

6 August 2024

Dear Securityholder,

On behalf of the Board of Directors, it is my pleasure to invite you to attend FINEOS' 2024 Annual General Meeting (AGM) to be held on **Wednesday, 04 September 2024** commencing at 9 am (GMT) / 6 pm (AEST) via conference facility hosted from FINEOS' global head office in Dublin on the following platform: **Chorus Call**:

<https://ccmediaframe.com/?id=2jgPZ0Bi>

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

The following matters will be considered at the 2024 AGM:

- Receipt and consideration of the Company's Financial report, together with the directors' report and the Independent Auditor's report for the transitional financial year ended 31 December 2023, and a review of the Company's affairs;
- Providing the Directors with the authority to set the remuneration of the Company's auditors;
- Re-election of Ms Anne O'Driscoll as a Non-Executive Director; and
- Approval to issue and allot securities and limited dis-application of pre-emption rights. The approvals sought are the same as in prior years.
 - Irish law generally requires that before directors can allot shares (a) they must be authorised in advance by shareholders and (b) unless disapplied by resolution of shareholders, the shares must be offered to existing shareholders pro rata to their existing shareholdings (i.e. on a pre-emptive basis).
 - Resolution 4.1 provides the authority referred to at (a) and Resolution 4.2 provides a limited disapplication of the pre-emption rights referred to at (b). Without Resolution 4.1 being passed, the Board will have no capacity to issue shares without calling a special general meeting of securityholders to seek approval.
 - The outcome of Resolution 4.2, if passed, is to put the Company on the same footing as Australian companies on ASX with the capacity to issue new shares up to 15% of its issued share capital in a 12-month period on a non-pre-emptive basis without prior shareholder approval (ASX Listing Rule 7.1). Without Resolution 4.2 being passed, the Board will have no capacity to issue shares on a non-pre-emptive basis without calling a special general meeting of securityholders to seek approval.

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

Valid Proxy Forms and Authority forms must be received by the Proxy Deadline being 9 am (GMT) / 6 pm (AEST) on Monday, 2 September 2024. Proxy forms received later than this time will be invalid.

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

On behalf of the entire FINEOS Board and leadership team, I thank you for your continued support of FINEOS Corporation Holdings Plc and we look forward to your participation in the 2024 AGM.

Yours sincerely,



Anne O'Driscoll
Chair of FINEOS

only
For personal use



Notice of Annual General Meeting

FINEOS CORPORATION HOLDINGS PLC (ASX: FCL)

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

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

Chorus Call: <https://ccmediaframe.com/?id=2jgPZ0Bi>

on **4 September 2024** commencing at **9 am (GMT) / 6 pm (AEST)**.

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

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

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

NOTICE OF ANNUAL GENERAL MEETING

Notice is given that an Annual General Meeting (**AGM**) of FINEOS Corporation Holdings plc will be held via electronic means on 4 September 2024 commencing at 9 am (GMT) / 6 pm (AEST), to transact the following business.

The meeting may be accessed via the link: <https://ccmediaframe.com/?id=2jgPZ0Bi>

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

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

Security holders also may submit written questions to the Company in relation to the items on the agenda of the AGM prior to the Meeting. Written questions must be received no later than 9 am (GMT) / 6 pm (AEST) on 30 August 2024 and may be submitted by electronic mail to: John.McKnight@fineos.com or Shelby.Coleman@automicgroup.com.au

BUSINESS OF THE MEETING

ITEM 1: FINEOS TRANSITIONAL FINANCIAL STATEMENTS AND REPORTS

To receive and consider the transitional financial statements for the year ended 31 December 2024 and the directors’ report and the independent auditor’s report on such statements and to review the Company’s affairs.

ITEM 2: AUDITOR REMUNERATION

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

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

ITEM 3: RE-ELECTION OF MS ANNE O’DRISCOLL AS A DIRECTOR

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

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

ITEM 4: APPROVAL TO ISSUE AND ALLOT SECURITIES AND DISAPPLICATION OF PRE-EMPTION RIGHTS

Item 4.1: Approval to issue and allot securities

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

“That, for the purposes of Section 1021 of the Companies Act 2014, the Directors be, and are generally and unconditionally authorised, to exercise all the powers of the Company to allot and issue relevant securities (as defined by Section 1021 of that Act) (including, without limitation, any treasury shares, as defined by Section 106 of that Act) up to an aggregate nominal amount of €111,645.49 (111,645,489 ordinary shares of €0.001 each) representing approximately 33% of the aggregate issued share capital of the Company on the date of this Notice. This authority shall expire on the earlier of the conclusion of the next annual general meeting of the Company and close of business on 4th December 2025, unless previously varied, revoked or renewed by the Company in general meeting. The Company may before such expiry make an offer or agreement

which would or might require relevant securities to be allotted after such expiry and the Directors may allot and issue relevant securities in pursuance of any such offer or agreement as if the authority conferred hereby had not expired."

Item 4.2: Approval to Disapply Pre-emption Rights

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

"That, subject to the approval of the resolution set out at Item 4.1, pursuant to Sections 1022 and 1023(3) of the Companies Act 2014, the Directors be and are hereby empowered to allot equity securities (within the meaning of Section 1023(1) of the Companies Act 2014) for cash pursuant to the authority to allot relevant securities conferred on the Directors the resolution set out at Item 4.1 as if Section 1022(1) of the Companies Act 2014 did not apply to any such allotment, such power being limited to:

- a) *the allotment of equity securities in connection with any offer of securities, open for a period fixed by the Directors, by way of rights issue, open offer or other invitation to or in favour of the holders of Ordinary Shares or CDIs and/or any persons having a right to subscribe for securities in the capital of the Company (including, without limitation, any person entitled to options or share awards under any of the Company's share incentive plans then in force), including the allotment, by way of placing or otherwise of any equity securities as may not be taken up under such offer, to such persons as the Directors may determine; and, generally, subject further to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to legal or practical problems (including dealing with any fractional entitlements) and/or arising in respect of any overseas security holders under the laws of, or the requirements of any regulatory body in, any territory; or*
- b) *the allotment of equity securities up to a maximum of 50,747,949 Ordinary Shares, representing approximately 15% of the entire issued ordinary share capital of the Company as at the date of this notice;*

provided that the power hereby granted shall expire on the earlier of the conclusion of the next annual general meeting of the Company and close of business on 4 September 2026, unless previously varied, revoked or renewed, provided that the Company may, before such expiry, make an offer or agreement which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities in pursuance of such offer or agreement as if the power conferred hereby had not expired."

Note: The issue of up to a maximum of 15% of the entire issued share capital of the Company on a non-pre-emptive basis without shareholder consent is permitted under ASX Listing Rule 7.1. (See Explanatory Notes in relation to item 4.2).

NOTES TO AGM NOTICE

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

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

SHAREHOLDERS

Entitlement to attend and vote

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

Appointment of Proxies

2. Pursuant to Article 63.1 of the Articles, the Company hereby specifies that only those shareholders registered in the Register of Members at 9 am (GMT) / 6 pm (AEST) on 2 September 2024 (or, in the case of an adjournment as at close of business on the day which is 48 hours before the date of the adjourned meeting) shall be entitled to attend or vote at the AGM in respect of the number of shares registered in their name at that time. Changes to entries in the register after that time will be disregarded in determining the right of any person to attend, speak, ask questions and/or vote at the meeting.
3. A form of proxy is enclosed for the use of Shareholders unable to attend the meeting. Holders should send their original signed proxy form to the Company's registered office as follows:
 - by mail or personal delivery to: FINEOS House, Eastpoint Business Park, Dublin D03 FT97, Ireland
 - by telefax to: +35316399701
 - via electronic mail to: John.McKnight@fineos.com

To be valid, proxies, and any authority under which they are signed, must be lodged not less than 48 hours before the time appointed for the holding of the meeting, i.e. by 9 am (GMT) / 6 pm (AEST) on 2 September 2024. If shareholders attend the meeting, they may vote at the meeting even if they have returned a form of proxy, provided that prior to the Meeting they have duly notified the Company in writing of the revocation of the proxy. Such notice must be received by the Company (in electronic form or otherwise) at the registered office of the Company.

4. Alternatively, subject to the Company's Articles of Association, and provided it is received not less than 48 hours before the time appointed for the holding of the AGM or adjourned AGM or (in the case of a poll taken otherwise than at or on the same day as the AGM or adjourned AGM) at least 48 hours before taking the poll at which it is to be used, the appointment of a proxy together with any authority under which it is signed may be submitted via the online voting portal at: <https://investor.automic.com.au/#/loginsah> following the instructions: Login to the Automic website using the holding details as shown on the Proxy Form. Click on 'View Meetings' – 'Vote'. To use the online lodgement facility, Shareholders will need their holder number (Securityholder Reference Number (SRN) or Holder Identification Number (HIN)) as shown on the front of the Proxy Form.
5. In the case of a corporation, the form of proxy must be either executed under its common seal or signed on its behalf by a duly authorised officer or attorney.

Voting Procedures

6. All votes will be conducted by way of a poll, which will be demanded by the Chair in respect of each resolution. Every holder of Ordinary Shares or proxy for such holder who is present at the meeting by electronic participation has one vote per Security held. When the poll is opened, if required, the voting link, being, <https://investor.automic.com.au/#/home>, will appear on the screen of registered Shareholders and nominated proxies. In order to complete the Shareholders will be required to enter their username and password for the Automic Platform.

Instructions on how to submit ballots will be confirmed by the portal operator at the commencement of the poll proceedings and in-portal assistance will be available from the moderator throughout the Meeting.

7. On the conduct of the poll, every Shareholder shall have one vote for every Ordinary Share of which he or she is the holder. Where a poll is taken, a Shareholder, whether present personally or by proxy, holding more than one Ordinary Share need not cast all of his/her votes in the same way.
8. An ordinary resolution requires a simple majority of votes cast by Shareholders voting personally or by proxy, to be passed. A special resolution requires a majority of not less than 75% of votes cast by those who vote either personally or by proxy, to be passed.
9. In the case of joint holders, the vote of the senior holder who tenders a vote, whether personally or by proxy, will be accepted to the exclusion of the votes of the other joint holder(s) and, for this purpose, seniority will be determined by the order in which the names of the joint holders stand in the register of members in respect of the share.

CDI HOLDERS

Entitlement to attend and vote

10. Only those persons registered as holders of CDIs over shares of the Company at 9 am (GMT) / 6 pm (AEST) on 2 September or if the AGM is adjourned, at the time that is 48 hours before the time appointed for the adjourned meeting (**Entitlement Time**) shall be entitled to attend, speak, ask questions and, subject to valid submission of a Voting Instruction Form in respect of the number of CDIs registered in their name, vote at the meeting, or if relevant, any adjournment thereof. Changes in the register after that time and date will be disregarded in determining the right of any person to attend and/or vote at the meeting or any adjournment thereof.

Voting by CDI Holders

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

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

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

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

You may submit your Voting Instruction Form as follows:

- Complete the hard copy Voting Instruction Form accompanying this Notice of Meeting and lodge it using the “Lodgement Instructions” set out at note 12 below; or
- Complete a Voting Instruction Form by lodging the Proxy Form online at <https://investor.automic.com.au/#/loginsah> by following the instructions: Login to the Automic website using the holding details as shown on the Proxy Form. Click on ‘View Meetings’ – ‘Vote’. To use the online lodgement facility, Security will need their holder number (Securityholder Reference Number (SRN) or Holder Identification Number (HIN)) as shown on the front of the Proxy Form. For further information on the online proxy lodgement process please see the Online Proxy Lodgement Guide at <https://www.automicgroup.com.au/virtual-agms/>.

For your vote to count, your completed Voting Instruction Form must be received by no later than 9 am (GMT) / 6 pm (AEST) on 2 September 2024.

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

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

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

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

If the Nominated Proxy does not attend the AGM, the Chairman will vote the Shares in accordance with the instructions on the Voting Instruction Form or, for undirected proxies, in accordance with the Nominated Proxy's written instructions. If the Nominated Proxy does not provide written instructions by mail to Automic Pty Limited, GPO Box 3993, Sydney, NSW 2001, Australia by no later than 9 am (GMT) / 6 pm (AEST) on 2 September 2024, then the Chairman intends voting in favour of all of the resolutions.

For your vote to count, your completed Voting Instruction Form must be received by no later than 9 am (GMT) / 6 pm (AEST) on 2 September 2024.

Option C – convert your holding of CDIs into Shares

Holders of CDIs may convert their CDIs into a holding of Shares and vote these at the meeting as set out at Notes 1 to 9 above. However, if thereafter the former CDI holder wishes to sell their investment on ASX it would be necessary to convert the Shares back to CDIs. In order to be able to vote at the meeting, the CDI holder must complete the conversion prior to 9 am (GMT) / 6 pm (AEST) on 2 September 2024. Holders of CDIs who wish to convert their CDIs into Shares should contact Shelby Coleman via e-mail at shelby.coleman@automicgroup.com.au

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

12. Lodgement Instructions

- By Mail:** Automic
GPO Box 5193
Sydney
NSW 2001
Australia
- By Hand:** Automic
Level 5, 126 Phillip Street
Sydney 2000
NSW
Australia
- By email:** Completing the enclosed Proxy Form and emailing it to:
meetings@automicgroup.com.au

SHAREHOLDERS AND CDI HOLDERS

Total number of issued shares

13. The total number of issued ordinary shares on the date of this Notice of AGM is 338,319,665. Each ordinary share (or each CDI in respect of such ordinary share in respect of which voting instructions have been received in accordance with Notes 10 to 12) carries one vote. On a vote on a poll, every ordinary Shareholder present and every proxy (including CDI holders present as a Nominated Proxy of CDN) has one vote per share held. Ordinary Resolutions require to be passed by a simple majority of votes cast by those ordinary shareholders who vote in person or by proxy (including CDI Holders present as Nominated Proxies of CDN). Special Resolutions require to

be passed by a majority of 75% of votes cast by those ordinary shareholders who vote in person or by proxy (including CDI Holders present as Nominated Proxies of CDN).

Questions at the AGM

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

Security holders may also submit written questions to the Company in relation to the items on the agenda of the AGM prior to the AGM. Written questions must be received no later than 9 am (GMT) / 6 pm (AEST) on 30 August 2024 and may be submitted by electronic mail to: John.McKnight@fineos.com or Shelby.Coleman@automicgroup.com.au

Amendments to resolutions

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

16. Electronic Meeting Platform

The Meeting will be held wholly via electronic means and hosted on an online platform provided by Chorus Call Inc., on 4 September 2024 commencing at 9 am (GMT) / 6 pm (AEST).

Any Security holder who wishes to attend the Meeting may do so by accessing the following link: <https://ccmediaframe.com/?id=2jgPZ0Bi>

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

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

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

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

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

ANNUAL REPORTS

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

BY ORDER OF THE BOARD
John McKnight

John McKnight
Company Secretary
Date: 05 August 2024

For personal use only

EXPLANATORY NOTES

Notes on Business

ITEM 1 – FINANCIAL STATEMENTS AND REPORTS

The Company's Annual report, incorporating the transitional financial statements, directors' report and independent auditor's report for the six-month period ended 31 December 2023, will be presented to the Meeting for consideration. The Annual Report may be viewed on the Company's website at: <https://www.fineos.com/investors/financial-results/>

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

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

The Chairman of the Meeting will allow a reasonable opportunity at the Meeting for Security holders to ask questions about the financial statements, the directors' reports, the auditor's report and the affairs of the Company. Security holders will also be given a reasonable opportunity at the Meeting to ask the Company's auditor, Mazars, questions about the conduct of its audit of the Company's Financial Report for the six-month period ended 31 December 2023 and the preparation and content of the auditor's report.

ITEM 2 – AUDITOR REMUNERATION

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

Directors' Recommendation

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

ITEM 3 – RE-ELECTION OF MS ANNE O'DRISCOLL AS A DIRECTOR

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

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

Resolution 3.0 seeks the re-election of Ms Anne O'Driscoll who was first appointed to the Board in July 2019 in accordance with the Articles of Association of the Company and was re-elected by Shareholders at the Annual General Meeting held in 2020 and 2022. Being eligible, Ms O'Driscoll offers herself for re-election at this year's AGM.

Based in Sydney, Ms O'Driscoll has over 40 years' business experience, including in the insurance industry. Ms O'Driscoll is currently on the board of MDA National Insurance Pty Limited (an Australian mutually owned medical indemnity insurer) and a member of the Council of the University of Technology Sydney.

Over the past eleven years she has served on ASX-listed companies, Steadfast Group Limited (2013-2023) and Infomedia Limited (2014 to 2023), as well as CBA Group's two insurance subsidiaries from 2014 until their sale between 2019 and 2022.

Ms O'Driscoll held various other senior management roles within organisations such as Insurance Australia Group Limited and NRMA Group, as well as being the CFO of Genworth Australia (now Helia Group) between 2009 and 2012.

Ms O'Driscoll qualified as a chartered accountant in Ireland with Haughey Boland (now Deloitte) before moving to work for Coopers & Lybrand (now PwC) in London and Sydney. Ms O'Driscoll moved to Sydney in 1988 and is a Fellow of each of the Australian Institute of Company Directors and a Fellow of each of the Australian Institute of Company Directors, the Australian Institute of Insurance & Finance, Chartered Accountants Ireland and Chartered Accountants Australia and New Zealand.

Having had regard to the ASX Principles, the Board considers Ms O'Driscoll to be an independent director.

Directors' Recommendation

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

ITEM 4 – APPROVAL TO ISSUE AND ALLOT SECURITIES AND DISAPPLICATION OF PRE-EMPTION RIGHTS

The purpose of the resolutions in items 4.1 and 4.2 is to put the Company on an even footing with Australian companies listed on ASX by providing the capacity to issue up to 15% of the total issued share capital in certain circumstances without reverting to Shareholders for prior approval. Similar resolutions have been put to each annual general meeting since the Company listed.

Item 4.1 – Approval to issue and allot securities

The Board was granted authority at the Company's annual general meeting held on 5 December 2023 (**2023 AGM**) to allot shares in the capital of the Company. This authority is due to expire at the next annual general meeting of the Company, unless previously renewed, varied or revoked. The Board is seeking to renew this authority at the Meeting.

Accordingly, Item 4.1 seeks to renew the Directors' authority to allot and issue new shares in the Company up to an aggregate nominal value equivalent to 33% of the issued share capital of the Company on the date of this Notice of Annual General Meeting. At the date of this notice, 111,645,489 Ordinary Shares, represent approximately 33% of the issued share capital of the Company. The Directors have no present intention of exercising this authority (other than in accordance with the Plan). However, the Directors consider it appropriate to maintain the flexibility that this authority provides. This authority will expire on the earlier of the date of the next annual general meeting of the Company or 4 September 2025, unless previously renewed, revoked or varied by the shareholders in a general meeting.

Directors' Recommendation

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

Item 4.2 – Special Resolution: Approval to Disapply Pre-emption Rights

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

The exemption from the provisions of Section 1022 of the Act approved at the 2023 AGM will expire at the Meeting. Item 4.2 seeks to continue this exemption from Section 1022 of the Act until the earlier of the next Annual General Meeting of the Company or 4 September 2025, whichever comes first (unless the exemption is previously renewed, varied or revoked).

This exemption is limited to:

- (a) the allotment of equity shares in connection with offers by way of rights issue or other pre-emptive offers open for a fixed period to ordinary shareholders and/or persons having a right to subscribe for, or convert securities into,

ordinary shares or CDI holders of the Company and the allotment by way of placing or otherwise of shares not taken up in such offer and, in addition,

- (b) the allotment of equity shares on a non-pre-emptive basis up to a maximum of 15% of the issued ordinary share capital of the Company as at the date of this Notice.

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

While the Company is incorporated in Ireland, it is not listed on a securities market in Ireland or the UK and consequently does not adhere to Irish or UK investor guidelines such as the Investment Association – Share Capital Management Guidelines or the UK Pre-Emption Group which recommend the disapplication of the pre-emption rights up to 10% of the issued capital.

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

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

Directors' Recommendation

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

GLOSSARY

\$ or Dollar means Australian dollars

€ means Euro

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

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

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

Articles means the Articles of Association of the Company.

ASX means ASX Limited ACN 008 624 691.

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

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

Board means the current Board of directors of the Company.

CDIs mean Chess Depository Interests

Company means FINEOS CORPORATION HOLDINGS PLC

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

Entitlement Time means 9 am (GMT) / 6 pm (AEST) on 4 September 2024.

Explanatory Notes means the Explanatory Notes accompanying the Notice.

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

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

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

Proxy Deadline means 9 am (GMT) / 6 pm (AEST) on 2 September 2024.

Proxy Form means the proxy form accompanying the Notice.

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

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

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

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

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

Voting Instruction Form

If you are attending the meeting
in person, please bring this with you
for Securityholder registration.

Your CDI Voting Instruction Form must be received **9.00am (GMT) / 6.00pm (AEST) on Wednesday, 4 September 2024**, being **not later than 48 hours** before the commencement of the Meeting. Any CDI Voting Instruction instructions received after that time will not be valid for the scheduled Meeting.

SUBMIT YOUR VOTING INSTRUCTION ONLINE

Vote online at <https://investor.automic.com.au/#/loginsah>

Login & Click on 'Meetings'. Use the Holder Number as shown at the top of this Proxy Voting form.

- ✓ **Save Money:** help minimise unnecessary print and mail costs for the Company.
- ✓ **It's Quick and Secure:** provides you with greater privacy, eliminates any postal delays and the risk of potentially getting lost in transit.
- ✓ **Receive Vote Confirmation:** instant confirmation that your vote has been processed. It also allows you to amend your vote if required.



SUBMIT YOUR VOTING INSTRUCTION BY PAPER

Complete the form overleaf in accordance with the instructions set out below.

YOUR NAME AND ADDRESS

The name and address shown above is as it appears on the Company's security register. If this information is incorrect, and you have an Issuer Sponsored holding, you can update your address through the investor portal: <https://investor.automic.com.au/#/home> Securityholders sponsored by a broker should advise their broker of any changes.

HOW TO VOTE ON ITEMS OF BUSINESS

Each CHESS Depository Interest (CDI) is equivalent to one share of Company Common Stock, so that every 1 (one) CDI registered in your name entitles you to one vote.

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

STEP 2 - VOTES ON ITEMS OF BUSINESS

You may direct CHESS Depository Nominees Pty Ltd how to vote by marking one of the boxes opposite each item of business. All your CDI's will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of CDI's you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on the items of business, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

SIGNING INSTRUCTIONS

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

Joint holding: Where the holding is in more than one name, all CDI holder's should sign.

Power of attorney: If you have not already lodged the power of attorney with the registry, please attach a certified photocopy of the power of attorney to this Voting Instruction Form when you return it.

Companies: To be signed in accordance with your Constitution. Please sign in the appropriate box which indicates the office held by you.

Email Address: Please provide your email address in the space provided.

By providing your email address, you elect to receive all communications despatched by the Company electronically (where legally permissible) such as a Notice of Meeting, Voting Instruction Form and Annual Report via email.

CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting the appropriate 'Appointment of Corporate Representative' should be produced prior to admission. A form may be obtained from the Company's share registry online at <https://automic.com.au>.



