

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 adviser 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 adviser.

If you sell or have sold or otherwise transferred all your shares in FINEOS Corporation Holdings plc (or CHESS Depository Interests representing such shares (**CDIs**)), please forward this document and the accompanying Form of Proxy and 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 shares or CDIs, please contact immediately your stockbroker, bank or other agent through whom the sale or transfer was effected.



FINEOS Corporation Holdings plc

(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 of Annual General Meeting

**Annual General Meeting
16 December 2019 at 8.00 a.m. GMT (7.00 p.m. AEDT)
at FINEOS House, East Point Business Park, Dublin 3, Ireland**

***[CDI Holders based in Australia are invited to attend the offices of Clayton Utz,
Level 15, 1 Bligh Street, Sydney 2000, NSW, where proceedings will be
screened via video link]***

The Company's annual report is available to view online at:

<https://www.fineos.com/investors/>

Notice of the Annual General Meeting of FINEOS Corporation Holdings plc to be held at FINEOS House, East Point Business Park, Dublin 3, Ireland on 16 December 2019 at 8.00 a.m. is set out at pages 10 to 12 of this document. This document should be read as a whole.

Your attention is drawn to the letter from Ms Anne O'Driscoll, Chairman of FINEOS Corporation Holdings plc, on pages 4 to 9 of this document, which contains a unanimous recommendation from the Board that you vote in favour of each of the resolutions to be proposed at the Annual General Meeting.

Shareholders and CDI holders will also find enclosed with this document a Form of Proxy (for shareholders) or a Voting Instruction Form (for CDI holders) for the Annual General Meeting.

To be valid, the enclosed Form of Proxy should be completed and returned as soon as possible and, in any event, so as to be received at the Company's registered office, FINEOS House, Eastpoint Business Park, Dublin 3, D03 FT97, Ireland, by no later than 8.00 a.m. GMT (7.00 p.m. AEDT) on 14 December 2019.

Alternatively, you may appoint a proxy electronically by completing the online voting form at www.votingonline.com.au/fclagm2019 by not later than 8.00 a.m. GMT (7.00 p.m. AEDT) on 14 December 2019. The Voting Instruction Form must be returned so as to be received by or on behalf of the Company, not later than 8.00 a.m. GMT (7.00 p.m. AEDT) on 12 December 2019.

Completion and return of a Form of Proxy will not preclude shareholders from attending and voting at the Annual General Meeting should they so wish.

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Directors

Anne O'Driscoll, Chairman*
Michael Kelly, CEO
Gilles Biscay*
Dr Martin Fahy*
David Hollander*
Peter Le Beau, MBE*
Tom Wall, CFO and Company Secretary

Vanessa Chidrawi, Company Secretary

**Denotes non-executive*

Registered Office

FINEOS House
Eastpoint Business Park
Dublin 3
D03 FT97
Ireland

Chairman's Letter to Members

19 November 2019

To all holders of shares or CDIs

Dear Investor

On behalf of the Board, I am pleased to invite you to the 2019 Annual General Meeting (**AGM**) of FINEOS Corporation Holdings plc (the **Company**). This meeting will be held on 16 December 2019 at 8.00 a.m. GMT (7.00 p.m. AEDT) at FINEOS House, East Point Business Park, Dublin 3, Ireland. Enclosed with this document are a Form of Proxy and Voting Instruction Form. I hope that you will be able to attend this meeting.

Business to be conducted at Annual General Meeting

The resolutions that you are being asked to vote on at the Annual General Meeting are set out in the Notice of Annual General Meeting on pages 10 to 12 of this document.

Resolution 1

Resolution 1 relates to receiving and considering the Annual Report and financial statements of the Company for the year ended 30 June 2019, together with the reports of the Directors and Auditors thereon and reviewing the affairs of the Company. The Annual Report may be viewed on the Company's website at: <https://www.fineos.com/document/annual-report-2019/>.

Resolution 2

Section 383 of the Irish Companies Act 2014 provides for the automatic re-appointment of the auditor of an Irish company at a company's annual general meeting unless the auditor has given notice in writing of his unwillingness to be re-appointed or a resolution has been passed at that meeting appointing someone else or providing expressly that the incumbent auditor shall not be re-appointed.

Mazars, the Company's auditors, are willing to continue in office. However, the Directors believe this resolution gives the shareholders an opportunity to have a say on the continuation in office of Mazars, and have included this resolution, which is an advisory non-binding resolution, for this purpose.

Resolution 3

Resolution 3 authorises the Directors to determine the remuneration of the Company's Auditors.

Resolutions 4 to 9

Resolutions 4 to 9 seeks the re-election of six directors who were appointed by the Board of Directors (**Board**) as additional directors in accordance with the Company's Articles of Association.

The Board regularly reviews the performance of Directors and is satisfied that all Directors proposed for re-appointment continue to perform effectively and demonstrate commitment to their respective roles, and their continued engagement as Directors provides stability and continuity in the oversight and governance of the Company in this phase of its growth.

Resolution 4

Resolution 4 seeks the re-election of Ms Anne O'Driscoll who was appointed by the Board as an additional director in accordance with the Articles of Association of the Company and holds office until the annual general meeting following her appointment. Being eligible for re-election, Ms O'Driscoll offers herself for re-election at this year's AGM.

Based in Sydney, Ms O'Driscoll has over 35 years' business experience across a broad spectrum of the insurance industry. Ms O'Driscoll is currently on the boards of ASX-listed companies, Steadfast Group Limited and Infomedia Limited, as well as non-listed companies, MDA National Insurance Pty Limited and Commonwealth Insurance Limited. Ms O'Driscoll chairs the audit committee for each of these boards.

Ms O'Driscoll has held various other senior management roles within organisations such as Insurance Australia Group Limited and NRMA Group, as well as being the CFO of Genworth Australia between 2009 and 2012. She is also a former director of the NSW Self-Insurance Corporation and Australasian Investor Relations Association Limited.

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

Resolution 4 is asking members to re-appoint Ms O'Driscoll.

Resolution 5

Resolution 5 seeks the re-election of Mr Gilles Biscay who was appointed by the Board as an additional director in accordance with the Articles of Association of the Company and holds office until the annual general meeting following his appointment. Being eligible for re-election, Mr Biscay offers himself for re-election at this year's AGM.

Based in Paris, Mr Biscay joined the board of Fineos Corporation Limited, the main operating entity of the FINEOS group, in 2014. Mr Biscay spent most of his career at Accenture, where he worked in multiple areas, including large system integration, post-merger implementations, case tools and enterprise resource planning software development.

In 2005, Mr Biscay was named as the managing director and global lead for Accenture portfolio in insurance systems. Under his leadership, Accenture's vertical software activities grew significantly, both organically and with new clients in countries such as Japan and Turkey, and externally with acquisitions such as NaviSys and Duck Creek, both software insurance providers.

Mr Biscay is also currently a founding partner and president of FuturWork SAS, a strategy consulting firm aimed at helping corporations manage digital transformations, and a non-executive independent director and board member of EUDONET SAS, a cloud-based CRM provider.

Resolution 5 is asking members to re-appoint Mr Biscay.

Resolution 6

Resolution 6 seeks the re-election of Dr Martin Fahy who was appointed by the Board as an additional director in accordance with the Articles of Association of the Company and holds office until the annual general meeting following his appointment. 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 was previously Chair of the Centre for Management and Organisational Studies Advisory Board. Dr Fahy is also a member of Chartered Accountants Australia and New Zealand.

Resolution 6 is asking members to re-appoint Dr Fahy.

Resolution 7

Resolution 7 seeks the re-election of Mr Peter Le Beau, MBE who was appointed by the Board as an additional director in accordance with the Articles of Association of the Company and holds office until the annual general meeting following his appointment. Being eligible for re-election, Mr Le Beau offers himself for re-election at this year's AGM.

Based in Kent, Mr Le Beau joined the board of Fineos Corporation Limited, the main operating entity of the FINEOS group, in 2010. Mr Le Beau has over 40 years' experience in the insurance industry and is recognised as one of Europe's prominent consultants in the life and health insurance industry.

Mr Le Beau is currently the Managing Director and founder of Le Beau Visage, a consulting company specialising in product design, innovation and differentiation, and is Chairman of The-Net-Work, a strategic discussion group comprising approximately 60 senior executives from the insurance industry.

Prior to this, Mr Le Beau held a number of senior management roles at Swiss Re, including as head of UK marketing between 1996 and 2001. Mr Le Beau has served on the Boards of Red Arc Assured, Exeter Family Friendly, Criterion and Permanent Insurance. In 2009, Mr Le Beau received an MBE (Most Excellent Order of the British Empire) for services to insurance and charity.

Resolution 7 is asking members to re-appoint Mr Le Beau.

Resolution 8

Resolution 8 seeks the re-election of Mr Tom Wall, who was appointed by the Board as an additional director in accordance with the Articles of Association of the Company and holds office until the annual general meeting following his appointment. Being eligible for re-election, Mr Wall offers himself for re-election at this year's AGM.

Based in Dublin, Mr Wall joined FINEOS in 2003 as Chief Financial Officer. Mr Wall has over 30 years' industry experience having worked in financial management with a number of global corporations across the IT, financial services, distribution, and manufacturing industries.

Prior to joining FINEOS, Mr Wall spent seven years at Oracle where he held various positions including as a Board Member and Finance Director of Oracle Ireland and Finance Director for Oracle EMEA Ltd. Mr Wall also gained expertise working across a number of financial and accounting roles at MFS Communications Ltd, Unisys World Trade Incorporated and Black & Decker Inc.

Mr Wall is currently a Fellow of the Chartered Management Accountants and a Chartered Global Management Accountant in Ireland.

Resolution 8 is asking members to re-appoint Mr Wall.

Resolution 9

Resolution 9 seeks the re-election of Mr David Hollander who was appointed by the Board as an additional director in accordance with the Articles of Association of the Company and holds office until the annual general meeting following his appointment. 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.

Resolution 9 is asking members to re-appoint Mr Hollander.

Resolution 10: Ordinary Resolution – Authority to Allot Shares

The Board was granted authority at an Extraordinary General Meeting held on 9 July 2019 (the **EGM**) 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. We are seeking to renew this authority at the forthcoming AGM.

Accordingly, Resolution 10 seeks to renew the Directors' authority to allot and issue new shares in the Company up to an aggregate nominal value equivalent to one third of the issued share capital of the Company on the date of this Notice of Annual General Meeting. 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 16

December 2020, whichever comes first, unless previously renewed, revoked or varied by the shareholders in a general meeting.

Resolution 11: Special Resolution - Disapplication of 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 EGM will expire at the upcoming annual general meeting of the Company. Resolution 11 will be proposed at the AGM to continue this exemption from Section 1022 of the Act until the earlier of the next Annual General Meeting of the Company or 16 December 2020, whichever comes first (unless the exemption is previously renewed, varied or revoked). This exemption is limited to (a) the allotment of equity shares in connection with offers by way of rights issue or other pre-emptive offers open for a fixed period to ordinary shareholders and/or persons having a right to subscribe for, or convert securities into, ordinary shares 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 per cent of the issued ordinary share capital of the Company as at the close of business on 15 November 2019.

Remote Participation

Members and CDI Holders who are not attending the AGM in Dublin in person can participate and follow proceedings remotely via video screening facilities, which will be provided at the offices of Clayton Utz, situated at:

**Level 15
1 Bligh Street
Sydney 2000, NSW.**

You will not be able to vote at the video screening but may ask questions. If you wish for your vote to count, you must follow the instructions set out below.

Recommendation

Your Board believes that Resolutions 1 to 11 to be proposed at the AGM are in the best interests of the Company and its shareholders as a whole. Accordingly, the Board recommends that you vote in favour of the resolutions as they intend to do in respect of all of the ordinary shares held or beneficially owned by them.

As Chairman, I shall vote all undirected proxies received, in favour of each resolution.

Meeting and how to vote

The AGM is being held in Ireland, in accordance with the Company's Articles of Association. All ordinary shareholders and, subject to the delivery of a validly completed Voting Instruction Form, all CDI holders, who cannot come to the meeting in person can still vote and all members are urged, regardless of the number of ordinary shares or CDIs that you own, to complete, sign and return their

- Voting Instruction Form by 8.00 a.m. GMT (7.00 p.m. AEDT) on 12 December 2019; or
- Proxy Form by 8.00 a.m. GMT (7.00 p.m. AEDT) on 14 December 2019.

Instructions relating to the submission of Proxy Forms and Voting Instruction Forms (including the manner in which ordinary shareholders and CDI holders may submit their proxy appointment and voting instructions electronically) are included in the notes section on pages 13 to 16 of this document.

I hope you will be able to participate at this year's AGM. Directions to the AGM venue in Ireland are available on our website (www.fineos.com) and the venue for the screening of proceedings via video link in Sydney, is set out above.

Yours sincerely

A handwritten signature in black ink, appearing to read "Anne O'Driscoll". The signature is written in a cursive, flowing style.

ANNE O'DRISCOLL
Chairman

**FINEOS Corporation Holdings plc
(the Company)**

NOTICE OF ANNUAL GENERAL MEETING

NOTICE is hereby given that the 2019 Annual General Meeting of the Company will be held at FINEOS House, East Point Business Park, Dublin 3, Ireland on 16 December 2019 at 8.00 a.m. GMT (7.00 p.m. AEDT) to consider and act upon the following matters:

1. To receive and consider the Annual Report and financial statements of the Company for the year ended 30 June 2019, together with the reports of the Directors and Auditors thereon and to review the Company's affairs.

Directors' Recommendation

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

2. To consider the continuation in office of Mazars as auditors of the Company until the conclusion of the next Annual General Meeting of the Company.

Directors' Recommendation

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

3. To authorise the Directors to fix the remuneration of the Auditors.

Directors' Recommendation

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

4. To re-elect Ms Anne O'Driscoll, being a Director who was appointed by the Board of Directors on 25 July 2019 and holds office until the annual general meeting following her appointment and, being eligible, offers herself for election.

Directors' Recommendation

The Board unanimously (Ms O'Driscoll not participating) supports the re-election of Ms O'Driscoll and recommends that shareholders vote in favour of this resolution.

5. To re-elect Mr Gilles Biscay, being a Director who was appointed by the Board of Directors on 25 June 2019 and holds office until the annual general meeting following his appointment and, being eligible, offers himself for election.

Directors' Recommendation

The Board unanimously (Mr Biscay not participating) supports the re-election of Mr Biscay and recommends that shareholders vote in favour of this resolution.

6. To re-elect Dr Martin Fahy, being a Director who was appointed by the Board of Directors on 25 July 2019 and holds office until the annual general meeting following his appointment and, being eligible, offers himself for election.

Directors' Recommendation

The Board unanimously (Dr Fahy not participating) supports the re-election of Dr Fahy and recommends that shareholders vote in favour of this resolution.

7. To re-elect Mr Peter Le Beau, MBE, being a Director who was appointed by the Board of Directors on 25 June 2019 and holds office until the annual general meeting following his appointment and, being eligible, offers himself for election.

Directors' Recommendation

The Board unanimously (Mr Le Beau not participating) supports the re-election of Mr Le Beau and recommends that shareholders vote in favour of this resolution.

8. To re-elect Mr Tom Wall, being a Director who was appointed by the Board of Directors on 25 June 2019 and holds office until the annual general meeting following his appointment and, being eligible, offers himself for election.

Directors' Recommendation

The Board unanimously (Mr Wall not participating) supports the re-election of Mr Wall and recommends that shareholders vote in favour of this resolution.

9. To re-elect Mr David Hollander, being a Director who was appointed by the Board of Directors on 14 October 2019 and holds office until the annual general meeting following his appointment and, being eligible, offers himself for election.

Directors' Recommendation

The Board unanimously (Mr Hollander not participating) supports the re-election of Mr Hollander and recommends that shareholders vote in favour of this resolution.

10. To consider and, if thought fit, pass the following resolution as an ordinary resolution:

"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 one-third of the issued 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 16 December 2020 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."

Directors' Recommendation

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

11. To consider and, if thought fit, pass the following resolution as a **special resolution**:

"That, 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 by Resolution 10 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 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 shareholders under the laws of, or the requirements of any regulatory body in, any territory; and

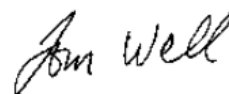
- (b) *the allotment of equity securities up to a maximum of 39,657,256 Ordinary Shares, representing approximately 15% of the entire issued ordinary share capital of the Company as at the close of business on 15 November 2019;*

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 16 December 2020, 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."

Directors' Recommendation

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

By Order of the Board



Tom Wall
Secretary

Registered Office
FINEOS House,
Eastpoint Business Park
Dublin 3, D03 FT97 Ireland

Date: 20 November 2019

NOTES TO AGM NOTICE

Notes 1 - 9 apply to persons who directly hold ordinary shares in the Company. Notes 10 - 13 apply to persons who hold CDIs. Notes 14 - 16 apply to both shareholders and CDI holders.

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 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 of Association of the Company, the Company hereby specifies that only those shareholders registered in the Register of Members at 8.00 a.m. GMT (7.00 p.m. AEDT) on 14 December 2019 (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 3, 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. If shareholders attend the meeting, they may vote in person even if they have returned a form of proxy, provided they have duly notified the Company of the revocation of the proxy.

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 www.votingonline.com.au/fclagm2019
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 show of hands unless a poll is duly demanded. The Chairman intends demanding a poll in respect of each resolution. Every holder of ordinary shares who is present in person or by proxy has one vote per share held.
7. If a poll is demanded pursuant to Article 62 of the Articles of Association, 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 in person 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 in person 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 in person or by proxy, to be passed.
9. In the case of joint holders, the vote of the senior holder who tenders a vote, whether in person 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 8.00 a.m. GMT (7.00 p.m. AEDT) on 14 December 2019 or if the AGM is adjourned, at the time that is 48 hours before the time appointed for the adjourned meeting 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 in person or appointing a Nominated Proxy

Follow this option if you do not intend to attend the AGM in person or to appoint a proxy to attend the AGM in person 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.

- Complete a Voting Instruction Form at www.votingonline.com.au/fclagm2019
You will need to enter your:
 - i. postcode or country of residence (if outside Australia); and
 - ii. Voting Access Code (VAC).

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 8.00 a.m. GMT (7.00 p.m. AEDT) on 12 December 2019. You will not be able to vote your CDIs over Shares by attending the video link screening of proceedings in Sydney.

Option B – If you are (or your Nominated Proxy is) attending the AGM in Dublin

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 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 in person at the AGM in Dublin.

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 8.00 a.m. GMT (7.00 p.m. AEDT), 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 8.00 a.m. GMT (7.00 p.m. AEDT) on 12 December 2019.

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 vote in person, the conversion must be completed prior to 8.00 a.m. GMT (7.00 p.m. AEDT) on 14 December 2019. 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

In Person: Boardroom Pty Limited
Level 12, 225 George Street,
Sydney NSW 2000 Australia

Online: www.votingonline.com.au/fclagm2019

AGM VIDEO CONFERENCE VIEWING FACILITY

13. You will not be able to vote by attending the video screening of the AGM proceedings in Sydney. If you wish for your vote to count, you must follow the instructions set out above.

SHAREHOLDERS AND CDI HOLDERS

Total number of issued shares

14. The total number of issued ordinary shares on the date of this Notice of AGM is 264,381,711. 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 in person and every proxy (including CDI holders present as a Nominated Proxy of CDN) has one vote per share held. On a poll every ordinary shareholder (or CDI holder present as a Nominated Proxy of CDN) shall have one vote for every ordinary share (or CDI) of which he or she is the holder. All resolutions at the AGM will be determined by way of a show of hands unless a poll is duly demanded. 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

15. Shareholders may put questions to the Chairman relating to items on the agenda of the AGM.

Amendments to resolutions

16. Subject to the Act and any provision of the Company's Articles of Association, 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 Company's Articles of Association.

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. AEDT on Thursday, 12 December 2019.**

🖥 TO VOTE ONLINE

- STEP 1: VISIT** www.votingonline.com.au/fclagm2019
- STEP 2: Enter your Postcode OR Country of Residence (if outside Australia)**
- STEP 3: Enter your Voting Access Code (VAC):**

📱 BY SMARTPHONE



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 CHESSE 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 CHESSE Depositary Nominees Pty Ltd enough time to tabulate all CHESSE 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. AEDT on Thursday, 12 December 2019.** 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/fclagm2019

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.

Attending the Meeting

If you wish to attend the meeting, please bring this form with you to assist registration.

Turn over to complete the form

FINEOS Corporation Holdings Plc

ARBN 633 278 430

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 Depository Nominees Pty Ltd

I/We being a holder of CHESS Depository Interests of the above Company hereby direct CHESS Depository Nominees Pty Ltd to vote the shares underlying my/our holding at the **Annual General Meeting of FINEOS Corporation Holdings plc** to be held at **FINEOS House, East Point Business Park, Dublin 3, Ireland, on Monday, 16 December 2019 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 Depository 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 Depository 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*
Resolution 1	To receive and consider the Annual Report and financial statements of the Company for the year ended 30 June 2019	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	To consider the continuation in office of Mazars as auditors of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	To authorise the Directors to fix the remuneration of the Auditors	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	To re-elect Ms Anne O'Driscoll as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5	To re-elect Mr Gilles Biscay as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 6	To re-elect Dr Martin Fahy as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 7	To re-elect Mr Peter Le Beau, MBE as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 8	To re-elect Mr Tom Wall as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 9	To re-elect Mr David Hollander as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 10	Ordinary Resolution – Authority to Allot Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 11	Special Resolution - Disapplication of Pre-emption Rights	<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 / / 2019