
Notice of Annual General Meeting

FINEOS CORPORATIONS 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:

<https://services.choruscall.com.au/webcast/fineos-tsep58r3.html>

on **9 November 2021** commencing at **8 a.m. (GMT) / 7 p.m. (AEDT)**.

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

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

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

NOTICE OF ANNUAL GENERAL MEETING

Notice is given that an Annual General Meeting of FINEOS Corporation Holdings plc will be held via electronic means on 9 November 2021 commencing at 8 a.m. (GMT) / 7 p.m. (AEDT), to transact the following business.

The meeting may be accessed via the following link:

<https://services.choruscall.com.au/webcast/fineos-tsep58r3.html>

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

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

Security holders also may submit written questions to the Company in relation to the items on the agenda of the AGM prior to the Meeting. Written questions must be received no later than 8 a.m. (GMT) / 7 p.m. (AEDT) on 2 November 2021 and may be submitted by electronic mail to: orla.keegan@FINEOS.com.

BUSINESS OF THE MEETING

ITEM 1: FINEOS FINANCIAL STATEMENTS AND REPORTS

To receive and consider the annual financial statements for the year ended 30 June 2021 and the directors’ report and the auditor’s report on such statements and to review the Company’s affairs.

ITEM 2: AUDITOR REMUNERATION

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

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

ITEM 3: RE-ELECTION OF DIRECTORS

Item 3.1: Re-election of Dr Martin Fahy

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

"That Dr Martin Fahy, being a Director who is retiring by rotation in accordance with Article 104 of the Company's Articles and Listing Rule 14.5, and being eligible, offers himself for re-election, be re-elected as a Director of the Company."

Item 3.2: Re-election of Mr David Hollander

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

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

ITEM 4: APPROVAL OF FINEOS 2019 EQUITY INCENTIVE PLAN

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

"That for the purposes of Listing Rule 7.2, Exception 13, and for all other purposes, approval is given for the issue of securities under the Company's Employee Equity Incentive Plan on the terms and conditions outlined in the Explanatory Notes."

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

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

Item 5.1: Approval to issue and allot securities

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

"That, for the purposes of Section 1021 of the Companies Act 2014, the Directors be, and are generally and unconditionally authorised, to exercise all the powers of the Company to allot and issue relevant securities (as defined by Section 1021 of that Act) (including, without limitation, any treasury shares, as defined by Section 106 of that Act) up to an aggregate nominal amount of €106,274.97 (106,274,973 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 9 February 2023, unless previously varied, revoked or renewed by the Company in general meeting. The Company may before such expiry make an offer or agreement which would or might require relevant securities to be allotted after such expiry and the Directors may allot and issue relevant securities in pursuance of any such offer or agreement as if the authority conferred hereby had not expired."

Item 5.2: Approval to Disapply Pre-emption Rights

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

"That, subject to the approval of the resolution set out at Item 5.1, pursuant to Sections 1022 and 1023(3) of the Companies Act 2014, the Directors be and are hereby empowered to allot equity securities (within the meaning of Section 1023(1) of the Companies Act 2014) for cash pursuant to the authority to allot

relevant securities conferred on the Directors under 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 47,823,737 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 9 February 2023, 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 5.2).

ITEM 6: RATIFICATION OF ISSUE OF SECURITIES

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

"That, for the purposes of ASX Listing Rule 7.4, Shareholders ratify the prior issue and allotment of 16,279,069 fully paid Ordinary Shares in the Company on the terms and as outlined in the Explanatory Notes accompanying the Notice."

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

NOTES TO AGM NOTICE

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

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

SHAREHOLDERS

Entitlement to attend and vote

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

Appointment of Proxies

2. Pursuant to Article 63.1 of the Articles, the Company hereby specifies that only those shareholders registered in the Register of Members at 8a.m. (GMT) / 7 p.m. (AEDT) on 7 November 2021 (or, in the case of an adjournment as at close of business on the day which is 48 hours before the date of the adjourned meeting) shall be entitled to attend or vote at the AGM in respect of the number of shares registered in their name at that time. Changes to entries in the register after that time will be disregarded in determining the right of any person to attend, speak, ask questions and/or vote at the meeting.
3. A form of proxy is enclosed for the use of Shareholders unable to attend the meeting. Shareholders should send their original signed proxy form to the Company's registered office as follows:
 - by mail or personal delivery to: FINEOS House, Eastpoint Business Park, Dublin D03 FT97, Ireland
 - by telefax to: +35316399701
 - via electronic mail to: tom.wall@FINEOS.com.

To be valid, proxies, and any authority under which they are signed, must be lodged not less than 48 hours before the time appointed for the holding of the meeting, i.e. by 8 a.m. (GMT) / 7 p.m. (AEDT) on 7 November 2021. If shareholders attend the meeting, they may vote at the meeting even if they have returned a form of proxy, provided that prior to the Meeting they have duly notified the Company in writing of the revocation of the proxy. Such notice must be received by the Company (in electronic form or otherwise) at the registered office of the Company.

4. Alternatively, subject to the Company's Articles of Association, and provided it is received not less than 48 hours before the time appointed for the holding of the AGM or adjourned AGM or (in the case of a poll taken otherwise than at or on the same day as the AGM or adjourned AGM) at least 48 hours before taking the poll at which it is to be used, the appointment of a proxy together with any authority under which it is signed may be submitted via the online voting portal at <https://www.votingonline.com.au/fclagm2021>

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 has will be demanded by the Chairman in respect of each resolution. Every holder of Ordinary Shares or proxy for such holder who is present at the meeting by electronic participation has one vote per share held.

When the poll is opened, if required, a ballot link will appear on the screen of registered Shareholders and nominated proxies. In order to complete the ballot, the following information will be required:

- postcode or country of residence (if outside Australia); and
- Voting Access Code (VAC) which may be found on the Voting Instruction Form accompanying this Notice of Meeting.

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

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

CDI HOLDERS

Entitlement to attend and vote

10. Only those persons registered as holders of CDIs over shares of the Company at 8 a.m. (GMT) / 7 p.m. (AEDT) on 7 November 2021 or if the AGM is adjourned, at the time that is 48 hours before the time appointed for the adjourned meeting (**Entitlement Time**) shall be entitled to attend, speak, ask questions and, subject to valid submission of a Voting Instruction Form in respect of the number of CDIs registered in their name, vote at the meeting, or if relevant, any adjournment thereof. Changes in the register after that time and date will be disregarded in determining the right of any person to attend and/or vote at the meeting or any adjournment thereof.

Voting by CDI Holders

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

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

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

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

You may submit your Voting Instruction Form as follows:

- Complete the hard copy Voting Instruction Form accompanying this Notice of Meeting and lodge it using the “Lodgement Instructions” set out at note 12 below; or
- Complete a Voting Instruction Form at <https://www.votingonline.com.au/fclagm2021>
You will need to enter your:
 - postcode or country of residence (if outside Australia); and
 - Voting Access Code (VAC) which may be found on your Voting Instruction Form accompanying this Notice of Meeting.

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

For your vote to count, your completed Voting Instruction Form must be received by no later than 8 a.m. (GMT) / 7 p.m. (AEDT) on 4 November 2021.

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

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

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

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

If the Nominated Proxy does not attend the AGM, the Chairman will vote the shares in accordance with the instructions on the Voting Instruction Form or, for undirected proxies, in accordance with the Nominated Proxy’s written instructions. If the Nominated Proxy does not provide written instructions by mail to Boardroom Pty Limited, GPO Box 3993, Sydney, NSW 2001, Australia by no later than 8 a.m. (GMT) / 7 p.m. (AEDT) on 7 November 2021, then the Chairman intends voting in favour of all of the resolutions.

For your proxy appointment to count, your completed Voting Instruction Form must be received by no later than 8 a.m. (GMT) / 7p.m. (AEDT) on 4 November 2021.

Option C – convert your holding of CDIs into Shares

Holders of CDIs may convert their CDIs into a holding of Shares and vote these at the meeting as set out at Notes 1 to 9 above. However, if thereafter the former CDI holder wishes to sell their investment on ASX it would be necessary to convert the Shares back to CDIs. In order to be able to vote at the meeting, the CDI holder must complete the conversion prior to 8 a.m. (GMT) / 7 p.m. (AEDT) on 7 November 2021. Holders of CDIs who wish to convert their CDIs into Shares should contact Nakul Joglekar on 02 8016 2854 from within Australia or +61 2 8016 2854 from outside Australia or via e-mail at nakul.joglekar@boardroomlimited.com.au

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

12. Lodgement Instructions

By Fax: +61 2 9290 9655

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

By Hand: Boardroom Pty Limited
Level 12, 225 George Street
Sydney
NSW
Australia

Online: <https://www.votingonline.com.au/fclagm2021>

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 318,824,918. Each ordinary share (or each CDI in respect of such ordinary share in respect of which voting instructions have been received in accordance with Notes 10 to 12) carries one vote. On a vote on a poll, every ordinary Shareholder present and every proxy (including CDI holders present as a Nominated Proxy of CDN) has one vote per share held. Ordinary Resolutions require to be passed by a simple majority of votes cast by those ordinary shareholders who vote in person or by proxy (including CDI Holders present as Nominated Proxies of CDN). Special Resolutions require to be passed by a majority of 75% of votes cast by those ordinary shareholders who vote in person or by proxy (including CDI Holders present as Nominated Proxies of CDN).

Questions at the AGM

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

Security holders may also submit written questions to the Company in relation to the items on the agenda of the AGM prior to the AGM. Written questions must be received no later than 8 a.m. (GMT) / 7 p.m. (AEDT) on 7 November 2021 and may be submitted by electronic mail to: orla.keegan@FINEOS.com.

Amendments to resolutions

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

16. Electronic Meeting Platform

The Meeting will be held wholly via electronic means and hosted on an online platform provided by Chorus Call Inc., on 9 November 2021 commencing at 8 a.m. (GMT) / 7 p.m. (AEDT).

Any Security holder who wishes to attend the Meeting may do so by accessing the following link: <https://services.choruscall.com.au/webcast/fineos-tsep58r3.html>

When signing in to 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

Vanessa Chidrawi

Vanessa Chidrawi

Company Secretary

Date: 12 October 2021

EXPLANATORY NOTES

Notes on Business

ITEM 1 – FINANCIAL STATEMENTS AND REPORTS

The Company's Annual report, incorporating the financial statements, directors' report and auditor's report for the financial year ended 30 June 2021, will be presented to the Meeting for consideration. The Annual Report may be viewed on the Company's website at: <https://www.fineos.com/investors/financial-results/>

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

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

The Chairman of the Meeting will allow a reasonable opportunity at the Meeting for Security holders to ask questions about the financial statements, the directors' reports, the auditor's report and the affairs of the Company. Security holders will also be given a reasonable opportunity at the Meeting to ask the Company's auditor, Mazars, questions about the conduct of its audit of the Company's Financial Report for the year ended 30 June 2021 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 Directors

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

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

Item 3.1- Dr Martin Fahy

Resolution 3.1 seeks the re-election of Dr Martin Fahy who was first appointed to the Board as an additional director in July 2019 in accordance with the Articles of Association of the Company and was elected by Shareholders at the Annual General Meeting in 2019. Being eligible for re-election, Dr Fahy offers himself for re-election at this year's AGM.

Based in Sydney, Dr Fahy is currently the CEO of the Association of Superannuation Funds of Australia. Prior to this, Dr Fahy was a senior partner in the management consulting practice of KPMG, where he led the firm's Global Business Services and Business Process Outsourcing activities.

Dr Fahy holds a Ph.D. from University College Cork, is a former Senior Fulbright Scholar and has extensive research and policy experience from his time as an academic in Ireland, France and the United States. He is an Adjunct Professor at the University of Technology Sydney and is also a member of Chartered Accountants Australia and New Zealand.

Having had regard to the ASX Principles, the Board considers Dr Fahy to be an independent director.

Directors' Recommendation

The Board (Dr Fahy abstaining) unanimously recommends that Shareholders vote in favour of this resolution.

Item 3.2 – Mr David Hollander

Resolution 3.2 seeks the re-election of Mr David Hollander who was first appointed to the Board as an additional director in October 2019 in accordance with the Articles of Association of the Company and was elected by Shareholders at the Annual General Meeting in 2019. Being eligible for re-election, Mr Hollander offers himself for re-election at this year's AGM.

Based in the United States, Mr Hollander is a global leader and experienced board member with over 35 years' experience in the insurance, technology and professional services industries. He most recently served as Global Insurance Leader for Ernst & Young LLP, a professional services operation across 150 countries with over US\$31 billion in revenue.

Prior to undertaking the role of Global Insurance Leader, Mr Hollander served as Advisory Leader for the EY Global Insurance practice, where he led the push into digital and technology transformation. Prior to that, he served as a member of the Board of Directors of Westfield Insurance, where he was a member of the Audit and CEO Succession Committees. He previously served as CEO of UNIRISX, a SaaS-based policy administration Insurtech solution based in the UK, where he established a track record of innovation and set up initial US and global operations spanning more than 20 countries.

Mr Hollander is also a director of Ohio Farmers Insurers Company (Westfield), Clara Analytics and Northwestern Mutual, Milwaukee.

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

Directors' Recommendation

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

ITEM 4 – APPROVAL OF FINEOS 2019 EQUITY INCENTIVE PLAN

ASX Listing Rule 7.1 provides that a company may not issue Equity Securities, or agree to issue Equity Securities, without the approval of shareholders, if the number of Equity Securities to be issued in any 12-month period (including shares issued on the exercise of any options) exceeds 15% of the issued capital of the company preceding the issue.

ASX Listing Rule 7.2 contains a number of exceptions to the prohibition contained in ASX Listing Rule 7.1. In particular, under Exception 13 in ASX Listing Rule 7.2, any Equity Securities issued under an employee incentive scheme within three years of the date on which shareholders approve the issue of those Equity Securities are excluded when calculating the capacity of the Company to issue shares in accordance with ASX Listing Rule 7.1. This Resolution is designed to satisfy the requirements of Exception 13 in ASX Listing Rule 7.2 in relation to the FINEOS 2019 Equity Incentive Plan (the **Plan**).

If this Resolution is passed, the Company will have the ability to issue securities to eligible participants under the Plan over a period of 3 years without impacting on the Company's 15% placement capacity under Listing Rule 7.1.

If this Resolution is not passed, and if the Board decides to issue any securities under the Plan (notwithstanding the non-approval), any securities issued will be included in calculating the Company's capacity under Listing Rule 7.1, effectively decreasing the number of equity securities it can issue without Shareholder approval over the 12-month period following the issue date.

The Plan is intended to provide the framework under which individual grants of equity incentives (awards) may be made to employees (including executive directors). Other than the Plan, the Company has in place an historic incentive plan, which has not been utilised since the Company's listing, having been closed to new participation at the time of listing.

The Plan now in operation was established before the Company listed on the ASX on 16 August 2019, and the Company seeks approval of the Plan to allow for the future issue of equity securities under the Plan. Since the Company listed on 16 August 2019, the Company has as at the date of this notice issued 9,721,308 options to employees in the Company of which:

- a) 98,777 have vested (52,350 exercised);
- b) 1,533,073 have lapsed due to conditions regarding continuation of employment not being met; and
- c) 8,135,885 are currently on issue and not yet exercised.

The maximum number of securities proposed to be issued under the Plan following approval will be five percent (5%) of the Company's total issued share capital at the date of this Notice, being 15,903,525 securities.

The Company has now provided for the eligibility of strategic advisors for participation in the Plan, to allow for skills and capacity gaps to be addressed for discrete projects of work, by the engagement of senior advisors. Any securities to be issued to these advisors would require the approval of the Company's

Remuneration & Nomination Committee and would fall within the cap on the maximum number of securities to be issued under the Plan.

A summary of the key terms of the Plan is set out in Annexure 'A'.

Item 4 seeks Shareholder approval to adopt the Plan to enable the Company to issue equity securities to eligible employees.

Voting exclusion

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

- any person who is eligible to participate in the employee incentive scheme; or
- an associate of that person or those persons.

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

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

Directors' Recommendation

The Board (Messrs Kelly and Wall abstaining) unanimously recommends that Shareholders vote in favour of this resolution.

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

The purpose of the resolutions in items 5.1 and 5.2 is to 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. The resolutions put to the 2020 AGM facilitated the issue of securities undertaken in September 2021 for the purposes of funding R&D investments and growth opportunities (see Resolution 6).

Item 5.1 – Approval to issue and allot securities

The Board was granted authority at the Company's annual general meeting held on 4 November 2020 (**2020 AGM**) to allot shares in the capital of the Company. This authority is due to expire at the next annual general meeting of the Company, unless previously renewed, varied or revoked. The Board is seeking to renew this authority at the Meeting.

Accordingly, Item 5.1 seeks to renew the Directors' authority to allot and issue new shares in the Company up to an aggregate nominal value equivalent to 33% of the issued share capital of the Company on the date of this Notice of Annual General Meeting. At the date of this notice, 106,274,973 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 Company's Equity Incentive 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 9 February 2023, unless previously renewed, revoked or varied by the shareholders in a general meeting.

Directors' Recommendation

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

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

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

The exemption from the provisions of Section 1022 of the Act approved at the 2020 AGM will expire at the Meeting. Item 5.2 seeks to continue this exemption from Section 1022 of the Act until the earlier of the next Annual General Meeting of the Company or 9 February 2023, whichever comes first (unless the exemption is previously renewed, varied or revoked).

This exemption is limited to:

- 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.

ITEM 6 – RATIFICATION OF ISSUE OF SECURITIES

On 3 September 2021, the Company announced that it had completed a fully underwritten institutional placement of 16,279,069 new CDIs at an issue price of \$4.30 per CDI, to raise \$70 million (**Placement**).

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

ASX Listing Rules 7.1 and 7.4

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

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

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

Item 6 seeks Shareholder ratification for the prior allotment and issue by the Company of 16,279,069 CDIs, pursuant to the Placement. The CDIs were issued at \$4.30 per security on 8 September 2021, as part of the Placement conducted to raise funds towards funding the Company's opportunity pipeline and provide

working capital and balance sheet support for planned R&D investments and growth opportunities. Details of the Placement and proposed use of funds raised were provided to ASX on 3 September 2021.

The CDIs were issued in accordance with ASX Listing Rule 7.1. If the resolution under Item 6 is approved, the Company's placement capacity under ASX Listing Rule 7.1 will be refreshed from the date of this Meeting. If the resolution is not approved, the Company will have reduced issuing capacity under Listing Rule 7.1, until 9 September 2022.

Information required by ASX Listing Rule 7.5

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

- i. a total of 16,279,069 CDIs were issued by the Company in accordance with Listing Rule 7.1;
- ii. the CDIs were issued at a price of \$4.30 per security;
- iii. the CDIs were issued to professional and sophisticated investors (within the meaning of sections 708(8) and 708(11) of the Corporations Act or to other persons to whom disclosure is not required under Chapter 6D of the Corporations Act, being institutional clients of Macquarie Securities (Australia) Limited and Moelis Australia Securities Pty Ltd, who were not related parties of the Company or associates of related parties;
- iv. the securities issued are fully paid ordinary CDIs issued on the same terms and conditions as the Company's existing CDIs on issue;
- v. the funds raised by the issue of the CDIs were used to assist in funding the company's opportunity pipeline and provide working capital and balance sheet support for planned R&D investments and growth opportunities.; and
- vi. a voting exclusion statement is included below.

Voting exclusion

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

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

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

- a) a person as a proxy or attorney for a person who is entitled to vote on the resolution, in accordance with the directions given to the proxy or attorney to vote on the resolution in that way; or
- b) the Chairman of the Meeting as a proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the Chairman to vote on the resolution as the Chairman decides;

or

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

Directors' Recommendation

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

GLOSSARY

\$ or Dollar means Australian dollars

€ means Euro

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

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

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

Articles means the Articles of Association of the Company.

ASX means ASX Limited ACN 008 624 691.

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

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

Board means the current Board of directors of the Company.

Company means FINEOS Corporations Holdings plc

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

Entitlement Time means 8 a.m. (GMT) / 7 p.m. (AEDT) on 7 November 2021.

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.

Proxy Deadline means 8 a.m. (GMT) / 7 p.m. (AEDT) on 7 November 2021.

Proxy Form means the proxy form accompanying the Notice.

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

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

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

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

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

For personal use only

Annexure "A"

Material Terms of 2019 Equity Incentive Plan

FINEOS has adopted an equity incentive plan (**Plan** or **NEIP**) which provides the framework under which individual grants of equity incentives (awards) may be made to employees (including executive directors). The key terms of the Plan are outlined below.

Term	Description
Administration	The Plan is administered by the Remuneration and Nomination Committee.
Eligibility	Full-time and part-time employees of any FINEOS group company (including executive directors) and strategic advisors are eligible to receive awards under the Plan. The Remuneration and Nomination Committee will select eligible employees to whom awards are to be granted from time to time.
Aggregate share limit	The maximum number of Shares issuable under the Plan will be five percent (5%) of FINEOS' total issued share capital from time to time.
Awards	<p>The Plan provides flexibility for FINEOS to grant the following types of awards:</p> <ul style="list-style-type: none">• options to subscribe for Shares (options);• rights to subscribe for Shares that are subject to restrictions, including on transfer, until specified conditions are satisfied (restricted shares);• rights to acquire Shares, subject to conditions (restricted stock units or RSUs); or• rights to receive Shares or cash, based on specified performance factors (performance awards), <p>(together, awards).</p>
Shares/CDIs	<p>Shares issuable under the Plan may be newly issued Shares, treasury shares or already issued Shares acquired and held by an employee benefit trust established by FINEOS.</p> <p>FINEOS will deliver one CDI in lieu of an entitlement to receive one Share under the Plan.</p>
Conditions	The Remuneration and Nomination Committee will determine the terms and conditions each award, including:

- the type of award;
- the number or value of shares/CDIs or other consideration subject to the award;
- if the award is an option, the exercise price of the option, or if it is any other type of award, the purchase price (if any) payable for the shares/CDIs under the award; and
- any vesting conditions, including service and/or performance conditions.

The terms and conditions of each award will be set out in an award agreement.

Exercise price or purchase price	The exercise price of an option must not be less than the market value of a CDI on the date of grant and the subscription price payable for a newly issued Share/CDI under any award may not be less than the nominal value of a Share.
Vesting and exercise	Options will become exercisable when the applicable vesting conditions have been satisfied. Restricted stock units and performance awards will vest and be settled by the delivery of CDIs (or, where applicable, cash) when the applicable vesting or performance conditions have been satisfied. Restricted shares will cease to be restricted when the applicable vesting conditions have been satisfied in accordance with the award agreement.
Lapsing and forfeiture	An option will lapse on the earlier of: seven years after grant, or any earlier date specified in the award agreement e.g. failure to satisfy a vesting condition. Restricted shares will become subject to forfeiture or compulsory transfer, and restricted stock units and performance awards will lapse, on the occurrence of a date or circumstance specified in the award agreement e.g. failure to satisfy a vesting or performance condition.
Dealing restrictions	A participant may not dispose of an award in any manner, other than on his death or if permitted by the Remuneration and Nomination Committee or pursuant to an award transfer program approved by the Remuneration and Nomination Committee that permits transfers in specified circumstances.
Cessation or change of employment	Vested options may be exercised within three months after the holder's employment with the FINEOS group ends, or 12 months in the case of death, retirement or termination due to disability. If the holder's employment terminates for cause, his vested and unvested options lapse. Unvested awards

(other than restricted shares) lapse when the holder's employment ends. Restricted shares become subject to forfeiture or compulsory transfer when the holder's employment ends.

Change of control

Where there is a change of control event (for example a takeover bid, scheme of arrangement, merger or any other transaction or event that in the Board's opinion is a change of control of FINEOS), the Remuneration and Nomination Committee may determine, subject to the Listing Rules, with respect to each award, that:

- options, to the extent not fully vested, will become vested and exercisable in full or in part;
- restricted stock units or RSUs, to the extent not vested and / or settled in full, will become vested in full or in part and be settled;
- performance awards will be settled in full or in part;
- performance conditions applicable to awards will be waived in full or in part or performance will be measured at the time of or before the change of control event and/or the number of shares to vest may be prorated to such time;
- awards having an exercise or purchase price that is equal to or greater than the value of consideration payable for a Share/CDI in the change of control event will be cancelled, without payment of consideration to the holder;
- restricted shares will be exchanged for or replaced with substantially similar shares or other property of the surviving entity;
- the award will be assumed or be replaced by an equivalent award; or
- any other action will be taken in relation to the award that is equitable and substantially delivers or preserves the value of the award.

Award adjustments

In order to minimise material advantage or disadvantage to a participant resulting from a variation in FINEOS share capital, prior to the delivery of Shares/CDIs or payment to a participant, the Remuneration and Nomination Committee shall adjust the following the terms of an award appropriately and proportionately, subject to the Listing Rules:

- the exercise price and/or number and/or class of Shares/CDIs subject to each outstanding option;

- the purchase price and/or number and/or class of Shares/CDIs subject to other outstanding awards; and
- the purchase price paid for restricted shares;

provided that the exercise price or purchase price of any Share/CDI may not be less than the nominal value of a Share, and a fraction of a Share/CDI will not be issued.

Malus/claw back and other requirements

FINEOS may adopt a policy under which it will be entitled to cancel an award, reduce the number of Shares/CDIs subject to an award or recoup the economic benefit realised by a participant under an award, if the participant engages in activity that is harmful to FINEOS' interests.

The Remuneration and Nomination Committee may impose on any award conditions requiring the retention of Shares/CDIs for minimum periods and/or the deferral of vesting or settlement of some or all of the Shares/CDIs. It may also impose on participants requirements for the acquisition and maintenance of minimum holdings of Shares/CDIs and make the grant or vesting of awards conditional upon compliance with those requirements.

Amendments

The Board may, on the recommendation of the Remuneration and Nomination Committee, amend or supplement the Plan. The Board will not exercise such power without shareholder approval where such approval is required; or without a participant's consent where the amendment, will impair the participant's rights under an award, unless the award agreement expressly so provides.

The Board, subject to the Listing Rules and having first consulted the Remuneration and Nomination Committee, may at any time suspend or terminate the Plan in which event no new awards will be granted, but existing awards will remain in effect.

Listing Rules

The Plan and awards made under it are always subject to the Listing Rules and applicable law.

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



All Correspondence to:

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

FINEOS CORPORATION HOLDINGS PLC ANNUAL GENERAL MEETING

YOUR VOTE IS IMPORTANT

For your vote to be effective it must be recorded **before 8:00 a.m. (GMT) / 7:00 p.m. on Thursday, 4 November 2021.**

TO VOTE ONLINE

BY SMARTPHONE

STEP 1: VISIT <https://www.votingonline.com.au/fclagm2021>

STEP 2: Enter your Postcode OR Country of Residence (if outside Australia)

STEP 3: Enter your Voting Access Code (VAC):



Scan QR Code using smartphone
QR Reader App

COMPLETING THE CDI VOTING INSTRUCTION FORM

STEP 1 HOW TO VOTE ON ITEMS OF BUSINESS

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

STEP 2 SIGN THE FORM

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

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

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

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

STEP 3 LODGEMENT

This form (and any Power of Attorney under which it is signed) must be received no later than **8:00 a.m. (GMT) / 7:00 p.m. on Thursday, 4 November 2021.** Any form received after that time will not be valid for the scheduled meeting.

Forms may be lodged:

- By Fax** + 61 2 9290 9655
- By Mail** Boardroom Pty Limited
GPO Box 3993,
Sydney NSW 2001 Australia
- In Person** Boardroom Pty Limited
Level 12, 225 George Street,
Sydney NSW 2000 Australia
- Online** www.votingonline.com.au/fclagm2021

Comments and Questions

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

Turn over to complete the form

☐**Your Address**

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

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

CDI VOTING INSTRUCTION FORM**STEP 1 CHESS DEPOSITARY NOMINEES WILL VOTE AS DIRECTED****Voting Instructions to CHESS Depositary Nominees Pty Ltd**

I/We being a holder of CHESS Depositary Interests of the above Company hereby direct CHESS Depositary Nominees Pty Ltd to vote the shares underlying my/our holding at the **Annual General Meeting of FINEOS Corporation Holdings plc** to be held Virtually via Webcast, on **9 November 2021 commencing at 8:00 a.m. (GMT) / 7:00 p.m. (AEDT)**, and at any adjournment of that meeting.

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

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

or the Chairman in the event the nominated proxy does not attend the AGM, as proxy to vote the shares underlying your CDIs on behalf of CDN in person at the AGM.

STEP 2 VOTING DIRECTIONS

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

		For	Against	Abstain*
Item 2	Auditor Remuneration	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 3.1	Re-election of Dr Martin Fahy as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 3.2	Re-election of Mr David Hollander as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 4	Approval of FINEOS 2019 Equity Incentive Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 5.1	Approval to issue and allot Securities	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 5.2	Approval to Disapply Pre-emption Rights	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 6	Ratification of Issue of Securities	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

STEP 3 SIGNATURE OF SECURITY HOLDERS

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

Individual or Security holder 1

Sole Director and Sole Company Secretary

Security holder 2

Director

Security holder 3

Director / Company Secretary

Contact Name.....

Contact Daytime Telephone.....

Date / / 2021