FINEOS Corporation Holdings PLC Remuneration & Nomination Committee Charter

24 February 2026

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

1.2 Role of Committee

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

(a) the Company's remuneration policy, including as it applies to members of the Board of Directors (**Directors**) and the process by which any pool of Directors' fees approved by shareholders is allocated to Directors;

(b) Board succession planning;

(c) the appointment and re-election of people as members of the Board and its committees;

(d) the induction of Directors and continuing professional development programs for Directors;

(e) remuneration packages of senior executives, non-executive Directors and executive Directors, equity-based incentive plans and other employee benefit programs;

(f) the Company's superannuation arrangements;

(g) the Company's recruitment, retention and termination policies;

(h) succession plans for the Chief Executive Officer, senior executives and executive Directors;

(i) the process for the evaluation of the performance of the Board, its committees and individual Directors;

(j) the review of the performance of senior executives, which should take place at least once every reporting period;

(k) the review of the Board, its committees and individual Directors, which should take place at least annually;

(l) those aspects of the Company's remuneration policies and packages, including equity-based incentives, which should be subject to shareholder approval; and

(m) the process for recruiting new Directors, including evaluating the balance of skills, knowledge, experience, independence and diversity on the Board and, in the light of this evaluation, preparing a description of the role and capabilities required for a particular appointment;

(n) the Board's 'skills matrix' and any gaps in the collective skills of the Board members;

(o) based on periodic reviews, whether there is a need for existing Directors to undertake professional development to maintain and improve the skills and knowledge needed to perform their roles as directors effectively; and

(p) the size and composition of the Board and strategies to address Board diversity and the Company's performance in respect of the Company's Diversity Policy, including whether there is any gender or other inappropriate bias in remuneration for Directors, senior executives or other employees.

2. Membership

2.1 Composition of Committee

The Committee will:

(a) be comprised only of 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) Where the Company is included in the S&P/ASX 300 Index at the beginning of a financial year, the Company will maintain a remuneration committee comprised solely of non-executive directors for that financial year.

(iv) a majority of independent[1] Directors (**Independent Directors**);

(d) be chaired by an independent director (who may be the Chair of the Board only if the Chair is an independent director);

(e) if the Committee Chair is also the chair of the Board, then a separate Committee Chair will be appointed to chair any discussions by the Committee involving succession planning for the role of chair of the Board; and

(f) include at least one member who has expertise in remuneration.

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;

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

(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 and prepare and maintain meeting minutes

(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 as often as necessary to undertake its role effectively, but must meet at least twice a year.

(b) The Chair of the Committee must call a meeting of the Committee if so requested by any Committee member, the Board, the Managing Director / Chief Executive Officer or the Company Secretary.

(c) The Committee may invite other persons, including internal specialists or external advisers, to attend meetings if considered appropriate by the Chair of the Committee. Any Director may attend and speak at a Committee meeting.

(d) The quorum necessary for a meeting of the Committee will be 2 members, of whom at least one must be an Independent Director.

(e) Committee meetings may be held other than in person, by any technological means agreed by all members of the Committee, including by way of standing consent.

3.2 Authority

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

(a) investigate any matter within the ambit of the role of the Committee as described in paragraph 1.2, which is brought to its attention and utilise the resources it needs to do so, with full access to all Company books, records and facilities and access to external professional advice as required;

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

(c) obtain external professional advice as it determines necessary to carry out its duties; and

(d) ensure the attendance of Company officers at meetings as it deems appropriate.

4. Duties and responsibilities

4.1 Understanding the Company's Business

The Committee must ensure it understands the Company's structure, business and controls to ensure that it can adequately assess the significant risks faced by the Company to the extent relevant to succession planning and remuneration.

4.2 Reporting

(a) The Chair of the Committee must report the findings and recommendations of the Committee to the next Board meeting following each meeting of the Committee.

(b) The minutes of all Committee meetings will be circulated to members of the Board by the Committee Secretary.

(c) The Chair of the Committee must submit an annual report to the Board summarising the Committee's activities during the year and the Committee's significant results and findings.

(i) The Committee will review the following and recommend to the Board for approval:the details to be published in the Company's Annual Report or any other statutory report or document with respect to the activities and responsibilities of the Committee; and

(ii) any statement on the Company's remuneration policy and executive compensation disclosures that may be required by law or other regulatory requirements (including any such statement to be included in the Company's Annual Report).

(iii) the information required to be disclosed under Recommendations 2.1 and 8.1 ASX Corporate Governance Principles and Recommendations 4th edition, (including publication of this Charter, committee membership, and the number of meetings held and attendance by each member).

4.3 Specific responsibilities

In addition to any other matters which may be delegated to the Committee by the Board (including special investigations), the Committee is responsible for:

Remuneration of senior executives and executive Directors

(a) regularly reviewing and making recommendations to the Board with respect to an appropriate remuneration policy including retirement benefits and termination payments (if any) for senior executives and executive Directors, ensuring that such policy;

(b) ensuring that no Director or senior executive is involved in deciding their own remuneration

(i) enables the Company to attract, retain and motivate employees with appropriate skills, expertise and experience;

(ii) motivates senior executives and executive Directors to pursue the long-term growth and success of the Company without rewarding conduct contrary to the Company's values or risk appetite;

(iii) demonstrates a clear relationship between performance and remuneration; and

(iv) has regard to prevailing market conditions;

(c) regularly reviewing and making recommendations to the Board regarding the remuneration packages of senior executives and executive Directors, including (as appropriate) fixed, performance-based and equity-based remuneration, reflecting short- and long-term performance objectives appropriate to the Company's circumstances and goals and ensuring that mechanisms are in place to ensure that equity-based remuneration does not lead to short-termism or the taking of undue risks by senior executives;

(d) making recommendations to the Board with respect to the quantum of short-term incentives (if any) to be paid to senior executives;

Remuneration of non-executive Directors

(e) making recommendations as to the structure of remuneration for non-executive Directors;

(f) ensuring that fees paid to non-executive Directors are within the aggregate amount approved by shareholders and making recommendations to the Board with respect to the need for increases to this aggregate amount at the Company's annual general meeting (**AGM**);

Employee benefits and other policies

(g) reviewing and overseeing the implementation, administration and operation of equity-based incentive plans and other employee benefit programs;

(h) overseeing the Company's policy on whether participants in equity-based remuneration schemes are permitted to enter into transactions that limit the economic risk of participating in the scheme (e.g., hedging), and recommending related disclosures;

(i) regularly reviewing the Company's recruitment, retention and termination policies;

Superannuation

(j) regularly reviewing and providing advice to the Board in relation to the Company's superannuation arrangements;

Senior executives and executive Directors succession

(k) reviewing succession plans for senior executives and executive Directors on a regular basis, to maintain an appropriate balance of skills, experience and expertise in the management of the Company and providing advice to the Board accordingly;

Board succession

(l) reviewing Board succession plans on a regular basis, to maintain an appropriate balance of skills, knowledge, experience, independence, diversity and expertise on the Board and providing advice to the Board accordingly;

New Directors

(m) developing policy and procedures and processes for the selection and appointment of Directors;

(n) identifying individuals who may be qualified to become Directors, having regard to such factors as the Committee considers appropriate, including judgment, skill, diversity, experience with business and other organisations of a comparable size, the interplay of the candidate's experience with the experience of other Board members, the extent to which the candidate would be a desirable addition to the Board and any Board Committee, and the Corporate Governance Principles and Recommendations (4th edition) of the ASX Corporate Governance Council and any revisions thereto (the **Guidelines**);

(o) ensuring that an effective orientation program for new Directors is in place, and regularly reviewing its effectiveness;

Board Committees

(p) identifying Directors qualified to fill vacancies on Board committees and making recommendations to the Board accordingly, having regard to such factors as the Committee considers appropriate, including the terms of reference of the particular Board committee, the Director's experience, the interplay of the Director's experience with the experience of other Committee members and the Guidelines;

Performance

(q) developing or arranging a program for inducting new Directors;

(r) periodically identifying any gaps in the collective skills of the Board that should be addressed and reviewing the need for existing Directors to undertake professional development to maintain the skills and knowledge needed to perform their role as directors effectively;[2]

(s) in conjunction or collaboration with the Board, developing procedures for the annual evaluation of the performance of the Board, each Board Committee and individual Directors, evaluating their performance against the requirements of the Board Charter, this Charter, other relevant Board Committee Charters and the reasonable expectations of individual Directors and including an assessment of whether each Director has devoted sufficient time to their duties;

Senior executives and executive Directors

(t) developing and implementing a process for identifying, assessing and enhancing competencies of senior executives and executive Directors;

(u) ensuring that the performance of each senior executive and executive Director is evaluated at least once every reporting period;

Board

(v) considering and articulating the time needed to fulfil the role of Chair of the Board and non-executive Director;

(w) developing and implementing a plan for identifying, assessing and enhancing Director competencies;

[2] Principle 2.6 of the Corporate Governance Principles and Recommendations (4th edition) of the ASX Corporate Governance Council provides guidance as to what the induction programs should cover.

Shareholder approval

(x) considering those aspects of the Company's remuneration policies and packages, including equity-based incentives, which should be subject to shareholder approval and making recommendations to the Board accordingly;

Size and composition of the Board

(y) regularly reviewing the size and composition of the Board and making recommendations to the Board with regard to any appropriate changes;

(z) providing advice to the Board with respect to the necessary and desirable competencies of Directors;

(aa) making recommendations to the Board for the appointment and removal of Directors;

(bb) in a timely manner, making recommendations to the Board whether or not Directors, whose term of office is expiring, should be proposed for re-election at the Company's next AGM;

Diversity

(cc) developing measurable objectives to achieve gender diversity in the composition of the Board, senior executives and workforce generally in accordance with the Company's Diversity Policy, and having regard to the Guidelines;

(dd) monitoring, reviewing and reporting to the Board on the Company's performance in respect of gender diversity in accordance with the Company's Diversity Policy;

(ee) reviewing the Company's Diversity Policy at least annually to assess the effectiveness of the policy and making recommendations to the Board as to any strategies required to address Board diversity; and

(ff) reviewing and making recommendations to the Board on remuneration by gender.

The Committee will have no executive powers with regard to its findings and recommendations.

4.4 Other matters

(a) The Committee is authorised to engage, at the Company's expense, outside legal or other professional advice or assistance on any matters within its terms of reference.

(b) The Committee is authorised to seek any information it requires from any officer or employee of the Company and such officers or employees will be instructed by the Board of the Company to respond to such enquiries.

(c) The Committee may, in its discretion, delegate all or some of its responsibilities to a sub-committee.

4.5 Committee performance assessment

(a) The Committee will perform an evaluation of its performance at least annually, to determine whether it is functioning effectively by reference to current best practice.

(b) The Board will evaluate the performance of the Committee at least annually.

5. Other matters

5.1 Amendment of Charter

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

5.2 Adoption of Charter and periodic review

This Charter was adopted by the Board on the date on the front page 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 at least annually and, if required, make recommendations to the Board in respect of any amendments to the Charter. The Board will also review this Charter periodically. The Company Secretary will communicate any amendments to employees as appropriate.

Charter History:

Adopted: 26 July 2019

Reviewed and Adopted: 13 November 2019

Reviewed and Adopted: 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 (eg 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.