

FiscalNote Holdings, Inc.

Amendment to [Management Certification](#) for 12/31/2025 originally published through the OTC Disclosure & News Service on 04/02/2026

Explanatory Note:
Updated information

***This coversheet was automatically generated by OTC Markets Group based on the information provided by the Company. OTC Markets Group has not reviewed the contents of this amendment and disclaims all responsibility for the information contained herein.*

Management Certification

The undersigned, on behalf of FiscalNote Holdings, Inc. ("the Company"), certifies that the information provided herein is accurate and complete to the best of the Company's knowledge.

1. The Company is current in its disclosure obligations pursuant to the following reporting standard:

SEC Reporting Obligations

- The Company has a reporting obligation under Section 13 or 15(d) of the Exchange Act
- The Company has a reporting obligation under Regulation A (Tier 2)
- The Company has a reporting obligation under Regulation Crowdfunding (CF)
- Other (please describe)

Other Reporting Obligations

- The Company is a U.S. bank, bank holding company, or similar financial institution exempt from SEC registration, has a reporting obligation to a U.S. Bank Regulator and follows OTC Markets' Bank Reporting requirements.
- The Company is exempt from SEC registration and is reporting under the Alternative Reporting Standard

2. Indicate below whether the Company is a shell company (as defined in Rule 405 of the Securities Act of 1933, Rule 12b-2 of the Exchange Act of 1934 and Rule 15c2-11 of the Exchange Act of 1934):

Yes: No:

3. Indicate below whether the Company is subject to Bankruptcy or reorganization proceedings.

Yes: No:

4. The Company has a Verified Company Profile on OTCMarkets.com.
5. The Company is duly organized and in good standing under the laws of the state or jurisdiction in which the Company is organized or does business.
6. The Company understands and acknowledges its obligations to report company-related actions pursuant to Exchange Act Rule 10b-17 and FINRA Rule 6490.
7. The Company understands and acknowledges its obligations to publicly disclose material information in a timely manner in accordance with applicable U.S. federal securities laws, including but not limited to Section 10(b) of the Exchange Act and Rule 10b-5 thereunder.
8. The Company's transfer agent and its address are listed below. If the Company acts as its own transfer agent, indicate that by listing the Company and its information in the fields provided.¹

Transfer Agent: Continental Stock Transfer & Trust Co.
Address: 1 State St 30th floor, New York, NY 10004

¹ OTCQX, OTCQB, and OTCID companies are required to retain a transfer agent that participates in the Transfer Agent Verified Shares Program. OTCID companies that act as their own transfer agent may submit data directly to OTC Markets.

9. The Company's most recent Annual Report was prepared by:

Below is a list all law firm(s) and attorney(s) (including internal counsel) that acted as the Company's primary legal counsel in preparing its most recent annual report or, if no attorney assisted in preparing the disclosure, the person(s) who prepared the disclosure and their relationship to the Company.

Polsinelli Law Firm - Shashi Khiani

10. The Company's Officers, Directors and 5% Beneficial Owners are listed below:

The table below provides information regarding all officers and directors of the Company, or any person that performs a similar function, regardless of the number of shares they own. To the best of the Company's knowledge, it includes all individuals or entities beneficially owning 5% or more of any class of the issuer's equity securities. To identify holders of 5% or more, companies may obtain a recent copy of their shareholder list that includes Non-Objecting Beneficial Owners or "NOBOs." SEC Reporting companies may also research their beneficial ownership and insider transaction filings such as on Schedules 13G or 13D or on Forms 3, 4, and 5.

As of (latest practicable date): 04/24/2026

Individual Name (First, Last) or Entity Name (Include names of control person(s) if a corporate entity)	Position/Company Affiliation (ex: CEO, ≥ 5% beneficial owner)	City and State (Include Country if outside U.S.)	Number of Shares Owned (List common, preferred, warrants and options separately)	Class of Shares Owned	Percentage of Class of Shares Owned (undiluted)
Josh Resnik	President & CEO	Washington, DC	286,117	Common	1%
Jon Slabaugh	CFO & SVP-Corporate Development	Washington, DC	158,038	Common	1%
Todd Aman	Chief Legal & Administrative Officer	Washington, DC	97,697	Common	1%
Tim Hwang	Executive Chairman	New York, NY	1,204,149	Common	6%
Key Compton	Director	New York, NY	61,757	Common	1%
Manoj Jain	Director	Hong Kong	2,460,756	Common	13%
Keith Nilsson	Director	San Francisco, CA	902,887	Common	5%
Brandon Sweeney	Director	San Francisco, CA	69,168	Common	1%
Gerald Yao	Director	Bethesda, MD	161,502	Common	1%

Any additional material details, including conversion terms of any class of the issuer's equity securities, are below:

Class B shares are convertible into Class A shares on a 1-1 basis.

11. The Company has Convertible Debt as detailed below:

The following is a complete list of the Company's Convertible Debt which includes all promissory notes, convertible notes, convertible debentures, or any other debt instruments convertible into a class of the issuer's equity securities. The table includes all issued or outstanding convertible debt at any time during the last complete fiscal year and any interim period between the last fiscal year end and the date of this Certification.

Check this box to confirm the Company had no Convertible Debt issued or outstanding at any point during this period.

Date of Note Issuance	Principal Amount at Issuance (\$)	Outstanding Balance (\$) (include accrued interest)	Maturity Date	Conversion Terms (e.g., pricing mechanism for determining conversion of instrument to shares)	# Shares Converted to Date	# of Potential Shares to be Issued Upon Conversion ²	Name of Noteholder (entities must have individual with voting / investment control disclosed).(*)	Reason for Issuance (e.g., Loan, Services, etc.)
January 27, 2023 (Dragonfly Notes)	£8,929,000.00	£10,650,007.11	1/27/2028	Convertible at noteholder's option at fixed conversion price or at company's option at variable, VWAP-based conversion price ⁽⁵⁾	0	26,801,515.07 ⁽¹⁾	Notes are held by a group of former equity holders of Dragonfly Eye Ltd., a UK company that FiscalNote acquired in 2021	Merger consideration for acquisition of Dragonfly Eye Ltd.
8/12/2025 (YA Debentures)	\$21,000,000	\$19,707,982.00	February 12, 2027	Convertible at holder's option at a discount to VWAP preceding each conversion date ⁽⁶⁾	2,016,308	37,114,843 ⁽²⁾	YA II PN, LTD.	August 2025 refinancing transaction
9/11/2025 (YA Debentures)	\$12,300,000	\$5,445,863.00	March 11, 2027	Same as above ⁽⁶⁾	2,407,093	10,255,862 ⁽³⁾	YA II PN, LTD.	August 2025 refinancing transaction
July 3, 2023 (GPO Note)	\$46,793,888.70	\$20,434,300.24	November 13, 2029	VWAP-based conversion formula for quarterly interest and amortization payments ⁽⁷⁾	709,037	38,482,674 ⁽⁴⁾	GPO FN Noteholder LLC	August 2025 refinancing transaction
Total Outstanding Balance:		\$59,819,749.74	Total Shares:		5,132,438	112,654,894		

Any additional material details, including footnotes to the table are below:

*** Subordinated Noteholder Control Persons**

² The total number of shares that can be issued upon full conversion of the Outstanding Balance. The number should not factor any "blockers" or limitations on the percentage of outstanding shares that can be owned by the Noteholder at a particular time. For purposes of this calculation, please use the current market pricing (e.g. most recent closing price, bid, etc.) of the security if conversion is based on a variable market rate.

- *Dragonfly Notes*: The Dragonfly Notes are owned directly by 37 individuals, primarily based in the United Kingdom.
- *YA Debentures*: The YA Debentures are beneficially owned by Yorkville Advisors. The individual with voting and investment control is Michael Rosselli.
- *GPO Note*: The GPO Note is beneficially owned by Stonehill Capital Management. The individual with voting and investment control is Michael Stern.

Footnotes to Subordinated Debt Table

- (1) Assuming outstanding principal balance is translated from GBP into USD at a 1.3363 exchange rate and the notes are converted at \$0.531 per share (the closing price on 3/25/26).
- (2) Assuming outstanding principal of \$19,630,000 and accrued and unpaid interest of \$77,982 are converted at \$0.531 per share (the closing price on 3/25/26).
- (3) Assuming outstanding principal of \$5,400,000 and accrued and unpaid interest of \$45,863 are converted at \$0.531 per share (the closing price on 3/25/26).
- (4) Assuming outstanding principal balance is converted at \$0.531 per share (the closing price on 3/25/26).
- (5) As reported in the Company's 2025 Form 10-K, the Company may convert any portion of the Note principal and accrued interest into shares of Class A common stock at the VWAP for the five consecutive trading day period ending on the last trading day of the calendar month preceding the date the Company provides notice of conversion. Each holder has the right to convert the outstanding principal and accrued interest into shares of Class A common stock at \$120.00 per share.
- (6) As reported in the Company's 2025 Form 10-K, at any time prior to maturity, the holder is entitled to convert any portion of the principal amount of the Debentures and accrued interest thereon into shares of the Company's Class A common stock at a conversion price equal to 94% of the lowest daily VWAP during the five trading days prior to the conversion date, subject to a floor price of \$0.8884 (the "Floor Price"). In the event that the daily VWAP is less than the Floor Price then in effect for any five trading days during a period of seven consecutive trading days, the Company will be required to make certain amortization payments to holder or may reset the Floor Price.
- (7) As reported in the Company's 2025 Form 10-K, at any time prior to maturity, the holder is entitled to convert all or any portion of the principal amount of the Note and accrued interest thereon into shares of the Company's Class A Common Stock at an initial conversion price of \$82.92 per share (subject to customary anti-dilution adjustments). Under the terms of the Note, the Company is required to make installment payments of \$2,000,000 of the outstanding principal on quarterly installment dates beginning April 1, 2026 (each, an "Installment Date") in the form of freely tradeable shares of the Company's Class A common stock, cash, or a combination thereof. Class A common stock issued to satisfy quarterly interest and principal repayments will be issued at a price equal to the lowest of (i) the then-effective Conversion Price under the Note, (ii) 95% of the VWAP of the Class A common stock over the ten trading days immediately preceding the applicable Installment Date and (iii) 95% of the VWAP of the Class A common stock over the trading days occurring within the ninety calendar day period immediately preceding the applicable payment date.

Signature:

Name of Principal Executive Officer or Principal Financial Officer: Jon Slabaugh

Title: Chief Financial Officer

Date: April 24, 2026

Signature: /s/ Jon Slabaugh

(Digital Signatures should appear as "/s/ [OFFICER NAME]")