Annual Report
2022

FINEOS Corporation Holdings plc
ARBN 633 278 430

Contents

Chairman and CEO's Report

Dear Securityholder,

Welcome to the FINEOS Annual Report for the 12 months ended 30 June 2022 (FY22).

We would like to begin by thanking all our team, senior executives, co-Directors, customers and investors for their continued dedication and support that has enabled FINEOS to achieve several significant strategic milestones over the past year. Our people continue to be our greatest strength and we have an enviable customer base who invest in the FINEOS Platform, as well as strongly advocate for FINEOS in the marketplace.

This loyalty and engagement of our people and customers has underpinned the ongoing growth of our business and cemented its future through an incredibly challenging operating environment in FY22. Today FINEOS continues to progress on its mission to become a global market leader of core systems for group and individual life, accident and health insurers.

Over the past six years we have specifically focused on building out our Platform for Employee Benefits, with core, digital and data capabilities to support group, voluntary and absence on our single SaaS Platform.

Recently our partner on this platform investment journey, New York Life – Group Benefits Service (NYL-GBS), published a case study about how they have used the FINEOS Platform to transform their business enabling them to retire six legacy core systems so that the FINEOS Platform now supports their entire $4.1 billion policy portfolio for their nine million clients.

This achievement gives FINEOS a unique and powerful position in the employee benefits market, with no other vendor in a position to claim a complete transformation reference on a full end-to-end modern, purpose built, platform for employee benefits.The case study is available to read on both the NYL-GBS website and the FINEOS website at FINEOS.com.

Growing revenue and earnings, with strong growth in subscription revenues

Total revenue for FY22 was up 17.5% to €127.2 million (compared to FY21). Importantly, our higher margin subscription revenue was up 34.2% to €53.8 million. Within this, organic growth was 33.0%, with the balance from the acquisitions we made last fiscal year – Limelight Health Inc. (Limelight) and DigIn Technologies LLC (Spraoi). Increasing subscription revenues is our primary focus.

In terms of organic growth achieved, this reflected cross-selling and up-selling to existing customers, as well as new customer wins. As our customers further transform their businesses to generate efficiencies and streamline their operations, we believe they will continue to invest in extending their use of the FINEOS Platform to modernise and enhance their customer service, grow their business operations and replace outdated unsustainable legacy systems.

EBITDA – earnings before interest, taxes, depreciation and amortisation – was up by €1.5 million (28.8%) to €6.7 million.

Our people headcount (including contractors) remained relatively flat over FY22, going from 1,065 on 30 June 2021 to 1,075 on 30 June 2022. In line with our growth strategy, we have continued to invest in product research and development, sales and marketing, and cloud operations support. Headcount is expected to remain stable at this level in FY23, and we believe the greater use of talent in certain geographies will help contain employment cost increases in the current inflationary environment.

Chairman and CEO's Report (continued)

Continued investment to drive future growth

Research and development investment was up slightly to €43.2 million, reflecting hiring of additional product engineers and teams to accelerate product to market. We continue to generate a strong ROI on our investment, with subscription revenue growth the key measure, up 34.2% in FY22. We will continue to invest in the ongoing development of our product suite.

Strong balance sheet supports growth plans

The Company had a cash balance of €44.3 million as at 30 June 2022. This cash balance was bolstered in FY22 through the successful €46.0 million (before costs) placement and share purchase plan. FINEOS received strong support from shareholders at the time, as well as new institutional and sophisticated investors. Favourable exchange rates during the year also had a positive impact on the cash balance.

Supporting group and individual life, accident and health insurers to evolve their businesses

Insurance carriers in our target market have been shifting to more than just financial protection and case management. They are looking for ways to provide expanded service, which includes voluntary benefits, absence management and partnering with specialist service providers to improve the health and wellbeing of their clients.

As the only pureplay end-to-end insurance software platform provider focussed solely on the group and individual life, accident and health market, FINEOS is facilitating the technological and business software needs of insurers as they deliver this evolving service to their clients. We partner with them on end-to-end delivery.

The success of this engagement is demonstrated in the multiple testimonials and references our customers provide publicly quoting FINEOS, which continues to build our proven reputation in the market, including most recently the joint study with New York Life Group Benefit Solutions.

Our clear focus and alignment at FINEOS have translated to the FINEOS Platform becoming the number one platform for group employee benefits in the North American market, measured by revenue, number of clients and end-to-end quote-to-claim product deployments. This success has contributed to 67.3% growth in North American cloud subscriptions and 79.4% of total revenue being in North America in FY22, continuing the trajectory since listing on ASX in August 2019 and reflecting the strong execution of our strategy.

Strategic acquisitions successfully integrated

The Spraoi team has been successfully integrated into the FINEOS organisation. Spraoi's ML (Machine Learning) and AI (Artificial Intelligence) products bolster our FINEOS Insight and Engage capabilities and have had further sales success with new customer and cross-sell wins in FY22 and a growing pipeline for FY23.

Investment in Limelight's product roadmap continues within FINEOS and is aligned with current customer deployments and overall quote-to-claim strategic product capabilities.

Our people are our most important asset

One of our principal objectives is to drive organisational health by creating a great place to work that provides us with a competitive advantage, measured in part by successfully achieving high retention levels.

Our health and wellbeing program at FINEOS focuses on three core dimensions: mental, physical and emotional. With most of our team continuing to work remotely over the past two years, the FINEOS health and wellbeing program really came to the fore.

Our Connecting Culture program has continued with momentum, with the introduction of our new social recognition tool 'Celebrating Success' and Ways of Working (WOW), which includes a charter for how each FINEOS team works in collaboration as one team across multiple geographies in a hybrid work environment.

FINEOS also recognises the value of inspiring innovation and collaboration in our people. Employee culture and engagement strategies are in place that enhance the Group's ability to attract and retain talent. FINEOS seeks feedback from our people to progressively improve on all areas of our organisational health. We are currently launching a new 'Discovery Chat program' designed for leaders to continuously engage with employees to understand the reasons why each employee continues to work for the Company and gain diverse perspectives into how we can innovate across all pillars of our strategy.

Achievements in the past year have included HR being shortlisted for numerous awards and winning 'Champion Change Management Program' at the Irish HR Champion Awards 2022, the LOMA 'Educational Achievement' award in North America and the prestigious CIPD Ireland 'Inclusion and Diversity' award for our FINEOS DEI 'Embrace' (Diversity, Equity and Inclusion) program.

FINEOS is committed to creating a world-class Corporate Social Responsibility (CSR) program that reinforces and brings to life the company's vision to create "A world where protection from illness, injury and loss is accessible to everyone." CSR has been incorporated into the FINEOS DEI "Embrace" program, which includes several employee-led CSR activities to fundraise for Breast Cancer Ireland, sports clubs who serve local disadvantaged communities and the Ukrainian war crisis.

FINEOS is well known for contributing to society and the environment by supporting pro-bono, philanthropic and charitable activities in the places where we work and live.

Positive outlook

Looking forward, we see exciting opportunities for FINEOS. With the business continuing its growth trajectory and cash flows strengthening, we remain on track to achieve a positive free cash flow position in FY24. We look forward to reporting on our future developments and progress towards this goal, and delivering growth for our people, customers and shareholders.

Your sincerely,

Anne O'Driscoll
Chairman

Michael Kelly
Founder and CEO

Environmental, Social and Governance Report

Michael Kelly CEO, Letter for ESG

FINEOS' Purpose – "We help our customers care for the people they serve through the delivery of superior insurance technology."

FINEOS has always been focused first on helping improve the lives of people by supporting insurers around the world in their mission to provide coverage and care to the public. Our Environmental, Social and Governance (ESG) strategy has been woven into the FINEOS leadership direction and culture for the last 30 years, as seen more recently in our FINEOS Playbook, which outlines our values and their application toward our employees, our customers, and the world at large. As we have grown organically and through acquisition, we have updated our FINEOS Playbook to reflect our expanding and more diverse workforce.

The FINEOS ESG strategy addresses each of the three underlying areas in an integrated fashion, tailored to address the requirements of an international software company.

Environment

Our environmental impact primarily concerns managing travel and facilities-related impact around energy, utilities and waste management. The measures FINEOS undertook to address the recent pandemic shutdowns and some of the resulting changes in general business interaction norms have enabled us to greatly reduce travel and re-evaluate our approach to office space management in general.

Social

Social impact is an important area for us at FINEOS, since software is a people business, both in the creation of software, and in the wide range of our global customers, partners and other stakeholders. Professional development, employee engagement and wellbeing, and fair compensation, are major initiatives that enable us to maintain a fresh and motivated team at a time where turnover and recruiting are critical industry – and international workforce -- issues.

Our employee-directed Diversity, Equality and Inclusion (DEI) program is also a major element in maintaining a healthy working culture internally and seeks to ensure we are dealing with our customers, partners and other stakeholders correctly. We are proud that FINEOS was recently named winner of the Inclusion and Diversity Award at the CIPD Ireland HR Awards 2022 for our DEI program.

Governance

I have spent a lot of time with our Board and team on governance as we have grown dramatically, made acquisitions and moved our customers to a SaaS model that requires a higher standard of data security and privacy management than ever. Our Board members bring a variety of viewpoints and a high degree of independence that positively challenge me and my leadership to be broad thinkers and bring our best game to the table.

This includes the Board as a whole taking an active interest in ESG matters, encouraging the preparation of this report and approving the report.

The large amount of customer data necessary to provide life, accident and health insurance requires insurers to maintain a very high standard for data security and privacy. We have taken the right steps to ensure FINEOS maintains that standard both in our own people and processes and through having the right partners for cloud services, consulting services and audit.

Our ESG initiative is in many ways inherent within FINEOS as it aligns with our FINEOS Playbook and overarching approach to doing business. The past few years have been very difficult for business and for the world in general. I am very proud of how my team has maintained these high standards and stepped up to the challenge of serving our customers at a time when insurance protection has been a critical need for people around the globe.

Michael Kelly

Michael Kelly
Founder and CEO

About this Report

FINEOS is proud to present our inaugural Environmental, Social and Governance (ESG) Report.

This report showcases the work that we have done to date in these areas and provides a new level of transparency into how we operate and view our role with respect to our stakeholders. As a Software as a Service (SaaS) provider, our industry places a heavy emphasis on innovation and depends upon human and intellectual capital. FINEOS has specifically tailored this report to reflect the fact that we operate in a services-led industry. We believe that this report shows how we are establishing and maintaining a framework for evaluating, creating and maintaining our ESG-related work. In this inaugural report we reflect our focus on our people, our business and our customers. FINEOS has a strong people strategy with a focus on Organisational health, running regular Organisational health surveys and implementing changes to improve the Organisational health; annual benchmarking of salaries across regions; and performance management.

The data we provide is current through 30 June 2022.

Focus Areas

We have identified nine focus areas within our evolving ESG strategy. We are working to establish quantifiable measurements across all these areas.

ENVIRONMENT	SOCIAL	GOVERNANCE
Travel, Water and Energy Management	Professional Development	Board Independence, Structure and Tenure
Materials and Waste Management	Wellbeing and Engagement	Data Security and Privacy
	Diversity, Equality, Inclusion (DEI)	Audit Risk and Oversight
	Compensation	

Environment

FINEOS focuses on the environmental areas that are key/relevant to our mission as a global market leader in core systems for group and individual life, accident and health on a single technology platform. With FINEOS being a SaaS focused company, it has a relatively low carbon footprint in the context of direct emissions by facility or process (Scope 1), indirect emissions associated with purchased electricity (Scope 2) and supply-chain carbon emissions (Scope 3).

FINEOS has made efforts to address the environmental concerns, regarding:

Travel, Water and Energy Management

FINEOS facilities management focuses on the efficient use of water and energy in all our office spaces. We are continuously reviewing best practice, cost management and adoption of new technologies.

Commencing in 2007, FINEOS implemented a strategy to virtualise all backend Servers in the FINEOS Data Centre and completed this in 2010. Since 2017, FINEOS uses Cloud Service Providers to complement this. All third-party Data Centers used by FINEOS have a goal to reduce their carbon footprint by 2025 and/or be 100% powered by renewable energy.

In 2020, FINEOS embraced a remote-first Hybrid Working Model for all regions where FINEOS has an office, offering a choice of being office based or remote based, thus reducing the amount of commuting to/from an office. In 2022, 100% of employees are using the hybrid working model. We encourage our employees to question the value of carbon intensive activities such as travel by car or plane and to choose an alternative such as video call instead. Adopting this hybrid working model, which encourages the majority of employees to work from home more so than in the office, means electricity consumption from office buildings is reduced significantly.

Environmental, Social and Governance Report (continued)

Materials and Waste Management

FINEOS strives to reduce waste and recycle equipment (office and electrical) where it is safe and practical to do so. IT hardware (such as ink cartridges, batteries and electronics at end of life) is disposed of in an environment friendly way once any FINEOS information on the hardware has been destroyed securely so that recovery of the information is impossible.

FINEOS has driven down the use of paper since 2016 investing in software solutions to reduce paper-based equivalents, for example:

- 100% of employee contracts, customer contracts and third-party contracts are delivered and signed electronically, since 2020. FINEOS is reviewing other contractual areas where electronic signatures are acceptable.
- FINEOS personnel are encouraged to not print documents.
- A robust recycling program for office waste is in place as part of a global reduce, reuse, recycle program.

Social

FINEOS is immensely proud of its employees and as a SaaS company we view our employees as vital to our success. As such our People strategy has evolved, as the business has, since our Company was founded in 1993. A fair compensation and performance management program has always existed at FINEOS, while it has evolved over the years in line with people leadership best practices.

We have also launched many people focused initiatives such as:

- Corporate Playbook and defined values in 2012
- In 2014 FINEOS transitioned to safe, a scaled agile approach to software development which has people at the center empowering and trusting them with decisions.
- Organisational Health in 2016
- Learning and Development Program in 2017
- Health and Wellbeing Program in 2018
- Employee share option scheme in 2019 following our successful IPO on the ASX
- Diversity, Equality, and Inclusivity Program in 2021

Our FINEOS Playbook (launched in 2012) is our internal compass providing clarity and underpins everything we do in FINEOS, demonstrating what our vision, purpose, mission and values are.

It infuses our culture into every team, every workstream and every task. At FINEOS we empower all our people to lead by example using our leadership principles. It is regularly reviewed, updated and communicated across FINEOS.

Compensation

FINEOS offers a comprehensive total rewards package to all employees encompassing compensation plus employee benefits. Compensation comprises a combination of base salary and equity. Our benefits package includes health care coverage, retirement benefits, and wellness and employee assistance programs.

The FINEOS philosophy and basis for our salary criteria in our annual salary review is based on a balance of factors, namely performance and equity:

- **Performance:** First and foremost, our goal is to recognise and reward high performance in a fair and consistent manner. We recognise not only what has been achieved but also how goals were achieved.
- **Equity:** We ensure individuals receive a fair salary which is aligned with external market and internal relativities. This is done through internal and external benchmarking. We also carry out internal benchmarking cross function and region to ensure internal equity. Our gender pay equity gap is sufficiently insignificant that we are confident our people are paid equally in like-for-like roles. However, we recognise that at an individual level, pay gaps can still occur and we are working to address any identified gaps through our ongoing salary review processes.

Professional development

FINEOS is committed to investing in our employees through continuing education programs and professional memberships. We value the contributions of our employees and want to see them succeed and grow professionally and we support learning on the job, formal classroom training and on-demand training.

Wellbeing and Engagement

FINEOS recognises the importance of supporting the health and wellness of our employees and has a Health and wellbeing program to support all employees by creating an environment where our people are encouraged to bring their best selves to work and are supported in achieving greater wellbeing by fuelling themselves across three core dimensions: Mind, Body and Life.

FINEOS measures the engagement of our people using the Denison Organisational Health Culture survey, benchmarking against over 1,000 companies.

CSR (Corporate Social Responsibility)

FINEOS and our employees have a long history of contributing to society and the environment by supporting pro-bono, philanthropic and charitable activities in the places where we work and live. The FINEOS commitment to creating a world-class CSR program truly reinforces and brings to life the FINEOS Company vision to create "A world where protection from illness, injury and loss is accessible to everyone." Our CSR strategy also supports our purpose "We help our customers care for the people they serve through the delivery of superior insurance technology." Driven by our shared purpose, we are committed to using our expertise and technology to help make the world a better place. We do this by encouraging and supporting our people to think about how they can contribute to delivering on this commitment. FINEOS undertakes this work in collaboration with our clients.

FINEOS has chosen to focus its pro-bono and charitable work and contributions in the following key strategic areas reflecting our commitment to diversity, equality and inclusion within our organisation:

- **Community Development:** Supporting opportunities to contribute to and make a visible, positive and material impact in the communities where we work and live.
- **Education and Training:** Enhancing through training, education, scholarships, internships, participation in association sponsored events, academic engagements, etc., and delivering education to urban and underserved communities
- **Employee driven activities:** Promoting employee led CSR activities. For our employees it helps to create a greater sense of community within our organisation, employees are empowered to subscribe and fundraise for local charities and want to promote the FINEOS brand at such events. It means employees can self-actualise on personal goals, contributing to FINEOS and our greater diverse community to support meaningful lasting change across the world.

Environmental, Social and Governance Report (continued)

Diversity, Equality, Inclusion (DEI)

FINEOS set a strategic Company goal of Diversity and Inclusion and in July 2021 we successfully launched our Embrace DEI program, meeting that business commitment.

One of the measures FINEOS uses is the D&I module in the Denison Organisational Health Survey. FINEOS also looks for external validation of the DEI program and in April 2022 FINEOS won the top CIPD (Chartered Institute for Personnel and Development) award for Inclusion and Diversity.

How are we embedding DEI across our strategic pillars?

- People:
  - A Company-wide rollout saw employees globally attend the Embrace program launch.
  - Our people leaders and individual contributors globally participated in our Leadership Development program which included a DEI module. This is directly in response to their request for DEI training support in our Denison Culture survey.
  - Formation of globally represented employee DEI committee to drive buy-in and engagement.
  - FINEOS embraces a multi-cultural and diverse workplace by not tolerating any level of discrimination in the hiring process or any other day to day business activity.
- Product:
  - Our increased focus on diverse ways of thinking/working in the Company has had an impact on the development of our product, bringing more innovation.
- Customer:
  - We have seen we can serve our customers' needs better with the introduction of our DEI program in their RFP (Requests for Proposals). For example, we are striving towards the incorporation of accessibility standards, such as WCAG (web content accessibility guidelines) and language translation configurations. This is important to FINEOS because we believe holding our customers to the same standards we hold ourselves to is what creates widespread positive change across industries.
- Market:
  - Employer Branding – shortlisted and won Inclusion and Diversity awards.

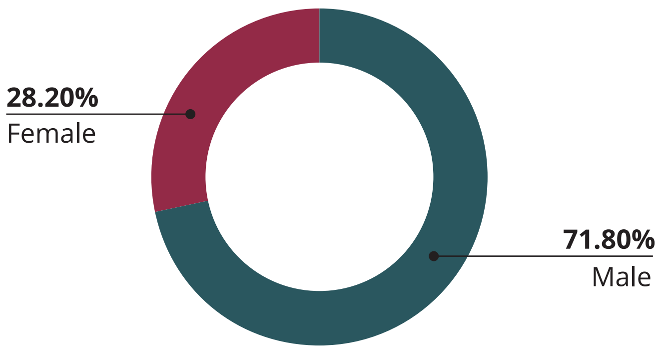
Gender Diversity Insights

A recent Deloitte Global report predicts that large global technology firms, on average, will reach nearly 33% overall female representation in their workforces in 2022. FINEOS is trending at 28% in the global workforce.

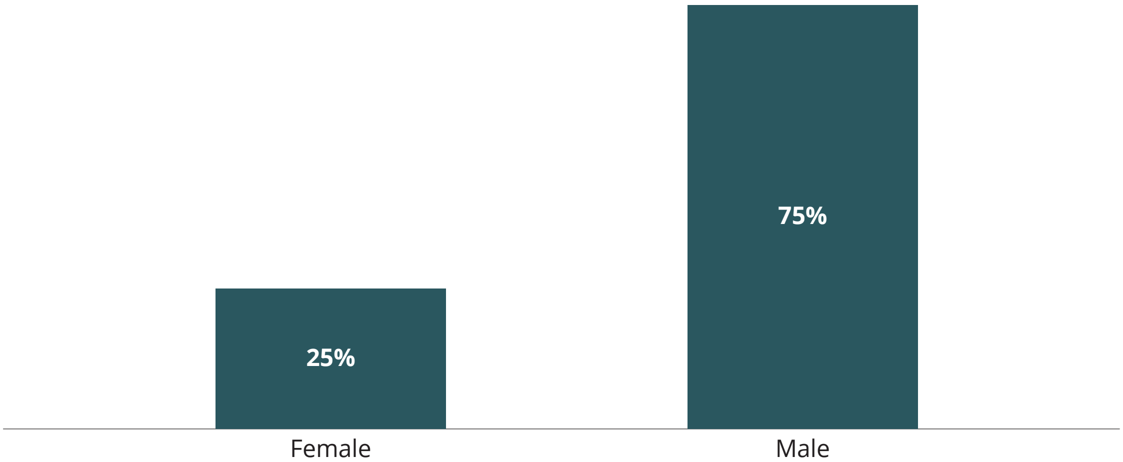
Female representation in leadership positions in FINEOS globally is at 25%, coming in just at the industry average of 25.3% in the technology industry.

(Source: Deloitte Insights: https://www2.deloitte.com/us/en/insights/industry/technology/women-tech-leadership.html).

A Total Global Gender Spilt % graph



A Total Global Gender Leadership % graph



With the successful implementation of our new People system 'Success Factors' we are now focused on collating and reporting on greater DEI measured targets. Note: This data can be limited due to country specific privacy restrictions on information being requested, recorded and tracked. *(Source: Deloitte Insights: https://www2.deloitte.com/us/en/insights/industry/technology/women-tech-leadership.html)*.

Environmental, Social and Governance Report (continued)

Governance

The FINEOS mission is to be the global market leader in core systems for group and individual life, accident and health on a single technology platform. Aligning our ESG strategy with this mission is more important now than ever and embedding the ESG strategy within our Company strategy is a core goal for us. This is important to our employees, our customers and our investors.

As an ASX listed company since 2019, FINEOS has continued to improve and broaden our governance with a strong focus on our revenue and cost base, by investing in our products and our employees, by building and maintaining our customer trust in the security of their data. We have reaffirmed that we respect human rights by publishing our Anti-Slavery and Human Trafficking Policy, https://www.fineos.com/document/anti-slavery-and-human-trafficking-policy/, and we make ethical decisions that protect our customers and employees.

We are including our ESG strategy within our overall corporate governance program. Our Chief People Officer (CPO) is the chair and sponsor of the ESG council, and reports to our Chief Executive Officer and the Board on our progress with the ESG strategy.

Compliance

FINEOS is committed to ensuring that we meet our compliance requirements such as governance, tax, health and safety, for our employees, for our responsibilities as a publicly listed company and for our duty to our shareholders.

FINEOS has adopted a code of business conduct https://www.fineos.com/document/code-of-conduct/ in addition to our core values of Respect and Trust. The Company places importance on fostering a workplace culture where our people are empowered to speak up on issues that concern them and know they will be taken seriously. Our WhistleBlower Policy, https://www.fineos.com/document/whistleblowers-policy/, is in place to provide clarity on the support and protection available and outline how concerns are managed.

Our Board has adopted a Corporate Governance Statement, https://www.fineos.com/document/corporate-governance-statement/, to establish the necessary authority and best practices to review and evaluate FINEOS as needed and to make decisions that are independent of our management. The standard sets out the practices for the board including the foundation for management and oversight including the board composition and selection; board responsibilities; board charter; board performance evaluation; board committees and compensation.

Board Independence, Structure and Tenure

FINEOS has several controls and charters in place which dictate the Board independence, structure and tenure.

Board Members	6
Independent Directors	4
Standing Board Committees	2 Renumeration and Nomination Committee (RNC); Audit and Risk Management Committee (ARC)
Separate CEO and Chair roles	Yes
Formal Board Diversity Policy	Yes https://www.fineos.com/document/diversity-policy/
ESG formally considered at Board/Committee level	Yes

Data Security and Privacy

FINEOS is committed to information security, protecting personal data and respecting individual privacy. The Information Security Program includes administrative, technical and physical safeguards to:

- Ensure the security and confidentiality of information with controls such as encryption at rest and in transit; and principle of least privilege access control;
- Protect against any anticipated threats or hazards or integrity of such information with continuous monitoring; vulnerability management program; third party penetration testing; and security incident management;
- Protect against unauthorised access to, or use of, such information that could result in substantial hardship or inconvenience to FINEOS, business partners, personnel or clients with controls such as user authentication managed by customers; multi-factor authentication; and attribute-based access control;
- Information Security Policies;
- Independent validation of the FINEOS Information Security program;
  - In 2018 FINEOS successfully passed the AWS well architected review
  - In 2019 FINEOS joined the AWS Financial Services competency network
  - Ongoing since 2020 when the first SOC 2 Type 2 Attestation report was published
- FINEOS Security Council meets 12 times a year and is comprised of C-suite executives and business information security leaders;
- FINEOS Security Risk log is reviewed at least annually.

Audit Risk and Oversight

FINEOS is governed by its Board of directors (“Board”) which oversees the overall business affairs of the Company. The Board sets high standards through its governance and by establishing and enforcing policies designed to promote and ensure the integrity and ethical values throughout the organisation. The Board has established two committees which operate according to their charter adopted by the Board.

- Audit and Risk Committee (ARC): Assists the Board in fulfilling corporate governance and oversight responsibilities in relation to the Company’s financial reports and financial reporting process and internal control structure, risk management systems and the statutory audit process. The ARC Chair is a non-executive Board member and the Committee meets at least three times a year.
- Remuneration and Nomination Committee (RNC): Assists the Board by reviewing and making recommendations in areas such as succession planning; remuneration and performance of the Board, Directors and senior leaders; and the Company’s performance in respect of the Diversity Policy and learning and development. The RNC Chair is a non-executive Board member and the Committee meets at least once a year.

Board of Directors

Anne O'Driscoll
Chairman
Non-executive Director
Chair, Remuneration and Nomination Committee

Based in Australia, Anne joined the Board in 2019. Anne has over 35 years of business experience across a broad spectrum of the insurance industry. Anne is currently on the boards of ASX-listed companies, Steadfast Group Limited and Infomedia Limited, as well as non-listed companies, MDA National Pty Limited and Commonwealth Insurance Limited. Anne chairs the audit committee for each of these boards.

Anne 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.

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

Michael Kelly
Executive Director
Chief Executive Officer

Based in Ireland, Michael is the Chief Executive Officer and founder of FINEOS. Michael has more than three decades of executive leadership experience in the global life, accident and health industry.

Michael began his career with FBD Insurance and then moved to Paxus Corporation, an Australian insurance core systems software vendor entering the European market. Michael assisted in establishing Paxus' LIFE400 product as the market leading policy administration system in continental Europe, which was later acquired by CSC.

Michael is a previous winner of the EY Ireland Technology Entrepreneur of the Year, and in 2015 was named as one of the top 10 most influential executives in the Irish international FinTech sector.

Michael attended Dublin City University where he graduated with a BSc in Computer Science.

Gilles Biscay
Non-executive Director

Based in France, Gilles joined the Board in 2019, having previously served on the Board of FINEOS Corporation Limited, the main operating entity of the FINEOS Group from 2014. Gilles spent most of his career at Accenture, where he worked in multiple areas ranging from large system integration, post-merger implementations, case tools and enterprise resource planning software development.

In 2005, Gilles 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 insurance software providers.

Gilles is also a founding partner and president of FutureWork SAS, a strategy consulting firm aimed at helping corporations manage digital transformations.

Dr Martin Fahy
Non-executive Director
Chair, Audit and Risk Management Committee

Based in Australia, Martin joined the Board in 2019. Martin is the Chief Executive Officer (CEO) of the Association of Superannuation Funds of Australia (ASFA), the peak policy, research and advocacy body for Australia's superannuation industry. Prior to this Martin 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.

From 2007 to 2011, Martin was CEO at the Financial Services Institute of Australasia (FINSIA) where he led the organisation's transformation post the sale of its education business. Prior to FINSIA, he led strategy and development for the Chartered Institute of Management Accountants (CIMA) in Asia Pacific.

Martin 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. Martin is a member of Chartered Accountants Australia and New Zealand.

David Hollander
Non-executive Director

Based in the United States, David joined the Board on 14 October 2019. David has over 35 years of experience in the insurance, technology and professional services industries.

David most recently served as Global Insurance Leader for Ernst & Young LLP (EY), responsible for all service lines and representing a global team of over 14,000 professionals. David currently sits on the Board of Directors at Northwestern Mutual, Westfield Insurance and Distinguished Programs, all based in the United States. Previously David served as the CEO of UNIRISX, a SaaS-based policy administration insurtech solution based in the UK.

David began his career with Accenture (NYSE: ACN), where he served in a variety of leadership and client service roles including CEO of Accenture's Financial Services Solutions Group. He led the creation of a 200-person global insurance software company within Accenture, driving more than US$1 billion in consulting and outsourcing pull-through revenues, in addition to leading the acquisition and integration of a major life and annuity software provider.

Tom Wall
Executive Director
Chief Financial Officer

Based in Ireland, Tom joined FINEOS in 2003 as Chief Financial Officer and was appointed to the Board in 2019. Tom has over 30 years of 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, Tom 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. Tom also gained expertise working across a number of financial and accounting roles at MFS Communications Ltd, Unisys World Trade Incorporated and Black & Decker Inc.

Tom is a Fellow of the Chartered Institute of Management Accountants and a Chartered Global Management Accountant in Ireland.

Directors' Report
for the year ended 30 June 2022

The Directors present herewith their report and audited consolidated financial statements for the year ended 30 June 2022. These financial statements reflect the performance of FINEOS Corporation Holdings plc and its subsidiaries ('the Group') for the fiscal year ended 30 June 2022.

1. Directors and Secretary

The Directors of the Company during, or since the end of, the year are as follows. Directors were in office for the whole of the year unless otherwise stated.

Chairman	**Date of appointment**
Anne O'Driscoll	25 July 2019
Chief Executive Officer	
Michael Kelly	12 December 2018
Other Directors	
Gilles Biscay	25 June 2019
Martin Fahy	25 July 2019
David Hollander	15 October 2019
Tom Wall	25 June 2019

Tom Wall and Vanessa Chidrawi served as Joint Company Secretary for the period of 1 July 2021 to 16 June 2022. On 16 June 2022, Vanessa Chidrawi resigned and Natalie Climo was appointed as Company Secretary.

Particulars of the Directors' qualifications and experience as well as their directorships of other listed companies are set out under Board of Directors on pages 12 to 13.

2. Directors' Meetings

The number of meetings of the Company's Board of Directors (the 'Board') and of each Board Committee held during the year ended 30 June 2022, and the number of meetings attended by each Director, were as follows:

	Board		**Audit and Risk Management Committee**		**Remuneration and Nomination Committee**	
	A	**B**	**A**	**B**	**A**	**B**
Anne O'Driscoll	6	6	4	4	3	3
Michael Kelly	6	6	-	-	-	-
Gilles Biscay	6	5	4	3	3	2
Martin Fahy	6	6	4	4	3	3
David Hollander	6	5	3	2	3	2
Tom Wall	6	6	–	–	–	–

A: Meetings eligible to attend

B: Meetings attended as a member

3. Audit Committee

The Audit and Risk Management Committee assists the Board in carrying out its accounting, auditing and financial reporting responsibilities, including those outlined in Section 167 of the Companies Act 2014.

4. Principal Activities and Review of the Development and Performance of the Business during the Financial Year

The principal activity of the Group is the development and sale of software. FINEOS is a global software group providing modern customer-centric core software to Life, Accident and Health insurers and Employee Benefits providers.

The Group helps its customers move on from outdated legacy administration systems to the cloud-native FINEOS AdminSuite for new business, billing, claims, absence and policy administration, enabling improved operational efficiency, increased effectiveness and excellent customer care.

FINEOS AdminSuite is a purpose built, customer-centric, end-to-end core product suite designed to manage the modern complex structures and relationships of group and individual insurance processing to optimise plan, coverage and data management, operational processing and business intelligence. The Group is continuously developing, both organically and through acquisitions, the entire range of FINEOS Platform offerings, which today includes machine learning and data insight through artificial intelligence.

Business summary and key performance indicators

The key performance indicators of the financial results are as follows:

- An increase in revenue from €108.3 million for the year ended 30 June 2021 to €127.2 million for the year ended 30 June 2022 which is a 17.5% improvement.
- Subscriptions revenue is up 34.2% compared to the year ended 30 June 2021.
- Services revenue is up 7.4% compared to the year ended 30 June 2021.
- Employee retention rates are 88% for the year ended 30 June 2022.
- The loss after tax for the year ended 30 June 2022 is €26.0 million compared to a loss after tax of €12.5 million for the year ended 30 June 2021 and is due to higher cost of sales and product development and delivery costs as a percentage of sales, higher amortisation charges on capitalised research and development costs and acquired intangibles, and an impairment charge recognised against goodwill in the amount of €12.6 million. The higher costs are offset by a tax credit of €4.2 million (2021: €1.0 million).
- Basic loss per share of 8.23 cents (euro) for the year ended 30 June 2022 compared to a basic loss per share of 4.20 cents (euro) for the year ended 30 June 2021.

The 2021 basic loss per share has been restated from a basic loss per share of 4.15 in cents (euro) to 4.20 in cents (euro), arising from a calculation error. The prior year calculation used total comprehensive loss attributable to ordinary shareholders rather than loss for the financial year after taxation attributable to ordinary shareholders.

Subscription revenue growth of 34.2% reflects the increased scale and breadth of FINEOS products for the customer base. Services revenue growth of 7.4% was achieved even though several clients and potential clients faced reduced funding for systems investment in the context of the social and economic challenges generated by COVID-19. Overall revenue growth was 17.5%.

During FY22, the FINEOS customer base continued to actively engage in new implementation activity, major product upgrades, and platform migrations to the cloud. We completed three new implementations and 12 major upgrades, and we enter FY23 with 19 active cloud customer projects. These include new implementations related to our acquisitions of Limelight Health and Spraoi, now marketed as part of the FINEOS Platform. Additionally, we are continuing to engage with our on-premise customers to plan their upgrades to the cloud across multiple countries including USA, Canada, Australia and New Zealand.

4. Principal Activities and Review of the Development and Performance of the Business during the Financial Year (continued)

Anticipating clients' need to undertake digital transformation drove the Group's significant R&D investment over the past seven years. The value of that investment is now being realised with increasing billings on the cloud platforms. Part of FINEOS' growth strategy is also to increase its use of strategic implementation partners going forward.

The consolidated financial statements are presented in Euro which is the functional currency of the Group. Euro based currency volatility continued during fiscal year 2022 in relation to the US Dollar, British Pound, Australian Dollar, New Zealand Dollar, Polish Zloty and Canadian Dollar, resulting in a foreign exchange gain of €0.8 million for the Group in the year (2021: foreign exchange loss of €0.3 million). Foreign exchange continues to be a risk for FINEOS given the export profile of the Group. This is closely managed with part of the risk being covered by the natural hedge of the non-Euro denominated staff costs and other overheads being paid in local currency.

The consolidated statement of comprehensive income for the year ended 30 June 2022 and the consolidated statement of financial position as at that date are set out on pages 36 and 37. The consolidated loss on ordinary activities for the year, before tax, amounted to €30.2 million compared to a loss before tax of €13.5 million in 2021. After adding back a taxation credit of €4.2 million (2021: €1.0 million), a loss of €26.0 million has been debited to reserves (2021: €12.5 million).

Non-financial measures are also important to the Group and the Group's first Environmental, Social and Governance Report is set out on pages 4 to 11.

5. Changes in the State of Affairs

The cash reserves closed at €44.3 million as at 30 June 2022 compared to €14.0 million as at 30 June 2021. The Group had no external debt as at 30 June 2022.

FINEOS undertook an equity raising on 2 September 2021 to provide funding towards FINEOS' opportunity pipeline and provide working capital and balance sheet support for planned R&D investments and both organic and inorganic growth opportunities. FINEOS successfully completed a fully underwritten institutional placement, raising approximately AU$70 million through the issue of 16,279,069 new fully paid CHESS Depositary Interests over FCL shares ('CDIs'). The placement was undertaken at an offer price of AU$4.30 per new CDI. Costs of the capital raise amounted to €0.7 million.

FINEOS also undertook a non-underwritten Security Purchase Plan ('SPP') raising approximately AU$3.7 million through the issue of 862,261 new fully paid CDIs, at an offer price of AU$4.30 per new CDI, which completed on 7 October 2021.

Equity increased by €33.0 million to €169.3 million from €136.3 million during the year with the significant movements being:

- Net proceeds of €45.4 million from the new share capital
- Credit of €10.6 million to foreign exchange reserve
- Increase in share option reserve of €2.8 million
- Loss for the year of €26.0 million.

5. Changes in the State of Affairs (continued)

Apart from the increase in cash reserves of €30.3 million noted above, other key movements in assets contributing to a growth in total assets of €38.9 million to €223.4 million were:

- €8.7 million of a positive exchange difference on the retranslation of intangible assets
- €25.8 million of internal development expenditure
- €20.8 million combined amortisation charge
- €12.6 million impairment charge
- An increase of €3.5 million in trade receivables driven by the increase in revenue and lower cash receipts from customers in quarter 4 of FY22
- An increase in the deferred tax asset recognised of €4.2 million due to the tax restructuring of acquired entities providing a clear path to tax loss utilisation, favourable regional changes in R&D tax credits and the provision for offset of tax losses against future taxable profits in Ireland.

Total liabilities increased by €6.0 million to €54.1 million from €48.1 million during the year with the significant movements being:

- An increase of €8.8 million in deferred revenue due primarily to the increase in subscription revenue in the year.
- A decrease of €1.6 million in trade payables due to the earlier receipt of invoices from some of our larger contractors in 2022 allowing for payment in advance of the balance sheet date.

6. Likely Developments and Outlook

FINEOS completed FY22 with the exciting release of a market-first study in collaboration with New York Life Group Benefit Solutions. The study reflected the successful implementation of the Group's strategy, with the Company's purpose-built FINEOS platform successfully meeting the business challenges of one of the largest North American group insurers and delivering a full employee benefits core insurance system. The single FINEOS platform replaced six legacy back-office systems supporting $4 billion worth of business for 9 million customers.

During FY22, FINEOS successfully raised net cash of €45.2 million from the issue of new CDIs, underpinning the Company's strong year end capital position of over €44 million in cash and no debt. This capital position supports FINEOS' organic growth plans and ongoing investment in R&D to further enhance the Company's fully integrated, industry gold standard quote-to-claim product suite.

The Group's growth strategy remains focussed on:

- winning new clients
- driving up-sell and cross-sell revenues from existing clients
- increasing market share in the Group's chosen segments – life accident and health insurers and employee benefits providers.

These growth paths are supported by a robust pipeline of significant cross-sell and up-sell opportunities with existing customers, in addition to new name opportunities.

Despite the uncertainty caused by the COVID-19 pandemic, FINEOS successfully moved its workforce to a 'remote first' hybrid working model. Given the visible opportunities, the Company remains confident that it can continue its growth trajectory, and is targeting:

- FY23 revenue of between €135 million and €140 million
- Positive free cashflow position in FY24.

7. Dividends

During the year the Company made no dividend payments to Ordinary shareholders. The Directors do not propose the payment of a final dividend for the year.

8. Political Donations

There were no political donations made during the year ended 30 June 2022.

9. Principal Risks and Uncertainties Faced

In the opinion of the Directors, the main risks and uncertainties faced by the Group, along with the nature of their potential impact, are as follows:

- global economic and political uncertainty and volatility continues in all marketplaces where FINEOS trades, including potential recessions in key markets. This could potentially lead to further delays and uncertainty on the allocated budgets of existing and prospective customers;
- FINEOS continues to face competition in its respective markets, and if FINEOS fails to compete successfully, market share will decline;
- FINEOS subsidiaries and branches operate in currencies other than the Euro, and continued volatility in foreign exchange rates relative to the Euro could adversely affect the Group’s reported earnings and cash flow;
- competitors’ products may replace existing FINEOS products and as a result, FINEOS may lose market share in the markets for these products;
- major changes in technology could have an impact on FINEOS and its trading model unless it continues to nvest in research and development and remains competitive and current;
- FINEOS sells product and services in the USA, Canada, Australia, New Zealand, the UK and Europe, which increases the complexity of local customer requirements, including addressing local compliance requirements in the respective countries;
- the loss of the chief executive officer or other key employees, or the limited availability of qualified personnel, may disrupt operations or increase the cost structure; and
- the loss of a significant customer could have a significant negative effect on revenues and profits.

The impact of the above is difficult or impossible to predict accurately and many of the risks and uncertainties faced are beyond the Group’s control.

In the normal course of business, the Group is also exposed to price risk, credit risk and liquidity risk, which are discussed in more detail in Note 24.

10. Events Subsequent to the Year End

There are no events subsequent to the year end that would require disclosure in or adjustment to the consolidated financial statements.

11. Corporate Governance Statement

The corporate governance statement of FINEOS Corporation Holdings Plc, as approved by the Board, can be found on the Company’s website at https://www.fineos.com/investors/corporate-governance/.

12. Transactions with Directors

There were no contracts of any significance in relation to the business of the Group in which the Directors had any interest, as defined by the Companies Act 2014, at any time during the year ended 30 June 2022, other than as disclosed in Note 25.

13. Controlling Party

Michael Kelly is the ultimate controlling party of the FINEOS Group.

14. Directors' and Secretary's Interests

The Directors' and Company Secretary's interests in shares and share options as at 30 June 2022 are set out on page 26 in the Remuneration and Nomination Committee report.

15. Group Companies

Particulars of the companies within the Group required to be disclosed under Section 314(1) of the Companies Act 2014 in respect of Group companies are detailed in Note 27.

16. Directors' Compliance Statement

The Directors have drawn up a compliance policy statement setting out the Company's policies (that, in the Directors' opinion, are appropriate to the Company), respecting compliance by the Company with its relevant obligations. The Directors understand that they are responsible for securing the Company's compliance with its relevant obligations. The Company has appropriate arrangements or structures that are, in the Directors' opinion, designed to secure material compliance with the Company's relevant obligations. The Company has conducted a review, during the financial year of the arrangements or structures that have been put in place.

17. Accounting Records

The Directors are responsible for ensuring that proper books and accounting records, as outlined in Sections 281 to 285 of the Companies Act 2014, are kept by the Company. To achieve this, the Directors have appointed a professionally qualified Chief Financial Officer who reports to the Board and ensures that the requirements of Sections 281 to 285 of the Companies Act 2014 are complied with. These books and accounting records are maintained at the Company's registered office at FINEOS House, East Point Business Park, Dublin 3, Ireland.

18. Statement on Relevant Audit Information

In the case of all persons who are Directors at the time this report is approved in accordance with Section 332 of the Companies Act 2014:

(a) so far as the Directors are aware, there is no relevant audit information of which the Company's statutory auditors are unaware; and

(b) the Directors have taken all steps that they ought to have taken as Directors to make themselves aware of any relevant audit information, and to establish that the Company's statutory auditors are aware of that information.

19. Auditors

Mazars, Chartered Accountants and Statutory Audit Firm, express their willingness to continue in office in accordance with Section 383(2) of the Companies Act 2014.

20. Takeover Provisions

FINEOS is not subject to Chapters 6, 6A, 6B and 6C of the Companies Act 2014 dealing with the acquisition of its shares (including substantial holdings and takeovers).

FINEOS has incorporated into its Articles shareholder protection provisions that are similar to the provisions of the Australian Corporations Act 2001. These provisions seek to protect the interests of shareholders where a person seeks to acquire a substantial interest in, or control of, FINEOS. The Articles prohibit a person from acquiring a relevant interest in issued voting shares in FINEOS if any person’s voting power will increase from 20% or below to more than 20%, or from a starting point that is above 20% and below 90%. Exceptions to the prohibition apply (e.g. acquisitions with shareholder approval, 3% creep over six months and rights issues that satisfy prescribed conditions). Compulsory acquisitions are permitted by persons who hold 90% or more of securities or voting rights in a company.

21. Restrictions on the Transfer of Securities under the Companies Act

The Company is an Irish company formed under the laws of Ireland and therefore subject to the provisions of the (Uncertificated Securities) Regulations, 1996 (S.I No 68 of 1996) (‘1996 Regulations’) and its Articles of Association accordingly contain prohibitions on transfers. The provision of uncertificated securities is regulated by the 1996 Regulations, which is administered by the Corporate Enforcement Authority. The Company must comply with the provisions of the 1996 Regulations. The Company may therefore refuse to register transfers, pursuant to a direction from the Irish High Court, where the transfer is prohibited under another enactment, where the Company has noted the transfer is to a deceased person, or where the instruction requires a transfer of units to an entity which is not a legal person, a minor, or to be held jointly in the names of more persons than permitted under the terms of issue of the security. Refer to Articles 36.2 and 36.3 of the Company’s Articles of Association.

On behalf of the Board

Michael Kelly   Tom Wall

Michael Kelly
Director

Tom Wall
Director

23 August 2022

Remuneration and Nomination Committee Report

for the year ended 30 June 2022

As chair of the Remuneration and Nomination Committee (the Committee), I am pleased to present the report for the Committee for the year ended 30 June 2022.

The objective of this report is to provide shareholders with information to enable them to understand the remuneration structures in place and how they relate to the Group's financial performance. The report also provides a summary of the Committee's roles and responsibilities and how these were discharged in the year ended 30 June 2022.

Membership and Meetings of the Committee

The members of the Committee during the year ended 30 June 2022 are set out in the table below. The members of the Committee were in place for the whole of the year unless otherwise stated.

All members of the Committee are independent Non-executive Directors.

Committee Member	Position	Appointed
Ms Anne O'Driscoll	Chair	25 July 2019
Mr Gilles Biscay	Member	25 June 2019
Dr Martin Fahy	Member	25 July 2019
Mr David Hollander	Member	15 October 2019

Attendance details for the three meetings held during the year are outlined on page 14 in the Annual Report. The Committee members' biographies are set out on pages 12 to 13.

Role of the Remuneration and Nomination Committee

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

- the Group's remuneration policy, including as it applies to Directors, and the process by which any pool of Directors' fees approved by shareholders is allocated to Directors;
- remuneration packages of Executive Directors, Non-executive Directors and senior executives;
- equity-based incentive plans and other employee benefit programs;
- the Group's pension/superannuation arrangements;
- those aspects of the Group's remuneration policies and packages, including equity-based incentives, which should be subject to shareholder approval;
- succession plans of the Chief Executive Officer, Executive Directors and senior executives;
- Board succession issues and planning;
- the appointment and re-election of Board and Committee members;
- the induction of new Directors and continuing professional development programs for Directors;
- the process for recruiting a new Director, including evaluating the balance of skills, knowledge, experience, independence and diversity on the Board;
- the process for the evaluation of the performance of the Board, its Board Committees and individual Directors; and
- the size and composition of the Board and strategies to address Board diversity and the Group's performance in respect of the Group's Diversity Policy, including whether there is any gender or other inappropriate bias in remuneration for Directors, senior executives or other employees.

The Committee charter can be found at https://www.fineos.com/investors/corporate-governance/.

Remuneration and Nomination Committee Report (continued)
for the year ended 30 June 2022

Remuneration Policy

The Group is committed to attracting and retaining the best people to work in the organisation, including Directors and senior management. Appropriate remuneration designed to reward, retain and motivate people is a key element in achieving that objective. Part of the Committee's role is to assist the Board in implementing its Remuneration Policy. A copy of the policy can be found at https://www.fineos.com/investors/corporate-governance/.

Executive Remuneration Framework

There are two Executive Directors: the Chief Executive, Mr Michael Kelly, and the Chief Financial Officer, Mr Tom Wall. It should be noted that Mr Wall has announced his intention to retire on 30 September 2022. The Board has determined that the incoming Chief Financial Officer will not be a Director of the Company.

The elements of the remuneration package which may apply to Executive Directors are base salary, pension contributions, other benefits and both short-term and long-term incentives.

The tables below summarise the framework which was applied during the year ended 30 June 2022. A similar structure will apply during the year ended 30 June 2023. The relevant benefits are included in the Directors' remuneration table shown below.

Benefit	Nature of Benefit
Annual base salary	Salary levels are reviewed annually by reference to market comparisons and reflect the individual's level of expertise and contribution to the organisation, in conjunction with other benefits being provided. Salary increases are normally in line with the wider workforce.
Pension contributions	Participation in a defined contribution scheme available to employees in the same geography. There is a Company contribution of 10% of base salary for the CFO. The CEO does not utilise this benefit.
Other benefits	Benefits currently provided are healthcare cover, life insurance and permanent health insurance cover. Premiums payable are included in the remuneration disclosed in this report.

Incentive	Basis of Incentive	Maximum Opportunity	Achieved for FY2022
Short-term Incentives (bonus)	The CEO is entitled to receive an annual cash bonus in recognition of his contribution towards growth and in lieu of pension contributions.	CEO: drives the growth of the Company and leads key customer relationships and sales acquisitions.	CEO: Bonus payment of €100k.
	The CFO is entitled to receive an annual bonus based on achievement of agreed Company and individual performance targets.	CFO: 15% of base salary if all objectives achieved and up to 25% where there is over-achievement beyond such agreed targets.	CFO: Bonus of 20% of salary.
Long-term incentives (equity-based remuneration)	A long-term incentive plan was established on admission to the ASX ('the 2019 Equity Incentive Plan') (The Plan). Awards from this scheme may be made in the form of options, restricted shares, restricted stock units and performance shares. See Note 19 for more details.	No more than 5% of the issued share capital of the Company may be issued or reserved under The Plan at any time.	There were no awards to the CEO or CFO under The Plan during FY22.
	The terms and conditions of any awards made to Executive Directors under the 2019 Equity Incentive Plan, including those relating to targets, vesting and/or exercise (as the case may be), are determined by the Committee and to the extent required, subject to CDI holder approval.		

The Committee reviews the performance of the Executive Directors for the purposes of determining short-term incentives and makes recommendations to the Board as to the pay-out level.

Remuneration and Nomination Committee Report (continued)

for the year ended 30 June 2022

Non-executive Directors

The Board aims to recruit high-calibre Non-executive Directors, with broad commercial, international or other relevant experience.

Non-executive Director remuneration is reviewed by the Board based on recommendations from the Committee. The aggregate amount paid to all Non-executive Directors in any financial year for their services must not exceed the amount fixed by the securityholders in general meeting. This amount is currently fixed at AU$800,000 (€514,734[1]) per annum.

As Chair of the Board, I am paid a fee of AU$160,000 (€102,947) (2021: AU$160,000) per annum. David Hollander is paid a fee of US$170,000 (€150,723) (2021: US$170,000) per annum for acting as Non-executive Director. The other Non-executive Directors, Gilles Biscay and Martin Fahy, are paid fees of €55,000 (2021: €52,167) and AU$90,000 (€57,908) (2021: AU$90,000) per annum, respectively. These Non-executive Director fees include fees payable to each Non-executive Director for his/her role on the relevant Board committees.

The amounts set out above are exclusive of pension/superannuation contributions where required by law to be made by FINEOS but such contributions are included in the remuneration set out in the Table of Directors' Remuneration for the year ended 30 June 2022 below.

Under their letters of appointment, the Non-executive Directors are not entitled to participate in any share, bonus, retirement benefit or other scheme operated by the Company or any Group company.

In addition, all reasonable and documented expenses incurred in the performance of the Non-executive Directors' duties are reimbursed.

Service Contracts/Letters of Appointment

Details of service contracts for the Executive Directors are outlined below.

Name	Title	Date of Contract	Notice Period by Company or Director
Michael Kelly	Chief Executive Officer and Founder	12 December 2018	12 months
Tom Wall	Chief Financial Officer	25 June 2019	6 months

Each of the Non-executive Directors has received an appointment letter from FINEOS, confirming their respective roles and responsibilities as Directors, and FINEOS' expectations of them as Non-executive Directors.

The appointment letter includes membership of any Board Committees, the fees to be paid and the time commitment expected. The letter also covers matters such as confidentiality, data protection and securities dealing policy. In addition, Non-executive Directors are expected to acquire a beneficial interest in CDIs equivalent to their annual fees within 36 months of the Company's IPO (which occurred in August 2019).

Dates of appointment for the Non-executive Directors are set out below:

Name	Date of Appointment
Anne O'Driscoll	25 July 2019
Gilles Biscay	25 June 2019
Martin Fahy	25 July 2019
David Hollander	15 October 2019

[1] Throughout this Committee report, amounts denominated in Australian or US dollars are translated into Euro at a rate of AU$/EUR 1.5542 and US$/EUR 1.1279, being the average rates for the year to 30 June 2022.

Annual Report on Remuneration 2022

The following table sets out the total remuneration for Directors for the year ended 30 June 2022.

Director	Salary/fees €	Short-term incentives €	Post-employment benefits €	Other benefits €	Shares allotted €	Share awards gain on exercise €	LTIP €	Total 2022 €
Executive Directors								
Michael Kelly	390,592	100,000	–	3,411	–	–	–	494,003
Tom Wall	287,418	57,484	28,742	12,235	–	–	–	385,879
Non-executive Directors								
Anne O'Driscoll	102,778	–	10,294	–	–	–	–	113,072
Gilles Biscay	55,000	–	–	–	–	–	–	55,000
Martin Fahy	57,812	–	5,791	–	–	–	–	63,603
David Hollander	147,033	–	–	–	–	–	–	147,033
Total	**1,040,633**	**157,484**	**44,827**	**15,646**	**–**	**–**	**–**	**1,258,590**

The equivalent table of total remuneration for Directors for the year ending 30 June 2021 is as follows:

Director	Salary/fees €	Short-term incentives €	Post-employment benefits €	Other benefits €	Shares allotted €	Share awards gain on exercise[(a)] €	LTIP €	Total 2021 €
Executive Directors								
Michael Kelly	380,592	57,089	–	3,265	–	–	–	440,946
Tom Wall	277,418	55,484	27,742	12,904	–	3,319,860	25,752	3,719,160
Non-executive Directors								
Anne O'Driscoll	100,000	–	9,507	–	–	–	–	109,507
Gilles Biscay	55,000	–	–	–	–	–	–	55,000
Martin Fahy	56,250	–	5,348	–	–	–	–	61,598
David Hollander	148,106	–	–	–	–	–	–	148,106
Peter Le Beau	22,917	–	–	–	–	–	-	22,917
Total	**1,040,283**	**112,573**	**42,597**	**16,169**	**–**	**3,319,860**	**25,752**	**4,557,234**

(a) On 8 October 2020, Tom Wall exercised 1,300,000 options at €0.135 each and resultant CDIs were sold at AU$4.50 per security resulting in a net gain of €3,319,860.

Remuneration and Nomination Committee Report (continued)

for the year ended 30 June 2022

Directors' and Company Secretary's Interests in Company Shares

	Total CDIs held at 1 July 2021	Purchases/ Increase in indirect holdings	Acquired on exercise of options	Sales/ Reductions	Total shares/ CDIs held at 30 June 2022[a]	CDIs held nominally at 30 June 2022[b]
Anne O'Driscoll	70,399	37,000	–	–	107,399	47,399
Michael Kelly	166,418,040	5,064,338	–	(2,924,429)	168,557,949	221,589
Gilles Biscay	35,883	10,000	–	–	45,883	45,883
Natalie Climo	–	–	–	–	–	–
Martin Fahy	8,000	–	–	–	8,000	8,000
David Hollander	41,224	–	–	–	41,224	–
Tom Wall	–	–	–	–	–	–

(a) Total CDIs at 30 June 2022 represent CDIs held directly by the Director and indirectly by the relevant Director's related parties inclusive of domestic partners, dependents and entities jointly controlled or significantly influenced by the Director. They also represent the relevant interest in the Company's listed securities as notified by the Directors to the ASX in accordance with the ASX Listing Rules.

(b) Shares/CDIs held nominally are those CDIs registered in the name of the individual Director.

Directors' Interests in Options

The only options on issue that are held by Directors are as follows:

	Options held at 1 July 2021	Options issued	Options exercised	Options lapsed	Options held at 30 June 2022
Tom Wall	1,150,000	–	–	–	1,150,000

Of the remaining options held by Tom Wall, 1,000,000 options over CDIs are exercisable at €0.135 and expire on 3 February 2026 and 150,000 options over CDIs are exercisable at AU$4.2688 and expire on 6 November 2027.

See Note 19 for further detail on the Company's equity incentive schemes.

Committee Activities

During FY22 the Committee continued to receive regular reporting from the Chief People Officer and the Chief Executive Officer on matters pertinent to the Committee's role. There was a particular focus on succession planning, diversity and inclusion, and training and retention.

On behalf of the Committee

Anne O'Driscoll
Chair of the Remuneration and Nomination Committee

Directors' Responsibilities Statement

The Directors are responsible for preparing the Annual Report and the Group and Company financial statements in accordance with applicable law and regulations.

Irish company law requires the Directors to prepare group and company financial statements for each financial year. Under the law, the Directors have elected to prepare the Group and Company financial statements in accordance with the Companies Act 2014 and IFRS. Under company law, the Directors must not approve the Group and Company financial statements unless they are satisfied that they give a true and fair view of the assets, liabilities and financial position of the Group and Company as at the financial year end date and of the profit or loss of the Group for the financial year.

In preparing these financial statements, the Directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and accounting estimates that are reasonable and prudent;
- state whether the financial statements have been prepared in accordance with applicable accounting standards, identify those standards, and note the effect and reasons for any material departure from those standards; and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the Group will continue in business.

The Directors are responsible for ensuring that the Company keeps or causes to be kept adequate accounting records, which correctly explain and record the transactions of the Company, enable at any time the assets, liabilities, financial position and profit or loss of the Group and parent Company to be determined with reasonable accuracy, enable them to ensure that the parent Company and Group financial statements comply with the Companies Act 2014 and enable the financial statements to be audited. They are also responsible for safeguarding the assets of the Group and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

The Directors are responsible for the maintenance and integrity of the financial information included on the Company's website. Legislation in the Republic of Ireland governing the preparation and dissemination of financial statements may differ from legislation in other jurisdictions.

On behalf of the Board

Michael Kelly
Tom Wall

Michael Kelly
Director

Tom Wall
Director

23 August 2022

INDEPENDENT AUDITOR’S REPORT

TO THE MEMBERS OF

FINEOS CORPORATION HOLDINGS PLC

Opinion

We have audited the financial statements of FINEOS Corporation Holdings Plc (‘the Company’) and Subsidiaries (‘the Group’) for the year ended 30 June 2022, which comprise the Consolidated Statement of Comprehensive Income, the Consolidated and Company Statement of Financial Position, the Consolidated and Company Statement of Changes in Equity, the Consolidated and Company Statement of Cash Flows and the notes to the financial statements, including the summary of significant accounting policies set out in Note 2. The financial reporting framework that has been applied in their preparation is Irish Law and International Financial Reporting Standards (‘IFRS’) as adopted by the European Union.

In our opinion the accompanying financial statements:

- give a true and fair view of the assets, liabilities and financial position of the Group and parent Company as at 30 June 2022 and of the Group’s loss for the year then ended;
- have been properly prepared in accordance with International Financial Reporting Standards as adopted by the European Union; and
- have been properly prepared in accordance with the requirements of the Companies Act 2014.

Basis of opinion

We conducted our audit in accordance with International Standards on Auditing (Ireland) (ISAs (Ireland)) and applicable law. Our responsibilities under those standards are further described in the Auditor's responsibilities for the audit of the financial statements section of our report. We are independent of the Company in accordance with ethical requirements that are relevant to our audit of financial statements in Ireland, including the Ethical Standard for Auditors (Ireland) issued by the Irish Auditing and Accounting Supervisory Authority (IAASA), and we have fulfilled our other ethical responsibilities in accordance with these requirements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Conclusions relating to going concern

In auditing the financial statements, we have concluded that the Directors’ use of the going concern basis of accounting in the preparation of the financial statements is appropriate.

Our evaluation of the Director’s assessment of the entity’s ability to continue to adopt the going concern basis of accounting included the following:

- We obtained the cash flow forecasts prepared for the Group;
- We tested the clerical accuracy of the cash flow forecasts;
- We considered the consistency of the forecasts in line with other areas of our audit;
- We tested and challenged management on the key assumptions underlying the forecasts; and
- We assessed the adequacy of the disclosures in the financial statements in relation to going concern.

INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF

FINEOS CORPORATION HOLDINGS PLC

Based on the work we have performed, we have not identified any material uncertainties relating to events or conditions that, individually or collectively, may cast significant doubt on the Company's or Group's ability to continue as a going concern for a period of at least twelve months from the date when the financial statements are authorised for issue.

Our responsibilities and the responsibilities of the Directors with respect to going concern are described in the relevant sections of this report.

Key audit matters

Key audit matters are those matters that, in our professional judgement, were of most significance in the audit of the financial statements of the current year and include the most significant assessed risks of material misstatement (whether or not due to fraud) identified by the auditor, including those which had the greatest effect on: the overall audit strategy; the allocation of resources in the audit; and directing the efforts of the engagement team. These matters were addressed in the context of our audit of the financial statements as a whole and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

We summarise below the key audit matters in forming our audit opinion above, together with an overview of the principal audit procedures performed to address each matter and, where relevant, key observations arising from those procedures.

Key Audit Matter	How Our Audit Addressed the Key Audit Matter
Revenue recognition **(€127.2 million for the year ended 30 June 2022; 2021: €108.3 million)** The following are key considerations: • The significance of revenue to understanding the financial results for users of the financial statements. • The extent of deferred revenue held by the Group and the assessment of its systematic release in line with relevant revenue recognition principles. • The complexity involved in applying IFRS 15. • The complexity associated with the varied nature of bespoke contracts in forming new commercial arrangements.	We performed a number of procedures including the following: • developed an understanding of and evaluated the operating effectiveness of relevant key revenue internal controls, including deferred revenue calculation and release controls; • use of IT audit to perform data reconciliations; • carried out detailed substantive testing; • on a sample basis, recalculated the deferred and accrued portions of customer agreements and compared this to the amount deferred and accrued on the balance sheet; • assessed associated reconciliations including accounts receivable and deferred revenue for unusual reconciling items; • assessed the value of credit notes raised over the year and for a select period post year end; and • developed a risk-based approach to perform journal entry testing on a sample basis to determine the appropriateness of manual postings to revenue.

INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF

FINEOS CORPORATION HOLDINGS PLC

Key Audit Matter	How Our Audit Addressed the Key Audit Matter
Capitalisation of development expenditure (€25.8 million capitalised in the year ended 30 June 2022; 2021: €28.3 million) The Group capitalises costs incurred in the development of its software. These costs are then amortised over the estimated useful life of the software. The costs are mainly comprised of payroll costs. The Group's process for calculating the value of internally developed software involves judgement as it includes estimating time which staff spend developing software, determining the value attributable to that time, and determining which projects being developed meet the criteria to be capitalised.	Our work on capitalised development costs focused on the Group's process for estimating the time spent by staff on software development that can be capitalised under IAS 38, and the nature of the projects undertaken: • assessing the nature of a sample of projects against the requirements of IAS 38 to determine if they were capital in nature, and the status of ongoing projects; • assessing the procedures applied by the Group to review the rates applied to capitalise payroll costs; • assessing the effectiveness of controls over the payroll process; • assessing capitalised costs with reference to actual payroll information for a sample of employees; and • assessing the adequacy of the disclosures related to capitalised development costs in the consolidated financial statements.

Key Audit Matter	How Our Audit Addressed the Key Audit Matter
Impairment consideration relating to capitalised development expenditure (€75.0 million at 30 June 2022; 2021: €65.6 million) Intangible assets make up €136.0 million of the Group's non-current assets (2021: €134.6 million). The most significant of these intangibles is capitalised software development costs of €75.0 million at 30 June 2022 (2021: €65.6 million). IAS 36: Impairment of Assets required that finite life intangible assets be tested for impairment whenever there is an indication that the intangible assets may be impaired and this assessment requires judgement. The assessment as to whether there are any indicators of impairment requires judgement including consideration of both internal and external sources of information.	We assessed the factors that the Group considered regarding impairment of capitalised development costs and whether any indicators of impairment existed . This included having regard to: • significant changes in the extent or manner in which the associated software is used; • potential or actual redundancy or disposal of developed software; • amortisation periods applied by the Group to develop software relative to its experience of software lifecycle; • significant changes in the market in which the assets are used; and • evaluating the Group's assessment that the useful lives of intangible assets are appropriate at year end.

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INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF

FINEOS CORPORATION HOLDINGS PLC

Key Audit Matter	How Our Audit Addressed the Key Audit Matter
Impairment consideration relating to goodwill (€33.7 million at 30 June 2022; 2021: €41.3 million) Goodwill of €33.7 million is recorded in the balance sheet at 30 June 2022 (2021: €41.3 million), after booking an impairment charge of €12.6 million in the year ended 30 June 2022. Under IAS 36: Impairment of assets, the Group is required to review goodwill for impairment at least annually by assessing the recoverable amount of each cash-generating unit, or group of cash-generating units, to which the goodwill relates. This is a key audit matter given • the size of the balance relative to the total assets of the group; • the judgements involved in allocating goodwill to each Cash Generating Unit; and • the forward-looking assumptions applied in the value-in-use model prepared in assessing the carrying value of goodwill (including forecasted cashflows, future growth rates and discount rates applied), which involve estimation and judgement.	We performed a number of procedures including the following: • We obtained a third-party report in respect of an impairment review and impairment calculations at the year end date, which included forecasts for each relevant cash generating unit and a recommended impairment charge; • We evaluated management's assessment in relation to impairment of goodwill, particularly their methodology for determining value in use; • We completed a detailed assessment of the assumptions underlying the impairment review and modelling, and evaluated these for reasonableness based on our knowledge of the business; and • We assessed management's forecast accuracy based on historical forecasts and results, and challenged the achievability of growth rates included in the model.

Our application of materiality

We apply the concept of materiality in planning and performing the audit and in evaluating the impact of misstatements, if any. Materiality is an expression of the relative significance or importance of a matter in the context of the financial statements. Misstatements in the financial statements are material if they, individually or in aggregate, could reasonably be expected to influence the economic decisions of users taken based on the financial statements.

The scope of our audit was influenced by our application of materiality. We set certain quantitative thresholds for materiality. These, together with qualitative considerations, helped us to determine the scope of our audit and the nature, timing and extent of our audit procedures on the individual financial statement line items and disclosures and in evaluating the effect of misstatements, both individually and on the financial statements as a whole. Based on our professional judgement, we determined materiality for the consolidated financial statements as a whole as follows:

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INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF

FINEOS CORPORATION HOLDINGS PLC

Overall materiality	€1,908,715
How we determined it	1.5% of Group Revenue
Rationale for benchmark applied	This benchmark is considered the most appropriate because Revenue is a key benchmark used by management and shareholders in assessing the performance of the business.
Reporting threshold	We agreed with those charged with governance that we would report to them misstatements identified during our audit above €57,261 as well as misstatements below that amount that, in our view, warranted reporting for qualitative reasons.

We determined materiality for the Company to be €1.76 million which is approximately 1% of the net assets of the parent company.

Overview of the scope of the audit

As part of designing our audit, we assessed the risk of material misstatement in the financial statements, whether due to fraud or error, and then designed and performed audit procedures responsive to those risks. In particular, we looked at where the Directors made subjective judgements such as making assumptions on significant accounting estimates.

We tailored the scope of our audit to ensure that we performed sufficient work to be able to give an opinion on the financial statements as a whole. We used the outputs of a risk assessment, our understanding of the Company, its environment, controls and critical business processes, to consider qualitative factors in order to ensure that we obtained sufficient coverage across all financial statement line items.

Other information

The Directors are responsible for the other information. The other information comprises the information included in the annual report other than the financial statements and our auditor's report thereon. Our opinion on the financial statements does not cover the other information and, except to the extent otherwise explicitly stated in our report, we do not express any form of assurance conclusion thereon.

Our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated. If we identify such material inconsistencies or apparent material misstatements, we are required to determine whether there is a material misstatement in the financial statements or a material misstatement of the other information. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact.

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INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF

FINEOS CORPORATION HOLDINGS PLC

We have nothing to report in this regard.

Opinions on other matters prescribed by the Companies Act 2014

In our opinion, based on the work undertaken in the course of the audit, we report that:

- the information given in the Directors' Report for the financial year for which the financial statements are prepared is consistent with the financial statements;
- the Directors' Report has been prepared in accordance with applicable legal requirements;
- the accounting records of the Group were sufficient to permit the financial statements to be readily and properly audited; and
- the financial statements are in agreement with the accounting records.

We have obtained all the information and explanations which, to the best of our knowledge and belief, are necessary for the purposes of our audit.

Matters on which we are required to report by exception

Based on the knowledge and understanding of the Group and its environment obtained in the course of the audit, we have not identified any material misstatements in the Directors' Report. The Companies Act 2014 requires us to report to you if, in our opinion, the requirements of any of Sections 305 to 312 of the Act, which relate to disclosures of directors' remuneration and transactions are not complied with by the Group.

We have nothing to report in this regard.

Respective Responsibilities

Responsibilities of directors for the financial statements

As explained more fully in the Directors' responsibilities statement set out on page 27, the Directors are responsible for the preparation of the financial statements in accordance with the applicable financial reporting framework that they give a true and fair view, and for such internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the Directors are responsible for assessing the Group's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Group or parent Company or to cease operations, or has no realistic alternative but to do so.

Auditor's responsibilities for the audit of the financial statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with ISAs (Ireland) will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

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INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF

FINEOS CORPORATION HOLDINGS PLC

A further description of our responsibilities for the audit of the financial statements is located on the Irish Auditing and Accounting Supervisory Authority's website at: http://www.iaasa.ie/getmedia/b2389013-1cf6-458b-9b8f-a98202dc9c3a/Description_of_auditors_responsibilities_for_audit.pdf. This description forms part of our auditor's report.

The purpose of our audit work and to whom we owe our responsibilities

Our report is made solely to the Company's members, as a body, in accordance with Section 391 of the Companies Act 2014. Our audit work has been undertaken so that we might state to the Company's members those matters we are required to state to them in an auditor's report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the Company and the Company's members, as a body, for our audit work, for this report, or for the opinions we have formed.

Lorcan Colclough

Lorcan Colclough
for and on behalf of Mazars
Chartered Accountants and Statutory Audit Firm
Harcourt Centre,
Block 3,
Harcourt Road,
Dublin 2

23 August 2022

Financial Statements

Consolidated Statement of Comprehensive Income
for the year ended 30 June 2022

	Note	2022 €	2021 €
Revenue	4	127,247,699	108,338,635
Cost of sales		(44,212,991)	(36,292,052)
Gross profit		83,034,708	72,046,583
Product development and delivery		(54,408,871)	(44,240,937)
Sales and marketing		(7,013,893)	(6,182,731)
General and administration		(17,087,981)	(17,788,790)
Amortisation	11	(20,821,952)	(16,005,834)
Depreciation	12	(2,294,643)	(2,073,064)
Impairment	11	(12,559,945)	–
Other income	6	2,172,577	1,331,818
Operating loss		(28,980,000)	(12,912,955)
Finance income		282	1,814
Finance costs	7	(1,209,369)	(633,975)
Loss on ordinary activities before taxation	8	(30,189,087)	(13,545,116)
Income tax	9	4,193,014	1,060,054
Loss for the financial year		(25,996,073)	(12,485,062)
Other comprehensive income for the year:			
Foreign exchange differences on translation of operations of foreign subsidiaries and branches		10,606,709	144,972
Total comprehensive loss for the year attributable to the equity holders of the parent		(15,389,364)	(12,340,090)
Basic and diluted (loss) per share (cents)	10	(8.23)	(4.20)

All results relate to continuing operations.

The notes on pages 45 to 83 are an integral part of these financial statements.

Consolidated Statement of Financial Position
as at 30 June 2022

	Note	30 June 2022 €	30 June 2021 €
ASSETS			
Non-current assets			
Intangible assets	11	136,016,927	134,622,056
Property, plant and equipment	12	5,736,171	6,236,202
		141,753,098	140,858,258
Current assets			
Trade and other receivables	14	37,344,419	29,612,596
Cash and cash equivalents	15	44,311,366	13,998,945
		81,655,785	43,611,541
Total Assets		223,408,883	184,469,799
EQUITY AND LIABILITIES			
Current liabilities			
Trade and other payables	16	42,484,985	34,391,576
Non-current liabilities			
Long-term liabilities	16	11,630,246	13,320,872
Provisions	9	–	416,773
Total liabilities		54,115,231	48,129,221
Capital and reserves			
Called up share capital presented as equity	17	319,385	301,677
Share premium	17	169,717,173	124,239,947
Foreign exchange reserve	18	10,485,419	(121,290)
Other undenominated capital	18	1	1
Share option reserve	18	6,644,064	3,796,560
Reorganisation reserve	18	11,123,985	11,123,985
Retained earnings	18	(28,996,375)	(3,000,302)
Total equity		169,293,652	136,340,578
TOTAL EQUITY AND LIABILITIES		223,408,883	184,469,799

The notes on pages 45 to 83 are an integral part of these financial statements.

On behalf of the Board

Michael Kelly　　Tom Wall

Michael Kelly
Director

Tom Wall
Director

23 August 2022

Company Statement of Financial Position

as at 30 June 2022

	Note	30 June 2022 €	Restated 30 June 2021 €
ASSETS			
Non-current assets			
Financial assets	13	85,507,168	99,404,900
Current assets			
Trade and other receivables	14	68,873,909	44,489,729
Cash and cash equivalents	15	21,657,649	401,664
		90,531,558	44,891,393
TOTAL ASSETS		176,038,726	144,296,293
EQUITY AND LIABILITIES			
Current liabilities	16	104,623	58,324
Total liabilities		104,623	58,324
Capital and reserves			
Called up share capital presented as equity	17	319,385	301,677
Share premium	17	169,717,173	124,239,947
Other undenominated capital	18	1	1
Reorganisation reserve	18	22,609,813	22,609,813
Retained earnings		(16,712,269)	(2,913,469)
Total equity		175,934,103	144,237,969
TOTAL EQUITY AND LIABILITIES		176,038,726	144,296,293

The notes on pages 45 to 83 are an integral part of these financial statements.

On behalf of the Board

Michael Kelly

Michael Kelly
Director

Tom Wall

Tom Wall
Director

23 August 2022

Consolidated Statement of Changes in Equity

for the year ended 30 June 2022

	Called up share capital presented as equity €	Share premium €	Foreign exchange reserves arising on translation €	Other undenominated capital €	Share option reserve €	Reorganisation reserve €	Retained earnings €	Total €
At 30 June 2020	272,030	59,903,254	(266,262)	1	2,664,088	11,123,985	9,484,760	83,181,856
Loss for the year	–	–	–	–	–	–	(12,485,062)	(12,485,062)
Other comprehensive income for the year	–	–	144,972	–	–	–	–	144,972
Total comprehensive income for the year	–	–	144,972	–	–	–	(12,485,062)	(12,340,090)
Issue of share capital	29,647	63,336,763	–	–	–	–	–	63,366,410
Reserves transfer from share options exercised	–	999,930	–	–	(999,930)	–	–	–
Share-based payment charge	–	–	–	–	2,129,018	–	–	2,129,018
Translation adjustment	–	–	–	–	3,384	–	–	3,384
At 30 June 2021	**301,677**	**124,239,947**	**(121,290)**	**1**	**3,796,560**	**11,123,985**	**(3,000,302)**	**136,340,578**

All amounts are attributable to the equity holders of the Group.

The notes on pages 45 to 83 re an integral part of these financial statements.

Consolidated Statement of Changes in Equity (continued)

for the year ended 30 June 2022

	Called up share capital presented as equity €	Share premium €	Foreign exchange reserves arising on translation €	Other undenominated capital €	Share option reserve €	Reorganisation reserve €	Retained earnings €	Total €
At 30 June 2021	301,677	124,239,947	(121,290)	1	3,796,560	11,123,985	(3,000,302)	136,340,578
Loss for the year	–	–	–	–	–	–	(25,996,073)	(25,996,073)
Other comprehensive income for the year	–	–	10,606,709	–	–	–	–	10,606,709
Total comprehensive income for the year	–	–	10,606,709	–	–	–	(25,996,073)	(15,389,364)
Issue of share capital	17,708	45,387,851	–	–	–	–	–	45,405,559
Reserves transfer from share options exercised	–	89,375	–	–	(89,375)	–	–	–
Share-based payment charge	–	–	–	–	2,741,585	–	–	2,741,585
Translation adjustment	–	–	–	–	195,294	–	–	195,294
At 30 June 2022	319,385	169,717,173	10,485,419	1	6,644,064	11,123,985	(28,996,375)	169,293,652

All amounts are attributable to the equity holders of the Group.

The notes on pages 45 to 83 are an integral part of these financial statements.

Company Statement of Changes in Equity
for the year ended 30 June 2022

	Called up share capital presented as equity €	Share premium €	Other undenominated capital €	Reorganisation reserve €	Retained earnings €	Total €
At 30 June 2020	272,030	59,903,254	1	22,609,813	(240,176)	82,544,922
Loss for the year	–	–	–	–	(2,673,293)	(2,673,293)
Other comprehensive income for the year	–	–	–	–	–	–
Total comprehensive income for the year	–	–	–	–	(2,673,293)	(2,673,293)
Issue of share capital	29,647	63,336,763	–	–	–	63,366,410
Reserves transfer from share options exercised	–	999,930	–	–	–	999,930
At 30 June 2021	301,677	124,239,947	1	22,609,813	(2,913,469)	144,237,969

All amounts are attributable to the equity holders of the parent Company.

The notes on pages 45 to 83 are an integral part of these financial statements.

Company Statement of Changes in Equity (continued)
for the year ended 30 June 2022

	Called up share capital presented as equity €	Share premium €	Other undenominated capital €	Reorganisation reserve €	Retained earnings €	Total €
At 30 June 2021	301,677	124,239,947	1	22,609,813	(2,913,469)	144,237,969
Loss for the year	–				(13,798,800)	(13,798,800)
Other comprehensive income for the year	–	–	–	–	–	–
Total comprehensive income for the year	–	–	–	–	(13,798,800)	(13,798,800)
Issue of share capital	17,708	45,387,851	–	–	–	45,405,559
Reserves transfer from share options exercised	–	89,375	–	–	–	89,375
At 30 June 2022	319,385	169,717,173	1	22,609,813	(16,712,269)	175,934,103

All amounts are attributable to the equity holders of the parent Company.

The notes on pages 45 to 83 are an integral part of these financial statements.

Consolidated Statement of Cash Flows
for the year ended 30 June 2022

	Note	2022 €	2021 €
Cash flows from operating activities			
Group loss after tax		(25,996,073)	(12,485,062)
Adjusted for:			
Income tax	9	(4,193,014)	(1,060,054)
Finance costs	7	1,209,369	633,975
Finance income		(282)	(1,814)
Other income	6	(2,172,577)	(1,331,818)
Depreciation	12	2,294,643	2,073,064
Amortisation	11	20,821,952	16,005,834
Impairment	11	12,559,945	–
Loss on disposal of fixed assets		–	15,214
Lease expense	21	(2,818,210)	(2,361,939)
Movement in trade and other receivables		(3,792,496)	(2,955,358)
Movement in trade and other payables		8,294,702	1,881,013
Net tax paid		(494,485)	(917,421)
Research and development refund received		930,623	1,314,105
Effect of movement in exchange rates		2,537,886	572,106
Share-based payment expense	19	2,741,585	2,129,018
Net cash flows generated from operating activities		11,923,568	3,510,863
Cash flows from investing activities			
Interest received		282	1,814
Grant income		–	108,057
Payment for acquisition of subsidiary (net of cash acquired)		–	(59,353,544)
Payment for property, plant and equipment	12	(847,236)	(946,292)
Payment for intangible assets	11	(25,972,356)	(25,296,343)
Net cash used in investing activities		(26,819,310)	(85,486,308)
Cash flows from financing activities			
Interest paid		(197,396)	(73,454)
Proceeds from issue of shares	17	46,151,132	57,245,894
Transaction costs	17	(745,573)	(1,029,430)
Net cash generated from financing activities		45,208,163	56,143,010
Net increase/(decrease) in cash and cash equivalents		30,312,421	(25,832,435)
Cash and cash equivalents at the beginning of the year		13,998,945	39,831,380
Cash and cash equivalents at the end of the year	15	44,311,366	13,998,945

Company Statement of Cash Flows
for the year ended 30 June 2022

	Note	2022 €	2021 €
Cash flows from operating activities			
Company loss after tax		(13,798,800)	(2,673,293)
Adjusted for:			
Finance costs		124,164	3,311
Finance income		(48)	–
Impairment	13	13,638,550	–
Movement in trade and other receivables	14	(189)	(1,846)
Movement in trade and other payables	16	39,405	58,324
Effect of movement in exchange rates		(6,268)	150,201
Net cash flows used in operating activities		(3,186)	(2,463,303)
Cash flows from investing activities			
Interest received		48	–
Amounts advanced (to)/from Group companies		(24,029,166)	16,216,551
Payment for acquisition of subsidiary		–	(69,570,941)
Net cash used in investing activities		(24,029,118)	(53,354,390)
Cash flows from financing activities			
Interest paid		(117,270)	(3,311)
Issue of shares	17	46,151,132	57,245,894
Transaction costs	17	(745,573)	(1,029,430)
Net cash generated from financing activities		45,288,289	56,213,153
Net increase in cash and cash equivalents		21,255,985	395,460
Cash and cash equivalents at the beginning of the year		401,664	6,204
Cash and cash equivalents at the end of the year	15	21,657,649	401,664

Notes to the Consolidated Financial Statements

1. General Information

FINEOS Corporation Holdings plc ('the Company') is a public limited company incorporated in the Republic of Ireland. The registered office is FINEOS House, Eastpoint Business Park, Dublin 3.

The principal activity of the Company and its subsidiaries ('the Group') is that of enterprise claims and policy management software for Life, Accident and Health insurers and Employee Benefits providers. Foreign operations are included in accordance with the significant accounting policies set out in Note 2.

2. Summary of Significant Accounting Policies

a) Basis of financial statements

Compliance with IFRS, new standards and interpretation

The financial statements have been prepared in accordance with International Financial Reporting Standards ('IFRS') and interpretations issued by the IFRS Interpretations Committee ('IFRS IC') applicable to companies reporting under IFRS. The financial statements comply with IFRS as issued by the International Accounting Standards Board and as adopted by the EU, and the Companies Act 2014.

A number of new amendments and interpretations to accounting standards became effective for the Group during the financial year including:

- Interest Rate Benchmark Reform Phase 2 – amendments to IFRS 9, IAS 39, IFRS 7, IFRS 4 and IFRS 16.
- COVID-19-Related Rent Concessions beyond 30 June 2021 - Amendment to IFRS 16

These amendments and interpretations would not have resulted in the accounting applied by the Group changing and would not have had a material effect on the Group's financial statements.

New standards, interpretations and amendments not yet effective

There are a number of standards, amendments to standards and interpretations which have been issued by the IASB that are effective in future accounting periods that the Group has decided not to adopt early.

The following amendments are effective for the period beginning 1 January 2022:

- Onerous Contracts – Cost of Fulfilling a Contract (Amendments to IAS 37);
- Property, Plant and Equipment: Proceeds before Intended Use (Amendments to IAS 16);
- Annual Improvements to IFRS Standards 2018-2020 (Amendments to IFRS 1, IFRS 9, IFRS 16 and IAS 41); and
- References to Conceptual Framework (Amendments to IFRS 3).

The Group does not expect any other standards issued by the IASB, but not yet effective, to have a material impact on the Group.

Historical cost, presentation currency and going concern

The consolidated financial statements have been prepared on the historical cost basis, except where described otherwise in the policies below. The consolidated financial statements of the Group and the financial statements of the Company are presented in Euro ('€') which is also the functional currency of the Group and Company.

Management has prepared projections and forecasts for the Group. These include consideration of revenue growth, funding and finance facilities available, and cash reserves held. On this basis, the Directors consider that it is appropriate to prepare the consolidated financial statements on the going concern assumption.

Exemption from preparing Company statement of comprehensive income

In accordance with Section 304 of the Companies Act 2014 the Company is availing of the exemption from presenting its individual statement of comprehensive income to the Annual General Meeting and from filing it with the Registrar of Companies. The Company's loss for the year to 30 June 2022 was €13,798,800 (2021: €2,673,293).

b) Basis of consolidation

The financial statements of the Group incorporate the financial statements of the Company (the parent) and entities controlled by the Company (its subsidiaries) made up to 30 June each year.

Control is achieved when the Company:

- has the power over the subsidiary entity;
- is exposed, or has rights, to variable returns from its involvement with the subsidiary entity; and
- has the ability to use its power to affect those returns.

The Group reassesses whether it controls the subsidiaries if facts and circumstance indicate that there are changes to their control. When the Company has less than a majority of the voting rights of an investee, it considers that it has power over the investee when the voting rights are sufficient to give it the practical ability to direct the relevant activities of the investee unilaterally. The Company considers all relevant facts and circumstances in assessing whether or not the Company's voting rights in an investee are sufficient to give it power, including:

- the size of the Company's holding of voting rights relative to the size and dispersion of holdings of the other vote holders;
- potential voting rights held by the Company, other vote holders or other parties;
- rights arising from other contractual arrangements; and
- any additional facts and circumstances that indicate that the Company has, or does not have, the current ability to direct the relevant activities at the time that decisions need to be made, including voting patterns at previous shareholders' meetings.

Consolidation of a subsidiary begins when the Company obtains control over the subsidiary and ceases when the Company loses control of the subsidiary. Intra-Group assets and liabilities, equity, income, expenses and cash flows relating to intra-Group transactions are eliminated on consolidation. Where necessary, the accounting policies of subsidiaries have been changed to ensure consistency with the policies adopted by the Group.

When the Group loses control over a subsidiary, the profit or loss on disposal is calculated as the difference between (i) the aggregate of the fair value of the consideration received and the fair value of any retained interest and (ii) the previous carrying amount of the assets (including goodwill) and liabilities of the subsidiary and any non-controlling interests. Amounts previously recognised in other comprehensive income in relation to the subsidiary are accounted for (i.e. reclassified to profit or loss or transferred directly to retained earnings) in the same manner as would be required if the relevant assets or liabilities were disposed of.

The fair value of any investments retained in the former subsidiary at the date when control is lost is regarded as the fair value on initial recognition for subsequent accounting or, when applicable, the cost on initial recognition of an investment in an associate or jointly controlled entity.

c) Revenue recognition

The Group recognises revenue from the following major sources:

- initial product licence fees;
- annual subscriptions; and
- rendering of services, including professional services and support contracts.

Revenue is measured based on the consideration to which the Group expects to be entitled in a contract with a customer and excludes amounts collected on behalf of third parties. The Group recognises revenue at a point in time or over time as contractual performance obligations are fulfilled and control of a product or service transfers to a customer.

Initial product licence fees

Initial software licence revenue is recognised at a point in time when control is passed to the customer which is upon delivery of the software to the customer, provided that the Group has no significant related obligations or collection uncertainties remaining.

Licences with related obligations which significantly enhance or modify the IP are considered a single performance obligation. The performance obligation is satisfied over time as the client avails of consistent access to the services enhancing and customising the licenced IP. The satisfaction of the performance obligation is reliably measured primarily on a percentage-of-completion basis. Revenue is recognised over the passage of time using the output method based on pre-agreed milestones between the parties in accordance with the master licence agreement in place. Income arising on customised solutions where the provision of the service has not been completed at the year-end date is deferred and recognised as the service is provided.

Annual subscriptions

Annual subscriptions include all support, maintenance, software updates and cloud services provided by FINEOS to customers. The promises are considered a single performance obligation which is satisfied over time and the subscription fees, including the third-party fees, are recognised using the output method on a straight-line basis which reflects time lapsed, for the continued right to access the licenced IP and to benefit from the support and maintenance services.

Income arising on subscription where the provision of the service has not been completed at the year-end date is deferred creating a contract liability which is subsequently recognised as the service is provided.

Rendering of services, including professional services and support contracts

Rendering of services are distinct performance obligations for which revenue is recognised in the accounting period in which the services are rendered when the outcome of the contract can be estimated reliably.

The performance obligations are satisfied over time and the satisfaction of the promises is measured using the input method, primarily on a time and materials basis for which revenue is recognised in the period that the services are provided.

For the services element of fixed price project engagements, the performance obligations are satisfied over time and the satisfaction of the performance obligations is reliably measured primarily on a percentage-of-completion basis over the term of the contract. Revenue is recognised using the output method based on pre-agreed milestones indicating progress to completion. When the outcome of the transaction involving the rendering of services cannot be estimated reliably, an entity shall recognise revenue only to the extent of the expenses recognised that are recoverable.

Income arising on rendering of services where the provision of the service has not been completed at the year-end date is deferred creating a contract liability which is subsequently recognised as the service is provided.

The Group's policy for contract costs (associated with revenue contracts) is outlined in Note 2(l).

d) Leases

At inception of a contract, the Group assesses whether a contract is, or contains, a lease. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

The Group recognises a right-of-use asset and a lease liability at the lease commencement date. The right-of-use asset is initially measured at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or before the commencement date, plus any initial direct costs incurred and an estimate of costs to dismantle and remove the underlying asset or to restore the underlying asset or the site on which it is located, less any lease incentives received.

The right-of-use asset is subsequently depreciated using the straight-line method from the commencement date to the earlier of the end of the useful life of the right-of-use asset or the end of the lease term. The estimated useful lives of right-of-use assets are determined on the same basis as those of property and equipment. In addition, the right-of-use asset is periodically reduced by impairment losses, if any, and adjusted for certain remeasurements of the lease liability.

The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date, discounted using the interest rate implicit in the lease or, if that rate cannot be readily determined, the Group's incremental borrowing rate. Generally, the Group uses its incremental borrowing rate as the discount rate.

Lease payments included in the measurement of the lease liability comprise:

- fixed payments, including in-substance fixed payments;
- variable lease payments that depend on an index or a rate, initially measured using the index or rate as at the commencement date; and
- amounts expected to be payable under a residual value guarantee.

The lease liability is measured at amortised cost using the effective interest method. It is remeasured when there is a change in future lease payments arising from a change in an index or rate, if there is a change in the Group's estimate of the amount expected to be payable under a residual value guarantee.

When the lease liability is remeasured in this way, a corresponding adjustment is made to the carrying amount of the right-of-use asset or is recorded in the statement of comprehensive income if the carrying amount of the right-of-use asset has been reduced to zero.

On the statement of financial position the Group presents the right-of-use asset of office rentals under 'property, plant and equipment' and the right-of-use asset of licences under 'intangible assets'. The movement on the right-of-use assets of the Group is disclosed in Notes 11 and 12.

Short-term leases and leases of low-value assets

The Group has elected not to recognise right-of-use assets and lease liabilities for short-term leases of offices and licences that have a lease term of 12 months or less and leases of low-value assets. The Group recognises the lease payments associated with these leases as an expense on a straight-line basis over the lease term.

Lease modifications

The Group as lessee accounts for a lease modification as a separate lease if both:

(a) the modification increases the scope of the lease by adding the right to use one or more underlying assets; and

(b) the consideration for the lease increases by an amount commensurate with the stand-alone price for the increase in scope and any appropriate adjustments to that stand-alone price to reflect the circumstances of the particular contract.

For a lease modification that is not accounted for as a separate lease, at the effective date of the lease modification the Group as lessee:

(a) allocates the consideration in the modified contract;

(b) determines the lease term of the modified lease; and

(c) remeasures the lease liability by discounting the revised lease payments using a revised discount rate. The revised discount rate is determined as the interest rate implicit in the lease for the remainder of the lease term, if that rate can be readily determined; or the Group's incremental borrowing rate at the effective date of the modification, if the interest rate implicit in the lease cannot be readily determined.

For a lease modification that is not accounted for as a separate lease, the Group as lessee accounts for the remeasurement of the lease liability by:

(a) decreasing the carrying amount of the right-of-use asset to reflect the partial or full termination of the lease for lease modifications that decrease the scope of the lease. The Group recognises in profit or loss any gain or loss relating to the partial or full termination of the lease; or

(b) making a corresponding adjustment to the right-of-use asset for all other lease modifications.

e) Foreign currencies

Foreign currency transactions are translated into the individual entities' respective functional currencies at the exchange rates prevailing on the date of the transaction. At the end of each financial year, monetary items denominated in foreign currencies are retranslated at the rates prevailing as of the end of the financial year. Non-monetary items carried at fair value that are denominated in foreign currencies are retranslated at the rates prevailing on the date when the fair value was determined. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated.

Exchange differences arising on the settlement of monetary items, and on retranslation of monetary items, are included in the statement of comprehensive income for the year. Exchange differences arising on the retranslation of non-monetary items carried at fair value are included in the statement of comprehensive income for the year except for differences arising on the retranslation of non-monetary items in respect of which gains and losses are recognised directly in equity. For such non-monetary items, any exchange component of that gain or loss is also recognised directly in other comprehensive income.

For the purpose of presenting consolidated financial statements, the assets and liabilities of the Group's foreign operations (including comparatives) are expressed in Euro using exchange rates prevailing at the end of the financial year. Income and expense items (including comparatives) are translated at the average exchange rates for the period, unless exchange rates fluctuated significantly during that period, in which case the exchange rates at the dates of the transactions are used. Exchange differences arising, if any, are classified as equity and transferred to the Group's translation reserve. Such translation differences are recognised in the statement of comprehensive income in the period in which the foreign operation is disposed of.

On consolidation, exchange differences arising from the translation of the net investment in foreign entities (including monetary items that, in substance, form part of the net investment in foreign entities), and of borrowings and other currency instruments designated as hedges of such investments, are taken to the foreign currency translation reserve.

Goodwill and fair value adjustments arising on the acquisition of a foreign operation are treated as assets and liabilities of the foreign operation and translated accordingly.

f) Employee benefits

The Group provides a range of benefits to employees, including annual bonus arrangements, paid holiday arrangements and defined contribution pension plans.

Short-term benefits

Short-term benefits, including holiday pay and other similar non-monetary benefits, are recognised as an expense in the period in which the service is received. A provision is made for the estimated liability for annual leave as a result of services rendered by employees up to the end of the financial year.

Defined contribution pension plans

The Group operates a defined contribution plan for its employees. A defined contribution plan is a pension plan under which the Group pays fixed contributions into a separate entity. Once the contributions have been paid the Group has no further payment obligations.

The contributions are recognised as an expense when they are due. Amounts not paid are shown in accruals in the statement of financial position. The assets of the plan are held separately from the Group in independently administered funds.

Share-based payments

The Group issues equity-settled share-based payments to certain employees. Equity-settled share-based payments are measured at fair value of the equity instruments (excluding the effect of non-market-based vesting conditions) at the date of grant. Details regarding the determination of the fair value of equity-settled share-based transactions are set out in Note 19. The cost of equity-settled transactions with employees is recognised as an expense over the vesting period, which ends on the date on which the relevant employees become fully entitled to the award. Fair value is determined by an external valuer using an appropriate pricing model. No expense is recognised for awards that do not ultimately vest; except for awards where vesting is conditional upon a market condition, which are treated as vesting irrespective of whether or not the market condition is satisfied, provided that all other performance conditions are satisfied.

At each year end date before vesting, the cumulative expense is calculated, representing the extent to which the vesting period has expired and management's best estimate of the achievement or otherwise of non-market conditions, the number of equity instruments that will ultimately vest, or in the case of an instrument subject to a market condition, be treated as vesting as described above. The movement in the cumulative expense since the previous year end date is recognised in the statement of comprehensive income, with a corresponding entry in 'Share option reserves'.

Where the terms of an equity-settled award are modified or a new award is designated as replacing a cancelled or settled award, the cost based on the original award terms continues to be recognised over the original vesting period. In addition, an expense is recognised over the remainder of the new vesting period for the incremental fair value of any modification, based on the difference between the fair value of the original award and the fair value of the modified award, both as measured on the date of the modification. No reduction is recognised if this difference is negative.

g) Interest income

Interest income comprises income on cash held in interest-bearing bank deposits. Interest income is recognised as it occurs in the statement of comprehensive income, using the effective interest rate method.

h) Government grants

Government grants are not recognised until there is reasonable assurance that the Group will comply with the conditions attaching to them and that the grants will be received.

Government grants are recognised in the statement of comprehensive income on a systematic basis over the periods in which the Group recognises as expenses the related costs for which the grants are intended to compensate. Specifically, government grants whose primary condition is that the Group should purchase, construct or otherwise acquire non-current assets are recognised as deferred income in the consolidated statement of financial position and transferred to the statement of comprehensive income on a systematic and rational basis over the useful lives of the related assets.

Government grants that are receivable as compensation for expenses or losses already incurred or for the purpose of giving immediate financial support to the Group with no future related costs are recognised in the statement of comprehensive income in the period in which they become receivable.

Government grants towards staff re-training costs are recognised as income over the periods necessary to match them with the related costs and are deducted in reporting the related expense.

Government grants relating to the acquisition of property, plant and equipment or intangible assets are treated as deferred income and released to the statement of comprehensive income over the expected useful lives of the assets concerned.

i) Income tax

The taxation expense for the period comprises current and deferred tax recognised in the reporting period. Tax is recognised in the statement of comprehensive income, except to the extent that it relates to items recognised in other comprehensive income or directly in equity. In this case tax is also recognised in other comprehensive income or directly in equity respectively.

Current tax

The tax currently payable is based on taxable profit for the year. Taxable profit differs from net profit as reported in the statement of comprehensive income because it excludes items of income or expense that are taxable or deductible in other years and it further excludes items that are never taxable or deductible. The Group's liability for current tax is calculated using tax rates that have been enacted or substantively enacted by the end of the reporting period.

A provision is recognised for those matters for which the tax determination is uncertain but it is considered probable that there will be a future outflow of funds to a tax authority. The provisions are measured at the best estimate of the amount expected to become payable. The assessment is based on the judgement of tax professionals within the Group supported by previous experience in respect of such activities and in certain cases based on specialist independent tax advice.

Deferred tax

Deferred tax is the tax expected to be payable or recoverable on differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit and is accounted for using the liability method.

Deferred tax liabilities are generally recognised for all taxable temporary differences and deferred tax assets are recognised to the extent that it is probable that taxable profits will be available against which deductible temporary differences can be utilised. Such assets and liabilities are not recognised if the temporary difference arises from the initial recognition of goodwill or from the initial recognition (other than in a business combination) of other assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit.

Deferred tax liabilities are recognised for taxable temporary differences arising on investments in subsidiaries, except where the Group is able to control the reversal of the temporary difference and it is probable that the temporary difference will not reverse in the foreseeable future. Deferred tax assets arising from deductible temporary differences associated with such investments are only recognised to the extent that it is probable that there will be sufficient taxable profits against which to utilise the benefits of the temporary differences and they are expected to reverse in the foreseeable future.

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

Deferred tax is calculated at the tax rates that are expected to apply in the period when the liability is settled, or the asset is realised, based on tax laws and rates that have been enacted or substantively enacted at the reporting date.

The measurement of deferred tax liabilities and assets reflects the tax consequences that would follow from the manner in which the Group expects, at the end of the reporting period, to recover or settle the carrying amount of its assets and liabilities.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when they relate to income taxes levied by the same taxation authority and the Group intends to settle its current tax assets and liabilities on a net basis.

j) Research and development tax credits

Research and development tax credits are recognised as a gain, set against the related expenditure in the year to which they relate. To the extent that the related expenditure is capitalised, the tax credit is deferred on the statement of financial position.

k) Business combinations

The Group applies the acquisition method in accounting for business combinations. The cost of an acquisition is measured as the aggregate of the consideration transferred (excluding amounts relating to the settlement of pre-existing relationships), the amount of any non-controlling interest in the acquiree and, in a business combination achieved in stages, the acquisition date fair value of the acquirer's previously-held equity interest in the acquiree. Transaction costs that the Group incurs in connection with a business combination are expensed as incurred.

To the extent that settlement of all or any part of consideration for a business combination is deferred, the fair value of the deferred component is determined through discounting the amounts payable to their present value at the date of exchange. The discount component is unwound as an interest charge in the Consolidated Income Statement over the life of the obligation. Any contingent consideration is recognised at fair value at the acquisition date and included in the cost of the acquisition. The fair value of contingent consideration at acquisition date is arrived at through discounting the expected payment to present value. In general, in order for contingent consideration to become payable, pre-defined revenue targets must be exceeded. Subsequent changes to the fair value of the contingent consideration will be recognised in profit or loss unless the contingent consideration is classified as equity, in which case it is not remeasured and settlement is accounted for within equity.

The assets and liabilities arising on business combination activity are measured at their acquisition-date fair values. Contingent liabilities assumed in business combination activity are recognised as of the acquisition date, where such contingent liabilities are present obligations arising from past events and their fair value can be measured reliably. In the case of a business combination achieved in stages, the acquisition date fair value of the acquirer's previously-held equity interest in the acquiree is remeasured to fair value as at the acquisition date through profit or loss. When the initial accounting for a business combination is determined provisionally, any adjustments to the provisional values allocated to the consideration, identifiable assets or liabilities (and contingent liabilities, if relevant) are made within the measurement period, a period of no more than one year from the acquisition date.

l) Intangible assets

Goodwill arising on business combinations

Goodwill arising on a business combination is initially measured at cost, being the excess of the cost of the acquisition over the fair value of the net identifiable assets and liabilities assumed at the date of acquisition. It relates to the future economic benefits arising from assets which are not capable of being individually identified and separately recognised. Following initial recognition, goodwill is measured at cost less any accumulated impairment losses.

Intangible assets (other than goodwill) arising on business combinations

Intangible assets are capitalised separately from goodwill as part of a business combination at cost (fair value at date of acquisition). Subsequent to initial recognition these intangible assets are carried at cost less any accumulated amortisation and any accumulated impairment losses.

Intangible assets are amortised on a straight-line basis over periods ranging from seven to 20 years, depending on the nature of the intangible asset. The amortisation expense is disclosed separately on the face of the condensed consolidated statement of comprehensive income.

Intangible assets acquired separately

Computer software

Computer software separately acquired, including computer software which is not an integral part of an item of computer hardware, is stated at cost less any accumulated amortisation and any accumulated impairment losses. Cost comprises purchase price and other directly attributable costs.

Computer software is recognised as an asset only if it meets the following criteria:

- an asset can be separately identified;
- it is probable that the asset created will generate future economic benefits;
- the development cost of the asset can be measured reliably;
- it is probable that the expected future economic benefits that are attributable to the asset will flow to the entity; and
- the cost of the asset can be measured reliably.

Costs relating to the development of computer software for internal use are capitalised once the recognition criteria outlined above are met.

Computer software is amortised on a straight-line basis over its useful economic life, which is considered to be between three to five years. The amortisation expense is disclosed separately on the face of the consolidated statement of comprehensive income.

Internally-generated intangible assets

Research and development expenditure

Expenditure on research activities is recognised as an expense in the period in which it is incurred. An internally-generated intangible asset arising from development (or from the development phase of an internal project) is recognised if, and only if, all of the following conditions have been demonstrated:

- the technical feasibility of completing the intangible asset so that it will be available for use or sale;
- the intention to complete the intangible asset and use or sell it;
- the ability to use or sell the intangible asset;
- how the intangible asset will generate probable future economic benefits;
- the availability of adequate technical, financial and other resources to complete the development and to use or sell the intangible asset; and
- the ability to measure reliably the expenditure attributable to the intangible asset during its development.

The amount initially recognised for internally-generated intangible assets is the sum of the expenditure incurred from the date when the intangible asset first meets the recognition criteria listed above. Where no internally-generated intangible asset can be recognised, development expenditure is recognised in the statement of comprehensive income in the period in which it is incurred.

Development expenditure is amortised on a straight-line basis over its useful economic life, which commences when the asset is brought into use, and is considered to be between three and 10 years. The amortisation expense is disclosed separately on the face of the consolidated statement of comprehensive income.

Contract costs

The incremental costs of obtaining a contract are recognised as an asset if the Group expects to recover those costs. However, those incremental costs are limited to the costs that the Group would not have incurred if the contract had not been successfully obtained.

Costs incurred to fulfil a contract are recognised as an asset if and only if all of the following criteria are met:

- the costs relate directly to a contract (or a specific anticipated contract);
- the costs generate or enhance resources of the entity that will be used in satisfying performance obligations in the future; and
- the costs are expected to be recovered.

These include costs such as direct labour, direct materials, and the allocation of overheads that relate directly to the contract.

The asset recognised in respect of the costs to obtain or fulfil a contract is amortised on a systematic basis that is consistent with the associated revenue contract's pattern of transfer of the services to which the asset relates. The amortisation expense is included within administrative expenses in the consolidated statement of comprehensive income. The incremental costs of obtaining a contract are expensed if the associated amortisation period would be 12 months or less.

Subsequent to initial recognition, internally-generated intangible assets are reported at cost less accumulated amortisation and accumulated impairment losses, on the same basis as intangible assets that are acquired separately.

Derecognition of intangible assets

An intangible asset is derecognised on disposal, or when no future economic benefits are expected from use or disposal. Gains or losses arising from derecognition of an intangible asset, measured as the difference between the net disposal proceeds and the carrying amount of the asset, are recognised in the statement of comprehensive income when the asset is derecognised.

m) Property, plant and equipment

Property, plant and equipment are stated at cost less accumulated depreciation and accumulated impairment losses. Cost includes the original purchase price, costs directly attributable to bringing the asset to its working condition for its intended use, dismantling and restoration costs, and borrowing costs capitalised.

Depreciation

Depreciation is calculated using the straight-line method to write off the cost of property, plant and equipment over their expected useful lives as follows:

Office equipment	20% to 33.33%
Computer equipment	33.33%
Fixtures and fittings	20% to 33.33%
Right-of-use assets	Lower of the useful life of the asset or the lease term

The estimated useful lives, residual values and depreciation method are reviewed at the end of each reporting period, with the effect of any changes in estimate accounted for on a prospective basis.

Subsequent additions

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that economic benefits associated with the item will flow to the Group and the cost can be measured reliably.

The carrying amount of any replaced component is derecognised. Major components are treated as a separate asset where they have significantly different patterns of consumption of economic benefits and are depreciated separately over their useful lives.

Repairs, maintenance and minor inspection costs are expensed as incurred.

Derecognition

An item of property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. The gain or loss arising on the disposal or retirement of an asset is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognised in the statement of comprehensive income.

n) Financial assets

Investments in subsidiary companies

Investments in subsidiary companies are reflected in the separate financial statements of the parent Company. Investments in subsidiaries are stated at cost less accumulated impairment losses.

o) Impairment of goodwill

In the year in which a business combination is effected and where some or all of the goodwill allocated to a particular cash-generating unit (CGU) arose in respect of that combination, the CGU is tested for impairment prior to the end of the relevant annual period.

Goodwill is subject to impairment testing on an annual basis and at any time during the year if an indicator of impairment is considered to exist. Where the carrying value exceeds the estimated recoverable amount (being the greater of fair value less costs of disposal and value-in-use), an impairment loss is recognised by writing down goodwill to its recoverable amount.

The recoverable amount of goodwill is determined by reference to the CGU to which the goodwill has been allocated. Impairment losses arising in respect of goodwill are not reversed once recognised.

p) Impairment of tangible and intangible assets

The Group reviews the carrying amounts of its tangible and intangible assets as at each reporting date to assess for any indication of impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss (if any). Where it is not possible to estimate the recoverable amount of an individual asset, the Group estimates the recoverable amount of the cash-generating unit to which the asset belongs.

Irrespective of whether there is any indication of impairment, the Group also tests its intangible assets with indefinite useful lives and intangible assets not yet available for use for impairment annually by comparing their respective carrying amounts with their corresponding recoverable amounts.

The recoverable amount of an asset or cash-generating unit is the higher of its fair value less costs to sell and its value-in-use. In assessing value-in-use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset.

An impairment loss for the amount by which the asset's carrying amount exceeds the recoverable amount is recognised immediately in the statement of comprehensive income; unless the relevant asset is carried at a revalued amount, in which case the impairment loss is first treated as a revaluation decrease.

Where an impairment loss subsequently reverses, the carrying amount of the asset (cash-generating unit) is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset (cash-generating unit) in prior years. A reversal of an impairment loss is recognised immediately in the statement of comprehensive income, unless the relevant asset is carried at a revalued amount, in which case the reversal of the impairment loss is treated as a revaluation increase.

q) Financial instruments

Financial assets and financial liabilities are recognised when the Group becomes a party to the contractual provisions of the instrument.

Effective interest method

The effective interest method is a method of calculating the amortised cost of a financial instrument and allocating the interest income or expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash receipts or payments (including all fees on points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the financial instrument, or where appropriate, a shorter period, to the net carrying amount of the financial instrument. Income and expense are recognised on an effective interest basis for debt instruments other than those financial instruments at fair value through profit or loss.

Financial assets

Financial assets and financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognised immediately in the statement of comprehensive income.

All financial assets are recognised on a trade date. This is the date on which the Group commits to purchase or sell the asset. They are initially measured at fair value plus transaction costs, except for those financial assets classified as at fair value through profit or loss, which are initially measured at fair value.

Financial assets are classified into the following specified categories: financial assets at fair value through profit or loss; held-to-maturity investments; loans and receivables; and available-for-sale financial assets. The classification depends on the nature and purpose for which these financial assets were acquired and is determined at the time of initial recognition.

Loans and receivables

The Group's loans and receivables comprise trade and other receivables, amounts due from contract customers, bank balances and fixed deposits.

Such loans and receivables are non-derivatives with fixed or determinable payments that are not quoted in an active market. They are measured at amortised cost, using the effective interest method less impairment. Interest is recognised by applying the effective interest rate, except for short-term receivables when the recognition of interest would be immaterial.

Impairment of financial assets

The Group always recognises lifetime expected credit losses ('ECL') for trade receivables. The ECL on these financial assets are estimated using a provision matrix based on the Group's historical credit loss experience, adjusted for factors that are specific to the receivables, general economic conditions and an assessment of both the current as well as the forecast direction of conditions at the reporting date, including the time value of money where appropriate. When there has not been a significant increase in credit risk since initial recognition, the Group measures the loss allowance for that financial instrument at an amount equal to 12-month ECL which represents the portion of lifetime ECL that is expected to result from default events on a financial instrument that are possible within 12 months after the reporting date; except for assets for which a simplified approach was used.

The Group assumes that the credit risk on a financial instrument has not increased significantly since initial recognition if the financial instrument is determined to have low credit risk at the reporting date.

A financial instrument is determined to have low credit risk if:

(a) the financial instrument has a low risk of default;

(b) the debtor has a strong capacity to meet its contractual cash flow obligations in the near term; and

(c) adverse changes in economic and business conditions in the longer term may, but will not necessarily, reduce the ability of the borrower to fulfil its contractual cash flow obligations.

The Group considers a financial asset to have low credit risk when the asset has an external credit rating of 'investment grade' in accordance with the globally understood definition; or if an external rating is not available, the asset has an internal rating of 'performing'. Performing means that the counterparty has a strong financial position and there are no past due amounts.

Derecognition of financial assets

The Group derecognises a financial asset only when the contractual rights to the cash flows from the asset expire, or it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another entity. If the Group neither transfers nor retains substantially all the risks and rewards of ownership of the financial asset and continues to control the transferred asset, the Group recognises its retained interest in the asset and an associated liability for amounts it may have to pay. If the Group retains substantially all the risks and rewards of ownership of a transferred financial asset, the Group continues to recognise the financial asset and also recognises a collateralised borrowing for the proceeds receivable.

Financial liabilities and equity

Classification of debt or equity

Debt and equity instruments are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangements and the definitions of a financial liability and an equity instrument.

Equity instruments

An equity instrument is any contract that evidences a residual interest in the assets of the Group after deducting all of its liabilities. Equity instruments are recorded at the proceeds received, net of direct issue costs.

Ordinary share capital

Ordinary share capital is classified as equity. Incremental costs directly attributable to the issue of ordinary shares and share options are recognised as a deduction from equity.

Financial liabilities

Financial liabilities are classified as either financial liabilities at fair value through profit or loss or other financial liabilities.

Financial liabilities are classified as at fair value through profit or loss if the financial liability is either held for trading or it is designated as such upon initial recognition.

Other financial liabilities

Trade and other payables

Trade and other payables are initially measured at fair value, net of transaction costs, and are subsequently measured at amortised cost, where applicable, using the effective interest method, with interest expense recognised on an effective yield basis.

Borrowings

Interest-bearing bank loans and overdrafts are initially measured at fair value, and are subsequently measured at amortised cost, using the effective interest method. Any difference between the proceeds (net of transaction costs) and the settlement or redemption of borrowings is recognised over the term of the borrowings.

Derecognition of financial liabilities

The Group derecognises financial liabilities when, and only when, the Group's obligations are discharged, cancelled or they expire.

Derivative financial instruments

In order to manage interest rate and foreign currency risks, the Group has from time to time entered into derivative financial instruments (principally currency swaps and forward foreign exchange contracts). Derivative financial instruments are recognised initially at fair value on the date on which a derivative contract is entered into and are subsequently remeasured at fair value. The carrying value of derivatives is fair value based on discounted future cash flows and adjusted for counterparty risk. Future floating rate cash flows are estimated based on future interest rates (from observable yield curves at the end of the reporting period). Fixed and floating rate cash flows are discounted at future interest rates and translated at period-end foreign exchange rates. At the statement of financial position date, no derivative instruments were recognised on the statement of financial position.

r) Provisions and contingencies

Provisions

Provisions are recognised when the Group has a present obligation (legal or constructive) as a result of a past event, it is probable that the Group will be required to settle that obligation and a reliable estimate can be made of the amount of the obligation.

The amount recognised as a provision is the best estimate of the consideration required to settle the present obligation at the reporting date, taking into account the risks and uncertainties surrounding the obligation.

Where a provision is measured using the cash flows estimated to settle the present obligation, its carrying amount is the present value of those cash flows (when the effect of the time value of money is material).

When some or all of the economic benefits required to settle a provision are expected to be recovered from a third party, a receivable is recognised as an asset if it is virtually certain that reimbursement will be received and the amount of the receivable can be measured reliably.

Contingencies

Contingent liabilities, arising as a result of past events, are not recognised when (i) it is not probable that there will be an outflow of resources or that the amount cannot be reliably measured at the reporting date or (ii) when the existence will be confirmed by the occurrence or non-occurrence of uncertain future events not wholly within the Group's control. Contingent liabilities are disclosed in the financial statements unless the probability of an outflow of resources is remote.

Contingent assets are not recognised. Contingent assets are disclosed in the financial statements when an inflow of economic benefits is probable.

s) Cash and cash equivalents

Cash and cash equivalents comprise cash on hand and demand deposits and other short-term highly liquid investments which are readily convertible to known amounts of cash and are subject to insignificant risk of changes in value.

3. Significant Accounting Judgements, Estimates and Assumptions

In preparing these financial statements, the Group and Company make judgements, estimates and assumptions concerning the future that impact the application of policies and reported amounts of assets, liabilities, income and expenses.

The resulting accounting estimates calculated using these judgements and assumptions are based on historical experience and expectations of future events and may not equal the actual results.

Estimates and underlying assumptions are reviewed on an ongoing basis, and revisions to estimates are recognised prospectively.

Notes to the Consolidated Financial Statements (continued)

The judgements and key sources of assumptions and estimation uncertainty that have a significant effect on the amounts recognised in the financial statements are discussed below.

Critical judgements made in applying the Group's and Company's accounting policies

Information about judgements made in applying accounting policies that have the most significant effects on the amounts recognised in these financial statements are set out below:

Group:

(a) Development expenditure

The Group capitalises a proportion of costs related to software development in accordance with its accounting policy. The Group regularly reviews the carrying value of capitalised development costs, which are amortised over three to 10 years, to ensure they are not impaired, and the amortisation period is appropriate. Management makes judgements about the technical feasibility and economic benefit of completed products, as well as the period of time over which the economic benefit will cease.

(b) Useful life of intangible assets (excluding goodwill)

Intangible assets are amortised over their useful lives. The estimated useful life reflects management's estimate of the period that the Group intends to derive future economic benefits from the use of intangible assets. Changes in the economic usage and developments could affect the economic useful life of the intangible fixed asset which could then consequently impact future amortisation charges. The carrying amount of the intangible assets of the Group (excluding goodwill) as at 30 June 2022 was €102,366,571 (2021: €93,290,024) (see Note 11).

(c) Revenue recognition

The Group recognises revenue in line with IFRS 15 *Revenue from Contracts with Customers*. Management applies judgement in determining the nature, variable considerations and timing of satisfaction of promises in the context of the contract that meet the basis of revenue recognition criteria. Significant judgements include identifying performance obligations, identifying distinct intellectual property licences, and determining the timing of satisfaction and approach in recognising the revenue of those identified performance obligations; whether a point in time or a passage of time approach is to be adopted. See applied revenue recognition criteria for each revenue stream within Note 2(c) for details on the Group's revenue recognition policies adopted. The amount of the Group's revenue recognised as at 30 June 2022 was €127,247,699 (2021: €108,338,635) (see Note 4).

(d) Impairment of goodwill

The impairment testing process requires management to make significant judgements and estimates regarding the future cash flows expected to be generated by CGUs to which goodwill has been allocated. In assessing value-in-use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset for which the future cash flow estimates have not been adjusted. The carrying amount of goodwill as at 30 June 2022 was €33,650,356, net of an impairment adjustment of €13,638,550 (2021: €41,332,032) (see Note 11).

Company:

(a) Impairment of investment in subsidiaries

Investments in subsidiary companies are reflected in the separate financial statements of the parent Company at cost less accumulated impairment losses. At the end of each financial year, an assessment is made on whether there are indicators that the Company's investments are impaired. The Company's assessment is based on the performance of the underlying subsidiary companies. The carrying amount of investments in subsidiaries in the Company statement of financial position at 30 June 2022 was €85,507,168, net of an impairment adjustment of €13,638,550 (restated 2021: €99,404,900) (see Note 13).

4. Revenue

	2022 €	2021 €
Amount of revenue by class of activity:		
Professional services	71,369,100	66,443,223
Annual subscriptions	53,832,632	40,128,739
Initial product licence fees	2,045,967	1,766,673
	127,247,699	**108,338,635**

Amount of revenue by market:		
North America	101,023,550	78,845,857
APAC	21,231,506	24,131,540
EMEA	4,992,643	5,361,238
	127,247,699	**108,338,635**

Segment information

The Group manages its operations as a single business operation and there are no parts of the Group that qualify as operating segments. The Board assesses the financial performance of the Group on an integrated basis only and accordingly, the Group is managed on the basis of a single segment.

Major customers

In each of 2022 and 2021 financial years there were three customers that each accounted for 10% or more of the Group's revenue, as follows:

	2022 €	2021 €
Client 1	26,399,568	14,032,231
Percentage of total revenue	20.7%	12.9%
Client 2	17,049,033	13,348,455
Percentage of total revenue	13.4%	12.3%
Client 3	13,266,714	10,822,766
Percentage of total revenue	10.4%	9.9%

Contract assets and contract liabilities

Contract assets

Contract assets are disclosed separately as unbilled receivables in Trade and other receivables amounting to €573,242 (2021: €1,247,706) (see Note 14).

Contract liabilities

Contract liabilities are disclosed separately as deferred revenue in Trade and other payables amounting to €25,809,421 (2021: €17,013,665) (see Note 16). The Group is availing of the practical expedient which exempts the disclosure of unsatisfied performance obligations to date since both of the following criteria are met:

- the performance obligations are part of contracts which have an original expected duration of one year or less; and
- the Group recognises revenue from the satisfaction of the performance obligations which have been completed to date and to which the Group has a right to invoice.

Notes to the Consolidated Financial Statements (continued)

5. Employees

The average monthly number of persons employed by the Group (including Directors) during the year was as follows:

	2022 Number	2021 Number
Product development and delivery	755	711
Sales and marketing	30	30
Administration	53	53
	838	**794**

The staff costs comprise:	**2022 €**	**2021 €**
Wages and salaries	85,117,132	75,912,624
Social welfare costs	7,452,505	6,114,359
Pension costs	4,318,471	3,391,835
Share-based payment expense	2,741,585	2,129,018
	99,629,693	**87,547,836**

Directors' remuneration	**2022 €**	**2021 €**
Directors' remuneration in respect of qualifying services in respect of FINEOS Corporation Limited:		
Emoluments	1,213,763	1,169,025
Pension/superannuation	44,827	42,597
Share-based payment expense	–	25,752
Gain on exercise of options	–	3,319,860
	1,258,590	**4,557,234**

The number of Directors to whom retirement benefits are accruing under defined contribution scheme pension/ superannuation costs noted above is three (2021: three).

Other than as shown above any further disclosures in respect of Sections 305 and 306 of the Companies Act 2014 are €Nil for the financial year presented.

Staff costs as qualifying development expenditure

The qualifying development expenditure generating an asset as shown in Note 11 consists of qualifying staff costs incurred in relation to the development of the Group's projects. During the current year, qualifying staff costs amounted to €25,772,897 (2021: €24,965,485).

6. Other Income

	2022 €	2021 €
Research and development tax credit	1,279,599	1,305,798
Gain on re-measurement of contingent consideration	892,978	–
Grant and other income	–	26,020
	2,172,577	1,331,818

The Company avails of research and development tax credits pursuant to Section 33, Finance Act 2004.

7. Finance Costs

	2022 €	2021 €
Bank charges and interest	206,594	74,674
Lease interest	418,446	476,627
Unwinding of discount applicable to contingent consideration	584,329	82,674
	1,209,369	633,975

8. Loss on Ordinary Activities Before Taxation

		2022 €	2021 €
The loss on ordinary activities before taxation is stated after charging/(crediting):			
Auditor's remuneration	– Audit of Group companies	114,350	122,150
	– Tax advisory services	10,150	25,000
Amortisation (Note 11)		20,821,952	16,005,834
Depreciation (Note 12)		2,294,643	2,073,064
Impairment (Note 11)		12,559,945	–
Research and development expense		17,471,091	16,341,001
Research and development tax credit (Note 6)		(1,279,599)	(1,305,798)
Share-based payment expense (Note 19)		2,741,585	2,129,018
Acquisition-related costs		–	2,101,824
Foreign exchange (gain)/loss		(823,664)	289,265

Notes to the Consolidated Financial Statements (continued)

9. Tax on Loss on Ordinary Activities

(a) Tax on loss on ordinary activities

The tax charge is made up as follows:

	2022 €	2021 €
Current tax:		
Overseas taxation	388,946	432,596
Adjustments in respect of previous years	(45,787)	(78,557)
Total current tax	**343,159**	**354,039**
Deferred tax:		
Origination and reversal of timing differences	(4,536,173)	(1,414,093)
Tax on loss on ordinary activities	**(4,193,014)**	**(1,060,054)**

Overseas taxation has been provided on the results of overseas subsidiary companies at the appropriate overseas rates of tax.

(b) Factors affecting the tax charge for the year

The current tax charge for the year differs from the amount computed by applying the standard rate of corporation tax in the Republic of Ireland to the loss on ordinary activities before taxation. The sources and tax effects of the differences are explained below:

	2022 €	2021 €
Loss on ordinary activities before tax	(30,189,087)	(13,545,116)
Loss on ordinary activities multiplied by the standard rate of tax of 12.5%	(3,773,636)	(1,693,139)
Depreciation greater than capital allowances	143,920	73,172
Short-term timing differences	(40,445)	59,092
Non-deductible expenses/non-taxable income	1,408,515	185,862
Higher tax charge on passive income	–	28
Higher rates of tax on foreign income	389,850	410,708
Research and development tax credits claimed	(319,203)	(372,431)
Adjustments in respect of previous years	(45,787)	(78,557)
Losses carried forward	2,579,945	1,769,304
Deferred tax	(4,536,173)	(1,414,093)
Total tax charge	**(4,193,014)**	**(1,060,054)**

(c) Deferred tax asset/(liability)

Group	2022 €	2021 €
At beginning of year	546,596	10,463
Released to the statement		
of comprehensive income (Note 9(a))	4,536,173	1,414,093
Foreign exchange	97,570	8,374
Deferred tax on acquisition	–	(886,334)
At end of year	**5,180,339**	**546,596**
The deferred tax asset is analysed as follows:		
Timing differences between depreciation		
and capital allowances	204,972	173,437
Timing differences on holiday leave	511,693	450,946
Timing differences for losses	4,305,442	(249,023)
Other timing differences	158,232	171,236
At end of year	**5,180,339**	**546,596**
Being:		
Deferred tax asset	5,180,339	963,369
Provision for deferred tax	–	(416,773)
Deferred tax asset	5,180,339	546,596

10. Earnings Per Share

	2022 €	2021 €
Basic earnings per share		
Loss attributed to ordinary shareholders	(25,996,073)	(12,485,062)
Weighted average number of ordinary shares outstanding	315,974,050	297,122,910
Basic loss per share (cents)	**(8.23)**	**(4.20)**

Basic loss per share is calculated by dividing the loss for the year after taxation attributable to ordinary shareholders by the weighted average number of ordinary shares in issue during the year.

The 2021 basic loss per share has been restated from a basic loss per share of 4.15 in cents to 4.20 in cents, arising from a calculation error. The prior period calculation used total comprehensive loss attributable to ordinary shareholders rather than loss for the financial period after taxation attributable to ordinary shareholders.

Notes to the Consolidated Financial Statements (continued)

	2022 €	2021 €
Diluted earnings per share		
Loss attributed to ordinary shareholders	(25,996,073)	(12,485,062)
Weighted average number of ordinary shares outstanding	315,974,050	297,122,910
Diluted loss per share (cents)	**(8.23)**	**(4.20)**

The calculation of diluted earnings per share has been based on the loss attributable to ordinary shareholders and weighted average number of ordinary shares outstanding after adjustments for the effects of all dilutive ordinary shares. Potential ordinary shares are treated as dilutive when, and only when, their conversion to ordinary shares would decrease EPS or increase the loss per share from continuing operations.

11. Intangible Assets

Group 2022	Right-of-use assets €	Development expenditure €	Contract costs €	Computer Software €	Technology €	Customer relationships €	Goodwill €	Total €
Cost								
At 30 June 2021	6,085,458	109,969,639	2,923,068	341,736	7,840,459	17,716,568	41,332,032	186,208,960
Additions	91,578	25,772,897	199,459	–	–	–	–	26,063,934
Translation adjustment	7,865	1,326,205	(499)	–	1,129,987	2,553,355	5,956,874	10,973,787
At 30 June 2022	**6,184,901**	**137,068,741**	**3,122,028**	**341,736**	**8,970,446**	**20,269,923**	**47,288,906**	**223,246,681**
Amortisation and impairment								
At 30 June 2021	3,964,967	44,416,145	1,295,465	341,736	860,248	708,343	–	51,586,904
Amortisation charged in the year	1,242,397	16,892,534	646,814	–	1,123,230	916,977	–	20,821,952
Impairment charged in the year	–	–	–	–	–	-	12,559,945	12,559,945
Translation adjustment	5,680	775,772	(379)	–	220,440	180,835	1,078,605	2,260,953
At 30 June 2022	**5,213,044**	**62,084,451**	**1,941,900**	**341,736**	**2,203,918**	**1,806,155**	**13,638,550**	**87,229,754**
Net book amounts								
At 30 June 2022	**971,857**	**74,984,290**	**1,180,128**	**–**	**6,766,528**	**18,463,768**	**33,650,356**	**136,016,927**
At 30 June 2021	2,120,491	65,553,494	1,627,603	–	6,980,211	17,008,225	41,332,032	134,622,056

Group 2021	Right-of-use assets €	Development expenditure €	Contract costs €	Computer Software €	Technology €	Customer relationships €	Goodwill €	Total €
Cost								
At 30 June 2020	4,533,218	81,700,092	2,367,741	341,736	–	–	–	88,942,787
Additions	1,552,240	24,965,485	330,858	–	–	–	–	26,848,583
Arising on acquisition	–	3,298,150	341,136	–	7,866,144	17,778,516	41,441,051	70,724,997
Written off	–	–	(111,917)	–	–	–	–	(111,917)
Translation adjustment	–	5,912	(4,750)	–	(25,685)	(61,948)	(109,019)	(195,490)
At 30 June 2021	**6,085,458**	**109,969,639**	**2,923,068**	**341,736**	**7,840,459**	**17,716,568**	**41,332,032**	**186,208,960**
Amortisation								
At 30 June 2020	3,051,119	31,567,254	655,858	311,647	–	–	–	35,585,878
Charged in the year	913,848	12,857,272	641,820	30,089	857,075	705,730	–	16,005,834
Translation adjustment	–	(8,381)	(2,213)	–	3,173	2,613	–	(4,808)
At 30 June 2021	**3,964,967**	**44,416,145**	**1,295,465**	**341,736**	**860,248**	**708,343**	**–**	**51,586,904**
Net book amounts								
At 30 June 2021	**2,120,491**	**65,553,494**	**1,627,603**	**–**	**6,980,211**	**17,008,225**	**41,332,032**	**134,622,056**
At 30 June 2020	1,482,099	50,132,838	1,711,883	30,089	–	–	–	53,356,909

Development expenditure

In total, research and development costs for the Group amounted to €43,243,988 in 2022 (2021: €41,306,486), out of which €25,772,897 (2021: €24,965,485) qualifies for capitalisation under IAS 38 *Intangible Assets*. Qualifying development expenditure is amortised on a straight-line basis over its useful economic life, which is considered to be between three and 10 years. The amortisation expense amounts to €16,892,534 in 2022 (2021: €12,857,272), of which €105,000 (2021: €105,000) relates to the amortisation of previously capitalised borrowing costs.

Cash-generating units

Goodwill acquired through business combination activity has been allocated to CGUs that are expected to benefit from synergies in that combination. The CGUs represent the lowest level within the Group at which the associated goodwill is monitored for internal management purposes and are not larger than the operating segments determined in accordance with IFRS 8 *Operating Segments*. A total of three CGUs have been identified.

Impairment testing methodology and results

Goodwill is subject to impairment testing on an annual basis. A value-in-use discounted cash flow model has been used at 30 June 2022 to value each of the three CGUs. The cash flow forecasts are primarily based on a financial budget for year ending 30 June 2023, formally approved by the Board, and detailed management projections for years ending 30 June 2024 to 30 June 2025. These include projected revenues and operating margins determined with reference to historical Company experience, industry data and management's expectation for the future.

These forecasts are projected forward for a further seven years to determine the basis for a terminal value. Projected cash flows beyond the initial evaluation period have been extrapolated using a long-term growth rate of 2%. This is based on the long-term inflation for the US, as forecast by the Economics Intelligence Unit.

The value-in-use represents the present value of the future cash flows, including the terminal value, discounted at a rate appropriate to each CGU. The discount rates (post tax) used range from 10.0% to 10.9%; these rates are in line with the Group's estimated weighted average cost of capital, arrived at using the Capital Asset Pricing Model.

The 2022 annual goodwill impairment testing process has resulted in a goodwill adjustment of €13.6 million being recorded in respect of our Limelight CGU due to an increase in the weighted average cost of capital as a result of rising global interest rates and revised revenue forecasts due to continued economic uncertainty in the US market leading to delays and uncertainty on the allocated budgets of existing and prospective customers.

The assumptions underlying the 2022 value-in-use model projections resulted in a present value (using a post-tax discount rate of 10.35%) of €55.3 million and a related goodwill adjustment being recorded of €13.6 million, of which included in the operating loss is a goodwill impairment charge of €12.6 million and a further €1.0 million is related to the retranslation of the goodwill impairment charge to closing rates.

Significant goodwill amounts

The goodwill allocated to the Limelight and Spraoi CGUs accounts for 89.0% and 11.0% of the total carrying amount of goodwill at 30 June 2022.

The additional disclosures required for these CGUs are as follows:

	2022 Limelight	2021 Limelight	2022 Spraoi	2021 Spraoi
Goodwill allocated to the CGU as at balance sheet date (thousands)	€41,884	€36,608	€5,404	€4,724
Post-tax discount rate per annum	10.35%	9.4%	10.35%	13.3%
Pre-tax discount rate per annum	17.0%	15.9%	16.1%	15.4%
Long-term growth rate assumption	2%	2%	2%	2%
Value-in-use (present value of future cash flows) (thousands)	€55,296	€192,284	€59,967	€8,859
Carrying value (thousands)	€68,935	€65,056	€8,005	€7,995
Headroom/(impairment) (thousands)	(€13,639)	€127,228	€51,962	€864

The key assumptions and methodology used in respect of the Limelight and Spraoi CGUs are consistent with those described above. The values applied to each of the key estimates and assumptions are specific to the individual CGUs and were derived from a combination of internal and external factors and took into account the cash flows specifically associated with the business.

Sensitivity analysis

Given the magnitude of the excess of value-in-use over carrying amount for the FINEOS and Spraoi CGUs, and our belief that the key assumptions are reasonable, management believes that it is not reasonably possible that there would be a change in the key assumptions such that the carrying amount would exceed the value-in-use. Consequently, no further disclosures relating to sensitivity of the value-in-use computations for the FINEOS or Spraoi CGUs are considered to be warranted.

12. Property, Plant and Equipment

Group 2022	Right-of-use assets €	Office equipment €	Computer equipment €	Fixtures and fittings €	Total €
Cost					
At 30 June 2021	9,250,962	795,605	4,706,901	1,906,467	16,659,935
Additions	878,722	–	635,834	211,402	1,725,958
Translation adjustment	69,286	616	117,985	9,415	197,302
At 30 June 2022	**10,198,970**	**796,221**	**5,460,720**	**2,127,284**	**18,583,195**
Depreciation					
At 30 June 2021	4,747,630	709,645	3,366,642	1,599,816	10,423,733
Charged in the year	1,238,546	43,790	882,560	129,747	2,294,643
Translation adjustment	49,303	(2,985)	80,949	1,381	128,648
At 30 June 2022	**6,035,479**	**750,450**	**4,330,151**	**1,730,944**	**12,847,024**
Net book amounts					
At 30 June 2022	**4,163,491**	**45,771**	**1,130,569**	**396,340**	**5,736,171**
At 30 June 2021	4,503,332	85,960	1,340,259	306,651	6,236,202

Group 2021	Right-of-use assets €	Office equipment €	Computer equipment €	Fixtures and fittings €	Total €
Cost					
At 30 June 2020	9,403,441	790,673	3,986,725	1,889,880	16,070,719
Additions	16,675	927	756,516	188,849	962,967
Arising on acquisition	–	208	151,174	4,156	155,538
Disposals	(210,394)	–	(192,839)	(180,255)	(583,488)
Translation adjustment	41,240	3,797	5,325	3,837	54,199
At 30 June 2021	**9,250,962**	**795,605**	**4,706,901**	**1,906,467**	**16,659,935**
Depreciation					
At 30 June 2020	3,770,503	656,928	2,740,084	1,668,567	8,836,082
Charged in the year	1,111,831	55,777	794,352	111,104	2,073,064
Disposals	(160,300)	–	(181,911)	(180,255)	(522,466)
Translation adjustment	25,596	(3,060)	14,117	400	37,053
At 30 June 2021	**4,747,630**	**709,645**	**3,366,642**	**1,599,816**	**10,423,733**
Net book amounts					
At 30 June 2021	**4,503,332**	**85,960**	**1,340,259**	**306,651**	**6,236,202**
At 30 June 2020	5,632,938	133,745	1,246,641	221,313	7,234,637

13. Financial Assets

	2022 €	Restated 2021 €
Company		
Shares in Group undertakings – unlisted, at cost:		
At beginning of year	99,404,900	22,834,215
Contribution of investment in Limelight to FINEOS Corporation Inc.	–	76,570,685
Return of capital from FINEOS International	(259,182)	–
Impairment of investment in FINEOS Corporation Inc.	(13,638,550)	–
At end of year	**85,507,168**	**99,404,900**

FINEOS International Ltd and FINEOS Europe Unlimited, a wholly owned subsidiary of FINEOS International Ltd, were placed into voluntary liquidation on 6 May 2022. Investments of FINEOS International Ltd were effectively distributed to FINEOS Corporation Holdings plc, and any funds owing to or from FINEOS International Ltd were discharged. A closing cash position of €259,182 was transferred to FINEOS Corporation Holdings plc in advance of this date and was accounted for as a return of capital.

DigIn Technologies LLC was officially dissolved with effect from 25 April 2022 and any funds owing to or from DigIn Technologies LLC were assigned to and assumed by FINEOS Corporation Inc. in advance of this date.

FINEOS Corporation Inc. owns 100% of the share capital of Limelight Health Inc. The Impairment of the Investment in FINEOS Corporation Inc. is as a result of the impairment of the Limelight Health CGU as detailed in Note 11.

Details of subsidiary undertakings are included in Note 27. Details of the restatement of comparative figures are included in Note 29.

14. Trade and Other Receivables

	2022 €	2021 €
Group		
Trade receivables	25,726,450	22,249,112
Unbilled receivables	573,242	1,247,706
Other receivables	141,790	148,828
Prepayments	3,063,826	1,984,899
Research and development tax credits	970,267	1,492,056
Value added tax recoverable	1,001,832	1,084,099
Corporation tax recoverable	686,673	442,527
Deferred tax asset (Note 9)	5,180,339	963,369
	37,344,419	**29,612,596**

Company	2022 €	Restated 2021 €
Prepayments	2,035	1,846
Amounts owed by subsidiary undertakings	68,871,874	44,487,883
	68,873,909	**44,489,729**

Trade and other receivables

The carrying amounts of trade receivables and other receivables approximate their fair value largely due to the short-term maturities and nature of these instruments. All trade receivables are due within the Group's and Company's normal terms, which are 30 days. Trade receivables are shown net of a provision for expected credit losses (see Note 24 (ii)).

Unbilled receivables

Unbilled receivables refers to work performed/revenue earned but not yet invoiced to the customer due to billing arrangements.

Taxes and tax credits

Taxes and social welfare costs are subject to the terms of the relevant legislation.

15. Cash and Cash Equivalents

	2022 €	2021 €
Group		
Cash and cash equivalents	**44,311,366**	**13,998,945**

	2022 €	2021 €
Company		
Cash and cash equivalents	**21,657,649**	**401,664**

There are no restrictions on the cash held.

Notes to the Consolidated Financial Statements (continued)

16. Trade and Other Payables

Current	2022 €	2021 €
Group		
Trade payables	1,735,040	3,289,594
Corporation tax	234,902	176,478
Value added tax	10,478	32,996
Employee taxes and levies	1,312,422	1,209,036
Accruals	8,471,960	7,490,130
Deferred revenue	25,809,421	17,013,665
Research and development tax credit	1,126,376	1,269,063
Lease liabilities (Note 21)	1,424,662	2,151,497
Contingent consideration	2,359,724	1,759,117
	42,484,985	**34,391,576**

Company	2022 €	2021 €
Trade payables	25,706	19,824
Accruals	78,917	38,500
	104,623	**58,324**

Non-current	2022 €	2021 €
Group		
Lease liability (Note 21)	4,559,815	5,262,444
Research and development tax credit	4,452,225	5,180,303
Contingent consideration	2,618,206	2,878,125
	11,630,246	**13,320,872**

Trade and other payables

The carrying amounts of trade and other payables approximate their fair value largely due to the short-term maturities and nature of these instruments. The repayment terms of trade payables vary between on demand and 30 days. No interest is payable on trade payables.

Reservation of title

Certain trade payables purport to claim a reservation of title clause for goods supplied. Since the extent to which these payables are secured at any time depends on a number of conditions, the validity of some of which is not readily determinable, it is not possible to indicate how much of the above was effectively secured.

Amounts due to Group companies

The amounts due to Group and related companies are unsecured, interest free and are repayable on demand.

Accruals

The terms of the accruals are based on underlying invoices.

Taxes and social welfare costs

Taxes and social welfare costs are subject to the terms of the relevant legislation. Interest accrues on late payments. No interest was due at the financial year end date.

Deferred revenue

Income arising on support contracts and subscription sales where the provision of the service has not been completed at the year-end date is deferred and recognised as the service is provided.

Contingent consideration

On an undiscounted basis, the corresponding future payments relating to contingent consideration, for which the Group may be liable, approximate US$5.9 million (€5.6 million). This is based on the expected payment amounts, and underlying performance metrics as set out in the updated letter of agreement dated 12 May 2022. The fair value of contingent consideration is arrived at through discounting the expected payment to present value. The fair value approximates US$4.6 million (€4.3 million) on a discounted basis.

The movement in contingent consideration during the year was as follows:

	2022 **€**	**2021** **€**
At 1 July	4,637,242	–
Arising on acquisition during the year	–	4,447,533
Discount unwinding	584,329	82,674
Translation adjustment	649,337	107,035
Gain on re-evaluation	(892,978)	–
At 30 June	**4,977,930**	**4,637,242**

17. Called up Share Capital

	Nominal value (per share)	**2022** **€**	**2021** **€**
Authorised share capital (Group and Company)			
Ordinary shares	€0.001	4,500,000	4,500,000
Issued share capital presented as equity			
Ordinary shares	€0.001	319,385	301,677

The movement in issued share capital during the financial year was as follows:

Issued share capital	No. of shares	Nominal value (per share)	Share capital €	Share premium €	Total €
At 30 June 2021	301,676,608	€0.001	301,677	124,239,947	124,541,624
Share issue – equity raise	16,279,069	€0.001	16,279	43,660,015	43,676,294
Share issue – SPP	862,261	€0.001	862	2,329,134	2,329,996
Share issue – exercise of share options	566,849	€0.001	567	144,275	144,842
Transaction costs accounted for as a deduction from equity	–		–	(745,573)	(745,573)
	319,384,787		319,385	169,627,798	169,947,183
Transfer from share option reserve	–		–	89,375	89,375
At 30 June 2022	**319,384,787**	**€0.001**	**319,385**	**169,717,173**	**170,036,558**

The equivalent disclosure for the prior year is as follows:

Issued share capital	No. of shares	Nominal value (per share)	Share capital €	Share premium €	Total €
At 1 July 2020	272,029,851	€0.001	272,030	59,903,254	60,175,284
Share issue – equity raise	19,953,052	€0.001	19,953	51,451,527	51,471,480
Share issue – SPP	1,877,520	€0.001	1,878	4,897,982	4,899,860
Share issue – acquisition of Limelight	2,743,315	€0.001	2,743	7,147,203	7,149,946
Share issue – exercise of share options	5,072,870	€0.001	5,073	869,481	874,554
Transaction costs accounted for as a deduction from equity	–		–	(1,029,430)	(1,029,430)
	301,676,608		301,677	123,240,017	123,541,694
Transfer from share option reserve	–		–	999,930	999,930
At 30 June 2021	**301,676,608**		**301,677**	**124,239,947**	**124,541,624**

FINEOS undertook an equity raising on 2 September 2021 to provide funding towards FINEOS' opportunity pipeline and provide working capital and balance sheet support for planned R&D investments and organic and inorganic growth opportunities. FINEOS successfully completed a fully underwritten institutional placement, raising approximately AU$70 million through the issue of 16,279,069 new fully paid CHESS Depositary Interests over FCL shares ('CDIs'). The placement was undertaken at an offer price of AU$4.30 per new CDI.

FINEOS Corporation Holdings plc also undertook a non-underwritten Security Purchase Plan ('SPP') raising approximately AU$3.7 million through the issue of 862,261 new fully paid CDIs, at an offer price of AU$4.30 per new CDI, which completed on 7 October 2021.

Reconciliation of shares issued to proceeds	2022 €	2021 €
Shares issued at nominal amount	17,708	29,647
Premium arising on shares issued	46,133,424	64,366,193
Total value of shares issued	46,151,132	64,395,840
Shares issued as consideration for Limelight	–	(7,149,946)
Proceeds from issue of shares	**46,151,132**	**57,245,894**

18. Reserves

Foreign exchange reserve

The foreign exchange reserve represents gains/losses arising on retranslating the net assets of overseas operations into Euro.

Retained earnings

The retained earnings represent cumulative gains and losses recognised, net of transfers to/from other reserves and dividends paid.

Other undenominated capital

This reserve records the nominal value of shares repurchased by the Company.

Share option reserve

The share option reserve represents the movement in share-based payments. The movement in the cumulative expense since the previous year end date is recognised in the statement of comprehensive income, with a corresponding entry in 'share option reserve'.

Re-organisation reserve

FINEOS Corporation Holdings plc ('FINEOS') was incorporated on 12 December 2018 and the Directors elected at that date to account for the restructure of the Group as a capital re-organisation rather than a business combination. The reorganisation reserve represents the difference between the fair value of the shares issued to effect the reorganisation and the nominal value of the shares acquired. See Note 2(a) on page 35 of the Group's Annual Report for the year ended 30 June 2020 for further detail.

19. Share-Based Payment Expense

The total share-based payment expense for the Group's equity incentive schemes charged to general and administration costs in the consolidated statement of comprehensive income is as follows:

	2022 €	2021 €
Share-based payment expense	2,741,585	2,129,018

Details of the schemes operated by the Group are set out below.

2019 Equity Incentive Plan

The '2019 Equity Incentive Plan' was adopted by the Board on 24 June 2019 and approved by the shareholders of the Company on 9 July 2019. It became effective on Listing. The 2019 Equity Incentive Plan, administered by the Remuneration and Nomination Committee, allows for the grant of the following awards to employees and contractors: options, restricted share awards, RSU awards and performance awards. Total awards under the 2019 Equity Incentive Plan are subject to a limit of 5% of the ordinary issued share capital of the Company at any time and subject to annual rationalisation. The exercise of awards may be conditional upon the satisfaction of performance factors during a performance period as determined by the Remuneration and Nomination Committee and set out in each award agreement.

See the table below for further detail on the terms of options issued under the 2019 Equity Incentive Plan in the year to 30 June 2022.

Grant Date	No. of Share Options	Exercise price per option	Vesting conditions by shareholders	Contractual life of Options
Various grant dates	6,809,000	Range of AU$1.49 to AU$4.35	Three-year service period.	Expire seven years after date of grant
3 November 2021	180,518	AU$4.12	Options shall fully vest in three equal tranches on the 1st year, 2nd year and 3rd year anniversary from the date of grant of the options.	Expire seven years after date of grant
	6,989,518			

An expense of €2,741,585 was recognised during the financial year (2021: €2,129,018) relating to the award of options under the 2019 Equity Incentive Plan in the current year and prior years.

2012 Share Option Plan, 2015 Share Option Plan and 2019 Share Option and Retention Plan

Prior to listing, FINEOS International Limited, the previous ultimate parent undertaking of the Group, operated a 2012 Share Option Plan and a 2015 Share Option Plan. The options awarded were subject to a three-year service period and the occurrence of a 'triggering event', being the acquisition by any person, or group of persons acting in concert (excluding any persons connected or related to the existing shareholders), of control of the Company as a result of purchasing and/or subscribing for shares under a trade sale or IPO.

In February 2019, the Group modified the terms and conditions of the share options granted under its 2015 Share Option Plan and granted new options under a 2019 Share Option and Retention Plan. The options granted under the 2019 Share Option and Retention Plan were issued as replacements for options granted under the Company's 2012 Share Option Plan, which lapsed on 1 February 2019 without having vested.

On 24 June 2019, as part of the restructure, all options were exchanged for options in the new parent Company, FINEOS Corporation Holdings Limited, on a one-for-one basis. The awards were to vest six months after listing.

These 2015 and 2019 share option plans have now closed, and no further awards were issued under these plans in the current or prior financial year. An expense of €Nil was recognised during the financial year (2021: €Nil) relating to the February 2019 modification of options under the 2015 Share Option Plan and the grant of options under the 2019 Share Option Plan.

Details of movement and options outstanding under the Group's Equity Incentive Plans

The following table illustrates the number and weighted average exercise prices (WAEP) of, and movements in, share options granted under the schemes to Group employees during the year.

	2022 Number	2022 WAEP	2021 Number	2021 WAEP
Outstanding at 1 July at €0.001 per share	16,215,222	1.17	17,217,500	0.53
Options granted	6,989,518	1.68	5,292,300	2.48
Options exercised	(566,849)	0.26	(5,072,870)	0.17
Options forfeited	(1,207,752)	2.34	(1,221,708)	2.38
Outstanding at 30 June at €0.001 per share	**21,430,139**	**1.32**	**16,215,222**	**1.17**
Exercisable at 30 June at €0.001 per share	**7,500,212**	**0.26**	**7,832,989**	**0.20**

For the share options not yet exercisable as at 30 June 2022 the weighted average remaining contractual life is 1.7 years (30 June 2021: 1.75 years).

The fair value of equity-settled share options granted is estimated as at the date of grant using a Black-Scholes model, taking into account the terms and conditions upon which the options were granted. The Black-Scholes model is internationally recognised as being appropriate to value employee share schemes. The Company has used expected share price volatilities of comparable listed companies.

The following table lists the inputs to the model used for the year ended 30 June 2022 (weighted average in each case):

	2022 %	**2021 %**
Dividend yield	0	0
Expected volatility	45.49	45.10
Risk free interest rate	1.34	0.60
Average expected life remaining in years	4.7	4.4

20. Commitments and Contingencies

(a) Capital commitments

At the year end the Group had no capital commitments.

(b) Contingent liabilities

At the year end the Group had no contingent liabilities.

(c) Lease commitments

The Group has total future minimum lease payments under non-cancellable lease commitments as follows:

At 30 June 2022	**Land and buildings €**	**Software licenses €**	**Total €**
Due within one year	1,238,848	526,301	1,765,149
Due within two to five years	3,708,012	214,987	3,922,999
Due after five years	1,559,312	–	1,559,312
	6,506,172	**741,288**	**7,247,460**

At 30 June 2021	**Land and buildings €**	**Software licenses €**	**Total €**
Due within one year	1,204,860	1,330,194	2,535,054
Due within two to five years	3,390,532	741,288	4,131,820
Due after five years	2,338,968	–	2,338,968
	6,934,360	**2,071,482**	**9,005,842**

21. Lease Liabilities

	2022 €	2021 €
Group		
Current lease liabilities	1,424,662	2,151,497
Non-current lease liabilities	4,559,815	5,262,444
Total lease liabilities	**5,984,477**	**7,413,941**

The Group's total lease liability over the years is as follows:

	2022 €	2021 €
Opening liability	(7,413,941)	(7,776,146)
Additions for the year	(970,300)	(1,568,915)
Disposals for the year	–	45,808
Interest for the year	(418,446)	(476,627)
Lease expense for the year	2,818,210	2,361,939
Closing lease liability	**(5,984,477)**	**(7,413,941)**
Short-term lease expenses in the statement of comprehensive income	–	–

The Group's leases include rental of office spaces for business use and right-of-use licenses. All leases are on a fixed repayment basis and no arrangements have been entered into for contingent rental repayments. The lease terms range from two to 15 years depending on the term set in the contract. The effective interest rate charged during the financial year ranged from 3.2% to 7% (2021: 3.2% to 7%) per annum. The lower rate of 3.2% reflects the Group's overdraft facility rate and the higher rate of 7% reflects the borrowing rate on the loan drawn by the Group in 2017 and repaid in September 2019.

The right-of-use asset of licenses is classified as 'intangible assets', while the right-of-use asset of office rentals is classified as 'property, plant and equipment'. The movement in the carrying amount of the right-of-use assets of the Group at the start and end of each reporting period is disclosed in Notes 11 and 12.

22. Controlling Party

Michael Kelly is the ultimate controlling party of the FINEOS Group.

23. Pension Commitments

The Group operates defined contribution pension schemes. The Group's contributions are charged to the statement of comprehensive income in the year to which they relate and amounted to €4,318,471 (2021: €3,391,835). An amount of €552,674 was payable at the year end (2021: €538,444).

24. Financial Instruments

(i) Liquidity risk

Liquidity risk refers to the risk that the Group encounters difficulties in meeting its short-term obligations. Liquidity risk is managed by matching the payment and receipt cycle. The following table details the Group's remaining contractual maturity for its liabilities. The table has been drawn up based on contractual undiscounted cash flows of financial instruments based on the earlier of the contractual date or when the Group is expected to receive or (pay). The table includes both interest and principal cash flows.

30 June 2022 Group	Total €	Within 1 year €	Between 1 – 5 years €	Over 5 years €
Financial liabilities	37,574,223	37,574,223	–	–
Finance lease	5,984,477	1,424,662	3,116,454	1,443,361
Research and development tax credit	5,578,601	1,126,376	3,121,294	1,330,931
Contingent consideration	4,977,930	2,359,724	2,618,206	–
	54,115,231	**42,484,985**	**8,855,954**	**2,774,292**

30 June 2021 Group	Total €	Within 1 year €	Between 1 – 5 years €	Over 5 years €
Financial liabilities	29,211,899	29,211,899	–	–
Finance lease	7,413,941	2,151,497	3,169,144	2,093,300
Research and development tax credit	6,449,366	1,269,063	3,382,583	1,797,720
Contingent consideration	4,637,242	1,759,117	2,878,125	–
	47,712,448	**34,391,576**	**9,429,852**	**3,891,020**

Fair values

The fair value of a financial instrument is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date.

Financial instruments whose carrying amounts approximate fair value

Management has determined that the carrying amounts of cash and bank balances, trade and other receivables and trade and other payables reasonably approximate their fair values because these are mostly short-term in nature. The fair values of other classes of financial assets and liabilities are disclosed in their respective notes to these financial statements.

The analysis of the carrying amounts of the financial instruments of the Group required under IFRS 9 *Financial Instruments* is as set out below:

Financial assets that are debt instruments measured at amortised cost	**Group 2022 €**	**Group 2021 €**
Trade receivables	25,726,450	22,249,112
Cash and cash equivalents	44,311,366	13,998,945
Financial liabilities at amortised cost		
Trade payables	1,735,040	3,289,594
Lease liabilities	5,984,477	7,413,941

The main risks arising from the Group's financial instruments are credit risk, market risk, foreign currency risk, interest rate risk and liquidity risk. The Board reviews and agrees policies for managing each of these risks and they are summarised below:

(ii) Credit risk

Credit risk is the potential financial loss resulting from the failure of a customer or counterparty to settle its financial and contractual obligations to the Group, as and when they fall due.

The Group's exposure to credit risk is mainly influenced by the individual characteristics of each customer. The Group has established credit limits for each customer under which these customers are analysed for credit-worthiness before the Group's standard payment and delivery terms are offered. Most of the customers have been with the Group for many years and losses have occurred infrequently. In most cases, the Group does not require collateral in respect of trade and other receivables. The Group monitors their balances regularly.

Management has a credit policy in place and the exposure to credit risk is monitored on an ongoing basis. The Group always recognises lifetime expected credit losses ('ECL') for trade receivables. The ECL on these financial assets are estimated using a provision matrix as shown below, based on the Group's historical credit loss experience, adjusted for factors that are specific to the receivables, general economic conditions and an assessment of both the current as well as the forecast direction of conditions at the reporting date, including time value of money where appropriate.

Expected credit losses analysis:

At 30 June 2022	**Current**	**1 month**	**2 months**	**3 months**	**4+ months**	**Balance**
Trade receivables as at 30 June 2022	16,105,932	6,883,296	1,524,789	1,292,026	285	25,806,328
Expected credit losses %	0%	0%	1%	5%	10%	
Loss allowance	**–**	**–**	**15,248**	**64,601**	**29**	**79,878**

At 30 June 2021	**Current**	**1 month**	**2 months**	**3 months**	**4+ months**	**Balance**
Trade receivables as at 30 June 2021	12,728,346	4,353,461	3,573,807	1,715,669	(722)	22,370,561
Expected credit losses %	0%	0%	1%	5%	10%	
Loss allowance	**–**	**–**	**35,738**	**85,783**	**(72)**	**121,449**

(iii) Market risk

Market risk is the risk that changes in market prices, such as interest rates and foreign exchange rates, will affect the Group's income. The objective of market risk management is to manage and control market risk exposures within acceptable parameters, while optimising the return on risk.

(a) Foreign currency risk

The Group's foreign currency risk arises from sales and purchases denominated in foreign currencies, primarily the United States dollar, Australian dollar and New Zealand dollar. During the year, the Group used foreign currency forward exchange contracts to hedge its exposure. However, at the year end the Group had no outstanding contracts in place.

Sensitivity analysis

At 30 June 2022, if the foreign currencies strengthen or weaken 5% against the functional currencies, with all variables held constant, the maximum adjustment to the pre-tax profit/loss of the Group, respectively, for the financial years presented would have been as set out below:

	2022 €	2021 €
NZ $	201,825	147,767
AU $	(88,187)	97,939
US $	1,602,394	2,166,724
CAN $	278,579	266,401
GBP £	60,451	78,380
PLN	(87,836)	(88,248)
INR	(23,963)	–
	1,943,263	**2,668,963**

5% is the sensitivity rate used when reporting foreign currency risk internally to key management personnel and represents management's assessment of the possible changes in foreign exchange rate.

(b) Interest rate risk

There are no variable rate instruments on the statement of financial position at 30 June 2022. The Group does not account for any fixed rate financial liabilities at FVTPL, therefore a change in interest rates at the reporting date would not affect profit or loss.

Fixed rate instruments – nominal amount	2022 €	2021 €
Financial liabilities	–	–

Notes to the Consolidated Financial Statements (continued)

25. Related Party Transactions

A Group subsidiary, FINEOS Corporation Limited (Ireland), is party to a lease arrangement with a company controlled by Michael Kelly. Its term extends until 13 June 2029 with no express options for renewal in favour of either party. The lease provides for a rent review on 13 June 2024 at market rates. Rent payable by FINEOS is currently €779,656 per annum (excluding taxes). The rental expense for the year was €779,656 (2021: €779,656). The total rent due at 30 June 2022 was €Nil (2021: €Nil).

Consulting fees invoiced by Non-executive Directors during the year amounted to €Nil (2021: €Nil).

In common with other companies, which are members of a group of companies, the financial statements reflect the effect of such membership.

Key management personnel

All Directors of the FINEOS Group are considered key management personnel. The current Directors are set out on page 14 of the Annual Report. Total remuneration in respect of these individuals is split as follows:

	2022 **€**	**2021** **€**
Wages and salaries	1,213,763	1,169,025
Employer's PRSI	39,189	40,690
Pension	44,827	42,597
Share-based payment expense	–	25,752
Share awards gain on exercise	–	3,319,860
	1,297,779	**4,597,924**

During the financial year ended 30 June 2022, there were no material changes to, or material transactions between, the Company and its key management personnel or members of their close family, other than in respect of remuneration.

26. Capital Management Policies and Objectives

Capital management

The Group's and Company's objectives when managing capital are to safeguard the Group's and Company's ability to continue as a going concern in order to provide returns for shareholders and benefits for other stakeholders and to maintain an optimal capital structure to reduce the cost of capital. The capital structure of the Group consists of debts, which includes any borrowings, and equity attributable to owners of the Company, comprising issued capital and reserves.

There were no changes in the Group's and Company's approach to capital management during the year. The Group and Company monitor capital on the basis of the gearing ratio. This ratio is calculated as net debt divided by total equity. Net debt is calculated as total borrowings (including bank borrowings and excluding trade and other payables, provisions for income tax and deferred tax liabilities as shown in the statement of financial position) less cash.

Given that the Group has no external borrowings, the gearing ratio has been reflected as Nil.

The gearing ratio of the Group at 30 June 2022 was as follows:

	Group 2022 €	Group 2021 €
Total borrowings	-	-
Less: cash and cash equivalents	(44,311,366)	(13,998,945)
Net funds	(44,311,366)	(13,998,945)
Total equity	169,293,652	136,340,578
Total capital	**169,293,652**	**136,340,578**
Gearing ratio	**Nil**	**Nil**

27. Subsidiary Undertakings

The Company has the following subsidiary undertakings. All subsidiaries are wholly owned unless otherwise indicated:

Subsidiary Undertaking	Country of Incorporation	Principal Activity
FINEOS Corporation Limited (previously FINEOS Corporation U.C.)	Republic of Ireland	Innovator of enterprise claims management and policy administration software
FINEOS UK Limited (previously FINEOS Corporation Limited)	United Kingdom	Provision of professional services to its parent undertaking
FINEOS Corporation Inc.	United States of America	Provision of professional services and sales and marketing services to its parent undertaking
FINEOS Australia Pty Limited	Australia	Provision of professional services and sales and marketing services to its parent undertaking
FINEOS New Zealand Limited	New Zealand	Provision of professional services to its parent undertaking
FINEOS Polska S.p Z.o.o	Poland	Provision of product engineering services to its parent undertaking
FINEOS Canada Limited	Canada	Provision of professional services to its parent undertaking
FINEOS Hong Kong Limited	Hong Kong	Provision of sales and marketing services to its parent undertaking
FINEOS Esp Entity, S.L.U	Spain	Provision of product engineering services to its parent undertaking
Limelight Health Inc.	United States of America	Provision of professional services and sales and marketing services to its parent undertaking
FINEOS India Private Limited (previously Spraoi Software Development Services Private Limited)	India	Provision of product engineering services to its parent undertaking

Notes to the Consolidated Financial Statements (continued)

Details of registered offices are listed below:

Incorporated in Ireland	Registered Address
FINEOS Corporation Limited	FINEOS House, East Point Business Park, Dublin 3, D03 FT97
Incorporated in the United Kingdom	**Registered Address**
FINEOS UK Limited	5 Clapham Chase, Bedford, Bedfordshire, MK41 6FA
Incorporated in the United States of America	**Registered Address**
FINEOS Corporation Inc.	75 State Street, Suite 100, Boston, MA 02109
Limelight Health Inc.	26 O'Farrell Street, Suite 410, San Francisco, CA 94108
Incorporated in Australia	**Registered Address**
FINEOS Australia Pty Limited	North Tower Level 22, 459 Collins Street, Melbourne, VIC 3000
Incorporated in New Zealand	**Registered Address**
FINEOS New Zealand Limited	Offices of DLA Phillips Fox, Level 22, DLA Phillips Fox Tower, 209 Queen Street, Auckland 1010
Incorporated in Poland	**Registered Address**
FINEOS Polska S.p Z.o.o	ul. Cypriana Kamila Norwida 2, 80-280 Gdansk
Incorporated in Canada	**Registered Address**
FINEOS Canada Limited	900-1959 Upper Water Street, Halifax, NS, B3J 3N2
Incorporated in Hong Kong	**Registered Address**
FINEOS Hong Kong Limited	16th floor, Wing On Centre, 111 Connaught Road Central
Incorporated in Spain	**Registered Address**
FINEOS Esp Entity, S.L.U	Calle Principe de Vergara 112, 28002 Madrid
Incorporated in India	**Registered Address**
FINEOS India Private Limited (previously Spraoi Software Development Services Private Limited)	23, Siva Archade, 29th Main, BTM Layout 1st Stage, Bangalore KA 560068

28. Events Subsequent to the Year End

There are no events subsequent to the year end that would require disclosure in or adjustment to the consolidated financial statements.

29. Prior Year Company Financial Statement Comparatives

A capital contribution from FINEOS Corporation Holdings plc of €76.6 million to a Group company was included within current assets in the 2021 Company statement of final position. This balance is included in financial assets in the 2022 Company statement of financial position and the prior year financial asset and current asset figures have been reclassified in respect of same. This reclassification has no impact on the Company's prior year results or total assets.

	30 June 2021 (previously reported) €	Restatement €	30 June 2021 (restated) €
Company Statement of Financial Position			
Financial assets	22,834,215	76,570,685	99,404,900
Trade and other receivables	121,060,414	(76,570,685)	44,489,729
Cash and cash equivalents	401,664	–	401,664
Total assets	**144,296,293**	**–**	**144,296,293**

30. Approval of Consolidated Financial Statements

The consolidated financial statements and Company statement of financial position in respect of the year ended 30 June 2022 were approved and authorised for issue by the Directors on 23 August 2022.

Additional Security Holder Information

Information required by ASX Listing Rules and not disclosed elsewhere in this document is set out below. The information is correct as at 17 August 2022 unless otherwise indicated.

FINEOS is incorporated in Dublin, Ireland. Its securities, in the form of Chess Depositary Interests (CDIs) in FINEOS shares, are listed on ASX and are not listed on any other securities exchange.

Since Chess Deposit Nominees Pty Limited (CDN) is the legal holder of applicable shares but the holders of CDIs are not themselves the legal holders of their applicable shares, the holders of CDIs do not have any directly enforceable right to vote under the FINEOS constitution.

In order to vote at general meetings, CDI holders have the following options:

(a) instructing CDN, as the legal owner of the underlying shares, to vote the shares underlying their CDIs in a particular manner;

(b) informing FINEOS that they wish to nominate themselves or another person to be appointed as CDN's proxy with respect to the shares underlying their CDIs for the purposes of attending and voting at the general meeting; or

(c) converting their CDIs into a holding of shares and voting these at the meeting (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).

Option holders are not afforded any voting rights by the options held by them.

Securities on issue

There are 319,384,787 CDIs on issue held by 3,525 registered holders.

The number of securities held by substantial security holders are set out below:

	Balance	%
JACQUEL INVESTMENTS LIMITED	168,336,360	52.7%

There are no securities subject to voluntary escrow.

There are 21,542,139 unlisted options issued and held by 839 option holders.

Distribution spread of security holdings

Holding Ranges	Holders	Total Units	%
1-1,000	1,783	776,951	0.24
1,001-5,000	1,089	2,707,316	0.85
5,001-10,000	313	2,341,753	0.73
10,001-100,000	300	7,523,839	2.36
100,001-9,999,999,999	40	306,034,928	95.82
Totals	**3,525**	**319,384,787**	**100.00**

Top 20 Security Holders

	Balance	%
JACQUEL INVESTMENTS LIMITED	168,336,360	52.7%
J P MORGAN NOMINEES AUSTRALIA PTY LIMITED	44,700,554	14.0%
HSBC CUSTODY NOMINEES (AUSTRALIA) LIMITED	22,971,645	7.2%
CITICORP NOMINEES PTY LIMITED	20,201,104	6.3%
BNP PARIBAS NOMINEES PTY LTD <AGENCY LENDING DRP A/C>	9,344,692	2.9%
AUSTRALIAN FOUNDATION INVESTMENT COMPANY LIMITED	9,252,729	2.9%
BNP PARIBAS NOMS PTY LTD <DRP>	6,177,226	1.9%
HSBC CUSTODY NOMINEES (AUSTRALIA) LIMITED - A/C 2	4,380,049	1.4%
MIRRABOOKA INVESTMENTS LIMITED	4,168,501	1.3%
AMCIL LIMITED	2,619,232	0.8%
BUTTONWOOD NOMINEES PTY LTD	2,481,973	0.8%
DJERRIWARRH INVESTMENTS LIMITED	1,398,891	0.4%
NEWECONOMY COM AU NOMINEES PTY LIMITED <900 ACCOUNT>	1,091,610	0.3%
JASON ANDREW & WENDY ANDREW <JASON&WENDY ANDREW RECOV A/C>	986,825	0.3%
POWERWRAP LIMITED <ESCALA SMA TRADING A/C>	826,448	0.3%
CS FOURTH NOMINEES PTY LIMITED <HSBC CUST NOM AU LTD 11 A/C>	724,590	0.2%
NATIONAL NOMINEES LIMITED	691,024	0.2%
TRUEBELL CAPITAL PTY LTD <TRUEBELL INVESTMENT FUND>	659,649	0.2%
GARRETT VIGGERS	609,509	0.2%
ALAN LEARD	435,364	0.1%
Total Securities of Top 20 Holdings	**302,057,975**	**94.4%**
Total of Securities	**319,384,787**	

Unmarketable Parcels (UMP) (based on a share price of $1.81)

Total Securities/Issued Capital	UMP Securities	UMP Holders	UMP Percent
319,384,787	117387	729	0.03675

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Company Information

Directors

Anne O'Driscoll (Chairman)
Michael Kelly
Gilles Biscay
Martin Fahy
David Hollander
Tom Wall

Company Secretary - Joint

Tom Wall

Company Secretary - Joint

Natalie Climo

Registered Office

FINEOS House,
East Point Business Park,
Dublin 3, Ireland

Ph: +353 1 639 9700

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Melbourne, VIC 3000
Australia

Ph: +61 3 9018 3400

Registered Number

639640

Solicitors

William Fry
2 Grand Canal Square,
Dublin 2, Ireland

Bankers

Bank of Ireland
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Dublin 2, Ireland

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Chartered Accountants and Statutory Audit Firm
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Block 3,
Harcourt Road,
Dublin 2, Ireland

Share Registry

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FINEOS