UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 14C

Information Statement Pursuant to Section 14(c)
of the Securities Exchange Act of 1934

Check the appropriate box:

☒ Preliminary Information Statement

☐ Confidential, for Use of the Commission Only (as permitted by Rule 14c-5(d)(2))

☐ Definitive Information Statement

FOXO TECHNOLOGIES INC.
(Name of Registrant as Specified In Its Charter)

Payment of Filing Fee (Check the appropriate box):

☒ No fee required

☐ Fee paid previously with preliminary materials.

☐ Fee computed on table in exhibit required by Item 25(b) of Schedule 14A (17CFR 240.14a-101) per Item 1 of this Schedule and Exchange Act Rules 14c-5(g) and 0-11



FOXO TECHNOLOGIES INC.
477 SOUTH ROSEMARY AVENUE
SUITE 224
WEST PALM BEACH, FL, 33401

November [*], 2026

NOTICE OF WRITTEN CONSENT OF STOCKHOLDERS IN LIEU OF SPECIAL MEETING

WE ARE NOT ASKING YOU FOR A PROXY AND YOU ARE REQUESTED NOT TO SEND A PROXY

To the Stockholders of FOXO Technologies Inc.:

This Notice and the accompanying Information Statement are being furnished to the stockholders of FOXO Technologies Inc., a Delaware corporation (the "**Company**," "**we**," "**us**," or "**our**"), in connection with the corporate action described below approved by the Company's Board of Directors ("**Board**") and by Rennova Health, Inc. ("**RHI**" or the "**Majority Stockholder**"), which is controlled by the Company's CEO and which, directly and through voting agreements and irrevocable proxies granted by certain other stockholders, exercises a majority of the voting power of the Company. The Majority Stockholder, by written consent in lieu of a meeting executed and delivered to the Company on November 19, 2026, pursuant to Section 228 of Title 8 of the Delaware General Corporation Law ("**DGCL**") and Section 2.9 of our bylaws, approved the following corporate action:

1. An amendment (the "**Amendment**") to the Company's Certificate of Incorporation, as amended (the "**Certificate of Incorporation**"), to decrease the authorized shares of Class A Common Stock of the Company, par value $0.0001 per share (the "**Common Stock**"), from 25,000,000,000 shares to 500,000,000 shares, and correspondingly to decrease the total number of authorized shares of capital stock from 25,020,000,000 shares to 520,000,000 shares (the "**Authorized Decrease**"). The par value of the Common Stock and the 20,000,000 authorized shares of preferred stock, par value $0.0001 per share, will not change.

All of the members of the Board, by unanimous written consent in lieu of a meeting, as provided under the DGCL, approved and declared advisable the Authorized Decrease on November 19, 2026.

The accompanying Information Statement is being furnished to our stockholders of record as of November 19, 2026 (the "**Record Date**"), in accordance with Rule 14c-2 under the Securities Exchange Act of 1934, as amended (the "**Exchange Act**"), and the rules promulgated by the Securities and Exchange Commission (the "**SEC**") thereunder, solely for the purpose of informing our stockholders of the action taken by written consent. As the matter set forth in the accompanying Information Statement has been approved by the written consent of the holders of more than a majority of the Company's voting power, your vote or consent is not requested or required to approve this matter. The accompanying Information Statement is provided solely for your information and also serves the purpose of informing stockholders of the matter described herein pursuant to Section 14(c) of the Exchange Act and the rules and regulations prescribed thereunder, including Regulation 14C. The accompanying Information Statement also serves as the notice required by Section 228 of Title 8 of the DGCL of the taking of a corporate action without a meeting by less than unanimous written consent of the Company's stockholders. You do not need to do anything in response to this Notice and the Information Statement.

Pursuant to Rule 14c-2(b) promulgated by the SEC under the Exchange Act, the Authorized Decrease may not be effected until at least 20 calendar days after the definitive Information Statement is first sent or given to our stockholders as of the Record Date. The Authorized Decrease will become effective only upon the filing of a Certificate of Amendment with the Secretary of State of the State of Delaware after that period has expired, or at such later date and time as is specified in the Certificate of Amendment.

THIS IS NOT A NOTICE OF A MEETING AND NO STOCKHOLDERS' MEETING WILL BE HELD TO CONSIDER THE MATTER DESCRIBED HEREIN. WE ARE NOT ASKING YOU FOR A PROXY AND YOU ARE REQUESTED NOT TO SEND US A PROXY.

By Order of the Board of Directors

/s/ Seamus Lagan

Seamus Lagan
Chief Executive Officer
November [*], 2026

Vote Required

Under Section 242(b) of the DGCL, the Authorized Decrease requires the affirmative vote of the holders of a majority of the voting power of the Company's outstanding stock entitled to vote thereon. Each share of Common Stock, Series B Preferred Stock and Series C Preferred Stock entitles the holder thereof to one vote. Each share of Series A Cumulative Convertible Redeemable Preferred Stock ("**Series A Preferred Stock**") entitles the holder to cast the number of votes determined by dividing the Stated Value ($1,000) by $0.0001 (such dollar amount not being subject to adjustment for reverse and forward stock splits, stock dividends, stock combinations and other similar transactions of the Common Stock), or 10,000,000 votes per share. The shares of Series D Preferred Stock and Series E Preferred Stock (except in limited circumstances) have no voting rights. The holders of Series A Preferred Stock, Series B Preferred Stock, Series C Preferred Stock and Common Stock vote together as one class on all matters submitted to a vote of stockholders of the Company. Article V, Section A.2 of the Company's Second Amended and Restated Certificate of Incorporation, dated September 15, 2022, provides that the number of authorized shares of Common Stock may be increased or decreased (but not below the number of shares then outstanding) by the affirmative vote of the holders of a majority of the stock entitled to vote, irrespective of Section 242(b)(2) of the DGCL. Accordingly, no separate class vote of the holders of Common Stock is required to approve the Authorized Decrease. Because the Authorized Decrease does not change the number of authorized shares of preferred stock or alter the powers, preferences or special rights of any series of preferred stock, no separate class or series vote of the holders of preferred stock is required under Section 242(b)(2) of the DGCL.

The record date for determining those stockholders of the Company entitled to receive this Information Statement is the close of business on November 19, 2026. As of the Record Date, the Company had an aggregate voting power of 114,371,661,670.75 votes attributable to all outstanding shares of voting stock, consisting of 1,658,122 shares of Common Stock (1,658,122 votes), 11,437 shares of Series A Preferred Stock (114,370,000,000 votes), 3,245 shares of Series B Preferred Stock (3,245 votes) and 303.75 shares of Series C Preferred Stock (303.75 votes), after giving effect to the 1-for-3,000 reverse stock split effective June 30, 2026. As of the Record Date, 4,312 shares of Series D Preferred Stock and 68,000 shares of Series E Preferred Stock, which generally have no voting rights, were also outstanding. All outstanding shares are fully paid and nonassessable.

Vote Obtained

Section 228(a) of the DGCL and Section 2.9 of our bylaws provide that any action which may be taken at any annual or special meeting of stockholders may be taken without a meeting, without prior notice and without a vote, via written consent of the holders of outstanding stock having not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting at which all shares entitled to vote thereon were present and voted.

As of the Record Date, RHI exercised approximately 99.12% of the Company's voting power, consisting of approximately 48.26% attributable to shares RHI owns directly (18 shares of Common Stock and 5,520 shares of Series A Preferred Stock, representing 55,200,000,018 votes) and approximately 50.86% attributable to 5,817 shares of Series A Preferred Stock (17 shares held by ClearThink Capital Partners, LLC ("**ClearThink**") and 5,800 shares held by Chris Diamantis, representing 58,170,000,000 votes) over which RHI holds voting authority under voting agreements and irrevocable proxies. RHI does not own the shares subject to those proxies. On November 19, 2026, RHI, on its own behalf and as proxyholder, executed and delivered a written consent approving the Authorized Decrease. The votes attributable to the shares RHI owns directly do not by themselves constitute a majority of the Company's voting power, and the written consent is sufficient to approve the Authorized Decrease under Section 242(b) of the DGCL only because it includes the votes RHI cast as proxyholder.

Notice Pursuant to Section 228 of the DGCL

Pursuant to Section 228 of the DGCL, no advance notice is required to be provided to the other shareholders, who have not consented in writing to such action, of the taking of the stated corporate action without a meeting of stockholders. No additional action will be undertaken pursuant to such written consents, and no dissenters' rights under the DGCL are afforded to the Company's stockholders as a result of the action to be taken.

Pursuant to Section 228 of the DGCL, we are required to provide prompt notice of the taking of corporate action by written consent to our stockholders who have not consented in writing to such action. This Information Statement serves as the notice required by Section 228 of the DGCL.

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The following approval should be read in conjunction with the information provided in the Table of Contents above.

AMENDMENT TO THE CERTIFICATE OF INCORPORATION TO DECREASE AUTHORIZED SHARES OF CLASS A COMMON STOCK FROM 25,000,000,000 TO 500,000,000

Overview

On November 19, 2026, the Board acted unanimously by written consent to approve and declare advisable an amendment to our Certificate of Incorporation to decrease the authorized shares of Class A Common Stock (the "**Common Stock**"), par value $0.0001 per share, from 25,000,000,000 shares to 500,000,000 shares, and to decrease the total number of authorized shares of capital stock from 25,020,000,000 shares to 520,000,000 shares (the "**Authorized Decrease**"). The 20,000,000 authorized shares of preferred stock, par value $0.0001 per share, will not change.

On November 19, 2026, the Majority Stockholder, acting on its own behalf and as proxyholder for certain other stockholders, by written consent in lieu of a meeting pursuant to Section 228 of the DGCL and Section 2.9 of our bylaws, approved the Authorized Decrease.

The Authorized Decrease will not become effective upon stockholder approval or upon the filing or mailing of the definitive Information Statement. It will become effective only upon the filing of a Certificate of Amendment with the Secretary of State of the State of Delaware, or at such later date and time as is specified in the Certificate of Amendment. We will not file the Certificate of Amendment until at least 20 calendar days after the definitive Information Statement is first sent or given to stockholders. We intend, if practicable, to file the Certificate of Amendment before December 31, 2026; however, there can be no assurance that the Authorized Decrease will become effective before that date.

The form of the Certificate of Amendment to be filed with the Secretary of State of the State of Delaware is set forth as Appendix A to this Information Statement.

Outstanding Shares and Purpose of the Amendment

Our Certificate of Incorporation currently authorizes us to issue a maximum of 25,000,000,000 shares of Common Stock, following a prior increase from 10,000,000,000 shares approved by our stockholders by written consent in 2026. At the time of that increase, the Company maintained a substantial number of authorized shares to accommodate potential issuances upon conversion of outstanding preferred stock and convertible debt, exercise of warrants, and future financing and strategic transactions. On June 30, 2026, we effected a 1-for-3,000 reverse stock split of our Common Stock (following a 1-for-10 reverse stock split in April 2025 and a 1-for-1.99 reverse stock split in July 2025), which substantially reduced the number of issued and outstanding shares of Common Stock but did not reduce the number of authorized shares. As of the Record Date, we had 1,658,122 shares of Common Stock issued and outstanding. Unless otherwise indicated, share amounts and other capitalization figures in this Information Statement are presented as of the Record Date, reflect the June 30, 2026 reverse stock split, and have not been adjusted to reflect any additional reverse stock split that had not become effective as of the Record Date. The Authorized Decrease is not a reverse stock split and will not combine, reclassify or cancel any outstanding shares.

Reasons for the Authorized Decrease

The Board believes that the Authorized Decrease is advisable and in the best interests of the Company and its stockholders in light of significant changes to the Company's capital structure since the prior increase in authorized shares of Common Stock, for the following reasons:

1. **Reduced Share Issuance Requirements:** On June 30, 2026, we effected a 1-for-3,000 reverse stock split of our Common Stock, which substantially reduced the number of issued and outstanding shares of Common Stock. In accordance with their respective terms, the reverse stock split also resulted in proportionate adjustments to the number of shares issuable under applicable outstanding convertible securities, warrants, options and other equity-linked instruments, which substantially reduced the number of shares of Common Stock we are required to reserve for those instruments. The reverse stock split did not, however, extinguish those securities or the Company's obligations under them. In addition, under exchange agreements dated May 12, 2026, the Company exchanged Series A Preferred Stock held by certain holders, approximately $7.775 million in the aggregate, for senior unsecured, non-convertible promissory notes maturing May 12, 2027. Because the notes are not convertible, the exchanges eliminated the potential Common Stock conversion obligations associated with the exchanged Series A Preferred Stock; however, the notes remain outstanding payment obligations of the Company, and the exchanges did not affect the Company's other outstanding convertible or equity-linked securities, which may continue to result in future issuances of Common Stock and dilution. As a result, the Board believes that the existing authorization of 25,000,000,000 shares substantially exceeds the Company's current anticipated requirements.

2. **Potential Delaware Franchise Tax Exposure:** Delaware annual franchise tax is computed under either the Authorized Shares Method, which is based on the number of authorized shares regardless of how many are issued, or the Assumed Par Value Capital Method, which is based on the corporation's gross assets and issued shares and is available only if the corporation reports those figures in its annual report. Because our authorized Common Stock greatly exceeds our post-reverse-split outstanding shares, the disparity may result in significant franchise tax exposure. Reducing the number of authorized shares may reduce the Company's Delaware franchise tax exposure, depending on the calculation method applicable to the Company, the Company's capitalization and gross assets, and the timing of the effectiveness of the Authorized Decrease. The Company intends, if practicable, to complete the Authorized Decrease before December 31, 2026; however, the Company cannot assure stockholders that the Authorized Decrease will become effective by that date or that it will result in any particular amount of tax savings.

3. **Alignment with Capital Structure While Preserving Flexibility:** The Board believes that an authorization of 500,000,000 shares of Common Stock better aligns our authorized capitalization with our current capital structure and anticipated needs, while preserving authorized but unissued shares for issuances upon conversion or exercise of outstanding securities, under our equity incentive plans, in future financings and for other corporate purposes.

Because certain of our outstanding securities convert at prices that vary with the trading price of our Common Stock, the number of shares issuable under those securities may increase significantly if our stock price declines. There can be no assurance that the reduced authorization will be sufficient to satisfy all future conversion, exercise and reservation obligations, and we may need to seek stockholder approval to increase our authorized shares in the future.

Effects of the Decrease in Authorized Common Stock

The Authorized Decrease will reduce the number of authorized shares of Common Stock but will not cancel any outstanding shares, change the par value of the Common Stock, alter any existing stockholder's proportionate ownership interest, or directly affect the voting rights of any holder of Common Stock or preferred stock. The Authorized Decrease will, however, substantially reduce the number of authorized but unissued shares of Common Stock available for future issuance.

Following the Authorized Decrease, our ability to issue shares of Common Stock in connection with future financing transactions, conversions of preferred stock and convertible debt, exercises of warrants and options, equity compensation, acquisitions and other corporate purposes will be limited to the number of authorized shares that remain unissued and unreserved. If we do not have sufficient authorized shares to satisfy conversion, exercise or reservation obligations under our outstanding securities, we could be in breach of those instruments, and we may need to seek stockholder approval to increase our authorized shares, which would require time and expense. The holders of Common Stock have no preemptive or other subscription rights, and any future issuance of Common Stock would dilute existing stockholders.

No Change to Par Value or Rights

The Authorized Decrease will not change the par value of the Common Stock (which will remain $0.0001 per share), the number of authorized shares of preferred stock (which will remain 20,000,000 shares), or the rights and preferences of currently outstanding shares of Common Stock or preferred stock.

Board Discretion to Issue Shares

Following the Authorized Decrease, the Board will retain authority to issue authorized but unissued shares of Common Stock without further stockholder approval, except as such approval may be required in particular cases by our charter documents, applicable law, or the rules of any stock exchange or quotation system on which our securities may then be listed or quoted; however, the number of shares available for future issuance will be substantially reduced. These purposes may include:

- Conversion of Preferred Stock;
- Settlement or conversion of debt;
- Raising capital through equity or equity-linked offerings;
- Providing equity incentives to employees, officers, or directors;
- Establishing strategic relationships with other companies;
- Expanding our business or product lines through the acquisition of other businesses or products; and
- Other corporate purposes as determined by the Board in the exercise of its fiduciary duties.

Anti-Takeover Considerations

The Authorized Decrease is not being effected for anti-takeover purposes. Because the Authorized Decrease reduces, rather than increases, the number of shares the Board could issue without stockholder approval, it will reduce the Board's ability to issue shares in a manner that could dilute or deter a person seeking to acquire control of the Company. The Authorized Decrease will not change RHI's existing voting control of the Company, which may itself discourage or prevent a change in control.

Effective Date

Following the expiration of the 20-calendar-day period after the definitive Information Statement is first sent or given to stockholders, as required by Rule 14c-2(b), the Certificate of Amendment will be filed with the Secretary of State of the State of Delaware. The actual timing of the filing will be determined by our Board in its sole discretion; the Company intends to file, if practicable, before December 31, 2026, but cannot assure that the Authorized Decrease will be effective by that date. In addition, if for any reason our Board deems it advisable to do so, the Authorized Decrease may be abandoned at any time prior to the filing of the Certificate of Amendment, without further action by our stockholders. The Authorized Decrease will be effective as of the date and time of filing with the Secretary of State of the State of Delaware or such later date and time as is specified in the Certificate of Amendment, which under Section 103(d) of the DGCL may not be more than 90 days after the filing (the "**Effective Time**").

No Appraisal Rights

Our stockholders are not entitled to dissenters' or appraisal rights under the DGCL with respect to the Authorized Decrease and we will not independently provide our stockholders with any such right if the Authorized Decrease is implemented.

Federal Income Tax Consequences

The Authorized Decrease does not involve any exchange, cancellation or reclassification of outstanding shares and therefore should not result in any U.S. federal income tax consequences to the Company or its stockholders. The potential reduction in Delaware franchise tax described above relates to a Delaware state tax imposed on the Company and is not a federal income tax consequence to stockholders. Stockholders should consult their own tax advisors regarding the tax consequences of the Authorized Decrease in light of their individual circumstances.

Vote Required

Under Section 242(b) of the DGCL and Article V, Section A.2 of the Certificate of Incorporation, the Authorized Decrease required the affirmative vote of the holders of a majority of the voting power of the Company's outstanding stock entitled to vote thereon, voting together as a single class, and no separate class vote was required, as described under "Vote Required" above. As of the Record Date, RHI exercised approximately 99.12% of the voting power of the Company (approximately 48.26% directly and approximately 50.86% through voting agreements and irrevocable proxies) and approved the Authorized Decrease by written consent on November 19, 2026.

SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT

The following tables list, as of the Record Date, the number of shares of Class A Common Stock, Series A Preferred Stock, Series B Preferred Stock and Series C Preferred Stock beneficially owned by (i) each person, entity or group (as that term is used in Section 13(d)(3) of the Exchange Act) known to us to be the beneficial owner of more than 5% of the outstanding shares of any class of our voting securities; (ii) each of our directors; (iii) each of our named executive officers; and (iv) all current executive officers and directors as a group. Information relating to beneficial ownership is based upon information furnished by each person using "beneficial ownership" concepts under Rule 13d-3 under the Exchange Act. Under these rules, a person is deemed to be a beneficial owner of a security if that person directly or indirectly has or shares voting power, which includes the power to vote or direct the voting of the security, or investment power, which includes the power to dispose or direct the disposition of the security. The person is also deemed to be a beneficial owner of any security of which that person has a right to acquire beneficial ownership within 60 days of the Record Date. Under the SEC rules, more than one person may be deemed to be a beneficial owner of the same securities, and a person may be deemed to be a beneficial owner of securities as to which he or she may not have any pecuniary interest. Except as noted below, each person has sole voting and investment power with respect to the shares beneficially owned and each stockholder's address is c/o FOXO Technologies Inc., 477 South Rosemary Ave., Suite 224, West Palm Beach, FL 33401.

Applicable percentage of ownership is based on 1,658,122 shares of Class A Common Stock, 11,437 shares of Series A Preferred Stock, 3,245 shares of Series B Preferred Stock and 303.75 shares of Series C Preferred Stock outstanding as of the Record Date. "% of Votes" is based on aggregate voting power of 114,371,661,670.75 votes as of the Record Date.

Name and Address of Beneficial Owner	Number of Shares of Class A Common Stock [6]	% of Class [7]	% of Votes
Directors, Named Executive Officers, and Executive Officers:			
Seamus Lagan, Chief Executive Officer, Director [2]	18	*	* [8]
Celene Grant, Chief Financial Officer	0	-	-
Sylwia Nowak Hauman, Former Chief Financial Officer [3]	0	-	-
Mark White, Director [1]	4	*	*
Francis Colt deWolf III, Director	0	-	-
Trevor Langley, Director [4]	18	*	* [8]
All current directors and executive officers as a group (five individuals) [5]	22	*	*
5% Beneficial Holders (Not Named Above)			
Rennova Health, Inc. 477 S. Rosemary Avenue, Suite 224 West Palm Beach, Florida 33401	18	*	* [8]

* Less than 1%.

(1) Includes four shares of Class A Common Stock held by KR8 AI, an entity which Mr. White controls.

(2) Shares are owned by RHI. Mr. Lagan is the Chief Executive Officer and President and a director of RHI. Mr. Lagan disclaims beneficial ownership of such securities except to the extent of his pecuniary interest therein. RHI also owns 5,520 shares of Series A Preferred Stock, which are reflected in the Series A Preferred Stock table below.

(3) Ms. Hauman served as our Chief Financial Officer from September 23, 2025 until her resignation effective March 18, 2026, and is included as a named executive officer. She is not included in the group total for current directors and executive officers.

(4) Shares are owned by RHI. Mr. Langley is a director of RHI. Mr. Langley disclaims beneficial ownership of such securities except to the extent of his pecuniary interest therein. RHI also owns 5,520 shares of Series A Preferred Stock, which are reflected in the Series A Preferred Stock table below.

(5) Our current directors and executive officers are: Trevor Langley (Chairman of our Board of Directors), Seamus Lagan (Chief Executive Officer and Director), Celene Grant (Chief Financial Officer), Francis Colt deWolf III (Director) and Mark White (Director). The 18 shares of Class A Common Stock owned by RHI and attributed to each of Mr. Lagan and Mr. Langley are counted only once in the group total. The group excludes Ms. Hauman, a former executive officer.

(6) These amounts are based upon information available to the Company as of the Record Date.

(7) To our knowledge, except as indicated in the footnotes above and subject to state community property laws where applicable, all beneficial owners named in the beneficial ownership table above have sole voting and investment power with respect to all shares shown as beneficially owned by them.

(8) The Class A Common Stock owned by RHI represents less than 1% of the Company's voting power. Together with the 5,520 shares of Series A Preferred Stock it owns directly, RHI exercises approximately 48.26% of the Company's voting power. RHI also holds voting power, but not investment power or any pecuniary interest, over 5,817 shares of Series A Preferred Stock held by ClearThink (17 shares) and Chris Diamantis (5,800 shares), representing approximately 50.86% of the Company's voting power, pursuant to voting agreements and irrevocable proxies, as described in the footnotes to the Series A Preferred Stock table below. RHI may be deemed to share beneficial ownership of those shares under Rule 13d-3 by reason of such voting power, but does not own them.

Name and Address of Beneficial Owner	Number of Shares of Series A Preferred Stock [1]	% of Class [2]	% of Votes
Rennova Health, Inc. 477 S. Rosemary Avenue, Suite 224 West Palm Beach, Florida 33401	11,337	99.13%	% [3] 99.12[4]
Chris Diamantis Nashville, TN	5,800	50.71%	- [5]

(1) These amounts are based upon information available to the Company as of the Record Date.

(2) To our knowledge, except as indicated in the footnotes above and below and subject to state community property laws where applicable, all beneficial owners named in the beneficial ownership table above have sole voting and investment power with respect to all shares shown as beneficially owned by them, except that RHI holds voting power, but not investment power, over the 5,817 shares of Series A Preferred Stock held by ClearThink and Mr. Diamantis, as described in footnotes (3) through (5).

(3) Consists of 5,520 shares of Series A Preferred Stock owned directly by RHI and 5,817 shares of Series A Preferred Stock held by ClearThink (17 shares) and Mr. Diamantis (5,800 shares) over which RHI holds voting power, but not investment power or any pecuniary interest, under voting agreements and irrevocable proxies, as described below. RHI may be deemed to beneficially own the 5,817 proxy shares under Rule 13d-3 by reason of that voting power, but does not own them. The 5,520 shares owned directly represent approximately 48.26% of the outstanding Series A Preferred Stock. The "% of Votes" figure represents aggregate voting power: RHI exercises approximately 99.12% of the Company's voting power, consisting of approximately 48.26% attributable to shares owned directly and approximately 50.86% attributable to shares subject to proxies. The remaining 100 outstanding shares of Series A Preferred Stock, representing less than 1% of the class, are held by a holder who is not a 5% beneficial owner.

(4) RHI is party to a Voting Agreement and Irrevocable Proxy with ClearThink pursuant to which ClearThink's shares of the Company are to be voted, including on any action by written consent of the stockholders, in such manner as is decided by RHI.

(5) On May 8, 2025, RHI entered into a Voting Agreement and Irrevocable Proxy with Mr. Diamantis pursuant to which at every meeting of the stockholders of the Company, and at every adjournment or postponement thereof, and on every action or approval by written consent or resolution of the stockholders of FOXO, Mr. Diamantis shall, to the extent permissible (which may require abstention with respect to certain matters), vote, to the extent not voted by the person(s) appointed under the proxy, the shares of the Company owned by him and any new shares of the Company in such manner as is decided by RHI in its sole and absolute discretion. Mr. Diamantis retains investment power over his 5,800 shares and shares voting power over them with RHI. The same shares are therefore also included in RHI's beneficial ownership, and the percentages in this table add to more than 100%. The votes attributable to these shares are reflected in RHI's "% of Votes."

Name and Address of Beneficial Owner	Number of Shares of Series B Preferred Stock [1]	% of Class [2]	% of Votes
David S. Nagelberg 2003 Rev. Trust+	250	7.7%	*
Mitchell Kersch+	250	7.7%	*
John Nash+	500	15.4%	*
John Paulsen+	200	6.2%	*
Ardara Capital/ Patrick Mullin+	200	6.2%	*
Portner Partners+	200	6.2%	*
Ryan Wong+	200	6.2%	*

* Less than 1%.
+ Address unknown to the Company.

(1) These amounts are based upon information available to the Company as of the Record Date.

(2) To our knowledge, except as indicated in the footnotes above and subject to state community property laws where applicable, all beneficial owners named in the beneficial ownership table above have sole voting and investment power with respect to all shares shown as beneficially owned by them.

Name and Address of Beneficial Owner	Number of Shares of Series C Preferred Stock [1]	% of Class [2]	% of Votes
Andrew Smukler 404 Via Placita Palm Beach Gardens, FL 33418	135	44.4%	*
Joel Yanowitz & Amy B. Metzenbaum Rev. Trust 3 Stanton Way Mill Valley, CA 94941	135	44.4%	*
Steven Wu 30327 Garfinkle Street Union City, CA 94587	33.75	11.1%	*

* Less than 1%.

(1) These amounts are based upon information available to the Company as of the Record Date.

(2) To our knowledge, except as indicated in the footnotes above and subject to state community property laws where applicable, all beneficial owners named in the beneficial ownership table above have sole voting and investment power with respect to all shares shown as beneficially owned by them.

INTERESTS OF CERTAIN PERSONS IN THE APPROVALS

Seamus Lagan, our Chief Executive Officer and a director, is the Chief Executive Officer, President and a director of RHI, and Trevor Langley, the Chairman of our Board, is a director of RHI. RHI is the Majority Stockholder that approved the Authorized Decrease. Except as described herein, no officer, director, associate of any director or executive officer, or beneficial owner of more than 5% of our Common Stock has any substantial interest in the matters acted upon by our Board and stockholders, other than in their role as an officer, director or stockholder.

CAUTIONARY STATEMENT CONCERNING FORWARD-LOOKING INFORMATION

This Information Statement may contain "forward-looking statements" made under the "safe harbor" provisions of the Private Securities Litigation Reform Act of 1995. The statements include, but are not limited to, statements concerning the effects of the stockholder approval and statements using terminology such as "expects," "should," "would," "could," "intends," "plans," "anticipates," "believes," "projects" and "potential." Such statements reflect the current view of the Company with respect to future events and are subject to certain risks, uncertainties, and assumptions. Known and unknown risks, uncertainties and other factors could cause actual results to differ materially from those contemplated by the statements.

In evaluating these statements, you should specifically consider various factors that may cause our actual results to differ materially from any forward-looking statements.

ADDITIONAL INFORMATION

Householding of Materials

Unless we have received contrary instructions, we may send a single copy of this Information Statement to any household at which two or more stockholders reside if we believe the stockholders are members of the same family. This process, known as "householding", reduces the volume of duplicate information received at any one household and helps to reduce our expenses. However, if stockholders prefer to receive multiple sets of our disclosure documents at the same address this year or in future years, the stockholders should follow the instructions described below. Similarly, if an address is shared with another stockholder and together both of the stockholders would like to receive only a single set of our disclosure documents, the stockholders should follow these instructions:

- If the shares are registered in the name of the stockholder, the stockholder should contact us at 477 South Rosemary Avenue, Suite 224, West Palm Beach, FL 33401, (612) 800-0059 to inform us of such stockholder's request; or

- If a bank, broker, nominee, fiduciary or other custodian holds the shares, the stockholder should contact the bank, broker, nominee, fiduciary or other custodian directly.

Costs

We will make arrangements with brokerage firms and other custodians, nominees, and fiduciaries who are record holders of our Common Stock for the forwarding of this Information Statement to the beneficial owners of our Common Stock. We will reimburse these brokers, custodians, nominees, and fiduciaries for the reasonable out-of-pocket expenses they incur in connection with the forwarding of the Information Statement.

Where you can find more information

We are subject to the information requirements of the Exchange Act, and file annual, quarterly, and current reports, information statements, and other information with the SEC. The SEC maintains a website that contains reports, proxy and information statements, and other information, including those filed by us, at http://www.sec.gov.

You may request a copy of these filings, at no cost, by writing to, calling or e-mailing the Company at the following address, telephone number or e-mail address:

Seamus Lagan Chief Executive Officer 477 South Rosemary Avenue, Suite 224 West Palm Beach, FL 33401 (612) 800-0059 legal@foxotechnologies.com

Our Common Stock is currently quoted on the OTC Markets under the symbol "FOXO." Our public warrants are currently quoted on the OTC Markets under the symbol "FOXOW."

Our transfer agent is Continental Stock Transfer & Trust Company. Their address is 1 State Street, 30th Floor, New York, NY 10004 and their telephone number is (212) 509-4000.

CONCLUSION

As a matter of regulatory compliance, we are sending you this Information Statement that describes the purpose and effect of the Authorized Decrease. Your consent to the Authorized Decrease is not required and is not being solicited in connection with this action. This Information Statement is intended to provide our stockholders information required by the rules and regulations of the Exchange Act. This Information Statement is being mailed on or about [*], 2026 to all stockholders of record as of the Record Date.

WE ARE NOT ASKING YOU FOR A PROXY AND YOU ARE REQUESTED NOT TO SEND US A PROXY. THE ATTACHED MATERIAL IS FOR INFORMATIONAL PURPOSES ONLY.

APPENDIX A

FORM OF CERTIFICATE OF AMENDMENT OF CERTIFICATE OF INCORPORATION OF FOXO TECHNOLOGIES INC.

FOXO Technologies Inc., a Delaware corporation (the "Corporation") does hereby certify that:

FIRST: The name of the Corporation is FOXO Technologies Inc.

SECOND: This Certificate of Amendment (this "Certificate of Amendment") amends the provisions of the Corporation's Second Amended and Restated Certificate of Incorporation, as amended (the "Charter").

THIRD: Article IV, Subsection 1 of the Charter is amended and restated to provide in its entirety as follows:

"The total number of shares of capital stock that the Corporation shall have authority to issue is 520,000,000 shares, consisting of: (i) 500,000,000 shares of Class A common stock, having a par value of $0.0001 per share (the "Class A Common Stock" and "Common Stock"); and (ii) 20,000,000 shares of preferred stock, having a par value of $0.0001 per share (the "Preferred Stock")."

FOURTH: This amendment was duly adopted in accordance with the provisions of Sections 228 and 242 of the General Corporation Law of the State of Delaware.

FIFTH: This Certificate of Amendment shall become effective at [*] [a.m./p.m.] Eastern Time on [*], 2026 (the "Effective Time").

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Amendment to be signed by its officer thereunto duly authorized this [*] *day of* [*], 2026.

FOXO TECHNOLOGIES INC.

By: _____
Name: Seamus Lagan
Title: Chief Executive Officer