

IRIS FINANCIAL
(the Company)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE is hereby given that an Extraordinary General Meeting of the Company will be held on 19 April 2024 at NautaDutilh N.V., Beethovenstraat 400, 1082 PR Amsterdam, the Netherlands at 10:00 am local time for the sole purpose of considering and, if thought fit, passing the following resolution:

IT IS RESOLVED by **SPECIAL RESOLUTION** that the deadline for the consummation of Business Combination (as defined in the Amended and Restated Memorandum and Articles of Association of the Company adopted on 14 April 2022) of the Company be and is hereby extended from 2 May 2024 to 2 November 2024.



Elizabeth Critchley – Chief Executive Officer

Date: 28 March 2024

Notes:

1 APPOINTMENT OF PROXY

- 1.1 A shareholder of the Company entitled to attend and vote at the meeting of the Company shall be entitled to appoint another person as his/her proxy to attend and vote in his/her place. A shareholder of the Company (a **Shareholder**) who is the holder of two (2) or more shares in the Company (**Shares**) may appoint more than one proxy provided each proxy is appointed to exercise rights attached to different Shares. A Shareholder may not appoint more than one proxy to exercise rights attached to any one (1) Share.
- 1.2 A proxy need not be a Shareholder. In addition, a proxy or proxies representing either an individual Shareholder or a corporate Shareholder shall be entitled to exercise the same powers on behalf of the Shareholder which he/she or they represent as such Shareholder could exercise.
- 1.3 To be effective, a proxy must be delivered in accordance with the notes specified below.
- 1.4 The form of proxy is appended to this notice.
- 1.5 Delivery of the form of proxy shall not preclude a Shareholder from attending and voting in person at the Extraordinary General Meeting (the **EGM**) or upon the poll concerned and in such event, the form of proxy shall be deemed to be revoked.

2 RECORD DATE

- 2.1 The record date for the EGM is 5 April 2024 at 18:00 CET, after processing of all settlements on that date (the **Record Date**).
- 2.2 Each Shareholder who holds their Shares through Euroclear Nederland (a **Beneficial Shareholder**) will be entitled to attend and vote at the EGM, provided such Beneficial Shareholder is registered as a Shareholder on the Record Date by the administrators of the banks and brokers which are intermediaries (*intermediairs*) of Euroclear Nederland within the meaning of the Dutch Securities Giro Transfer Act (*Wet giraal effectenverkeer*) (each such bank or broker an **Intermediary**).

3 REGISTRATION FOR THE EGM

- 3.1 The registration period starts on 5 April 2024 at 00:00 CET and ends on 16 April 2024 at 18:00 CET (the **Registration Period**).
- 3.2 A Beneficial Shareholder at the Record Date who wishes to attend the EGM must follow the specific instructions received from the applicable Intermediary as to how they may register in order to attend the EGM which will either be to register via (i) ABN AMRO at www.abnamro.com/evoting or (ii) the applicable Intermediary. Beneficial Shareholders must complete the registration process by the date and time specified by the applicable Intermediary, and in any event, no later than the end of the Registration Period.
- 3.3 In accordance with the instructions received from the applicable Intermediary, each Beneficial Shareholder must provide directly to ABN AMRO, or ensure that the Intermediary can provide to ABN AMRO on its behalf, the full address details, email address, securities account number (if applicable) and mobile phone number of the relevant ultimate beneficial owner of the Shares.

- 3.4 Such information must be provided to ABN AMRO in order for them to verify such Beneficial Shareholder's interest at the Record Date and provide proof of registration for access to the EGM.
- 3.5 In respect of any Beneficial Shareholder for which an Intermediary receives registration requests to attend the EGM, the Intermediaries must provide an electronic statement to ABN AMRO via www.abnamro.com/intermediary stating the number of Shares held through Euroclear Nederland at the Record Date by each relevant Beneficial Shareholder and the number of such Shares which have been registered to attend the EGM no later than 18:00 CET on 16 April 2024.
- 3.6 In accordance with the policies of the applicable Intermediary, Beneficial Shareholders who have registered to attend the EGM will receive proof of registration directly from ABN AMRO or via the applicable Intermediary. Beneficial Shareholders will need to present such proof of registration in order to be admitted to the EGM.
- 3.7 Registered Shareholders do not need to register via ABN AMRO to attend the EGM.

4 VOTING INSTRUCTIONS

- 4.1 Once registered in accordance with the procedure set out above, a Beneficial Shareholder at the Record Date must follow the specific instructions received from the applicable Intermediary in order to submit voting instructions in respect of their Shares via either (i) ABN AMRO at www.abnamro.com/evoting or (ii) the applicable Intermediary. Beneficial Shareholders must submit their voting instructions by the date and time specified by the applicable Intermediary, and in any event, no later than 16 April at 18:00 CET.
- 4.2 In accordance with the instructions received from the applicable Intermediary, each Beneficial Shareholder must provide directly to ABN AMRO, or ensure that the Intermediary can provide to ABN AMRO on its behalf, the full address details, email address, securities account number (if applicable) and mobile phone number of the relevant ultimate beneficial owner of the Shares.
- 4.3 Such information must be provided to ABN AMRO in order for them to verify such Beneficial Shareholder's interest at the Record Date.
- 4.4 In respect of any Shares for which an Intermediary receives voting instructions from a Beneficial Shareholder at the Record Date, the number of Shares held by the relevant Beneficial Shareholder and their applicable voting instruction must be submitted by the Intermediary to ABN AMRO via www.abnamro.com/evoting no later than 16 April 2024 at 18:00 CET.
- 4.5 A Registered Shareholder at the Record Date (other than Euroclear Nederland) can exercise its voting rights by delivering to the Company a completed proxy form attached to this Notice.

APPENDIX

SHAREHOLDER PROXY

I/We, the undersigned, being the registered holder of _____ shares issued in the authorised capital of the Company, entitled to receive notice of, attend and vote at a general meeting of the Company (the **Appointor**) hereby appoint [•] as my proxy (the **Proxy**) for the purpose of approving the following resolution to be passed as a Special Resolution:

1. That the deadline for the consummation of Business Combination (as defined in the Amended and Restated Memorandum and Articles of Association of the Company adopted on 14 April 2022) of the Company be and is hereby extended from 2 May 2024 to 2 November 2024.

Name:

Date of signature