

16 August 2019

**ASX release**  
**FINEOS Corporation Holdings plc Share Offer**  
**Pre-Quotation Disclosure**

The following information is required to be provided to ASX Limited (**ASX**) for release to the market in connection with the:

- (a) initial public offering of CHESS Depository Interests (**CDIs**) over ordinary shares (**Shares**) in FINEOS Corporation Holdings plc (Irish Company Registration 639640) (ARBN 633 278 430) (**FINEOS** or **Company**) pursuant to a prospectus (**Prospectus**) lodged with the Australian Securities and Investments Commission on 26 July 2019 (**Offer**); and
- (b) the admission of the Company to the official list of ASX.

Capitalised terms in this pre-quotation disclosure have the same meaning given to them in the Prospectus unless explicitly stated below.

**1. Confirmations in relation to the Offer**

1.1 The Company confirms that:

- (a) the Offer under the Prospectus has closed;
- and
- (b) the issue of 39,964,121 new shares, being settled in the form of CDIs at a ratio of 1 CDI: 1 Share at an issue price of \$2.50 per share;
  - (c) the sale and transfer of 44,425,772 shares at an issue price of \$2.50 per share;
  - (d) the conversion of all B and C class ordinary redeemable shares and preferred A shares into 71,430,500 ordinary shares; and
  - (e) the issue of 8,000 ordinary shares to each of Anne 'Driscoll and Martin Fahy, have completed.

1.2 The Company confirms that it has received cleared funds for the complete amount of the issue price of every security issued to every successful applicant for securities under the Prospectus.

1.3 The Company confirms that it has an appropriate spread of at least 300 non-affiliated CDI Holders, each having a parcel of CDIs/Shares with a value of at least \$2,000 which are not restricted securities or subject to voluntary escrow.

1.4 The Company confirms that there is a free float of at least 20%.

## 2. **Basis of allocations and procedures for determining allocations**

2.1 The basis of allocation of CDIs under the Prospectus and the procedures by which applicants can determine their precise allocations is as follows:

(a) **Institutional Offer**

The allocation of CDIs among applicants in the Institutional Offer was determined by the Joint Lead Managers and the Offerors. The Joint Lead Managers have advised successful applicants under the Institutional Offer of their precise allocations.

(b) **Broker Firm Offer**

The allocation of CDIs to Brokers under the Broker Firm Offer was determined by the Joint Lead Managers in consultation with the Offerors. It was a matter for the Brokers as to how they allocated CDIs amongst their eligible clients. Applicants under the Broker Firm Offer can determine their precise allocation by contacting their Broker or by calling the FINEOS Offer Information Line on 1300 737 760 (toll free within Australia) between 9.00am and 5.00pm AEST, Monday to Friday.

(c) **Chairman's List Offer**

Applications under the Chairman's List Offer were allocated in full by the Company.

2.2 The Company confirms that the number of CDIs issued under each of the following is as follows:

(a) Institutional Offer: 79,109,293 at \$2.50 per CDI

(b) Broker Firm Offer: 4,816,000 at \$2.50 per CDI

(c) Chairman's List Offer: 464,600 at \$2.50 per CDI

2.3 The intended date for the despatch of:

(a) in relation to all holdings on the CHESS sub-register, a notice from the Company under ASX Settlement Operating Rule 8.9.1;

(b) in relation to all other holdings, issuer sponsored holding statements; and

(c) any refund money,

is Monday, 19 August 2019.

## 3. **Interests of officers**

3.1 At Completion, the interests of the officers of FINEOS will be:

(a) Michael Kelly: 170,342,470 CDIs (equivalent to 170,342,470 ordinary shares)

(b) Tom Wall: 2,775,640 options over CDIs (2,500,000 exercisable at €0.135 per option and 275,640 exercisable at €0.249 per option, exercisable into 1 CDI per option)

(c) Anne O'Driscoll: 68,000 CDIs (equivalent to 68,000 ordinary shares)

(d) Martin Fahy: 8,000 CDIs (equivalent to 8,000 ordinary shares)

(e) Gilles Biscay: 29,400 CDIs (equivalent to 29,400 ordinary shares)

(f) Peter Le Beau: Nil

(g) Vanessa Chidrawi: Nil

3.2 We note that Vanessa Chidrawi will be appointed as joint Company Secretary effective on 16 August 2019.

#### 4. **Bookbuild**

4.1 FINEOS confirms that, in relation to the funds raised pursuant to the institutional bookbuild process undertaken prior to the date of the Prospectus ("**Bookbuild**"):

(a) The total number of CDIs issued under the Bookbuild undertaken prior to the Prospectus Date to determine institutional investor demand for CDIs ("**Bookbuild**") is 79,109,293 at an issue price of **\$2.50** per Share;

(b) A material number of securities have not been taken up under the Bookbuild by persons who are promoters or related parties of FINEOS;

(c) There were no concessionary fee or other arrangements entered into which have had the result that the effective issue price paid by some allottees differed materially from the price determined by the Bookbuild as announced by FINEOS;

(d) There were no arrangements entered into which have had the result that some allottees received a material benefit for agreeing to participate in the Bookbuild at the price determined by the Bookbuild as announced by FINEOS and which is not received by other allottees; and

(e) There were no arrangements entered into with associates of FINEOS or the Joint Lead Managers to avoid a shortfall, or the appearance of a shortfall, in the Bookbuild.

#### 5. **Voluntary escrow**

5.1 The following securities are subject to voluntary escrow<sup>1</sup>:

(a) 162,333,430 securities on escrow on behalf of Jacquel Investments Limited; and

(b) 8,009,040 securities on escrow on behalf of Carmen Investments Limited,

until FINEOS releases its financial results for FY20 to ASX; and

(c) 81,166,715 securities on escrow on behalf of Jacquel Investments Limited; and

(d) 4,004,520 securities on escrow on behalf of Carmen Investments Limited,

until FINEOS releases its financial results for FY21 to ASX.

#### 6. **Capital structure**

6.1 The capital structure of FINEOS today is as follows:

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<sup>1</sup> On Completion, 51% of shares in Carmen Investments Limited will be transferred to Jacquel Investments Limited.

- (a) 264,381,711 CDIs (refer to section 6.4 of the Prospectus); and
- (b) 20,490,640 Employee Options (refer to section 6.3.3 of the Prospectus), consisting of:
  - (i) 11,900,000 options at an exercise price of €0.135 per option; and
  - (ii) 8,590,640 options at an exercise price of €0.249 per option.
  - (iii) All options will expire on 3 February 2026.

## 7. Updated statement of commitments

- 7.1 The Company commits to comply with its obligations under Listing Rule 1.3.2(b), as per the table below setting out the proposed use of proceeds from the Offer.<sup>2</sup>

| Use of funds                                  | €m           | A\$m         | % of funds raised |
|---|--------------|--------------|-------------------|
| Expansion of sales force and marketing        | 4.4          | 7.0          | 3.3%              |
| Expansion of implementation capabilities      | 16.2         | 25.8         | 12.2%             |
| Research and development                      | 10.3         | 16.4         | 7.7%              |
| Repayment of EIB Loan                         | 16.6         | 26.4         | 12.5%             |
| Working capital                               | 4.7          | 7.5          | 3.5%              |
| Costs relating to the offer                   | 10.7         | 17.0         | 8.1%              |
| Proceeds to SaleCo and Jacquell First Limited | 69.7         | 111.0        | 52.6%             |
| <b>Total</b>                                  | <b>132.6</b> | <b>211.0</b> | <b>100.0%</b>     |

## 8. Further information

- 8.1 The Company has arranged for security information centre toll free lines to meet the reasonably anticipated demand for information about allocations and to handle applicant queries. The FINEOS Offer Information Line is contactable on 1300 737 760 (toll free within Australia) between 9.00am and 5.00pm AEST, Monday to Friday.

<sup>2</sup> All amounts are rounded to the nearest €0.1 million and so any differences between totals and sums of components in Tables are due to rounding.