



FINEOS Corporation Holdings plc
IRISH COMPANY REGISTRATION
(639640)
(ARBN 633 278 430)

Security Purchase Plan Offer Booklet

You should read this SPP Offer Booklet in full.

This is an important document offering Eligible CDI Holders the opportunity to apply to purchase up to \$30,000 worth of New CDIs without paying brokerage or transaction costs. Details of the SPP Offer and how to participate are set out in this SPP Offer Booklet. Applications for New CDIs under the SPP must be received by 5.00pm (Sydney time), Friday, 4 September 2020. If you are unsure what to do, please contact your professional adviser.

This SPP Offer Booklet is not for release or distribution in the United States or, except with the consent of FINEOS, elsewhere outside of Australia and Ireland.

Key Events and Dates*

Event	Date
Record Date (for determining eligibility to participate in SPP Offer)	7.00pm Monday, 10 August 2020
Announcement of SPP Offer	Tuesday, 11 August 2020
SPP Offer Booklet lodged with ASX	Monday, 17 August 2020
SPP Offer Opening Date	9.00am Monday, 17 August 2020
SPP Offer Closing Date	5.00pm Friday, 4 September 2020
Announcement of the number of New CDIs to be issued under the SPP Offer and, if applicable, the outcome of any scaleback	Wednesday, 9 September 2020
Issue of New CDIs under the SPP Offer	Monday, 14 September 2020
Expected date for ASX to grant quotation of New CDIs issued under the SPP Offer	Tuesday, 15 September 2020
Despatch of transaction confirmations and, if applicable, a direct credit deposit or refund cheque	Wednesday, 16 September 2020

*FINEOS reserves the right, in its discretion, to vary these dates by making an announcement to the ASX. All references to a time are to the time in Sydney, Australia.

Disclaimers

This SPP Offer Booklet and the accompanying Application Form has been prepared for publication in Australia and Ireland and may not be released or distributed in the United States. This SPP Offer Booklet and the accompanying Application Form is not an offer to sell or a solicitation of an offer to subscribe or purchase CDIs, and may not be distributed in the United States or any jurisdiction outside Australia or Ireland, except in accordance with the legal requirements applicable in such jurisdiction. No action has been or will be taken that would permit a public offering of the New CDIs in any jurisdiction. Recipients of this SPP Offer Booklet should inform themselves of the restrictions that apply in their own jurisdiction.

The SPP Offer Booklet and the accompanying Application Form do not constitute an offer to sell, or the solicitation of an offer to buy, securities in any jurisdiction in which, or to any person to whom, it would not be lawful to make such an offer or invitation. In particular, this SPP Offer Booklet does not constitute (i) an offer to sell, or a solicitation of an offer to buy, any securities in the United States, or (ii) an offer of transferable securities to the public in Ireland or elsewhere in the European Economic Area, and no action has been taken to permit such an offer.

The New CDIs to be offered and sold under the SPP have not been, and will not be, registered under the U.S. Securities Act of 1933, as amended (the **U.S. Securities Act**), or the securities laws of any state or other jurisdiction of the United States. Accordingly, the New CDIs may not be offered or sold, directly or indirectly, in the United States or to any person acting for the account or benefit of a person in the United States (to the extent such person is acting for the account or benefit of a person in the United States).

The New CDIs are not being offered to the public within Ireland other than to existing CDI Holders of FINEOS with registered addresses in Ireland to whom the SPP Offer may be lawfully made under Regulation (EU) 2017/1129 of the European Parliament and of the Council of the European Union (Prospectus Regulation). This SPP Offer Booklet has not been registered, filed with or approved by any Irish regulatory authority.

This SPP Offer Booklet has been prepared in compliance with Australian law. It does not constitute a prospectus for the purposes of the Prospectus Regulation, and it has not been submitted to, reviewed or approved by the Central Bank of Ireland or any other European regulatory authority.

You must note that if you are in France: (i) the Offer does not give rise to an AMF visa-stamped prospectus; (ii) you must participate in the Offer exclusively on your own account; and (iii) the indirect or direct distribution to the public of CDIs acquired by you can only be made in accordance with the French public offering rules.

Advice warning

The information in this SPP Offer Booklet is given in good faith and derived from sources believed to be accurate at the date of this SPP Booklet but no warranty of accuracy or reliability is given and no responsibility arising in any other way, including by reason of negligence for errors or omission herein is accepted by FINEOS or its officers.

This SPP Offer Booklet does not provide financial advice and is not a securities recommendation and has been prepared without taking account of any person's investment objectives, financial situation or particular needs. You should consider the appropriateness of participating in the SPP having

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regard to your investment objectives, financial situation or particular needs. CDI Holders should seek independent financial and taxation advice before making any investment decision in relation to these matters.

If you are resident in Ireland, you are recommended to consult immediately your independent professional adviser who is authorised or exempted pursuant to the European Union (Markets in Financial Instruments) Regulations 2017 (as amended) of Ireland or the Investment Intermediaries Act 1995 (as amended) of Ireland.

In this SPP Offer Booklet, \$ refers to Australian dollars.

Letter from the Chairman

17 August 2020

Dear CDI Holder

On behalf of the directors of FINEOS Corporation Holdings PLC (**FINEOS**) I am pleased to offer you the opportunity to participate in a security purchase plan (**SPP or SPP Offer**) which allows each Eligible CDI Holder to subscribe for up to \$30,000 of new CHESS depositary interests over underlying new fully paid shares in FINEOS (**CDIs**).

The SPP aims to raise up to \$5 million and is not underwritten. FINEOS reserves the right to increase the size of the SPP or scaleback applications under the SPP at its sole discretion. The SPP follows FINEOS' announcement on Wednesday, 12 August 2020 that it had successfully raised \$85 million via an underwritten institutional placement of approximately 20 million CDIs to new and existing investors at an issue price of \$4.26 per CDI, representing a discount of 7.2% to the closing price on Monday, 10 August 2020 (**Institutional Placement**).

The SPP offers Eligible CDI Holders who were not able to participate in the Institutional Placement an opportunity to reduce dilutionary impacts of the Institutional Placement at the price paid for FINEOS CDIs under the Institutional Placement.

The net proceeds of the capital raising will be used to provide funding towards the proposed acquisition by FINEOS of Limelight Health, Inc. (**Limelight**), a leading US-based provider of end-to-end quoting, rating and underwriting Software-as-a-Service that streamlines critical front office workflows for life, accident and health insurance carriers. FINEOS expects the acquisition of Limelight will bolster its already substantial North America capabilities, adding Limelight's highly experienced sales, marketing and product development teams along with a blue-chip client base that includes several tier 1 insurance carriers. Further information in relation to Limelight and the acquisition, FINEOS' rationale for acquiring Limelight and FINEOS's preliminary, unaudited financial performance is set out in an investor presentation released to ASX on 11 August 2020 (and as may be updated by any further announcements released to ASX). Also included is an explanation of the preparation and presentation of the financial information in that presentation and a summary of key risks.

The SPP Offer provides you with the ability to acquire New CDIs for a total subscription value of up to \$30,000, the maximum amount permitted for this type of offer, at an issue price of \$4.26 per New CDI (being the same price paid by investors in the Institutional Placement), without incurring any brokerage, commissions or other transaction costs.

The SPP Offer

The SPP Offer aims to raise up to approximately \$5 million. The Board may decide to accept applications (in whole or in part) that result in the SPP Offer raising more or less than \$5 million in its absolute sole discretion. If the total value of applications received is greater than \$5 million, FINEOS may scaleback the number of New CDIs that will be issued under this SPP Offer. In the event that a scaleback is applied, FINEOS intends that the scaleback policy applied would take into account the size of your application and the number of CDIs you held as at 7.00pm (Sydney time) on Monday, 10 August 2020 (**Record Date**).

You may be allocated fewer New CDIs than the number for which you apply, in which case you will receive a corresponding refund of your application money without interest.

The SPP Offer provides Eligible CDI Holders with an opportunity to apply to buy a parcel of New CDIs in FINEOS valued at \$1,000, \$2,500, \$5,000, \$7,500, \$10,000, \$12,500, \$15,000, \$20,000, \$25,000 or \$30,000 at the issue price described above. The SPP Offer is not underwritten.

The SPP Offer is offered to all Eligible CDI Holders, being registered holders on the Record Date with a registered address in Australia or Ireland, and who are not in the United States and are not acting for the account or benefit of a person in the United States (or, in the event that any such holder is acting for the account or benefit of a person in the United States, it is not participating in the SPP in respect of that person) and who meet certain other conditions as set out in the Terms and Conditions. The SPP Offer is also open to Custodians who may participate on behalf of certain Eligible Beneficiaries on the Terms and Conditions set out in this document.

The SPP Offer opens at 9.00am on Monday, 17 August 2020, and is expected to close at 5.00pm (Sydney time) on Friday, 4 September 2020.

Participation in the SPP Offer is voluntary. All New CDIs issued under the SPP Offer will rank equally with existing CDIs and will carry the same voting rights and entitlement to receive future distributions. No brokerage or other transaction costs apply to purchases under the SPP Offer. The issue of New CDIs is expected to occur on Monday, 14 September 2020.

How to accept this offer

To apply for New CDIs under the SPP Offer, please follow the instructions in the enclosed personalised Application Form.

To participate, you can either:

- 1 **Apply by BPAY®:** Apply by making a payment by BPAY®, which is recommended by the Registry in light of delays to postal services caused by the COVID-19 pandemic, as you do not need to return the enclosed Application Form if you pay with BPAY®. To do this, you must use the Reference Number shown on the Application Form, which is required to identify your holding. Contact your financial institution to make your payment from your cheque or savings account.

OR

- 2 **Apply using the enclosed Application Form:** Complete the Application Form, attach a cheque, bank draft or money order and submit your application in accordance with the instructions on the Application Form:
 - cheques, bank drafts and money orders should be made payable to “**FINEOS Corporation Holdings PLC**” and crossed “**Not Negotiable**”; and
 - application forms together with application monies should be submitted in the reply paid envelope enclosed and mailed to:

FINEOS Corporation Holdings PLC
C/- Boardroom Pty Limited
GPO Box 3993
Sydney NSW 2001

If you are an Eligible CDI Holder with a registered address in Ireland please follow the payment instructions provided separately by FINEOS.

This letter and its attachments set out the details and Terms and Conditions of the SPP Offer. We encourage you to read the enclosed material and seek your own financial advice in relation to the SPP Offer before you decide whether to participate.

If you have any questions about the SPP Offer please contact FINEOS' registry on 1300 737 760 (within Australia) or +61 2 9290 9600 (outside Australia) between 8.30am and 5.30pm (Sydney time) Monday to Friday throughout the Offer Period.

On behalf of the Board, we invite you to participate in the SPP Offer and thank you for your continued support of FINEOS.

Yours sincerely

Anne O'Driscoll
Chairman
FINEOS Corporation Holdings PLC

Security Purchase Plan Terms and Conditions

Set out below are the terms and conditions of the FINEOS SPP Offer which are binding on any CDI Holder completing a SPP Application Form or applying by BPAY®. The Application Form forms part of this document.

Capitalised terms used in these Terms and Conditions are both defined in the body of these Terms and Conditions as well as in Section 21.

Important Notices:

If you apply to participate in the SPP Offer by making a BPAY® payment or completing and returning the Application Form with a cheque or money order, you are accepting the risk that the market price of CDIs may change between the Record Date, the date on which you send in an Application Form or make a BPAY® payment and the Issue Date. This means it is possible that, up to or after the Issue Date, you may be able to buy CDIs on market at a lower price than the Issue Price.

By submitting your payment for New CDIs via BPAY® you certify and represent to FINEOS that the aggregate application money paid by you in any capacity (except as a Custodian) for the New CDIs under your application and any other New CDIs issued to you, or to a Custodian on your behalf and at your instruction, under the SPP or any similar arrangement operated by FINEOS in the 12 months before the date your application is received by FINEOS, is not more than \$30,000.

If you are an Eligible CDI Holder with a registered address in Ireland please follow the payment instructions provided separately by FINEOS.

1. The SPP Offer

- (a) The SPP Offer is an invitation by FINEOS to subscribe for New CDIs in FINEOS at the Issue Price (see clause 5 below) per New CDI.
- (b) The minimum application amount under the SPP Offer is \$1,000, subject to any scaleback in accordance with clause 15. All applications must be for \$1,000 or \$2,500 and then in increments of \$2,500 up to \$15,000 and increments of \$5,000 up to \$30,000.
- (c) The maximum amount an Eligible CDI Holder can apply for will be restricted to a cumulative total of \$30,000.
- (d) The SPP Offer is conducted in accordance with the requirements of ASIC Corporations (Share and Interest Purchase plans) Instrument 2019/547 (**ASIC SIPP Instrument**) which grants relief from the requirement to prepare a disclosure document for the SPP subject to certain terms and conditions.
- (e) **Participation in the SPP Offer is optional.**
- (f) The SPP Offer is made to each Eligible CDI Holder on the same terms and conditions.
- (g) The offer under the SPP Offer is non-renounceable, which means you may not transfer your right to apply for New CDIs under the SPP Offer to anyone else.

2. Opening and Closing Date of the SPP Offer

The SPP Offer opens at 9.00 am (Sydney time) on Monday, 17 August 2020 and is scheduled to close at 5.00pm (Sydney time) on Friday, 4 September 2020. FINEOS reserves the right to change the Closing Date of the SPP Offer. No late applications will be accepted.

3. Eligible CDI Holders

- (a) **(General)** You are eligible to participate in the SPP Offer (**Eligible CDI Holder**) if you were a registered holder of CDIs in FINEOS at the Record Date whose address in the Register of FINEOS is in Australia or Ireland unless:
 - (i) you hold CDIs on behalf of another person who resides outside Australia or Ireland (in which case you are not able to participate on behalf of that person);
 - (ii) you are in the United States, or you are acting for the account or benefit of a person in the United States (in which case you are not able to participate on behalf of that person); or
 - (iii) you are ineligible to participate in the SPP Offer because of the aggregate limit explained in clause 4 below.

FINEOS has determined that, because of foreign securities laws, it is not practical for holders of CDIs with registered addresses outside Australia or Ireland to participate in the SPP Offer although reserves the right to do so in specific circumstances.

- (b) **(Single Holders)** If you are the only registered holder of CDIs, but you receive more than one offer under the SPP Offer (for example, due to multiple registered holdings), you may only apply for one maximum parcel of New CDIs up to the value of \$30,000.
- (c) **(Joint Holders)** If you are recorded with one or more other persons as the joint holder of CDIs, that joint holding is considered to be a single registered holding for the purposes of the SPP Offer and, subject to the conditions of eligibility set out in this clause 3, the joint holders are entitled to participate in the SPP Offer in respect of that single holding only. Any agreement, certification or acknowledgement (including under clause 12(e)) by one joint holder will be deemed to be given by each of the other joint holder(s). If the same joint holders receive more than one offer under the SPP Offer due to multiple registered holdings, the joint holders may only apply for New CDIs up to a maximum of \$30,000.
- (d) **(Custodians, Trustees and Nominees)** Subject to these Terms and Conditions, Eligible CDI Holders who are Custodians (as defined in paragraph 4 of the ASIC SIPP Instrument) may participate in the SPP on behalf of each Eligible Beneficiary on whose behalf the Custodian is holding CDIs. If you are a Custodian within the definition of 'custodian' in the ASIC SIPP Instrument and you apply to acquire New CDIs on behalf of one or more Beneficiaries, you must certify in writing to FINEOS a number of matters relating to such Beneficiaries in the form of a Custodian Certificate.

If you are a Custodian, please contact the Registry to obtain the form of Custodian Certificate that you are required to submit.

If you hold CDIs as a trustee or nominee for another person, but are not a 'Custodian', you cannot participate for Beneficiaries in the manner described above. In this case, the rules for multiple single holdings (above) apply.

Nominees and other trustees may not distribute any part of this document, and may not permit any beneficial CDI Holder to participate in the SPP, in any country outside Australia and Ireland, except, with the consent of FINEOS, to beneficial CDI Holders resident in certain other countries where FINEOS may determine it is lawful and practical to make the SPP available.

Nominees and other registered holders of CDIs must not take up any New CDIs on behalf of, or send any documents related to the SPP Offer (including this SPP Offer Booklet) to, any person in the United States or any person that is acting for the account or benefit of a person in the United States, nor any other country outside Australia and Ireland. In the event that a Custodian or nominee is acting for the account or benefit of a person in the United States, it is not permitted to participate in the SPP in respect of that person. Failure to comply with these restrictions may result in violations of applicable securities laws.

- (e) **(Directors and employees of FINEOS)** Directors and employees of FINEOS who are Eligible CDI Holders may participate in the SPP Offer.
- (f) **(Compliance with class order)** A registered holder of CDIs will be ineligible to participate in the SPP Offer if their participation would be in breach of the ASIC SIPP Instrument.

4. How much can you invest?

- (a) The minimum application amount under the SPP Offer is \$1,000, subject to any scaleback. Applications under the SPP Offer may only be made for the following amounts:
 - (i) \$1,000
 - (ii) \$2,500;
 - (iii) \$5,000;
 - (iv) \$7,500;
 - (v) \$10,000;
 - (vi) \$12,500;
 - (vii) \$15,000;
 - (viii) \$20,000;
 - (ix) \$25,000; and
 - (x) \$30,000.
- (b) The SPP Offer must comply with the limit in the ASIC SIPP Instrument. Under that class order, Eligible CDI Holders may only acquire a maximum of \$30,000 worth of CDIs under a Security Purchase Plan in any 12 month period. This means that you are not permitted to acquire more than \$30,000 worth of

CDIs in aggregate, even if you receive more than one Application Form or hold CDIs in more than one capacity (eg if you are both a sole and joint holder of CDIs).

5. Issue Price of New CDIs under the SPP Offer

- (a) The Issue Price per new CDI under the SPP Offer will be \$4.26 (Issue Price), being the issue price paid by Institutional investors under the Institutional Placement.
- (b) The market price or value of CDIs is subject to market volatility. It may be higher or lower, at any time, than the Issue Price of the CDIs you receive.
- (c) The market price may change between the date of this offer and the date when CDIs are issued or allotted to you under the SPP Offer. If you apply to participate in the SPP Offer by completing and returning the Application Form (or otherwise making a valid application in accordance with these Terms and Conditions), you are accepting the risk that the market price of CDIs may change between the time you make your application and the date that the CDIs are allotted. This means it is possible that, up to or after the date when CDIs are issued or allotted to you under the SPP Offer, you may be able to buy CDIs on market at a lower price than the Issue Price. FINEOS encourages you to seek your own financial advice regarding your participation in the SPP Offer.
- (d) The current CDI price can be obtained from the ASX website at www.asx.com.au (ASX code: FCL).
- (e) You agree to pay the Issue Price for each New CDI determined under clause 6(c) or, if there is a scaleback, the number of CDIs calculated under clause 15.
- (f) You acknowledge that the market price of New CDIs may rise or fall between the date of this SPP Offer and the Issue Date, and that the effect of this is that the Issue Price you pay for the New CDIs may exceed the market price of CDIs on the Issue Date.

6. Applying for New CDIs

- (a) Eligible CDI Holders may apply to purchase a parcel of New CDIs above a minimum of \$1,000 and only for an amount of \$1,000, \$2500 and then in increments of \$2,500 up to a maximum of \$15,000 and increments of \$5,000 up to \$30,000. If you are an Eligible CDI Holder and wish to participate in the SPP Offer, you must follow the instructions on the Application Form and:
 - (i) make a payment by BPAY[®] equivalent to the value of the parcel of New CDIs you wish to apply for, by using your customer reference number (which is required to identify your holding) and the biller code, which are both on your personalised Application Form; or
 - (ii) complete and submit your Application Form (and make each representation in clause 12 incorporated by reference in such Application Form) and provide a cheque or money order made payable to "FINEOS Corporation Holdings PLC" and submit it by mail in accordance with the instructions on the Application Form,

so that it is received by the Registry by 5.00pm (Sydney time) on the Closing Date.

If you are an Eligible CDI Holder with a registered address in Ireland please follow the payment instructions provided separately by FINEOS.

Payments must be denominated in Australian dollars only.

If you pay by BPAY[®], which is recommended by the Registry in light of delays to postal services caused by the COVID-19 pandemic, as you do not need to return the Application Form enclosed with this SPP Offer Booklet if you choose this option. Receipt of your BPAY[®] payment will be taken by FINEOS as your application.

Your own financial institution may implement earlier cut off times for electronic payments and you should take this into consideration when paying by BPAY[®]. Your financial institution may have set a limit on the amount that you can pay by BPAY[®].

- (b) Receipts for payment will not be issued.
- (c) If you apply for New CDIs under the SPP Offer, you will apply for a certain value, rather than a certain number, of New CDIs. Subject to clause 6(e), FINEOS will divide the parcel value you select by the Issue Price to determine the number of New CDIs for which you have applied (rounded down to the nearest whole number of New CDIs). Any balance of money sent by you that is remaining as a result of rounding will be refunded to you except where the amount is less than \$2.00 (or an amount advised by FINEOS) in which instance it will be donated to charity (at FINEOS' discretion).
- (d) You will not be charged brokerage, commission or other transaction costs on the acquisition of any New CDIs.

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- (e) Eligible CDI Holders who receive more than one offer under the SPP Offer (eg because they hold CDIs in more than one capacity) may apply on different Application Forms for New CDIs but may not apply for New CDIs with an aggregate value of more than \$30,000.
- (f) If you are a Custodian, you may apply for up to \$30,000 worth of New CDIs for each underlying Eligible Beneficiary subject to you annexing to your Application Form a Custodian Certificate for the total of your application addressed to FINEOS with the following information:
 - (i) confirmation of either or both of the following:
 - (A) that you hold CDIs on behalf of one or more other persons (each a **Participating Beneficiary**) that are not Custodians provided that each Participating Beneficiary is not in the United States and is not acting for the account or benefit of a person in the United States; or
 - (B) that another Custodian (**Downstream Custodian**) holds beneficial interests in CDIs on behalf of a Participating Beneficiary, and you hold the CDIs to which those beneficial interests relate on behalf of the Downstream Custodian or another Custodian;
 - (ii) confirmation that each Participating Beneficiary has subsequently instructed:
 - (A) if clause 6(f)(i)(A) applies - you, or
 - (B) if clause 6(f)(i)(B) applies - the Downstream Custodian,to apply for New CDIs on their behalf;
 - (iii) the number of Participating Beneficiaries and their names and addresses;
 - (iv) in respect of each Participating Beneficiary:
 - (A) if clause 6(f)(i)(A) applies – the number of CDIs that you hold on their behalf; or
 - (B) if clause 6(f)(i)(B) applies – the number of CDIs to which the beneficial interests relate;
 - (v) in respect of each Participating Beneficiary:
 - (A) if clause 6(f)(i)(A) applies – the number or the dollar amount of the New CDIs they have instructed you to apply for on their behalf; or
 - (B) if clause 6(f)(i)(B) applies – the number or the dollar amount of New CDIs they have instructed the Downstream Custodian to apply for on their behalf;
 - (vi) confirming that there are no Participating Beneficiaries in respect of which the total of the application value for the following exceeds \$30,000:
 - (A) the New CDIs applied for by you in accordance with the instructions referred to in clause 6(f)(v)(A) above; and
 - (B) any other CDIs issued to you in the 12 months before the application as a result of an instruction given by them to you or the Downstream Custodian to apply for New CDIs on their behalf under an arrangement similar to the SPP;
 - (vii) confirmation that a copy of these Terms and Conditions was given to each Participating Beneficiary; and
 - (A) where clause 6(f)(i)(A) applies – a Custodian Certificate including the name and address of each Custodian who holds beneficial interests in CDIs held by you in relation to each Participating Beneficiary.
 - (B) If you hold CDIs as a trustee or nominee for another person, but are not a Custodian, you cannot participate for Beneficiaries in the manner described above. In this case, the rules in clause 6(e) apply.
 - (viii) Custodians wishing to participate on behalf of a Beneficiary or Beneficiaries must provide the certifications required by the ASIC SIPP Instrument and contact the Registry by emailing corporateactions@boardroomlimited.com.au to request a Custodian Certificate that contains these certifications and other details required to be provided by the Custodian.
- (g) FINEOS may accept or reject your application for New CDIs, either in whole or in part, in its absolute discretion. For example, FINEOS may reject your application in any of the following circumstances (among others):
 - (i) your application does not comply with the Terms and Conditions;
 - (ii) it appears that you are applying to purchase a number of New CDIs that will mean that your Aggregate SPP Participation will exceed \$30,000;
 - (iii) if the aggregate amount applied for by all Eligible CDI Holders exceeds FINEOS' requirements;

- (iv) your Application Form is incorrectly completed, incomplete or otherwise determined by FINEOS to be invalid;
- (v) your cheque is dishonoured or the cheque or money order that you enclose with your Application Form is not made out for the amount corresponding to the value of the parcel of New CDIs for which you have applied; or
- (vi) payment of the application monies is not submitted in Australian currency or, if payment is made by cheque, bank draft or money order, the cheque, bank draft or money order is not drawn on an Australian financial institution;
- (h) your Application Form or BPAY[®] payment is received after the Closing Date. Late or otherwise incomplete or invalid payments will be returned or refunded to you; or
- (i) FINEOS believes you are not an Eligible CDI Holder (subject to compliance with any applicable ASIC or ASX requirements).

7. Investment Risks

Subscription for New CDIs under the SPP Offer is a speculative investment and the market price may change between the date you apply for New CDIs and the issue of New CDIs to you. Accordingly, the value of New CDIs applied for is likely to rise or fall. Importantly, there is a risk that during the period between when you apply for New CDIs and when the New CDIs are issued to you, the price at which CDIs are traded on the ASX may be less than the Issue Price payable under this SPP Offer.

This document is not a prospectus or product disclosure statement, and has not been lodged with ASIC. The issue of a prospectus or product disclosure statement is not required for the purposes of the SPP Offer. This document does not contain the types of disclosure required to be contained in a prospectus or product disclosure statement. You must rely on your own knowledge of FINEOS, previous disclosures made by FINEOS to the ASX (including disclosure regarding the risks of making an investment in FINEOS) and, if necessary, consult your professional adviser when deciding whether or not to participate in the SPP Offer.

The investor presentation released by FINEOS to ASX on 11 August 2020 contains a summary of the potential risks associated with the acquisition to be undertaken by FINEOS, its business and an investment in FINEOS. If any of the risks eventuate, they could have a material adverse effect on FINEOS' business, financial condition, operating and financial performance and return to CDI Holders. The risk factors set out in that presentation are not exhaustive. Additional risks that FINEOS is unaware of, or that FINEOS currently considers to be immaterial, also have the potential to have a material adverse effect on FINEOS' business, financial condition and operating and financial performance. Potential investors should carefully consider all publicly available information (including this announcement and the risk factors set out within) concerning FINEOS and whether FINEOS CDIs are suitable to acquire having regard to their own investment objectives and financial circumstances.

It is also important to note that the unprecedented uncertainties and risks created by the COVID-19 pandemic could materially change FINEOS' risk profile at any point after the date of this SPP Offer Booklet and adversely impact the financial position and prospects of FINEOS in the future.

8. Number of New CDIs to be issued

If you apply for New CDIs, you will apply for a certain value, rather than a certain number, of New CDIs.

If your application is accepted, FINEOS will divide the value of your application monies by the Issue Price (as outlined in clause 5) in order to determine the number of New CDIs which, subject to scaleback, will be issued to you.

If this calculation produces a fractional number, the number of New CDIs you are issued will be rounded down to the nearest whole number of New CDIs (refer to clause 15(d) for information on rounding in the event of a scaleback).

9. Issue

New CDIs will be issued on the Issue Date and will rank equally with existing CDIs as at the Issue Date.

FINEOS will apply to ASX for the quotation of New CDIs. It is anticipated that the New CDIs will be quoted on ASX, and that trading of the New CDIs will commence, on Tuesday, 15 September 2020.

The Registry will send you a holding statement, confirming the issue of the New CDIs, on or around Wednesday, 16 September 2020.

10. Timetable

- (a) Subject to clause 10(b):
- (i) **(Record Date)** the record date is 7.00pm (Sydney time) on Monday, 10 August 2020;
 - (ii) **(Opening Date)** the SPP Offer opens at 9.00 am (Sydney time) on Monday, 17 August 2020;
 - (iii) **(Closing Date)** the SPP Offer closes at 5.00pm (Sydney time) on Friday, 4 September 2020;
 - (iv) **(SPP Results Announcement)** the number of New CDIs to be issued, the Issue Price and, if applicable, any scaleback will be announced to the ASX on Wednesday, 9 September 2020;
 - (v) **(Issue Date)** the Company proposes to issue the New CDIs on Monday, 14 September 2020;
 - (vi) **(Trading Date)** the New CDIs are expected to commence trading on Tuesday, 15 September 2020; and
 - (vii) **(Despatch Date)** the date on which transaction confirmations are sent to relevant CDI Holders and, if applicable, a direct credit deposit to your nominated account is made or refund cheque is dispatched, is expected to be Wednesday, 16 September 2020.
- (b) FINEOS may vary any of the dates in clause 10(a) in its discretion (even if the offer has opened, or BPAY[®] or Application Forms have been received) by lodging a revised timetable with ASX.

11. Refunds

In the event of: (a) scaleback in accordance with clause 15; or (b) where the unallocated money of an individual application is greater than \$2.00 in accordance with clause 6(c), the difference between the value of the New CDIs you are issued (calculated using the Issue Price) and the application money you paid will be refunded to you by FINEOS, without interest, following issuance of the New CDIs.

12. Effect of Making an Application

If you submit a BPAY[®] payment or complete and return an Application Form together with a cheque or money order or if you are an Eligible CDI Holder, follow the payment instructions provided separately by FINEOS:

- (a) you represent, warrant, and acknowledge that you have read and understood the terms and provisions of this SPP Offer Booklet;
- (b) you warrant that you are an Eligible CDI Holder and are eligible to participate in the SPP for the amount of your application;
- (c) you represent, acknowledge and agree that:
 - (i) you are not in the United States and are not acting for the account or benefit of a person in the United States (or, in the event that you are acting for the account or benefit of a person in the United States, you are not participating in the SPP Offer in respect of that person);
 - (ii) the New CDIs have not been, and will not be, registered under the U.S. Securities Act or the securities laws of any state or other jurisdiction of the United States, and accordingly, the New CDIs may not be offered or sold, directly or indirectly, in the United States and may only be offered and sold in "offshore transactions" (as defined in Rule 902(h) under the U.S. Securities Act) in reliance on Regulation S under the U.S. Securities Act;
 - (iii) if in the future you decide to sell or otherwise transfer the New CDIs, you will only do so in regular way transactions on the ASX where neither you nor any person acting on your behalf know, or has reason to know, that the sale has been pre-arranged with, or that the purchaser is, a person in the United States;
 - (iv) you have not, and will not, send any materials related to the SPP Offer to any person in the United States or to any person acting for the account or benefit of a person in the United States; and
 - (v) if you are acting as a trustee, nominee or Custodian, each Beneficiary on whose behalf you are participating is resident in Australia or Ireland, and is not in the United States and not nor acting for the account or benefit of a person in the United States and you have not sent this SPP Offer Booklet, the Application Form or any other materials or information relating to the SPP Offer to any such person;
- (d) you will not deposit the New CDIs into any unrestricted depositary receipt facility established or maintained by a depositary bank;
- (e) you irrevocably and unconditionally agree to these Terms and Conditions and the terms of the Application Form and agree not to do any act or thing that would be contrary to the spirit, intention or purpose of the SPP Offer or these Terms and Conditions;

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- (f) you acknowledge your application is irrevocable and unconditional (that is, cannot be withdrawn);
- (g) you certify that the total of the application price for the following does not exceed \$30,000:
 - (i) New CDIs under the SPP Offer the subject of this application;
 - (ii) any other New CDIs under the SPP Offer or any CDIs that you acquired under any similar arrangement in the 12 months before the date of your application;
 - (iii) any other New CDIs which you have instructed a Custodian to acquire on your behalf under the SPP Offer; and
 - (iv) any other CDIs issued to a Custodian in the 12 months before the date of your application as a result of an instruction to apply for CDIs on your behalf under an arrangement similar to the SPP Offer given by you to the Custodian or a Downstream Custodian,even though you may have received more than one Application Form or received Application Forms in more than one capacity;
- (h) if you are a Custodian, you warrant that you have provided a Custodian Certificate to FINEOS (in a form that is true, correct and not misleading) and make additional representations that you:
 - (i) are a Custodian (as that term is defined in the ASIC SIPP Instrument);
 - (ii) you held CDIs on behalf of the Eligible Beneficiary as at the Record Date who has instructed you to apply for New CDIs on their behalf under the SPP and that that Eligible Beneficiary has been given a copy of this document;
 - (iii) you are not applying for New CDIs on behalf of any Eligible Beneficiary with an aggregate application amount of more than \$30,000 under the SPP; and
 - (iv) the information in the Custodian Certificate submitted with your Application Form is true, correct and not misleading;
- (i) you warrant that all details and statements in your Application Form are true and complete and not misleading;
- (j) you authorise FINEOS to correct minor or easily rectified errors in, or omissions from, your Application Form and to complete the Application Form by inserting any missing minor detail;
- (k) you acknowledge that FINEOS may determine that your Application Form is valid, in accordance with these Terms and Conditions, even if the Application Form is incomplete, contains errors or is otherwise defective;
- (l) you accept the risk associated with any refund that may be sent to your address or to your nominated bank account as shown on the Register;
- (m) you are responsible for any dishonour fees or other costs FINEOS may incur in presenting a cheque for payment that is dishonoured;
- (n) you agree that if there is a rounding down of a fractional number of New CDIs, any remaining balance of your payment after your allotment less than \$2.00 will form part of the assets of FINEOS and will not be refunded;
- (o) you acknowledge that no interest will be paid on any application money paid in connection with this SPP Offer and that are held pending the issue of the New CDIs or subsequently refunded to you for any reason;
- (p) you acknowledge that you have not been provided with investment advice or financial product advice or tax advice by FINEOS or the Registry and that neither of them has any obligation to provide this advice in relation to your consideration as to whether or not to participate in, or the extent of such participation in, the SPP Offer;
- (q) you acknowledge that FINEOS and its officers and agents are not liable for any exercise of its discretions referred to in these Terms and Conditions;
- (r) you agree to be bound by the constitution of FINEOS (as amended from time to time);
- (s) you authorise FINEOS, and its officers and agents, to do anything on your behalf necessary for New CDIs to be issued to you in accordance with the Terms and Conditions;
- (t) declare that you are at least 18 years of age and have full legal capacity and power to perform all your rights and obligations in respect of the SPP Offer; and
- (u) you agree that when you have previously provided FINEOS or the Registry with bank account details for the purpose of direct credit of FINEOS dividends, any refund to be paid to you under these Terms and Conditions may be direct credited into that nominated account.

13. Waiver, Amendment, Suspension and Withdrawal

FINEOS may, at its discretion, waive compliance with any provision of these Terms and Conditions amend or vary these Terms and Conditions (including the timetable for the SPP) or suspend, withdraw or terminate the offer made under this SPP Offer at any time and in its absolute discretion. Any such waiver, amendment, variation, suspension or withdrawal will be binding on all Eligible CDI Holders even where FINEOS does not give notice of the event. However, the rights of any Eligible CDI Holders in connection with any New CDIs that have been duly issued to that person before the occurrence of any such waiver, amendment, variation, suspension or withdrawal will not be affected as a result of any such occurrence. In the event that the SPP is withdrawn or terminated all of your application monies will be refunded to you. No interest will be paid on any money returned to you.

If you have any questions about the SPP Offer please contact FINEOS' registry on 1300 737 760 (within Australia) or +61 2 9290 9600 (outside Australia) between 8.30am and 5.30pm (Sydney time) Monday to Friday throughout the Offer Period.

14. Rights Attaching

The rights and obligations of the New CDIs are contained in the constitution of FINEOS and are regulated by the Irish Companies Act, ASX Listing Rules and general law. The New CDIs will be issued on the same terms as all other CDIs and FINEOS will apply for the New CDIs proposed to be issued under the SPP Offer to be quoted on the ASX.

15. Scaleback

- (a) FINEOS may, in its absolute discretion, reduce the number of New CDIs issued to each applicant to the extent and in the manner that it sees fit, including if the aggregate amount applied for by all Eligible CDI Holders exceeds FINEOS' requirements (**scaleback**). If undertaken, the scaleback will take into account the application size of each applicant and the number of CDIs held on the Record Date.
- (b) If there is a scaleback, you may receive less than the parcel of New CDIs for which you have applied.
- (c) If there is a scaleback, the difference between the application money received from you, and the number of New CDIs allocated to you multiplied by the Issue Price, will be refunded by FINEOS, without interest, following issue.
- (d) If a scaleback produces a fractional number of New CDIs when applied to your parcel, the number of New CDIs you will be issued will be rounded down to the nearest whole number of New CDIs.

16. Costs of Participation

No brokerage costs will be payable by Eligible CDI Holders in respect of the application for, and issue of, New CDIs under the SPP Offer.

17. Privacy

By receiving completed Application Forms, FINEOS collects personal information about CDI Holders. FINEOS will use this information to process the Application Form and update its records. To the extent restricted by law, FINEOS will not disclose personal information about a CDI Holder to a third party.

To the extent permitted by law, CDI Holders are able to access, upon request, personal information about them held by FINEOS. A copy of the FINEOS Privacy Policy can be obtained from the FINEOS website at <https://www.fineos.com/wp-content/uploads/2019/08/FINEOS-Website-Privacy-Policy-070819-1.pdf>. The Registry's privacy policy is available on its website: <https://boardroomlimited.com.au/corp/privacy-policy/>. Each privacy policy contains information about how you may seek access to, and correction of, your personal information and also contains information about how you can complain about a breach of the Privacy Act and how such a complaint will be dealt with.

Your personal information may be disclosed to joint investors, Boardroom Pty Limited, to securities brokers, to third party service providers, including print and mail service providers, technology providers and professional advisers, to related entities of FINEOS and its agents and contractors, and to ASX and other regulatory authorities, and in any case, where disclosure is required or allowed by law (which may include disclosures to the Australian Taxation Office and other government or regulatory bodies or where you have consented to the disclosure). In some cases, the types of organisations referred to above to whom your personal information may be disclosed may be located overseas.

18. Dispute Resolution

FINEOS may settle in any manner it thinks fit, any difficulties, anomalies or disputes that may arise in connection with or by reason of the operation of the SPP Offer. The decision of FINEOS will be conclusive and binding on all participants and other persons to whom the determination relates. FINEOS' rights may be exercised by the Board or any delegate of the Board.

FINEOS reserves the right to waive strict compliance with any provision of these terms and conditions, either generally or in any particular case, with or without notice, or to amend or vary these terms and conditions and to suspend, withdraw or terminate the SPP at any time. Any such waiver, amendment, variation, suspension, withdrawal or termination will be binding on all CDI Holders even where FINEOS does not notify you of that event.

The powers of FINEOS under these Terms and Conditions may be exercised by the Directors or any delegate or representative of the Directors or senior officers of FINEOS.

19. Governing Law

These Terms and Conditions are governed by the laws in force in New South Wales. Any dispute arising out of or in connection with these Terms and Conditions, or the offer of New CDIs, will be determined by the courts of New South Wales. By accepting this offer, you agree to submit to the exclusive jurisdiction of the courts in New South Wales. Other terms and conditions, rights and obligations of New CDIs are contained in the constitution of FINEOS. The Terms and Conditions prevail to the extent of any inconsistency with the Application Form.

20. No Underwriting

The SPP Offer will not be underwritten.

21. Definitions

\$ means Australian dollars.

Aggregate SPP Participation means the aggregate value of CDIs applied for under the SPP Offer.

Application Form means the personalised application form under which Eligible CDI Holders may apply to participate in the SPP Offer.

ASIC means the Australian Securities and Investments Commission.

ASX means the Australian Securities Exchange.

Beneficiary means a person on whose behalf a Custodian holds registered CDIs.

Board means the board of directors of FINEOS.

CDI means a CHESS depository interest over fully paid ordinary shares in FINEOS.

Closing Date means 5.00pm (Sydney time) on Friday, 4 September 2020, or such other date determined by FINEOS.

Corporations Act means Corporations Act 2001 (Cth).

Custodian means a custodian as defined in paragraph 4 of ASIC Corporations (Share and Interest Purchase Plans) Instrument 2019/547.

Custodian Certificate means the certificate to be provided by Custodians that complies with paragraph 8(3) of ASIC Corporations (Share and Interest Purchase Plans) Instrument 2019/547.

Director means a director of FINEOS.

Eligible Beneficiary means a Beneficiary of a Custodian with a registered address in Australia or Ireland as at the Record Date, provided that such Beneficiary is not in the United States and is not acting for the account or benefit of a person in the United States.

Eligible CDI Holder means a CDI Holder eligible to participate in the SPP Offer in accordance with clause 3. For the avoidance of doubt, such CDI Holder may not be in the United States and may not act for the account or benefit of a person in the United States; provided that, to the extent that such CDI Holder does act for the account or benefit of a person in the United States, it may not participate in the SPP in respect of that person.

Institutional Placement means the CDIs to be issued to investors under the placement as announced to the ASX on Tuesday, 11 August 2020.

Issue Date means the date upon which New CDIs will be issued under the SPP Offer, expected to be Monday, 14 September 2020.

Issue Price means the price per New Share calculated in accordance with Section 5.

New CDI means a new CDI issued in accordance with this SPP Offer.

Offer Period means the period from the Opening Date until the Closing Date.

FINEOS means FINEOS Corporation Holdings PLC, Irish Company Registration 639640, ARBN 633 278 430.

Opening Date means 9.00am (Sydney time) on Monday, 17 August 2020.

Record Date means 7.00pm (Sydney time) on Monday, 10 August 2020.

Register means the register of FINEOS CDI Holders maintained by the Registry.

Registry means Boardroom Pty Limited.

scaleback means the right of FINEOS, in its absolute discretion, to reduce the number of New CDIs issued to each applicant under clause 15.

CDI Holder means the registered holder of a CDI.

SPP means this security purchase plan offered to Eligible CDI Holders by FINEOS.

SPP Offer means the offer of New CDIs in accordance with these Terms and Conditions.

SPP Offer Booklet means this offer booklet dated Monday, 17 August 2020.

Terms and Conditions means the terms and conditions of the SPP Offer set out in this document, including the Application Form.

United States has the meaning given to this term in Rule 902(l) under the U.S. Securities Act.

U.S. Securities Act means the U.S. Securities Act of 1933, as amended.

