year.

	12 months ended 31 December 2024		Six months ended 31 December 2023	
	Number	WAEP	Number	WAEP
Outstanding at 1 January/1 July at €0.001 per share	21,215,221	1.17	21,848,298	1.18
Options granted	1,680,000	0.97	-	-
Options exercised	(180,000)	0.15	(20,000)	0.14
Options expired and forfeited	(888,290)	1.79	(613,077)	1.74
Outstanding at 31 December at €0.001 per share	21,826,931	1.10	21,215,221	1.17
Exercisable at 31 December at €0.001 per share	12,372,331	1.08	12,797,610	1.11

For the share options outstanding as at 31 December 2024 the weighted average remaining contractual life approximates 3.1 years (31 December 2023: 3.3 years).



Notes to the Consolidated Financial Statements (continued)

19. Share-Based Payment Expense (continued)

The fair value of equity-settled share options granted is estimated as at the date of grant using a Black-Scholes model, taking into account the terms and conditions upon which the options were granted. The Black-Scholes model is internationally recognised as being appropriate to value employee share schemes. The Company has used expected share price volatilities of comparable listed companies.

The following table lists the inputs to the model used for the year ended 31 December 2024 (weighted average in each case):

	31 December 2024 %	31 December 2023 %
Dividend yield	0	0
Expected volatility	47.11	46.13
Risk free interest rate	1.76	1.57

20. Commitments and Contingencies

(a) Capital commitments

At the year end the Group had no capital commitments.

(b) Contingent liabilities

At the year end the Group had no contingent liabilities.

(c) Lease commitments

The Group has total future minimum lease payments under non-cancellable lease commitments as follows:

	Land and buildings €	Software licences €	Total €
At 31 December 2024			
Due within one year	1,178,303	85,478	1,263,781
Due within two to five years	3,362,857	–	3,362,857
Due after five years	–	–	–
	4,541,160	85,478	4,626,638
	Land and buildings €	Software licences €	Total €
At 31 December 2023			
Due within one year	1,202,100	85,477	1,287,577
Due within two to five years	4,209,612	85,478	4,295,090
Due after five years	389,828	–	389,828
	5,801,540	170,955	5,972,495

21. Lease Liabilities

	31 December 2024	31 December 2023
	€	€
Group		
Current lease liabilities	1,044,715	1,011,920
Non-current lease liabilities	3,025,798	4,124,877
Total lease liabilities	4,070,513	5,136,797

The Group's total lease liability over the periods is as follows:

	12 months to 31 December 2024	Six months to 31 December 2023
	€	€
Opening liability	(5,136,797)	(5,581,688)
Additions for the year/period	–	(17,664)
Modifications for the year/period	30,131	42,341
Interest for the year/period	(274,332)	(156,609)
Lease expense for the year/period	1,310,485	576,823
Closing lease liability	(4,070,513)	(5,136,797)
Short-term lease expenses in the statement of comprehensive income	–	–

The Group's leases include rental of office spaces for business use and right-of-use licences. All leases are on a fixed repayment basis and no arrangements have been entered into for contingent rental repayments. The lease terms range from two to 15 years depending on the term set in the contract. The effective interest rate charged during the financial year ranged from 3.2% to 7% (six months ended 31 December 2023: 3.2% to 7%) per annum.

The right-of-use asset of licences is classified as 'intangible assets' while the right-of-use asset of office rentals is classified as 'property, plant and equipment'. The movement in the carrying amount of the right-of-use assets of the Group at the start and end of each reporting period is disclosed in Notes 11 and 12.

22. Controlling Party

Michael Kelly is the ultimate controlling party of the FINEOS Group.

23. Pension Commitments

The Group operates defined contribution pension schemes. The Group's contributions are charged to the statement of comprehensive income in the period to which they relate and amounted to €4,501,705 (six months ended 31 December 2023: €2,182,769). An amount of €438,303 was payable at the year end (31 December 2023: €396,477).

24. Financial Instruments

(i) Liquidity risk

Liquidity risk refers to the risk that the Group encounters difficulties in meeting its short-term obligations. Liquidity risk is managed by matching the payment and receipt cycle. The following table details the Group's remaining contractual maturity for its liabilities. The table has been drawn up based on contractual undiscounted cash flows of financial instruments based on the earlier of the contractual date or when the Group is expected to receive or (pay). The table includes both interest and principal cash flows.

	Total €	Within 1 year €	Between 1 to 5 years €	Over 5 years €
31 December 2024				
Group				
Financial liabilities	9,117,781	9,117,781	–	–
Finance leases	4,070,513	1,044,715	3,025,798	–
	13,188,294	10,162,496	3,025,798	–
31 December 2023				
Group				
Financial liabilities	9,638,471	9,638,471	–	–
Finance leases	5,136,797	1,011,920	3,745,036	379,841
	14,775,268	10,650,391	3,745,036	379,841

Fair values

The fair value of a financial instrument is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date.

Financial instruments whose carrying amounts approximate fair value

Management has determined that the carrying amounts of cash and bank balances, trade and other receivables and trade and other payables reasonably approximate their fair values because these are mostly short-term in nature. The fair values of other classes of financial assets and liabilities are disclosed in their respective notes to these financial statements.

The analysis of the carrying amounts of the financial instruments of the Group required under IFRS 9 *Financial Instruments* is as set out as follows:

	Group 31 December 2024 €	Group 31 December 2023 €
Financial assets that are debt instruments measured at amortised cost		
Trade receivables	11,370,072	8,263,462
Cash and cash equivalents	19,831,239	28,135,379
Financial liabilities at amortised cost		
Trade payables	2,313,679	3,145,985
Lease liabilities	4,070,513	5,136,797

The main risks arising from the Group's financial instruments are credit risk, market risk, foreign currency risk, interest rate risk and liquidity risk. The Board reviews and agrees policies for managing each of these risks and they are summarised below:

(ii) Credit risk

Credit risk is the potential financial loss resulting from the failure of a client or counterparty to settle its financial and contractual obligations to the Group, as and when they fall due.

The Group's exposure to credit risk is mainly influenced by the individual characteristics of each client. The Group has established credit limits for each client under which these clients are analysed for credit-worthiness before the Group's standard payment and delivery terms are offered. Most of the clients have been with the Group for many years and losses have occurred infrequently. In most cases, the Group does not require collateral in respect of trade and other receivables. The Group monitors their balances regularly.

Management has a credit policy in place and the exposure to credit risk is monitored on an ongoing basis. The Group always recognises lifetime expected credit losses (ECL) for trade receivables. The ECL on these financial assets are estimated using a provision matrix as shown below, based on the Group's historical credit loss experience, adjusted for factors that are specific to the receivables, general economic conditions and an assessment of both the current as well as the forecast direction of conditions at the reporting date, including time value of money where appropriate.

Expected credit losses analysis:

At 31 December 2024	Current	1 month	2 months	3 months	4+ months	Balance
Trade receivables as at 31 December 2024	€9,753,285	€1,595,962	€26,133	(€14,793)	€10,007	€11,370,594
Expected credit losses %	0%	0%	1%	5%	10%	
Loss allowance	-	-	€261	(€740)	€1,001	€522

At 31 December 2023	Current	1 month	2 months	3 months	4+ months	Balance
Trade receivables as at 31 December 2023	€6,348,313	€783,158	€460,906	€289,242	€445,461	€8,327,080
Expected credit losses %	0%	0%	1%	5%	10%	
Loss allowance	-	-	€4,609	€14,462	€44,547	63,618

(iii) Market risk

Market risk is the risk that changes in market prices, such as interest rates and foreign exchange rates, will affect the Group's income. The objective of market risk management is to manage and control market risk exposures within acceptable parameters, while optimising the return on risk.

(a) Foreign currency risk

The Group's foreign currency risk arises from sales and purchases denominated in foreign currencies, primarily the United States dollar, Australian dollar and New Zealand dollar. During the year, the Group used foreign currency forward exchange contracts to hedge its exposure. However, at the year end the Group had no outstanding contracts in place.

Sensitivity analysis

At 31 December 2024, if the foreign currencies strengthen or weaken 5% against the functional currencies, with all variables held constant, the maximum adjustment to the pre-tax profit/loss of the Group, respectively, for the financial periods presented would have been as set out overleaf:

Notes to the Consolidated Financial Statements (continued)

24. Financial Instruments (continued)

	12 months ended 31 December 2024	Six months ended 31 December 2023
	€	€
NZ\$	225,881	88,252
AU\$	45,069	58,316
US\$	2,515,232	831,086
CAN\$	438,491	257,431
GBP	6,234	22,890
PLN	(121,146)	(47,108)
INR	(108,135)	(42,937)
	3,001,626	1,167,930

5% is the sensitivity rate used when reporting foreign currency risk internally to key management personnel and represents management's assessment of the possible changes in foreign exchange rate.

(b) Interest rate risk

There are no variable rate instruments on the statement of financial position at 31 December 2024. The Group does not account for any fixed rate financial liabilities at FVTPL, therefore a change in interest rates at the reporting date would not affect profit or loss.

	31 December 2024	31 December 2023
	€	€
Fixed rate instruments – nominal amount		
Financial liabilities	–	–

25. Related Party Transactions

A Group subsidiary, FINEOS Corporation Limited (Ireland), is party to a lease arrangement with a company controlled by Michael Kelly. Its term extends until 13 June 2029 with no express options for renewal in favour of either party. Rent payable by FINEOS is currently €763,434 per annum (excluding taxes). The rental expense for the 12 months ended 31 December 2024 was €770,444 (six months ended 31 December 2023: €389,828). The total rent due at 31 December 2024 was €Nil (31 December 2023: €Nil).

In common with other companies, which are members of a group of companies, the financial statements reflect the effect of such membership.

Key management personnel

All Directors of the FINEOS Group are considered key management personnel. The current Directors are set out on page 15 of the Annual Report. Total remuneration in respect of these individuals is split as follows:

	12 months ended 31 December 2024	Six months ended 31 December 2023
	€	€
Wages and salaries	884,487	365,456
Contributions to pension	11,307	5,544
	895,794	371,000

During the 12 months ended 31 December 2024, there were no material changes to, or material transactions between, the Company and its key management personnel or members of their close family, other than in respect of remuneration and the lease disclosed above.

26. Capital Management Policies and Objectives

Capital management

The Group's and Company's objectives when managing capital are to safeguard the Group's and Company's ability to continue as a going concern in order to provide returns for shareholders and benefits for other stakeholders and to maintain an optimal capital structure to reduce the cost of capital. The capital structure of the Group consists of debts, which includes any borrowings, and equity attributable to owners of the Company, comprising issued capital and reserves.

There were no changes in the Group's and Company's approach to capital management during the year. The Group and Company monitor capital on the basis of the gearing ratio. This ratio is calculated as net debt divided by total equity. Net debt is calculated as total borrowings (including bank borrowings and excluding trade and other payables, provisions for income tax and deferred tax liabilities as shown in the statement of financial position) less cash.

Given that the Group has no external borrowings, the gearing ratio has been reflected as €Nil.

The gearing ratio of the Group at 31 December 2024 was as follows:

	Group 31 December 2024 €	Group 31 December 2023 €
Total borrowings	–	–
Less: cash and cash equivalents	(19,831,239)	(28,135,379)
Net funds	(19,831,239)	(28,135,379)
Total equity	164,498,759	163,281,930
Total capital	164,498,759	163,281,930
Gearing ratio	Nil	Nil



27. Subsidiary Undertakings

The Company has the following subsidiary undertakings. All subsidiaries are wholly owned unless otherwise indicated:

Subsidiary Undertaking	Country of Incorporation	Principal Activity
FINEOS Corporation Limited	Republic of Ireland	Innovator of enterprise claims management and policy administration software
FINEOS UK Limited	United Kingdom	Provision of professional services to its parent undertaking
FINEOS Corporation Inc.	United States of America	Provision of professional services and sales and marketing services to its parent undertaking
FINEOS Australia Pty Limited	Australia	Provision of professional services and sales and marketing services to its parent undertaking
FINEOS New Zealand Limited	New Zealand	Provision of professional services to its parent undertaking
FINEOS Polska S.p Z.o.o	Poland	Provision of product engineering services to its parent undertaking
FINEOS Canada Limited	Canada	Provision of professional services to its parent undertaking
FINEOS Esp Entity, S.L.U	Spain	Provision of product engineering services to its parent undertaking
FINEOS India Private Limited	India	Provision of product engineering services to its parent undertaking

Details of registered offices are listed below:

Incorporated in Ireland	Registered Address
FINEOS Corporation Limited	FINEOS House, East Point Business Park, Dublin 3, D03 FT97
Incorporated in the United Kingdom	Registered Address
FINEOS UK Limited	c/o BDO LLP Two Snowhill, 7th Floor, Birmingham, B4 6GA
Incorporated in the United States of America	Registered Address
FINEOS Corporation Inc.	756 W Peachtree St NW, 4th Floor, Atlanta, Georgia, GA 30308
Incorporated in Australia	Registered Address
FINEOS Australia Pty Limited	North Tower Level 22, 459 Collins Street, Melbourne, VIC 3000
Incorporated in New Zealand	Registered Address
FINEOS New Zealand Limited	DLA Piper New Zealand, Level 15, PWC Tower 15 Customs Street West, Auckland 1010
Incorporated in Poland	Registered Address
FINEOS Polska S.p Z.o.o	ul. Cypriana Kamila Norwida 2, 80-280 Gdansk
Incorporated in Canada	Registered Address
FINEOS Canada Limited	900-1959 Upper Water Street, Halifax, NS, B3J 3N2
Incorporated in Spain	Registered Address
FINEOS Esp Entity, S.L.U	c/ Castelló 8, 2 ^a B, 28001 Madrid, Spain
Incorporated in India	Registered Address
FINEOS India Private Limited	23, Siva Archade, 29th Main, BTM Layout 1st Stage, Bangalore KA 560068

28. Events Subsequent to the Year End

There are no events subsequent to the year end that would require disclosure in or adjustment to the consolidated financial statements.

29. Approval of Consolidated Financial Statements

The consolidated financial statements and Company statement of financial position in respect of the year ended 31 December 2024 were approved and authorised for issue by the Directors on 25 February 2025.



Additional Security Holder Information

Information required by ASX Listing Rules and not disclosed elsewhere in this document is set out below. The information is correct as of 19 February 2025 unless otherwise indicated.

FINEOS is incorporated in Dublin, Ireland. Its securities, in the form of Chess Depositary Interests (CDIs) in FINEOS shares, are listed on the ASX and are not listed on any other securities exchange.

Since Chess Deposit Nominees Pty Limited (CDN) is the legal holder of applicable shares but the holders of CDIs are not themselves the legal holders of their applicable shares, the holders of CDIs do not have any directly enforceable right to vote under the FINEOS Constitution.

In order to vote at general meetings, CDI holders have the following options:

- (a) instructing CDN, as the legal owner of the underlying shares, to vote the shares underlying their CDIs in a particular manner;
- (b) informing FINEOS that they wish to nominate themselves or another person to be appointed as CDN's proxy with respect to the shares underlying their CDIs for the purposes of attending and voting at the general meeting; or
- (c) converting their CDIs into a holding of shares and voting these at the meeting (however, if thereafter the former CDI holder wishes to sell their investment on the ASX it would be necessary to convert the shares back to CDIs).

Option holders are not afforded any voting rights by the options held by them.

Securities on issue

There are 338,516,745 CDIs on issue held by 3,304 registered holders. The number of securities held by substantial security holders is set out below:

	Balance
JACQUEL INVESTMENTS LIMITED	171,934,386
J P MORGAN NOMINEES AUSTRALIA PTY LIMITED	54,934,891
HSBC CUSTODY NOMINEES (AUSTRALIA) LIMITED	26,412,393
BNP PARIBAS NOMINEES PTY LTD <AGENCY LENDING A/C>	26,134,137

There are no securities subject to voluntary escrow.

There are 20,982,656 unlisted options issued and held by 680 option holders.

Distribution spread of security holdings

Holding Ranges	Holders	Total Units	%
1-1,000	1,518	685,970	0.20
1,001-5,000	990	2,545,437	0.75
5,001-10,000	339	2,655,507	0.79
10,001-100,000	418	10,981,378	3.24
100,001-9,999,999,999	39	321,648,453	95.02
Totals	3,304	338,516,745	100.00

Top 20 Security Holders

	Balance	%
JACQUEL INVESTMENTS LIMITED	171,934,386	50.79
J P MORGAN NOMINEES AUSTRALIA PTY LIMITED	54,934,891	16.23
HSBC CUSTODY NOMINEES (AUSTRALIA) LIMITED	26,412,393	7.80
BNP PARIBAS NOMINEES PTY LTD <AGENCY LENDING A/C>	26,134,137	7.72
CITICORP NOMINEES PTY LIMITED	15,408,386	4.55
UBS NOMINEES PTY LTD	6,670,814	1.97
WARBONT NOMINEES PTY LTD<UNPAID ENTREPOT A/C>	3,064,728	0.91
HSBC CUSTODY NOMINEES (AUSTRALIA) LIMITED-GSI EDA	2,947,145	0.87
MR MICHAEL KELLY	1,770,151	0.52
HSBC CUSTODY NOMINEES (AUSTRALIA) LIMITED - A/C 2	1,581,487	0.47
MERRILL LYNCH (AUSTRALIA) NOMINEES PTY LIMITED	1,418,860	0.42
NEWECOMY COM AU NOMINEES PTY LIMITED <900ACCOUNT>	1,112,431	0.33
BNP PARIBAS NOMINEES PTY LTD<IB AU NOMS RETAILCLIENT>	908,290	0.27
TELUNAPA PTY LTD <TELUNAPA CAPITAL A/C>	850,000	0.25
MIRRABOOKA INVESTMENTS LIMITED	697,630	0.21
NETWEALTH INVESTMENTS LIMITED <WRAP SERVICES A/C>	678,465	0.20
MR WILLIAM DALY	570,724	0.17
CERTANE CT PTY LTD <HAYBOROUGH OPP FUND>	450,864	0.13
POWERWRAP LIMITED <ESCALA SMA TRADING A/C>	433,715	0.13
BNP PARIBAS NOMINEES PTY LTD <HUB24 CUSTODIAL SERV LTD>	408,444	0.12
Total Securities of Top 20 Holdings	318,387,941	94.05

Total of Securities	338,516,745
----------------------------	--------------------

Unmarketable Parcels (UMP) (based on a CDI price of AU\$1.74)

Total Securities/Issued Capital	UMP Securities	UMP Holders	UMP Percent
338,516,745	89,001	571	0.03



This page has been intentionally left blank.

Company Information

Directors

Anne O'Driscoll (Chairman)
Michael Kelly
David Hollander
William Mullaney
Terri Rhodes

Joint Company Secretary

John McKnight

Joint Company Secretary

Shelby Coleman

Registered Office

FINEOS House,
East Point Business Park,
Dublin 3, Ireland

Ph: +353 1 639 9700

North Tower Level 22, 459 Collins Street,
Melbourne, VIC 3000
Australia

Ph: +61 3 9018 3400

Registered Number

639640

Solicitors

William Fry
2 Grand Canal Square,
Dublin 2, Ireland

Bankers

Bank of Ireland
Lower Baggot Street,
Dublin 2, Ireland

HSBC Bank
1 Grand Canal Square,
Dublin 2, Ireland

Auditors

Forvis Mazars
Chartered Accountants and Statutory Audit Firm
Harcourt Centre,
Block 3,
Harcourt Road,
Dublin 2, Ireland

Share Registry

Automic Company Secretarial Pty Ltd
Level 5 126-130 Phillip Street,
Sydney, NSW 2000
Australia

Ph: +61 2 9698 5414



