FINEOS Corporation Holdings PLC Audit & Risk Management Committee Charter

21 July 2026

Audit & Risk Management Committee Charter

FINEOS Corporation Holdings PLC (ARBN 633 278 430) (the Company)

1. Introduction

1.1 Purpose of Charter

This is the Charter of the Audit & Risk Management Committee established by the Board of the Company (the **Charter**). The Charter governs the operations of the Audit & Risk Management Committee. It sets out the Committee's role and responsibilities, composition, structure and membership requirements.

1.2 Purpose of Committee

The Audit and Risk Committee (Committee) assists the Board in overseeing the integrity of the Company's financial reporting and risk management framework.

The Committee is responsible for:

(a) reviewing the integrity of the Company's financial reports and related disclosures;

(b) overseeing the appointment, compensation, independence, and performance of the external auditors including reviewing audit plans, audit results and their accounting judgments;

(c) reviewing the effectiveness of the Company's internal financial controls;

(d) overseeing material financial, and non-financial risks (e.g., cyber, technology, operational, ESG, compliance, etc) including agreeing and reviewing the Company's risk management framework to ensure it is sound, aligned with the Board's defined risk appetite, and delivers reporting that meets the Board's expectations;

(e) monitoring compliance with legal and regulatory requirements; and

(f) ensuring appropriate arrangements are in place for employees and others to raise concerns under the Company's Whistleblower policy.

2. Membership

2.1 Composition of committee

The Committee will:

(a) comprise only of members of the Board of Directors (**Directors**) and members will be appointed and removed by the Board;

(b) be of sufficient size, independence and technical expertise to discharge its mandate effectively;

(c) consist of:

(i) at least three members;

(ii) only non-executive directors;

(iii) a majority of independent[1] directors (**Independent Directors**); and

(iv) an independent[2] Chair, who will be nominated by the Board from time to time, but who will not be the Chair of the Board;

(d) comprise members who are financially literate (as in, members who are able to read and understand financial statements); and

(e) include at least one member who has accounting and/or related financial management expertise (as in, a member who is a qualified accountant or other financial professional with experience in financial and accounting matters) and some members who have an understanding of the industries in which the Company operates.

2.2 Ceasing to be a member of the committee

A person will cease to be a member of the Committee if:

(a) the person gives reasonable notice in writing to the Committee Chair of the person's resignation as a member of the Committee;

(b) the Committee Chair gives the person notice in writing that the person is to cease to be a member of the Committee; or

(c) the person ceases to be a Director, in which case the person automatically ceases to be a member of the Committee.

2.3 Secretary

(a) The Committee will have a secretary, who is to be the Company Secretary or such other person as nominated by the Board (**Committee Secretary**).

(b) The Committee Secretary will attend all Committee meetings.

(c) The Committee Secretary, in conjunction with the Chair of the Committee, must prepare an agenda to be circulated to each Committee member at least 2 full working days prior to each meeting of the Committee.

(d) The Committee Secretary will distribute a meeting timetable for each forthcoming calendar year.

3. Meetings & authority of committee

3.1 Meetings

(a) The Committee will meet often enough to undertake its role effectively, being at least four times each calendar year.

(b) At the Committee's discretion they may meet in private session with external auditors without management present no more frequently than annually to assess management's effectiveness.

[1] Refer to the meaning of independent as discussed in the Corporate Governance Principles and Recommendations (4th edition) of the ASX Corporate Governance Council and outlined in Schedule 1.

[2] See note 1

(c) The quorum for any meeting will be 2 members.

(d) Special meetings may be convened as required. The Chair will call a meeting of the Committee if requested to do so by any member of the Committee, by the external statutory auditors or by the Chair of the Board.

(e) The Committee may invite such other persons (for example, staff, Managing Director/CEO, CFO, external parties) to its meetings, as it deems necessary, whether on a permanent or ad hoc basis.

(f) The proceedings of all meetings will be minuted and these will be made available to the Board after each Committee meeting.

3.2 Authority

The Board authorises the Committee, within the scope of its responsibilities, to:

(a) investigate any matter brought to its attention, with full access to all books, records and facilities of the Company;

(b) seek any information it requires from an employee (and all employees are directed to co-operate with any request made by the Committee) or external parties;

(c) obtain outside accounting, legal, insurance, compliance, risk management or other professional advice as it determines necessary to carry out its duties;

(d) make recommendations to the Board regarding appointment/removal of external auditors and approval of their remuneration and engagement terms (required under Irish Companies Act);

(e) oversee the effectiveness of internal controls over financial reporting;

(f) review and approve non-audit services provided by the external auditor to safeguard independence;

(g) ensure the attendance of Company officers at meetings as it deems appropriate; and

(h) monitor whether management is operating within the risk appetite set by the Board; and where circumstances indicate the Company may need to operate outside that risk appetite, ensure the matter is escalated promptly to the Board for consideration/decision.

4. Duties and responsibilities

4.1 Understanding the Company's Business

The Committee will ensure it understands the Company's structure, business and controls to ensure that it can adequately assess the significant risks faced by the Company.

4.2 Financial Reporting

The Committee's primary financial reporting responsibility is to oversee the Company's financial reporting process on behalf of the Board and to report the results of its activities to the Board. The Committee will:

(a) review the Company's financial statements to determine whether they reflect the understanding of the Committee of, and otherwise provide a true and fair view of,

the financial position and performance of the Company and other group entities and make any necessary recommendations to the Board;

(b) review significant accounting policies adopted by the Company to ensure compliance with IFRS and generally accepted accounting principles;

(c) ensure that before the Board approves the Company's financial statements for a financial period, that the Board and the Committee first receive from the CEO and the CFO a declaration that, in their opinion, the financial records of the Company and its controlled entities have been properly maintained and that the financial statements comply with the applicable accounting standards and give a true and fair view of the financial position and performance of the Company and its controlled entities and that the opinion has been formed on the basis of a sound system of risk management and internal control which is operating effectively;

(d) consider financial matters relevant to half-yearly reporting in a timely manner; and

(e) review other financial information distributed externally as required.

4.3 External Auditor Oversight

The Committee will:

(a) Pre-approve audit and non-audit services provided by external statutory auditors, and:

(i) will not engage the external statutory auditors to perform any non-audit/assurance services that may impair or appear to impair the external statutory auditor's judgement or independence in respect of the Company.

(ii) may delegate pre-approval authority to a member of the Committee. The decisions of any Committee member to whom pre-approval authority is delegated must be presented to the full Committee at its next scheduled meeting.

(b) Agree the appointment of the external statutory auditors and the scope of external statutory audit. In turn, it will:

(i) make recommendations to the Board on the appointment, reappointment or removal and replacement, remuneration (for audit and non-audit work) and monitoring of the effectiveness and independence of the external statutory auditors and resolution of disagreements between management and the auditor regarding financial reporting[3];

(ii) consider the rotation of the audit engagement partner of the external statutory auditors;

(iii) consider the scope and adequacy of the external statutory audit;

(iv) discuss with the external statutory auditors the overall scope of the external statutory audit, including identified risk areas and any additional agreed-upon procedures;

[3] When recommending the appointment of an auditor or assessing potential and continuing auditors, directors and members of the Audit & Risk Management Committee will have regard to best practices, including guidance outlined in ASIC's March 2014 paper on Audit quality: The role of directors and audit committees (ASIC Information Sheet 196)

(v) adopt and disclose (for example in its corporate report, the governance disclosures in its annual report or on its website) its process to verify the integrity of any periodic corporate report it releases to the market that is not audited or reviewed by an external statutory auditor; and

(vi) ensure that the terms of appointment of the external statutory auditors includes a requirement to attend (including via telephone or videoconference) the annual general meeting (**AGM**) of the security holders of the Company and that they are available at the AGM to answer any questions from security holders relevant to the audit.

(c) Assess the external audit:

(i) to monitor the independence and performance of the external statutory auditor[4], including a review of any relationships with the Company or any other entity that may impair or appear to impair the external statutory auditor's judgement or independence in respect of the Company; and, a review of any appointments of the external statutory auditor to provide non-audit services and whether those appointments may impair or appear to impair the external statutory auditor's judgement or independence in respect of the Company.

(ii) incorporating an annual statement for inclusion in the Company's annual report as to whether the Committee is satisfied the provision of non-audit services is compatible with external statutory auditor independence.

4.4 Assessment of accounting, financial and internal controls

(a) Periodically, the Committee will meet separately with management and the external statutory auditors to discuss:

(i) the adequacy and effectiveness of the accounting and financial controls including, but not limited to, the Company's policies and procedures to assess, monitor, and manage business risk and legal and ethical compliance programs;

(ii) the appropriateness of the accounting judgements and choices exercised by management in preparing the Company's financial statements;

(iii) issues and concerns warranting Committee attention, including but not limited to their assessments of the effectiveness of internal controls and the process for improvement;

(iv) possibility to meet privately with the members of the Committee. The Committee will review any audit problems or difficulties regarding management's response with the external statutory auditor;

(v) assurances on regular reports from the external statutory auditor on the critical policies and practices of the Company, and all alternative treatments of financial information within generally accepted accounting principles that have been discussed with management.

[4] When recommending the appointment of an auditor or assessing potential and continuing auditors, directors and members of the Audit & Risk Management Committee will have regard to best practices, including guidance outlined in ASIC's March 2014 paper on Audit quality: The role of directors and audit committees (ASIC Information Sheet 196)

(b) The Company does not have a formal internal audit function consequently:

(i) The Company will disclose that fact in its corporate governance statement and the processes the Company employs for evaluating and continually improving the effectiveness of its governance, risk management and internal control processes;

(ii) the Committee will review annually the processes referred to above; and

(iii) the Committee will review periodically whether there is a need for an internal audit function.

4.5 Oversight of risk management framework

(a) The Committee's primary risk management responsibility is to review the Company's risk management framework annually to assess whether it is sound and is operating in accordance with the nature and extent of the acceptable levels of risk determined by the Board and report to the Board on the results of those assessments.

(b) The Committee will review and make recommendations to the Board regarding:

(i) the adequacy of the Company's processes for managing risk, including whether management is operating with due regard to the risk appetite set by the Board, and whether the Company is adequately addressing contemporary and emerging risks such as conduct risk[5], digital disruption, cyber-security, privacy and data breaches, sustainability, environmental, social and governance issues and climate change;

(ii) changes that could be made to the Company's processes for managing risk or to the risk appetite set by the Board;

(iii) any material incidents involving fraud, break-downs of the Company's risk controls, contraventions of the Company's Whistleblower and anti-Bribery and Corruption policies and material breaches of the Company's Code of Conduct or other failure of the Company's internal controls, and the relevant "lessons learned";

(iv) new and emerging sources of risk and the risk controls that management has put in place to deal with those risks;

(v) whether the Company has any material exposure to environmental and social risks, and how those risks should be managed; and

(vi) the Company's insurance program, having regard to the business of the Company and its controlled entities and the insurable risks associated with the business.

(vii) the outcomes of the annual review in sufficient time to support the Company's Disclosure for each reporting period under Recommendation 7.2(b)

[5] As stated in the report of APRA's Prudential Inquiry into the Commonwealth Bank of Australia (1 May 2018) at page 7: "Conduct risk is 'the risk of inappropriate, unethical or unlawful behaviour on the part of an organisation's management or employees.' At its simplest, conduct risk management goes beyond what is strictly allowed under law and regulation ('can we do it?') to consider whether an action is appropriate or ethical ('should we do it?')."; Also refer to Australian Securities and Investments Commission, Market Supervision Update Issue 57 – Conduct Risk, March 2015.

4.6 Compliance with Laws and Regulations

The Committee will:

(a) gain an understanding of the current areas of greatest compliance risk (financial and non-financial) and review these areas on a regular basis;

(b) obtain regular updates from management, the Company's legal counsel, auditors and any external parties as it thinks fit regarding audit, risk management and compliance matters and regularly review existing compliance systems and consider any deficiencies in compliance risk measures;

(c) review any legal matters which could significantly impact the Company's compliance and risk management systems, and any significant compliance and reporting issues, including any recent internal regulatory compliance reviews and reports;

(d) review the effectiveness of the compliance function at least annually, including the system for monitoring compliance with laws and regulations and the results of management's investigations and follow-ups (including disciplinary action) of any fraudulent acts or non-compliance;

(e) be satisfied that all regulatory compliance matters have been considered in the preparation of the Company's official documents; and

(f) review the findings of any examinations by regulatory agencies and oversee all liaison activities with regulators.

4.7 Review of media releases, announcements and complaints

The Committee will:

(a) regularly review the operation of the Company's Continuous Disclosure Policy and Communications Policy and assess whether any changes are required;

(b) review the appropriateness of processes management has in place to ensure that the information and representations contained in all representation letters signed by management are complete;

(c) establish procedures for the receipt, retention, and treatment of complaints or material incidents received by the Company regarding accounting, internal accounting controls, or auditing matters, and the confidential, anonymous submission by employees of the Company of concerns regarding questionable accounting or auditing matters;

(d) review corporate legal reports of evidence of a material violation of the Companies Act 2014, the ASX Listing Rules, the Company's Code of Conduct and Anti-Bribery and Corruption Policy or breaches of officers' fiduciary duties; and

(e) receive copies of any reports compiled by whistleblower protection officers in respect of any whistleblowing complaints (in accordance with anonymity and confidentiality requirements).

5. Reporting to the Board

(a) The Committee will regularly report to the Board on all matters relevant to the Committee's role and responsibilities.

(b) The Chair will report and, as appropriate, make recommendations to the Board after each meeting of the Committee on matters dealt with by the Committee.

(c) As and when appropriate, the Committee will seek direction and guidance from the Board on audit, risk management and compliance matters.

(d) The Committee will ensure that the Board is made aware of audit, financial reporting, internal control, risk management and compliance matters which may significantly impact upon the Company, in a timely manner.

(e) The Committee will assist the Board in ensuring the Company's Corporate Governance Statement/Annual Report includes the disclosures required under ASX CGPR Recommendations 4.1 and 7.1 (as applicable), including the Committee charter, membership, relevant qualifications/experience (audit), and meeting frequency/attendance

6. Committee performance

(a) The Committee will perform an evaluation of its performance at least once each calendar year to determine whether it is functioning effectively by reference to this Charter and current best practice.

(b) The Board will evaluate the performance of the Committee as appropriate.

7. Other matters

7.1 Amendment of Charter

This Charter can only be amended with the approval of the Board.

7.2 Adoption of Charter and periodic review

This Charter was adopted by the Board on the date on the front cover of this Charter, and takes effect from that date and replaces any previous charter in this regard.

The Committee must review and reassess this Charter and the Risk Management Policy at least once each calendar year and, on each occasion, obtain the approval of the Board to any amendments to the Charter or Risk Management Policy. The Board will also review this Charter and the Risk Management Policy periodically.

The Company Secretary will communicate any amendments to employees as appropriate.

Charter history:

Adopted:	26 July 2019
Reviewed and Amended:	08 April 2020
Reviewed and Amended:	12 August 2026

Schedule 1 - Independence as defined by the ASX Corporate Governance Council in their Corporate Governance Principles and Recommendations (4th edition)

A director of a listed entity should only be characterised and described as an independent director if he or she is free of any interest, position or relationship that might influence, or reasonably be perceived to influence, in a material respect their capacity to bring an independent judgement to bear on issues before the board and to act in the best interests of the entity as a whole rather than in the interests of an individual security holder or other party.

The ASX Corporate Governance Principles and Recommendations (4th edition) provide certain examples for assessing the independence of directors and outline relationships which may affect independent status. They provide that when determining the independent status of a director the board should consider whether the director:

1. is, or has been, employed in an executive capacity by the entity or any of its child entities and there has not been a period of at least three years between ceasing such employment and serving on the board;

2. receives performance-based remuneration (including options or performance rights) from, or participates in an employee incentive scheme of, the entity;

3. is, or has been within the last three years, in a material business relationship (e.g. as a supplier, professional adviser, consultant or customer) with the entity or any of its child entities, or is an officer of, or otherwise associated with, someone with such a relationship;

4. is, represents, or is or has been within the last three years an officer or employee of, or professional adviser to, a substantial holder;

5. has close personal ties with any person who falls within any of the categories described above; or

6. has been a director of the entity for such a period that their independence from management and substantial holders may have been compromised.

Where a director falls within one or more of these examples, the board should rule the director not to be independent unless it is clear that the interest, position or relationship in question is not material and will not interfere with the director’s capacity to bring an independent judgement to bear on issues before the board and to act in the best interests of the entity as a whole rather than in the interests of an individual security holder or other party.