

## Memorandum

To: Investors in Iris Holdings, Inc.'s 8.75% / 9.50% Senior PIK Toggle Notes due 2026  
From: Iris Holdings, Inc.  
Date: February 10, 2021  
Subject: Access to Noteholder Data Site

In order to provide materials to investors pursuant to the indenture governing Iris Holdings, Inc.'s 8.75% / 9.50% Senior PIK Toggle Notes due 2026, we will post such materials to a data site hosted by Datasite®. To request access to the data site, please complete the attached *Request For Access To Noteholder Data Site and Confidentiality Agreement 8.75% / 9.50% Senior PIK Toggle Notes due 2026* and email it to our site administrator at the following email address: [investors@innophos.com](mailto:investors@innophos.com).

Thank you.



---

**Iris Holdings, Inc.**  
**Request For Access To Noteholder Data Site and Confidentiality Agreement**  
**8.75% / 9.50% Senior PIK Toggle Notes due 2026**

This form is only for use by (i) holders of the 8.75% / 9.50% Senior PIK Toggle Notes due 2026 (the “Notes”) issued by Iris Holdings Inc. (the “Issuer”), (ii) beneficial owners of the Notes, (iii) bona fide prospective investors in the Notes, (iv) bona fide securities analysts (to the extent providing analysis of an investment in the Notes) and (vi) bona fide market makers in the Notes affiliated with an initial purchaser of the Notes.

Please use this form to request access to the confidential data site (the “Data Site”) containing confidential information to be provided under the indenture governing the Notes. If approved, you will be sent a confirmation email to access the secure site.

By requesting access to this information you represent to and covenant with the Issuer that:

1) you are either (a) (i) a holder of the Notes, a beneficial owner of the Notes, a bona fide prospective investor in the Notes or a bona fide market maker in the Notes affiliated with an initial purchaser of the Notes and (ii) either a “qualified institutional buyer” (QIB) as defined in Rule 144A of the Securities Act of 1933, as amended (the “Securities Act”), or not a “U.S. person” as defined in Rule 902 of the Securities Act, or (b) a bona fide securities analyst providing an analysis of an investment in the Notes;

2) you will not use the information in violation of applicable securities laws or regulations; and

3) other than in the case of securities analysts, you will keep such information confidential and will not communicate the information to any individual, corporation, partnership, joint venture, association, joint-stock company, trust, unincorporated organization, limited liability company (or series thereof) or governmental agency or political subdivision thereof or any other entity and (x) are not a competitor of the Issuer and its subsidiaries and (y) will not use such information in any manner intended to compete with the business of the Issuer and its subsidiaries.

The undersigned understands that it is providing the information, contained herein, solely for purposes of enabling the Issuer to determine whether the undersigned should receive access to the Data Site. This letter is neither an offer to purchase, nor exchange any securities, including the Notes, nor creates any obligations whatsoever on the part of the Issuer or the undersigned to sell or purchase any securities.

This request for information shall be governed by, and construed in accordance with, the laws of the State of New York without regard to any conflict of laws principles thereof. Any action brought in connection with this request for information shall be brought in the federal or state courts located in the Borough of Manhattan in the City of New York, and the undersigned hereby irrevocably consents to the jurisdiction of such courts and waives any objections as to the venue or inconvenient forum.

Signature:

First Name:

Last Name:

On behalf of the following Organization:

Email Address:

Telephone Number:

Date:

**Please email the completed form to: [investors@innophos.com](mailto:investors@innophos.com)**