



Unifying the care experience.

ASX ANNOUNCEMENT 2021 ANNUAL GENERAL MEETING

1 October 2021 – Sydney, Australia – Oneview Healthcare PLC (ASX:ONE) a global healthcare technology company, will hold an annual general meeting virtually, on Tuesday 26 October 2021 at 7.00 a.m. Dublin time (5.00 p.m. Sydney time). The following documents will be dispatched to security holders today:

1. Notice of General Meeting; and
2. CDI voting instruction form.

Each of these documents will be available on the company's website at www.oneviewhealthcare.com. This announcement has been approved for release by the board of directors of Oneview Healthcare PLC.

About Oneview Healthcare

For healthcare systems who lead on exemplary care, Oneview Healthcare provides digital tools for patients, families, and caregivers to improve the care experience. Unifying a facility's systems, content and services into one digital platform with dedicated devices at the point of care, Oneview helps deliver more control for patients and families, more time for care teams, and less complexity for executives and IT teams. Oneview is proud to partner with leading healthcare systems in the US, Australia, the Middle East and Asia. For more information, please visit www.oneviewhealthcare.com.

Investor Contacts

James Fitter, CEO
Oneview Healthcare
jfitter@oneviewhealthcare.com

Helena D'Arcy, Interim CFO
Oneview Healthcare
hdarcy@oneviewhealthcare.com

Directors M Kaminski (Chairman) | N Asaria | L Berkowitz | J Fitter | J Rooney

THIS DOCUMENT AND THE ACCOMPANYING VOTING INSTRUCTION FORM AND FORM OF PROXY ARE IMPORTANT AND REQUIRE YOUR IMMEDIATE ATTENTION. If you are in any doubt as to the action you should take, you are recommended to consult your independent professional adviser, who (i) if you are resident in Ireland, is authorised or exempted under the European Communities (Markets in Financial Instruments) Regulations 2017 (as amended) or the Investment Intermediaries Act 1995 (as amended); (ii) if you are resident in the United Kingdom, is authorised under the Financial Services and Markets Act, 2000; and (iii) if you are resident in a territory outside Ireland or the United Kingdom, is otherwise an appropriately authorised independent financial adviser.

If you sell or have sold or otherwise transferred all of your CHESS Units of Foreign Securities representing shares in Oneview Healthcare p.l.c. ("CUFS") or your Oneview Healthcare p.l.c. shares, please forward this document and the accompanying Voting Instruction Form and Form of Proxy to the purchaser or transferee or the stockbroker, or other agent through whom the sale or transfer is/was effected for onward transmission to the purchaser or transferee.

ANNUAL GENERAL MEETING



ONEVIEW HEALTHCARE PLC

Incorporated in Ireland under the Irish Companies Acts 1963 to 2013 – registered number 513842 and registered under the Corporations Act 2001, Australia – ARBN 610 611 768

Tuesday 26th October 2021 at 7.00 a.m. Dublin time (5.00 p.m. Sydney time)

at Block 2, Blackrock Business Park, Blackrock, County Dublin, Ireland

The Company's Annual Report is available to view online at:

www.investorvote.com.au

Notice of the Annual General Meeting of Oneview Healthcare p.l.c. to be held at Block 2, Blackrock Business Park, Blackrock, County Dublin, Ireland on Tuesday, 26th October 2021 at 7.00 a.m. Dublin time (5.00 p.m. Sydney time), is set out in this document, accompanied a Voting Instruction Form, in connection with the resolutions to be proposed at the meeting.

To be valid, the Voting Instruction Form must be returned so as to be received by or on behalf of the Company, not later than 7.00 a.m. Dublin time (5.00 p.m. Sydney time) on 23rd October 2021, in the manner set out in the Notes attached to this Notice.

In light of current public health guidelines related to COVID-19, and the importance of the health and safety of members, staff and others, members are asked to comply with certain necessary recommendations for this year's AGM and to avail of the established and existing proxy voting services rather than physically attending the AGM. Further instructions as to how to use this service are explained in the Notes attached to this Notice. Members can listen to the business of the AGM via teleconference on the day of the AGM. Further details on this service can be found in the Chairman's Letter to Members.

ONEVIEW HEALTHCARE p.l.c.

(Incorporated in Ireland under the Irish Companies Acts 1963 to 2013 – registered number 513842 and registered under the Corporations Act 2001, Australia – ARBN 610 611 768)

Directors:

Michael Kaminski
James Fitter
Nashina Asaria
Dr. Lyle Berkowitz
Joseph Patrick Rooney

Independent Non-Executive Chairman
Chief Executive Officer and Executive Director
Independent Non-Executive Director
Independent Non-Executive Director
Independent Non-Executive Director

Block 2,
Blackrock Business Park,
Carysfort Avenue,
Blackrock,
Co. Dublin,
A94 H2X4

Helena D'Arcy

Company Secretary

27 September 2021

Chairman's Letter to Members

Dear Member,

The Annual General Meeting (“**AGM**”) of Oneview Healthcare p.l.c. (the “**Company**”) will be held at 7.00 a.m. Dublin time (5.00 p.m. Sydney time) on Tuesday 26th October 2021 at Block 2, Blackrock Business Park, Blackrock, County Dublin, Ireland.

I believe that the AGM provides a worthwhile and meaningful opportunity for members to raise questions, engage with the directors of the Company (“the **Directors**”) and to vote on the business of the meeting.

The Board and management of the Company continue to monitor the evolving COVID-19 situation and intend to do all in their power to support the public health guidelines issued by our Government agencies in respect of mass gatherings, social distancing and other measures mandated to combat the spread of COVID-19. Accordingly, in light of current public health guidelines, and the importance of the health and safety of members, staff and others, this year we are again asking members to comply with certain necessary and important recommendations for the AGM. These recommendations are designed to retain full participation, in as much as possible, by members in the business of the AGM in the circumstances, while balancing those health and safety considerations.

All resolutions will be put to a poll, the result of which will be made available on the Company's website, www.oneviewhealthcare.com, following conclusion of the AGM. As all of our ordinary shares are held through the ASX CUFS system, investors will all have received Voting Instruction Forms (rather than Forms of Proxy). Therefore it is important that you submit your Voting Instruction Form not later than 7.00 a.m. Dublin time (5.00 p.m. Sydney time) on 23rd October 2021 to ensure your votes are included.

For the limited number of members who traditionally attend our AGM in person, your contribution is still valued but we ask that you refrain from attending the AGM in person. The AGM will function as a procedural meeting and only formal business will be conducted by a sufficient number of shareholders to constitute a quorum to ensure the AGM is validly held.

To participate in the AGM:

1. **to raise questions:** you may submit any questions that you would like to raise by forwarding these to the Company via post or email to be received before 7.00 a.m. Dublin time (5.00 p.m. Sydney time) on 24th October 2021. Further details are set out at note 6 of the Notes to this Notice.
2. **to listen to the business of the AGM:** please register for the AGM by navigating to:

<https://s1.c-conf.com/diamondpass/10016614-h381a7.html>

Once registered you will receive a calendar invite with a dial in number, passcode, and pin to enter the call. At the time of the meeting dial the number, enter the passcode and pin as prompted. You will be placed on hold until the event begins, once started your line will be on mute.

Please note that this facility will allow you to listen to the business of the AGM only, you will not be able to use this facility to vote, raise points or issues or table resolutions. If you wish for your vote to count, you must follow the instructions set out below.

3. **to vote:** avail of the established and existing proxy voting services (electronic and/or paper and/or Voting Instruction Form) available to all CUFS holders in the manner set out in the Notes to this Notice. By way of information, voting by Voting Instruction Form is the traditional means by which almost all of our members vote at general meetings.

In accordance with the Company's Constitution and the Irish legal requirements, the AGM is being held in Ireland. All CUFS holders, subject to the delivery of a validly completed Voting Instruction, can still vote even if they do not attend the AGM and I would urge all members, regardless of the number of CUFS that you own, to complete, sign and return

their Voting Instruction Form as soon as possible but, in any event, by 7.00 a.m. Dublin time (5.00 p.m. Sydney time) on 23rd October 2021.

Instructions relating to the submission of both Voting instruction Forms and Forms of Proxy (for ordinary shareholders) are included in the notes section on pages 7 to 14 of this document (including the manner in which CUFS holders and ordinary shareholders may submit their proxy appointment and voting instructions electronically).

In the lead up to the AGM, the Company will continue to monitor the impact of the COVID-19 virus in Ireland. If it becomes necessary or appropriate to make alternative arrangements for the holding of the AGM, we will ensure that members are given as much notice as possible via announcements and the Company's website: www.oneviewhealthcare.com

The business of the meeting will comprise the various matters required by law and/or addressed at an annual general meeting, and will also include:

- consideration of the Annual Report and Financial Statements for the period ended 31 December 2020 together with the reports of the Directors and Auditors;
- a proposal for the re-election as a non-executive Director, of Joseph Rooney, who retires by rotation as required under the Constitution;
- confirmation of the appointment of Nashina Asaria as a non-executive Director;
- a proposal to increase the authorised (but unissued) share capital of the Company (authorised share capital being a statutory requirement under Irish law – but not under Australian law);
- resolutions authorising the Directors to allot securities generally and, in the circumstances described in the Notice of AGM, free of Irish statutory pre-emption rules but subject always to the ASX Listing Rules. In reviewing our approach to Board share capital issuance authorities, we have reflected on the fact that, while the Company may be an Irish registered incorporated company, its equity capital has been predominantly in Australia – which is also the sole venue of its stock market listing. For that reason, in these resolutions we have sought to bring better alignment of the Irish law governed Board share capital issuance authorities with those commonly seen for Australian companies listed on the ASX;
- amendments to the rules of the Restricted Share Unit Plan ("**RSU Plan**") and NED & Consultant RSU Plan ("**NED RSU Plan**") (further details of which are set out in the Explanatory Memorandum). A summary of the key features of the existing RSU Plan and NED RSU Plan as at the date of this letter is set out in the Appendix to this Notice;
- the approval of awards under the Share Option Plan ("**ESOP**"), the RSU Plan and the NED RSU Plan, including those in connection with a salary sacrifice scheme for the Executive Director (further details of which are set out in the Explanatory Memorandum). A summary of the key features of the existing ESOP, RSU Plan and NED RSU Plan is set out in the Appendix to this Notice;
- refresh the Company's placement capacity under the ASX Listing Rules; and
- a proposal to increase by 10% the Company's securities allotment limits, in accordance with the ASX Listing Rules.

The details of all resolutions are set out in the Explanatory Memorandum to this Notice.

The Annual Report and Financial Statements for the period ended 31 December 2020 are available to view and download from www.investorvote.com.au. The formal Notice of AGM appears on pages 4 to 6 of this document, and the explanatory memorandum explains the matters to be transacted at the AGM.

On behalf of the Board of Oneview, I look forward to welcoming you to the AGM.



Yours faithfully,

Michael Kaminski
Chairman

NOTICE OF ANNUAL GENERAL MEETING

ONEVIEW HEALTHCARE p.l.c.

("Company")

NOTICE is hereby given that the Annual General Meeting of the Company will be held at 7.00 a.m. Dublin time (5.00 p.m. Sydney time) on 26th October 2021 at Block 2, Blackrock Business Park, Blackrock, County Dublin, Ireland ("**AGM**") for the following purposes:

To consider and, if thought fit, to pass the following resolutions as **ordinary resolutions**:

1. To receive and consider the Annual Report and Financial Statements for the period ended 31 December 2020 together with the reports of the Directors and Auditors thereon and a review of the affairs of the Company.
2. To receive and consider the Directors' Report on Remuneration for the period ended 31 December 2020.
3. To re-appoint Joseph Rooney as a Director, who retires by rotation in accordance with the Constitution of the Company and, being eligible, offers himself for re-appointment.
4. That the appointment of Nashina Asaria, who was appointed as a Director by the Directors in accordance with Article 108(b) of the Constitution of the Company on 10 May 2021, be confirmed by way of her re-election in accordance with the requirements of Article 108(b).
5. To authorise the Directors to determine the remuneration of the Auditors.
6. To consider the continuation in office of KPMG as auditors of the Company until the conclusion of the next Annual General Meeting of the Company.
7. That the authorised share capital of the Company be and is hereby increased from €600,000 divided into 600,000,000 ordinary shares of €0.001 each to €750,000 divided into 750,000,000 ordinary shares of €0.001 each by the creation of 150,000,000 ordinary shares of €0.001 each.
8. That the Directors be and they are hereby generally and unconditionally authorised, pursuant to Section 1021 of the Companies Act 2014, to exercise all of the powers of the Company to allot relevant securities (within the meaning of the said Section 1021) up to an aggregate nominal amount for the time being and from time to time being the authorised but unissued share capital of the Company for the time being and from time to time or, if lower, any maximum aggregate nominal amount thereof as the Directors may issue and/or allot, for the time being and from time to time, in compliance with the ASX Listing Rules in force for the time being and from time to time (such aggregate nominal amount being the "**Permitted Amount**"). The authority hereby conferred shall expire at midnight (Dublin time) on 26th October 2026, unless previously renewed, varied or revoked; provided that the Company may make an offer or agreement before the expiry of the authority conferred by this Resolution 8 which would or might require relevant securities to be allotted after such authority has expired, and the Directors may allot relevant securities in pursuance of such an offer or agreement as if the power conferred by this Resolution 8 had not expired.
9. That for the purposes of ASX Listing Rules 6.23.2 and 6.23.4 and for all other purposes, approval be and it is hereby given for the rules of the Oneview Healthcare plc Restricted Share Unit Plan and its sub-plan the Oneview Healthcare plc NED & Consultant RSU Plan to be amended in accordance with the terms described in the explanatory memorandum issued with the Notice of AGM in which this resolution is set out.
10. That, in connection with the appointment of Nashina Asaria as a Director of the Company and, for the purposes of ASX Listing Rule 10.14 and for all other purposes, approval be and it is hereby given for the issue of RSUs to, or for the benefit of, Nashina Asaria in 2021 under the Oneview Healthcare plc NED & Consultant RSU Plan in accordance with the terms described in the explanatory memorandum issued with the Notice of AGM in which this resolution is set out.
11. That for the purposes of ASX Listing Rule 10.14 and for all other purposes, approval be and it is hereby given for the issue of RSUs to, or for the benefit of, James Fitter in 2021 under the Oneview Healthcare plc Restricted Share Unit Plan in accordance with the terms described in the explanatory memorandum issued with the Notice of AGM in which this resolution is set out.
12. That for the purposes of ASX Listing Rule 10.14 and for all other purposes, approval be and it is hereby given for the issue of RSUs to, or for the benefit of, James Fitter in 2021 under the Oneview Healthcare plc Restricted Share Unit Plan in lieu of a portion of his contracted salary and in accordance with the terms described in the explanatory memorandum issued with the Notice of AGM in which this resolution is set out.

13. That for the purposes of ASX Listing Rule 10.14 and for all other purposes, approval be and it is hereby given for the issue of RSUs to, or for the benefit of, Joseph Rooney in 2021 under the Oneview Healthcare plc NED & Consultant RSU Plan in accordance with the terms described in the explanatory memorandum issued with the Notice of AGM in which this resolution is set out.
14. That for the purposes of ASX Listing Rule 10.14 and for all other purposes, approval be and it is hereby given for the issue of RSUs to, or for the benefit of Dr Lyle Berkowitz in 2021 under the Oneview Healthcare plc NED & Consultant RSU Plan in accordance with the terms described in the explanatory memorandum issued with the Notice of AGM in which this resolution is set out.
15. That for the purposes of ASX Listing Rule 10.14 and for all other purposes, approval be and it is hereby given for the issue of RSUs to, or for the benefit of, Nashina Asaria in 2021 under the Oneview Healthcare plc NED & Consultant RSU Plan in accordance with the terms described in the explanatory memorandum issued with the Notice of AGM in which this resolution is set out.
16. That for the purposes of ASX Listing Rule 10.14 and for all other purposes, approval be and it is hereby given for the issue of RSUs to, or for the benefit of Michael Kaminski in 2021 under the Oneview Healthcare plc NED & Consultant RSU Plan in accordance with the terms described in the explanatory memorandum issued with the Notice of AGM in which this resolution is set out.
17. That for the purposes of ASX Listing Rule 10.14 and for all other purposes, approval be and it is hereby given for the issue of share options to, or for the benefit of, Michael Kaminski in 2021 under the Oneview Healthcare plc Share Option Plan in accordance with the terms described in the explanatory memorandum issued with the Notice of AGM in which this resolution is set out.
18. That, for the purposes of the ASX Listing Rules (in particular ASX Listing Rule 7.4) and refreshing thereunder the Company's placement capacity of new ordinary shares/CUFS following the date of this resolution, the previous issue and allotment by the Directors of 26,164,192 ordinary shares in the Company and the subsequent issue of 26,164,192 CUFS over ordinary shares in the Company pursuant to ASX Listing Rule 7.1 under the capital raising conducted by the Company in November 2020 ("**Placement**"), be and it is hereby acknowledged, ratified and approved.
19. That, for the purposes of the ASX Listing Rules (in particular ASX Listing Rule 7.4) and refreshing thereunder the Company's placement capacity of new ordinary shares/CUFS following the date of this resolution, the previous issue and allotment by the Directors of 17,442,796 ordinary shares in the Company and the subsequent issue of 17,442,796 CUFS over ordinary shares in the Company pursuant to ASX Listing Rule 7.1A under the Placement (as defined in Resolution 18) be and it is hereby acknowledged, ratified and approved.

To consider and, if thought fit, to pass the following resolutions as **special resolutions**:

20. That, without prejudice to the generality of the approvals and the powers conferred on the Directors by Resolutions 8 to 17 (inclusive) above and the Constitution of the Company:
 - a) subject to part c) of this Resolution 20, the Directors be and are hereby authorised to grant from time to time [and for so long as the Directors remain authorised to allot relevant securities under the authority set out in Resolution 8 of this Notice] options and other share based awards to subscribe for unissued shares in the capital of the Company, including awards of shares in the capital of the Company in respect of which the rights of awardees may from time to time be subject to restriction, to (i) persons in the service or employment of the Company or any subsidiary of the Company (together the "**Group**"), (ii) Directors and (iii) Directors of any Group entity (iv) and persons engaged by the member of the group under any contract for services, in accordance with the provisions of any share incentive plan of the Company for the time being in force on such terms and conditions as may be approved from time to time by the Directors or any remuneration committee of the Board of Directors appointed by the Directors;
 - b) pursuant to Sections 1022 and 1023(3) of the Companies Act 2014, the Directors be and are hereby empowered to exercise the authority to allot equity securities granted pursuant to part a) of this Resolution 20 as if Section 1022(1) of the Companies Act 2014 did not apply to any such allotment; and
 - c) options and other share based awards granted pursuant to the authorisations referred to in part a) of this Resolution 20, when taken together with all options and other share based awards granted by the Company under its any share incentive plan, may only be issued up to and in accordance with the limitations determined for the time being by the Directors having regard to the ASX Listing Rules in force for the time being and applicable law.
21. That, subject to the passing of Resolution 8 of this Notice and without prejudice or limitation to and notwithstanding any other powers and authorities conferred upon the Directors, the Directors be and are hereby empowered, pursuant to Sections 1022 and 1023(3) of the Companies Act 2014, from time to time to allot equity securities (within the meaning

of the said Section 1023(1)) for cash, pursuant to the authority to allot relevant securities conferred on the Directors by Resolution 8 of this Notice, up to the Permitted Amount (as defined in Resolution 8) as if Section 1022(1) did not apply to any such allotment or allotments. The power hereby conferred shall expire at midnight (Dublin time) on 26th October 2026, unless previously renewed, varied or revoked; provided that the Company may before the expiry of such power make an offer or agreement which would or might require equity securities (as defined by the said Section 1023) to be allotted after such expiry and the Directors may allot equity securities in pursuance of such offer or agreement as if the power conferred hereby had not expired.

22. That pursuant to and in accordance with ASX Listing Rule 7.1A and for all other purposes including the calculation of the Permitted Amount referred to in Resolution 8 and 21, approval be and it is hereby given for the Company to issue equity securities of up to 10% of the issued capital of the Company (at the time of any such issue and/or allotment) calculated in accordance with the formula prescribed in ASX Listing Rule 7.1A.2 over a 12 month period as described in the Explanatory Memorandum.

By order of the Board



Helena D'Arcy

Company Secretary

27 September 2021

Registered Office:
Block 2, Blackrock Business Park,
Carysfort Avenue,
Blackrock,
Co. Dublin,
A94 H2X4, Ireland

AGM Notice: Notes

The Company will take all appropriate health and/or safety measures as the Directors may in their absolute discretion determine from time to time, and in any individual case, to be necessary or desirable at, during or prior to the AGM to ensure the safety of any attendees and others involved with it. Such measures may include, without limitation, the restriction of the number of attendees, and health and/or compliance related checks and requirements. Details of any proposed arrangements will be published on the Company's website, www.oneviewhealthcare.com.

In light of the disruption to business, and significant ongoing risks to public health arising as a result of the COVID-19 outbreak, we strongly urge all ordinary shareholders and CUFS holders to avail of the proxy voting service instead of physically attending this year's AGM.

Entitlement to attend and vote – CUFS Holders

1. Only those persons registered as holders of CUFS over shares of the Company at 7.00 a.m. Dublin time (5.00 p.m. Sydney time) on 24th October 2021 or if the AGM is adjourned, at the time that is 48 hours before the time appointed for the adjourned meeting shall be entitled to attend, speak, ask questions and, subject to valid submission of a Voting Instruction Form in respect of the number of CUFS registered in their name, vote at the meeting, or if relevant, any adjournment thereof. Changes in the CUFS register after that time and date will be disregarded in determining the right of any person to attend and/or vote at the meeting or any adjournment thereof.

Voting (and non-attendance) by CUFS Holders

2. In light of the continued disruption to business, and significant ongoing risks to public health arising as a result of the COVID-19 outbreak, we strongly urge all CUFS holders to avail of the CUFS proxy voting service instead of physically attending this year's AGM. If you are a CUFS holder and want to vote on the resolutions to be considered at the AGM, you have the following options:

2.1. Option A – If you are not attending the AGM in person or appointing a Nominated Proxy

- (a) Follow this option if you do not intend to attend the AGM in person or to appoint a proxy to attend the AGM in person on your behalf (a "Nominated Proxy").
- (b) You may lodge a Voting Instruction Form directing CHES Depository Nominees Pty Limited ("CDN") (the legal holder of all ordinary shares for the purposes of the ASX Settlement Operating Rules) to nominate the Chairman of the AGM as its CUFS proxy to vote the ordinary shares underlying your holding of CUFS that it holds on your behalf.
- (c) You can submit your Voting Instruction Form as follows:
 - (i) Complete the hard-copy Voting Instruction Form accompanying this Notice of AGM and lodge it using the "Lodgement Instructions" set out at note 3 below.
 - (ii) Complete a Voting Instruction Form using the internet:
Go to www.investorvote.com.au
You will need:
 - (A) your Control Number (located on your Voting Instruction Form); and
 - (B) your SRN or HIN for your holding; and
 - (C) your postcode (or country of residence if outside Australia) as recorded in the Company's register.

If you lodge the Voting Instruction Form in accordance with these instructions, you will be taken to have signed it.

- (d) For your vote to count, your completed Voting Instruction Form must be received by Computershare no later than 7.00 a.m. Dublin time (5.00 p.m. Sydney time) on 23rd October 2021. You will not be able to vote your CUFS over Shares by way of teleconference.

2.2. Option B – If you are (or your Nominated Proxy is) attending the AGM

- (a) If you would like to attend the AGM or appoint a Nominated Proxy to attend the AGM on your behalf, and vote in person, you may use a Voting Instruction Form to direct CDN to nominate:
 - (i) you or another person nominated by you (who does not need to be a member of the Company) as a Nominated Proxy; and
 - (ii) the Chairman in the event the Nominated Proxy does not attend the AGM,

as proxy to vote the Shares underlying your holding of CUFS on behalf of CDN in person at the AGM in Dublin.

- (b) If the Nominated Proxy does not attend the AGM, the Chairman will vote the shares in accordance with the instructions on the Voting Instruction Form or, for undirected proxies, in accordance with the Nominated Proxy's written instructions. If the Nominated Proxy does not provide written instructions to the Chairman care of Computershare Investor Services Pty Limited by facsimile to +61 2 8235 8133 or by e-mail to sydreturningofficer@computershare.com.au, by 7.00 a.m. Dublin time (5.00 p.m. Sydney time) on 23rd October 2021, then the Chairman intends voting in favour of all of the resolutions.
- (c) For your proxy appointment to count, your completed Voting Instruction Form must be received by Computershare no later than 7.00 a.m. Dublin time (5.00 p.m. Sydney time) on 23rd October 2021.

2.3. Option C – convert your holding of CUFS into ordinary shares

- (a) Holders of CUFS may convert their CUFS into a holding of ordinary shares and vote these at the meeting as set out at Note [17]. However, if thereafter the former CUFS holder wishes to sell their investment on ASX it would be necessary to convert the ordinary shares back to CUFS. In order to vote in person, the conversion must be completed prior to 7.00 a.m. Dublin time (5.00 p.m. Sydney time) on 23rd October 2021. Holders of CUFS who wish to convert their CUFS into ordinary shares should contact Computershare on 1300 300 279 from within Australia or +353 1 447 560961 from outside Australia or by e-mail on clientservices@computershare.ie.

To obtain a free copy of CDN's Financial Services Guide, or any Supplementary Financial Services Guide, go to http://www.asx.com.au/documents/settlement/CHESS_Depositary_Interests.pdf or phone 1300 300 279 from within Australia or +353 1 447 560961 from outside Australia to ask to have one sent to you.

If you submit a completed Voting Instruction Form to Computershare, but fail to select either of Option A or Option B, you are deemed to have selected Option A.

Lodgement Instructions

- 3. Completed Voting Instruction Forms may be lodged with Computershare using one of the following methods:
 - 3.1. by post to GPO Box 242, Melbourne VIC 3001, Australia; or
 - 3.2. by delivery in person to Computershare at Level 4, 60 Carrington Street, Sydney NSW 2000, Australia; or
 - 3.3. online at www.investorvote.com.au; or
 - 3.4. for Intermediary Online subscribers only (custodians), online at www.intermediaryonline.com; or
 - 3.5. by facsimile to 1800 783 447 from inside Australia or +61 3 9473 2555 from outside Australia.

Written instructions to the Chairman (if required) may be lodged by the Nominated Proxy with Computershare using one of the following methods:

- (a) by facsimile to +61 3 9473 2555; or
- (b) by email to sydreturningofficer@computershare.com.au.

If the Nominated Proxy is a corporate and the written instructions will be submitted by a representative of the corporate, the appropriate 'Certificate of Appointment of Corporate Representative' form will need to be provided along with the written instructions.

A form of certificate may be obtained from Computershare or online at www.investorcentre.com/au under the help tab and then click on 'Need a Printable Form'.

No voting available In AGM teleconference

- 4. You will not be able to vote by way of teleconference. If you wish for your vote to count, you must follow the instructions set out above.

Total number of issued shares

5. The total number of issued ordinary shares on the date of this Notice is 435,540,933. Each ordinary share (or each CUFS in respect of such ordinary share in respect of which voting instructions have been received in accordance with Notes 2 to 4) carries one vote. On a vote on a show of hands, every ordinary shareholder present in person and every proxy (including CUFS holders present as a Nominated Proxy of CDN) has one vote (but no individual shall have more than one vote). On a poll every ordinary shareholder (or CUFS holder present as a Nominated Proxy of CDN) shall have one vote for every ordinary share (or CUFS) of which he or she is the holder. **However, all resolutions at the AGM will be determined on a poll.** Ordinary Resolutions require to be passed by a simple majority of votes cast by those ordinary shareholders (or CUFS holders) who vote in person or by proxy. Special Resolutions require to be passed by a majority of 75% of votes cast by those ordinary shareholders (or CUFS holders) who vote in person or by proxy.

Questions at the AGM

6. The AGM is an opportunity for members to put questions to the Chairman during the question and answer session. This year we would ask that where a member wishes to use the AGM as an opportunity to put questions to the Chairman, such member should in advance of the AGM submit a question (a) in writing by sending a letter and evidence of their shareholding by post to the Company Secretary, Helena D'Arcy, Block 2, Blackrock Business Park, Carysfort Avenue, Blackrock, Co. Dublin., A94 H2X4, Ireland or (b) by email (with evidence of their shareholding) to cosec@oneviewhealthcare.com, so as to be received in either case no later than 48 hours before the time appointed for the AGM.

Amendments to resolutions

7. Subject to the Irish Companies Act 2014 and any provision of the Company's Constitution, where a resolution is proposed as a special resolution or an ordinary resolution, no amendment to the resolution (other than an amendment to correct a patent error) may be considered or voted upon unless (a) the Chairman in his absolute discretion decides that it may be considered or voted upon and (b) the terms of the resolution as amended will still be such that adequate notice of the intention to pass the same can be deemed to have been given to all persons entitled to receive such notice in accordance with the Company's Constitution.

Voting Exclusion in respect of Resolution 10

8. The Company will disregard any votes cast in favour of Resolution 10 on behalf of:
- 8.1. any Director who holds RSUs issued under the NED RSU Plan: or
 - 8.2. any Associate that person or those persons referred to in paragraph 8.1 above.
9. However, this does not apply to a vote cast in favour of Resolution 10 by:
- 9.1. a person as proxy or attorney for a person who is entitled to vote on Resolution 10 in accordance with the directions given to the proxy or attorney to vote on the resolution in that way; or
 - 9.2. the Chairman of the meeting as proxy or attorney for a person who is entitled to vote on Resolution 10, in accordance with a direction given to the Chairman to vote as the Chairman decides; or
 - 9.3. a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - a) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on Resolution 10; and
 - b) the holder votes on Resolution 10 in accordance with directions given by the beneficiary to the holder to vote in that way.

Voting Exclusion in respect of Resolution 11

10. The Company will disregard any votes cast in favour of Resolution 11 by or on behalf of James Fitter or any Associate of him.
11. However, this does not apply to a vote cast in favour of Resolution 11 by:
- 11.1. a person as proxy or attorney for a person who is entitled to vote on Resolution 11, in accordance with the directions given to the proxy or attorney to vote on the resolution in that way; or
 - 11.2. the Chairman of the meeting as proxy or attorney for a person who is entitled to vote on Resolution 11, in accordance with a direction given to the Chairman to vote as the Chairman decides; or

- 11.3. a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - a) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on Resolution 11; and
 - b) the holder votes on Resolution 11 in accordance with directions given by the beneficiary to the holder to vote in that way.

Voting Exclusion in respect of Resolution 12

12. The Company will disregard any votes cast in favour of Resolution 12 by or on behalf of James Fitter or any Associate of him.
13. However, this does not apply to a vote cast in favour of Resolution 12 by:
 - 13.1. a person as proxy or attorney for a person who is entitled to vote on Resolution 12, in accordance with the directions given to the proxy or attorney to vote on the resolution in that way; or
 - 13.2. the Chairman of the meeting as proxy or attorney for a person who is entitled to vote on Resolution 12, in accordance with a direction given to the Chairman to vote as the Chairman decides; or
 - 13.3. a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - a) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on Resolution 12; and
 - b) the holder votes on Resolution 12 in accordance with directions given by the beneficiary to the holder to vote in that way.

Voting Exclusion in respect of Resolution 13

14. The Company will disregard any votes cast in favour of Resolution 13 by:
 - 14.1. any Director who holds RSUs issued under the NED RSU Plan: or
 - 14.2. any Associate that person or those persons referred to in paragraph 14.1 above.
15. However, this does not apply to a vote cast in favour of Resolution 13 by:
 - 15.1. a person as proxy or attorney for a person who is entitled to vote on Resolution 13, in accordance with the directions given to the proxy or attorney to vote on the resolution in that way; or
 - 15.2. the Chairman of the meeting as proxy or attorney for a person who is entitled to vote on Resolution 13, in accordance with a direction given to the Chairman to vote as the Chairman decides; or
 - 15.3. a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - a) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on Resolution 13; and
 - b) the holder votes on Resolution 13 in accordance with directions given by the beneficiary to the holder to vote in that way.

Voting Exclusion in respect of Resolution 14

16. The Company will disregard any votes cast in favour of Resolution 14 by:
 - 16.1. any Director who holds RSUs issued under the NED RSU Plan: or
 - 16.2. any Associate that person or those persons referred to in paragraph 16.1 above.
17. However, this does not apply to a vote cast in favour of Resolution 14 by:
 - 17.1. a person as proxy or attorney for a person who is entitled to vote on Resolution 14 , in accordance with the directions given to the proxy or attorney to vote on the resolution in that way; or

- 17.2. the Chairman of the meeting as proxy or attorney for a person who is entitled to vote on Resolution 14 , in accordance with a direction given to the Chairman to vote as the Chairman decides; or
- 17.3. a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - a) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on Resolution 14 ; and
 - b) the holder votes on Resolution 14 in accordance with directions given by the beneficiary to the holder to vote in that way.

Voting Exclusion in respect of Resolution 15

- 18. The Company will disregard any votes cast in favour of Resolution 15 by:
 - 18.1. any Director who holds RSUs issued under the NED RSU Plan: or
 - 18.2. any Associate that person or those persons referred to in paragraph 18.1 above.
- 19. However, this does not apply to a vote cast in favour of Resolution 15 by:
 - 19.1. a person as proxy or attorney for a person who is entitled to vote on Resolution 15, in accordance with the directions given to the proxy or attorney to vote on the resolution in that way; or
 - 19.2. the Chairman of the meeting as proxy or attorney for a person who is entitled to vote on Resolution 15, in accordance with a direction given to the Chairman to vote as the Chairman decides; or
 - 19.3. a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - a) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on Resolution 15; and
 - b) the holder votes on Resolution 15 in accordance with directions given by the beneficiary to the holder to vote in that way.

Voting Exclusion in respect of Resolution 16

- 20. The Company will disregard any votes cast in favour of Resolution 16 by:
 - 20.1. any Director who holds RSUs issued under the NED RSU Plan: or
 - 20.2. any Associate that person or those persons referred to in paragraph 20.1 above.
- 21. However, this does not apply to a vote cast in favour of Resolution 16 by:
 - 21.1. a person as proxy or attorney for a person who is entitled to vote on Resolution 16, in accordance with the directions given to the proxy or attorney to vote on the resolution in that way; or
 - 21.2. the Chairman of the meeting as proxy or attorney for a person who is entitled to vote on Resolution 16, in accordance with a direction given to the Chairman to vote as the Chairman decides; or
 - 21.3. a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - a) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on Resolution 16; and
 - b) the holder votes on Resolution 16 in accordance with directions given by the beneficiary to the holder to vote in that way.

Voting Exclusion in respect of Resolution 17

- 22. The Company will disregard any votes cast in favour of Resolution 17 by:
 - a) any Director who holds share options under the Oneview Healthcare plc Share Option Plan: or

b) any Associate that person or those persons referred to in paragraph a) above.

23. However, this does not apply to a vote cast in favour of Resolution 17 by:

- 23.1. a person as proxy or attorney for a person who is entitled to vote on Resolution 17, in accordance with the directions given to the proxy or attorney to vote on the resolution in that way; or
- 23.2. the Chairman of the meeting as proxy or attorney for a person who is entitled to vote on Resolution 17, in accordance with a direction given to the Chairman to vote as the Chairman decides; or
- 23.3. a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - c) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on Resolution 17; andthe holder votes on Resolution 17 in accordance with directions given by the beneficiary to the holder to vote in that way.

Voting Exclusion in respect of Resolution 18

24. The Company will disregard any votes cast in favour of Resolution 18 by or on behalf of:

- 24.1. any person who participated in, or who obtained a material benefit as a result of, the Placement (as defined in Resolution 18 of the Notice of AGM) (except a benefit solely by reason of being a Shareholder); and
- 24.2. any Associate of that person or those persons referred to in paragraph 24.1 above.

25. However, this does not apply to a vote cast in favour of Resolution 18 by:

- 25.1. a person as proxy or attorney for a person who is entitled to vote on Resolution 18, in accordance with the directions on the proxy or attorney to vote on the resolution in that way; or
- 25.2. the Chairman of the meeting as proxy or attorney for a person who is entitled to vote on Resolution 18, in accordance with a direction given to the Chairman to vote as the Chairman decides; or
- 25.3. a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - a) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on Resolution 18; and
 - b) the holder votes on Resolution 18 in accordance with directions given by the beneficiary to the holder to vote in that way.

Voting Exclusion in respect of Resolution 19

26. The Company will disregard any votes cast in favour of Resolution 19 by or on behalf of:

- 26.1. any person who participated in, or who obtained a material benefit as a result of, the Placement (as defined in Resolution 19 of the Notice of AGM) (except a benefit solely by reason of being a Shareholder); and
- 26.2. any Associate of that person or those persons referred to in paragraph 26.1 above.

27. However, this does not apply to a vote cast in favour of Resolution 19 by:

- 27.1. a person as proxy or attorney for a person who is entitled to vote on Resolution 19, in accordance with the directions on the proxy or attorney to vote on the resolution in that way; or
- 27.2. the Chairman of the meeting as proxy or attorney for a person who is entitled to vote on Resolution 16, in accordance with a direction given to the Chairman to vote as the Chairman decides; or

- 27.3. a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
- a) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on Resolution 19; and
 - b) the holder votes on Resolution 19 in accordance with directions given by the beneficiary to the holder to vote in that way.

Voting Exclusion in respect of Resolution 22

28. The Company will disregard any votes cast in favour of Resolution 22 by or on behalf of:
- 28.1. a person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue of equity securities under the 10% Additional Capacity (except a benefit solely by reason of being a Shareholder); and
 - 28.2. any Associate of that person or those persons referred to in paragraph 28.1 above.
29. However, this does not apply to a vote cast in favour of Resolution 22 by:
- 29.1. a person as proxy or attorney for a person who is entitled to vote on Resolution 22, in accordance with the directions on the proxy or attorney to vote on the resolution in that way; or
 - 29.2. the Chairman of the meeting as proxy or attorney for a person who is entitled to vote on Resolution 22, in accordance with a direction given to the Chairman to vote as the Chairman decides; or
 - 29.3. a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - a) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on Resolution 22; and
 - b) the holder votes on Resolution 22 in accordance with directions given by the beneficiary to the holder to vote in that way.
30. At the date of this Notice, the Company is not proposing to make an issue of securities under ASX Listing Rule 7.1A.2 and as such no votes will be excluded under the voting exclusion.

Entitlement to attend and vote – Ordinary Shareholders

31. CDN is the sole statutory member of the Company being the registered legal holder of all issued ordinary shares of €0.001 each in the capital of the Company. CDN legally holds all ordinary shares as nominee for the CUFS holders.

CDN, being the statutory member of the Company entitled to attend, speak, ask questions and vote at a general meeting of the Company, is entitled to appoint a proxy to attend, speak, ask questions and vote on his or her behalf at the AGM and may appoint more than one proxy to attend on the same occasion in respect of ordinary shares held in different securities accounts. The appointment of a proxy will not preclude CDN from attending, speaking, asking questions and voting at the general meeting should CDN subsequently wish to do so. A proxy shall be bound by the Constitution of the Company. A proxy need not be a member of the Company.

A Form of Proxy for use by ordinary shareholders is enclosed with the Notice of AGM. To be effective, the Form of Proxy duly completed and executed, must be deposited with the Company, (a) by post to Company Secretary, Block 2, Blackrock Business Park, Carysfort Avenue, Blackrock, Co. Dublin., A94 H2X4, Ireland or (b) by email to cosec@oneviewhealthcare.com, so as to be received in either case no later than 48 hours before the time appointed for the AGM (being 7.00 a.m. Dublin time (5.00 p.m. Sydney time) on 24th October 2021) or adjourned AGM or (in the case of a poll taken otherwise than at or on the same day as the AGM or adjourned AGM) at least 48 hours before the taking of the poll at which it is to be used. Any alteration to the Form of Proxy must be initialled by the person who signs it.

On any other business which may properly come before the AGM, or any adjournment thereof, and whether procedural or substantive in nature (including without limitation any motion to amend a resolution or adjourn the meeting) not specified in this Notice, the proxy will act at his/her discretion.

EXPLANATORY MEMORANDUM

The Board of Directors is satisfied that each of the resolutions set out in the Notice of AGM is in the best interests of the Company and its members as a whole. Accordingly, your Board of Directors unanimously recommends that you vote in favour of each of these resolutions to be proposed at the AGM (without prejudice to the voting exclusions for Resolutions 10 to 17 in relation to certain members of the Board of Directors).

The Chairman of the AGM intends to vote all available proxies in favour of the resolutions set out in this Notice.

Resolution 1: Financial Statements, Annual Report and Affairs of the Company

Resolution 1 is asking members to receive and consider the Annual Report and Financial Statements which includes the reports of the Directors and Auditors for the period ended 31 December 2020 and a review of the affairs of the Company.

Resolution 2: Director's Report on Remuneration

Resolution 2 is asking members to receive and consider the Directors' Report on Remuneration as set out in the Annual Report. This resolution is an advisory one and not binding on the Company.

Resolution 3: Re-appointment of Directors

Resolution 3 deals with the re-appointment of Directors. Under the Company's Constitution, a director must retire not later than three years following his or her last appointment or re-appointment. Accordingly, Resolution 3 is a proposal for the re-election as Director, of Joseph Rooney, who retires by rotation as required under the Constitution and offers himself for re-election at the AGM.

The biography of Joseph Rooney, together with a detailed description of his skills, expertise and experience are set out below.

The Board regularly reviews the performance of Directors and is satisfied Joseph Rooney continues to perform effectively and to demonstrate commitment to his role.

Joseph Rooney – Independent Non-Executive Officer

Joseph joined Oneview as a non-executive director in September 2016 and is a former Chairman of Oneview.

Joseph is also Chair of Fundraising for the Clongowes Wood College Foundation. Until the end of 2012, Joseph was a partner and global strategist at Autonomy Capital Research LLP, a global macro hedge fund. Prior to this, he held a number of senior positions at Lehman Brothers Inc, including Managing Director, Head of Global Strategy and trustee of their UK pension fund. Joseph resigned as Chairman of Oneview on 4 November 2019, but remains on the board as an Independent Director

Resolution 4: Confirmation of appointment of Nashina Asaria

Resolution 4 deals with the confirmation of the appointment by the Directors of Nashina Asaria as a Director on 10 May 2021 by re-election at the AGM.

Nashina is currently an Independent Board Member and Chief Product Officer for UpHealth Inc. a digital health company listed on the New York Stock Exchange under ticker: UPH. Nashina was Chief Product Officer at Cloudbreak Health LLC, a US telehealth company that merged with UpHealth Inc. in June 2021. She is passionate about mission driven initiatives with commercial viability. She has a proven record of sustaining successful endeavours in international partnerships, business strategies, business development, product management, marketing and deployment. As a Board Member of Cloudbreak Health, as well as its Chief Product Officer, she was responsible for Product Marketing, Product Management and Requirements, UI design, Software Engineering, Implementation and Customer Experience.

Most recently, Nashina was Co-Founder & Partner of Lumini Partners focused on bringing circular economy and energy solutions to Southern Africa. Prior to this, Nashina was the Chief Commercial Officer for LifeQ, a leading provider of biometrics and health information derived from wearable devices used in the insurance, health and pharma industries. Nashina has also held leadership roles with Verifone, Nantworks and Qualcomm. Born and raised in Nairobi, Kenya, Nashina has a Bachelor of Science from the London School of Economics and splits her time between the Netherlands, Portugal and California.

Resolution 5: Remuneration of the Auditors

Resolution 5 authorises the Directors to determine the remuneration of the Company's Auditors.

Resolution 6: Continuation in office of the Auditors

Section 383 of the Irish Companies Act 2014 provides for the automatic re-appointment of the auditor of an Irish company at a company's annual general meeting unless the auditor has given notice in writing of his unwillingness to be re-appointed or a resolution has been passed at that meeting appointing someone else or providing expressly that the incumbent auditor shall

not be re-appointed. The Auditors are willing to continue in office. However, the Directors believe that it is important that shareholders are provided with an opportunity to have a say on the continuation in office of the Auditors and have included Resolution 6.

Resolution 7: Increase in authorised share capital

Irish incorporated public companies are required by law to specify an authorised share capital in their Constitutions. For the avoidance of doubt, Resolution 7 is not seeking approval for the issuance of shares. Resolution 7 proposes an increase in the Company's authorised (but unissued) share capital by the creation of 150,000,000 ordinary shares of €0.001 each. The authorised share capital increase proposal is fundamental to our business and capital management because the Company needs to maintain a greater reserve of authorised but unissued ordinary shares to potentially raise capital and for general corporate purposes. If approved, such an increase will give greater capacity for the Directors to issue shares in the future, in accordance with applicable requirements.

Resolution 8: Board authority to allot shares

Under Irish law, directors of an Irish public limited company must have specific authority from shareholders to issue shares, even if such shares are part of the company's authorised but unissued share capital. Resolution 8 gives the Directors' authority to allot shares up to an amount equal to an aggregate nominal value of the authorised but unissued capital of the Company for the time being and from time to time or, if lower, any maximum aggregate nominal amount as the Directors may issue and/or allot in compliance with the ASX Listing Rules (the **Permitted Amount**) – see Resolutions 20 and 21 below. If adopted, this authority will expire approximately 5 years following the date of the 2021 AGM, unless previously varied, revoked or renewed. 5 years is the maximum period permitted by Irish law, and the amount which may be allotted during that period is subject to ASX Listing Rules for as long as the Company is listed on the ASX.

Resolution 9: Amendment to rules of the Oneview Healthcare plc Restricted Share Unit Plan (RSU Plan) and the Oneview Healthcare plc NED & Consultant RSU Plan (NED RSU Plan)

Resolution 9 is asking members to approve the amendment of the rules of the RSU Plan and its sub-plan, the NED RSU Plan, in accordance with the requirements of ASX Listing Rules 6.23.2 and 6.23.4.

As at the date of this Notice, the Company has on issue:

- (a) 12,230,758 RSUs under the RSU Plan;
- (b) 4,255,320 RSUs issued under the NED RSU Plan; and

The RSU Plan and the NED RSU Plan (together the **Incentive Plans**) were adopted by the Company in 2019. A summary of the key terms of each of the RSU Plan and NED RSU Plan were included in the Notice of Annual General Meeting dated 8 July 2019. The terms of the Incentive Plans remain unchanged and, are included in the Appendix to this Notice.

The terms of the Incentive Plans do not currently allow for automatic acceleration of vesting of the options or awards issued under the relevant plan if a "Change in Control" event occurs. It is proposed to amend the "**Change in Control**" provisions to provide for automatic acceleration of full vesting or the cash equivalent, such that the new rule will be as follows:

13.1. Change in Control

Subject to the Listing Rules, in the event that the Company is a party to a merger, takeover or other reorganisation including but not limited to a court-sanctioned compromise or arrangement, or the Committee considers this is about to occur, the Committee will either:

- 13.1.1. accelerate vesting of all Awards in relation to the entire number of Shares to which such Awards relate, such vesting to take effect on the date that:
 - (1) it is announced that a takeover offer in respect of all of the securities in the Company has been made and is recommended by the board of the Company;
 - (2) both:
 - (a) the offeror under a takeover offer in respect of all securities in the Company announces that it has achieved acceptances in respect of more than 50% of the securities in the Company; and
 - (b) that takeover bid has become unconditional; or
 - (3) it is announced that shareholders of the Company have voted in favour, by the necessary majority, of a proposed scheme of arrangement under which all shares in the Company are to be either (i) cancelled; or (ii) transferred to any person or entity (including a Governmental Agency);

or

- 13.1.2. in the event of a tax efficiency having been identified, cancel all subsisting Awards and make payment of a cash settlement to Participants based on the entire number of Shares subject to their Award(s) on a fully vested basis which is equal, per Share, to the amount to be paid for one Share under the agreement of merger or takeover terms.

Furthermore, the provisions relating to a restructuring of the Company by way of the establishment of a new holding company are deleted.

The proposed amendments have been conditionally approved by the Board, with such approval subject to approval under ASX Listing Rule 6.23.2 and 6.23.4. Under the terms of the Incentive Plans, the Board has discretion to amend the terms of the relevant plan, subject to requirements set out in the plan and the ASX Listing Rules. The Board considers that the proposed changes to the plans provide certainty to the holder of the RSU awards where a Change in Control may occur. Furthermore, the Board considers the proposed changes to be appropriate and consistent with maintaining the alignment with incentivising employees and the interests of its shareholders.

If Resolution 9 is not approved, the terms of the Incentive Plans will not be amended and the options or awards issued under the relevant plan will not be subject to an automatic acceleration of vesting if a "Change in Control" event occurs. In these circumstances, the relevant options or awards may lapse.

a) ASX Listing Rules 6.23.2 and 6.23.4

ASX Listing Rule 6.23.2 sets out that Shareholder approval must be sought for a change to the terms of options that has the effect of cancelling an option for consideration. Likewise, ASX Listing Rule 6.23.4 sets out that a change that is not prohibited under Listing Rule 6.23.3 can only be made with shareholder approval.

The proposed changes to the Incentive Plans would not have the effect of reducing the exercise price, increasing the exercise period or increasing the number of securities received, and so are not prohibited under ASX Listing Rule 6.23.3.

Resolution 10: Approval of issue and grant of RSUs to Nashina Asaria under the NED RSU Plan

In connection with Nashina Asaria's appointment as a Director on 10 May 2021, Resolution 10 approves, for the purposes of ASX Listing Rule 10.14 and for all other purposes, the issue to Nashina Asaria of 666,666 RSUs, with a 3 year vesting date, under the NED RSU Plan. This grant is consistent with the inherent value of share options issued to other non-executive Directors of the Company at the time of their appointment as directors.

Each RSU award is a conditional right to one fully paid share in the Company subject to meeting the applicable service conditions as set out below. RSU awards are issued by the Company to non-executive Directors on appointment to attract, retain, and motivate such non-executive Directors, to recognise individual contributions and to promote the creation of long term value for shareholders by aligning the interests of such persons with those of shareholders.

ASX Listing Rule 10.14 requires the approval of shareholders to be sought where the company intends to issue securities under an employee incentive scheme to a related party. Nashina Asaria is a related party of the Company under ASX Listing Rule 10.14.1.

In addition, under Irish company law there is a requirement to obtain shareholder approval for the allotment of shares where this is done outside of an employee-only share scheme, such as the NED RSU Plan.

In compliance with ASX Listing Rule 10.15, the Company provides the following information:

- (a) Nashina Asaria is a non-executive director of the Company and is therefore a related party of the Company under the ASX Listing Rule 10.14.1;
- (b) the date by which the Company will issue the RSUs is expected to be 26th October 2021 and in any event within 12 months of the meeting;
- (c) no amount is payable by Nashina Asaria on the grant of the RSUs;
- (d) the Shares / CUFS issued on vesting of the RSUs will be on the same terms as, and will rank equally with, all other shares / CUFS, from the time of issue; and
- (e) Nashina Asaria's fees as a non-executive director currently amount to A\$71,500 per annum;
- (f) Nashina Asaria does not hold any CUFS or RSUs as at the date of this Notice of AGM (and excluding the grant of RSUs under this Resolution 10 or Resolution 15); and
- (g) The terms of the NED RSU Plan are attached to this Notice of AGM.

If this Resolution 10 is not passed, the Company will need to consider alternate means of retaining and motivating Nashina Asaria which may include an increase in cash fees payable to non-executive Directors.

Resolution 11: Grants of Restricted Share Units to Executive Director (James Fitter)

Under this Resolution it is proposed that James Fitter, being an executive Director of the Company, be awarded RSUs under the RSU Plan. The Board believes that it is in members' interests to provide the Chief Executive Officer with equity-based incentives to ensure that there is significant alignment between satisfactory returns for members and rewards for James Fitter as an executive director (**Performance Related Grant**). It is also important to ensure that James Fitter's remuneration is competitive and aligned with the market for similar roles.

Each RSU award is a conditional right to one fully paid share/CUF in the Company subject to meeting the applicable service and performance conditions as set out below.

ASX Listing Rule 10.14 requires the approval of shareholders to be sought where the Company intends to issue securities under an employee incentive scheme to a related party.

In compliance with ASX Listing Rule 10.15, the Company provides the following information:

- (a) James Fitter is an executive director of the Company and is therefore a related party of the Company under the ASX Listing Rule 10.14.1;
- (b) the date by which the Company will issue the RSUs set out below is expected to be 26th October 2021 and in any event within 12 months of the meeting;
- (c) no amount is payable by James Fitter on the grant of his RSUs or the issue of Shares or CUFs on vesting;
- (d) the Shares / CUFs issued on vesting of the RSUs will be on the same terms as, and will rank equally with, all other shares / CUFs, from the time of issue; and
- (e) James Fitter's current fixed annual salary is €300,000. However, James Fitter has volunteered to forego 20% of his cash salary, with that portion to be received in RSUs (see Resolution 12 below for more information).

Performance Related Grant

There are 2 elements to the Performance Related Grant.

1. One year Incentive Award

- (a) An award of RSUs that would result in a maximum allocation of the equivalent of €300,000 of RSUs, based on the open price of CUFs on the date of the 2021 AGM.
- (b) The performance conditions set for this award are based on growth in recurring revenue in the year 2022, and continuing employment throughout the vesting period. The award will vest if the following recurring revenue milestones are met in respect of 2022.
 - 25% of the award shall vest if 2022 Recurring Revenue exceeds the Company's 2022 budget by between 20% to 25%;
 - 50% of the award shall vest if 2022 Recurring Revenue exceeds the Company's 2022 budget of by between 25% to 50%;
 - 100% of the award shall vest if 2022 Recurring Revenue exceeds the Company's 2022 budget by in excess of 50%.

Recurring revenue is defined as the Recurring Revenue figure in Note 2 – Segment Information in the Company's Consolidated Annual Report and Financial Statements.

2. Special three year "Shareholder Value" Incentive Award

Mr Fitter and other executive directors were participants in a long-term incentive plan that was approved by shareholders at the time of the IPO. The current plan is due to expire in December 2022 and no longer provides a material long term incentive for Mr Fitter. In recognition of the significant progress following the restructuring of the company in January 2020, including the achievement of ISO certification and the transition of the product to the Cloud, the Board is proposing the adoption of a new long-term incentive for Mr Fitter tied exclusively to continued long-term creation of shareholder value.

- (a) An award of 9,000,000 RSUs that would result in a maximum allocation of 9,000,000 CUFs, provided the performance conditions are achieved or exceeded. The number of RSUs which will vest is dependent on and subject to satisfaction of the following performance conditions.
- (b) The performance conditions set for this award are based on the performance of the price of CUFs in the calendar years 2022, 2023 and 2024, and continuing employment throughout the vesting period. The award will vest according to the following milestones, on an annual basis:

Average Weighted CUFs Price for the Calendar Year	Shares Awarded in Each Calendar Year (Annually)
A\$0.50 – A\$0.74	1,000,000

Average Weighted CUFS Price for the Calendar Year	Shares Awarded in Each Calendar Year (Annually)
A\$0.75 – A\$0.99	2,000,000
Exceeds A\$1.00	3,000,000

The table below sets out the number of CUFS and awards of restricted shares held as 27th September 2021, but does not include the RSUs the subject of this Resolution 11 or Resolution 12.

Director	Number of CUFS	Number of Restricted Shares
James Fitter	9,865,734	9,600,510

Details of any RSUs issued under the RSU Plan will be published in the annual report of the Company relating to the period in which they were issued, along with a statement that approval for the issue was obtained under ASX Listing Rule 10.14.

In addition to the terms of the Performance Related Grant described above, the RSUs will be subject to the terms conditions of the RSU Plan, which are summarised in the Appendix.

Any additional persons covered by ASX Listing Rule 10.14 who become entitled to participate in an issue of RSUs under the RSU Plan after the resolution is approved and who were not named in this Notice of AGM will not participate until approval is obtained under that rule.

If Resolution 11 is not passed, the grant of RSUs the subject of this Resolution will not proceed. In these circumstances the Board would need to consider an alternative means of remunerating James Fitter which is competitive and within the company's Remuneration Policy, this may include a cash payment equivalent to the Performance Award Grant subject to the same conditions.

The Board (other than James Fitter) unanimously recommends that shareholders vote in favour of the approval of Resolution 11, and the Chairman of the meeting intends to vote undirected proxies in favour of this Resolution.

Resolution 12: Grants of Restricted Share Units to Executive Director (James Fitter)

In order to assist the Company to preserve cash reserves and reduce operating expenses, James Fitter has volunteered to forego one third of his contracted salary in cash with such portion to be received in RSUs (**Salary Sacrifice Grant**).

Each RSU award is a conditional right to one fully paid share/CUF in the Company subject to meeting the applicable service and performance conditions as set out below.

ASX Listing Rule 10.14 requires the approval of shareholders to be sought where the Company intends to issue securities under an employee incentive scheme to a related party.

In compliance with ASX Listing Rule 10.15, the Company provides the following information:

- (f) James Fitter is an executive director of the Company and is therefore a related party of the Company under the ASX Listing Rule 10.14.1;
- (g) the date by which the Company will issue the RSUs set out below is expected to be 26th October 2021 and in any event within 12 months of the meeting;
- (h) no amount is payable by James Fitter on the grant of his RSUs or the issue of Shares or CUFs on vesting;
- (i) the Shares / CUFS issued on vesting of the RSUs will be on the same terms as, and will rank equally with, all other shares / CUFS, from the time of issue;
- (j) James Fitter's current fixed annual salary is €300,000. However, James Fitter has volunteered to forego 20% of his cash salary, with that portion to be received in RSUs (see below for more information); and
- (k) the number of CUFS and awards of restricted shares held as 27th September 2021 by James Fitter, but does not include the RSUs the subject of Resolution 11 or this Resolution 12, is set out in the table under Resolution 11 above.

Salary Sacrifice Grant

- (a) In order to assist the Company to preserve cash reserves and reduce operating expenses, James Fitter has volunteered to forego 20% of his contracted cash salary with that portion to be received in RSUs. As such, €60,000 of the salary payable to James Fitter for 2021/2 will be paid by an issue of RSUs.

- (b) The number of RSUs to be granted under the Salary Sacrifice Grant is the equivalent of €60,000 of RSU's, based on the open price of CUFS on the day of the grant, following shareholder approval at the AGM. These RSUs will have a vesting period of 12 months from date of the grant subject to continuing services as an Executive Director throughout the vesting period; (this grant is conditional on tenure only).

As noted above, details of any RSUs issued under the RSU Plan will be published in the annual report of the Company relating to the period in which they were issued, along with a statement that approval for the issue was obtained under ASX Listing Rule 10.14.

In addition to the terms of the Salary Sacrifice Grant described above, the RSUs will be subject to the terms conditions of the RSU Plan, which are summarised in the Appendix.

Any additional persons covered by ASX Listing Rule 10.14 who become entitled to participate in an issue of RSUs under the RSU Plan after the resolution is approved and who were not named in this Notice of AGM will not participate until approval is obtained under that rule.

If Resolution 12 is not passed, the grant of RSUs the subject of this Resolution will not proceed. In these circumstances the Company will be required to pay James Fitter the portion of his contracted salary that he has volunteered to forego in cash, such cash payment will impact the company's operating expenses.

The Board (other than James Fitter) unanimously recommends that shareholders vote in favour of the approval of Resolution 12, and the Chairman of the meeting intends to vote undirected proxies in favour of this Resolution.

Resolution 13: Approval of issue and grant of RSUs to Joseph Rooney under the NED RSU Plan

It is proposed that Joseph Rooney, being a non-executive Director of the Company, be awarded under the NED RSU Plan the equivalent of A\$50,000 of RSUs, on an annual basis, based on the open price of CUFS on the day of the grant, following shareholder approval at that AGM, as was the case in 2020 (and as per Resolutions 14, 15 and 16). The vesting period is 12 months from date of the grant subject to continuing services as a non-executive Director throughout the vesting period.

Each RSU award is a conditional right to one fully paid share in the Company subject to meeting the applicable service conditions as set out below. RSU awards are issued by the Company to attract, retain, and motivate non-executive Directors, to recognize individual contributions and to promote the creation of long term value for shareholders by aligning the interests of such persons with those of shareholders.

As noted above, ASX Listing Rule 10.14 requires the approval of shareholders to be sought where the company intends to issue securities under an employee incentive scheme to a related party. Joseph Rooney is a related party of the Company under ASX Listing Rule 10.14.1.

In addition, under Irish company law there is a requirement to obtain shareholder approval for the allotment of shares where this is done outside of an employee-only share scheme, such as the NED RSU Plan.

In compliance with ASX Listing Rule 10.15, the Company provides the following information:

- (a) Joseph Rooney is an executive director of the Company and is therefore a related party of the Company under the ASX Listing Rule 10.14.1;
- (b) the date by which the Company will issue the RSUs is expected to be 26th October 2021 and in any event within 12 months of the meeting;
- (c) no amount is payable by Joseph Rooney on the grant of the RSUs;
- (d) the Shares / CUFS issued on vesting of the RSUs will be on the same terms as, and will rank equally with, all other shares / CUFS, from the time of issue; and
- (e) Joseph Rooney's fees as a non-executive Director currently amount to A\$71,500 per annum;
- (f) Joseph Rooney holds 3,591,498 CUFS and 1,063,830 RSUs as at the date of this Notice of AGM; and
- (g) The terms of the NED RSU Plan are attached to this Notice of AGM.

If this Resolution 13 is not passed, the Company will need to consider alternate means of retaining and motivating Joseph Rooney which may include an increase in cash fees payable to non-executive Directors.

Resolution 14: Approval of issue and grant of RSUs to Dr Lyle Berkowitz under the NED RSU Plan

It is proposed that Dr Lyle Berkowitz, being a non-executive Director of the Company, be awarded under the NED RSU Plan the equivalent of A\$50,000 of RSUs, on an annual basis, based on the open price of CUFS on the day of the grant, following shareholder approval at that AGM, as was the case in 2020 (and as per Resolutions 13, 15 and 16). The vesting period is 12 months from date of the grant subject to continuing services as a non-executive Director throughout the vesting period.

Each RSU award is a conditional right to one fully paid share in the Company subject to meeting the applicable service conditions as set out below. RSU awards are issued by the Company to attract, retain, and motivate non-executive Directors, to recognize individual contributions and to promote the creation of long term value for shareholders by aligning the interests of such persons with those of shareholders.

As noted above, ASX Listing Rule 10.14 requires the approval of shareholders to be sought where the company intends to issue securities under an employee incentive scheme to a related party. Dr Lyle Berkowitz is a related party of the Company under ASX Listing Rule 10.14.1.

In addition, under Irish company law there is a requirement to obtain shareholder approval for the allotment of shares where this is done outside of an employee-only share scheme, such as the NED RSU Plan.

In compliance with ASX Listing Rule 10.15, the Company provides the following information:

- (a) Dr Lyle Berkowitz is a non-executive director of the Company and is therefore a related party of the Company under the ASX Listing Rule 10.14.1;
- (b) the date by which the Company will issue the RSUs is expected to be 26th October 2021 and in any event within 12 months of the meeting;
- (c) no amount is payable by Dr Lyle Berkowitz on the grant of the RSUs;
- (d) the Shares / CUFS issued on vesting of the RSUs will be on the same terms as, and will rank equally with, all other shares / CUFS, from the time of issue; and
- (e) Dr Lyle Berkowitz's fees as a non-executive Director currently amount to A\$71,500 per annum;
- (f) Dr Lyle Berkowitz holds 788,265 CUFS and 1,063,830 RSUs as at the date of this Notice of AGM; and
- (g) The terms of the NED RSU Plan are attached to this Notice of AGM.

If this Resolution 14 is not passed, the Company will need to consider alternate means of retaining and motivating Dr Lyle Berkowitz which may include an increase in cash fees payable to non-executive Directors.

Resolution 15: Approval of issue and grant of RSUs to Nashina Asaria under the NED RSU Plan ADD if not approved

It is proposed that Nashina Asaria, being a non-executive Directors of the Company, be awarded under the NED RSU Plan the equivalent of A\$50,000 of RSUs on an annual basis, based on the open price of CUFS on the day of the grant, following shareholder approval at that AGM, as was the case in 2020 (and as per Resolutions 13, 14 and 16). The vesting period is 12 months from date of the grant subject to continuing services as a non-executive Director throughout the vesting period.

Each RSU award is a conditional right to one fully paid share in the Company subject to meeting the applicable service conditions as set out below. RSU awards are issued by the Company to attract, retain, and motivate non-executive Directors, to recognize individual contributions and to promote the creation of long term value for shareholders by aligning the interests of such persons with those of shareholders.

As noted above, ASX Listing Rule 10.14 requires the approval of shareholders to be sought where the company intends to issue securities under an employee incentive scheme to a related party. The Directors listed above are each a related party of the Company under ASX Listing Rule 10.14.1.

In addition, under Irish company law there is a requirement to obtain shareholder approval for the allotment of shares where this is done outside of an employee-only share scheme, such as the NED RSU Plan.

In compliance with ASX Listing Rule 10.15, the Company provides the following information:

- (a) Nashina Asaria is a non-executive director of the Company and is therefore a related party of the Company under the ASX Listing Rule 10.14.1;
- (b) the date by which the Company will issue the RSUs is expected to be 26th October 2021 and in any event within 12 months of the meeting;
- (c) no amount is payable by Nashina Asaria on the grant of the RSUs;
- (d) the Shares / CUFS issued on vesting of the RSUs will be on the same terms as, and will rank equally with, all other shares / CUFS, from the time of issue; and
- (e) Nashina Asaria fees as a non-executive Director currently amount to A\$71,500 per annum;
- (f) Nashina Asaria does not hold any CUFS or RSUs as at the date of this Notice of AGM; and
- (g) The terms of the NED RSU Plan are attached to this Notice of AGM.

If this Resolution 15 is not passed, the Company will need to consider alternate means of retaining and motivating Nashina Asaria which may include an increase in cash fees payable to non-executive Directors.

Resolution 16: Approval of issue and grant of RSUs to Michael Kaminski under the NED RSU Plan

It is proposed that Michael Kaminski, being a non-executive Directors of the Company, be awarded under the NED RSU Plan the equivalent of A\$100,000 of RSUs, on an annual basis, based on the open price of CUFS on the day of the grant, following shareholder approval at that AGM, as was the case in 2020 (and as per Resolutions 13, 14 and 15). The vesting period is 12 months from date of the grant subject to continuing services as a non-executive Director and Chairman throughout the vesting period.

Each RSU award is a conditional right to one fully paid share in the Company subject to meeting the applicable service conditions as set out below. RSU awards are issued by the Company to attract, retain, and motivate non-executive Directors, to recognize individual contributions and to promote the creation of long term value for shareholders by aligning the interests of such persons with those of shareholders.

As noted above, ASX Listing Rule 10.14 requires the approval of shareholders to be sought where the company intends to issue securities under an employee incentive scheme to a related party. The Directors listed above are each a related party of the Company under ASX Listing Rule 10.14.1.

In addition, under Irish company law there is a requirement to obtain shareholder approval for the allotment of shares where this is done outside of an employee-only share scheme, such as the NED RSU Plan.

In compliance with ASX Listing Rule 10.15, the Company provides the following information:

- (a) the date by which the Company will issue the RSUs is expected to be 26th October 2021 and in any event within 12 months of the meeting;
- (b) no amount is payable by Michael Kaminski on the grant of the RSUs;
- (c) the Shares / CUFS issued on vesting of the RSUs will be on the same terms as, and will rank equally with, all other shares / CUFS, from the time of issue; and
- (d) Michael Kaminski fees as a Non-executive and Chairman director currently amount to A\$71,500 per annum;
- (e) Michael Kaminski holds 1,291,765 CUFS and 2,127,660 RSUs as at the date of this Notice of AGM; and
- (f) The terms of the NED RSU Plan are attached to this Notice of AGM.

If this Resolution 16 is not passed, the Company will need to consider alternate means of retaining and motivating Michael Kaminski which may include an increase in cash fees payable to non-executive Directors.

In relation to Resolutions 11, 13, 14, 15 and 16, we note that details of any RSUs issued under the RSU Plan or NED RSU Plan will be published in the annual report of the Company relating to the period in which they were issued, along with a statement that approval for the issue was obtained under ASX Listing Rule 10.14.

Any additional persons covered by ASX Listing Rule 10.14 who become entitled to participate in an issue of RSUs under the RSU Plan or NED RSU Plan after the resolution is approved and who were not named in this Notice of AGM will not participate until approval is obtained under that rule.

Resolution 17: Grants of Share Options to the Chairman (Michael Kaminski)

In connection with Michael Kaminski's appointment as a Director on 22 August 2018, it is proposed that Michael Kaminski be awarded 250,000 share options at an exercise price of A\$1.19 under the Oneview Healthcare plc Share Option Plan ("ESOP"); such share options having previously been approved and designated (but not formally issued) to Michael Kaminski by the Remuneration Committee at the time of his appointment and such share options are now to be issued to Michael Kaminski, subject to the approval of the shareholders.

Share options are awarded by the Company to encourage Directors to focus on critical long-range objectives and to align interests of Directors directly to shareholder interests through increased share ownership.

As noted above, ASX Listing Rule 10.14 requires the approval of shareholders to be sought where the company intends to issue securities under an employee incentive scheme to a related party. Michael Kaminski is a related party of the Company under ASX Listing Rule 10.14.1.

In addition, under Irish company law there is a requirement to obtain shareholder approval for the allotment of options where this is done outside of an employee-only share scheme.

In compliance with ASX Listing Rule 10.15, the Company provides the following information:

- (a) the date by which the Company will issue the share options set out below is expected to be 26th October 2021 and in any event within 12 months of the meeting;
- (b) the share options will be issued at no cost to Michael Kaminski and the Board has determined an exercise price of A\$1.19 per share option, being a total exercise price of \$297,500 if all share options were exercised;
- (c) the value attributed by the Company to the share options is \$1,159;
- (d) Michael Kaminski's fees as a non-executive Director and Chairman currently amount to A\$71,500 per annum;
- (e) as at the date of this Notice of AGM, no share options have been issued to Michael Kaminski; and
- (f) each of the Directors of the Company is entitled to participate in the ESOP. The terms of the ESOP are attached to this Notice of AGM.

The proposed award of share options to be issued to Michael Kaminski under the ESOP is as follows:

- (a) 250,000 share options;
- (b) The vesting period is 3 years from date of the grant subject to continuing services as Chairman throughout the vesting period.

Details of any securities issued to Michael Kaminski under the ESOP will be published in Oneview's annual report relating to the period in which they were issued, along with a statement that the approval for the issue was obtained under Listing Rule 10.14. Any additional persons covered by Listing Rule 10.14 who become entitled to participate in an issue of securities under the ESOP after this Resolution 17 is approved and who were not named in this Notice of AGM will not participate until approval is obtained under Listing Rule 10.14.

If this Resolution 17 is not passed, the Company will need to consider alternate means of retaining and motivating Michael Kaminski which may include an award of RSUs under the NED RSU Plan.

The Board (other than Michael Kaminski) unanimously recommends that shareholders vote in favour of the approval of Resolution 17, and the Chairman of the meeting intends to vote undirected proxies in favour of this resolution.

Resolutions 18 and 19: Ratification of previous issue of securities in accordance with ASX Listing Rule 7.4

Resolutions 18 and 19 seek to refresh the Company's placement capacity under the ASX Listing Rules.

Background

On 18 November 2020, the Company announced it had undertaken a placement of 43,606,988 CUFS to existing and new institutional and sophisticated investors (the "**Placement**"). At the time of the Placement, the Company had sufficient placement capacity under the capacity limitations set out in ASX Listing Rule 7.1 and the Board had sufficient authorities from shareholders following the last AGM, to undertake and execute the Placement without shareholder approval.

ASX Listing Rule 7.1 provides, subject to exceptions, that a company may not issue or agree to issue equity securities which represent more than 15% of the company's issued share capital within the relevant 12-month period without obtaining shareholder approval.

Under ASX Listing Rule 7.1A, an entity may seek shareholder approval at an annual general meeting ("**AGM**") to issue securities up to 10% of its issued share capital in the last 12 months, in addition to the 15% capacity under ASX Listing Rule 7.1.

At the 2020 AGM, the Company sought, and received approval, to issue securities under the 10% additional capacity rule. Following the issue of securities under the Placement, the Company exhausted the 15% capacity provided under ASX Listing Rule 7.1 and the 10% additional capacity provided under ASX Listing Rule 7.1A.

The Company is seeking approval to refresh the Company's placement capacity under the ASX Listing Rules whereby the shares issued under the Placement are not calculated towards the Company's future placement capacity limits. Resolution 14 is seeking the ratification of the previous issue of securities under the Placement which were issued under ASX Listing 7.1. Similarly, Resolution 19 is seeking the ratification of the previous issue of securities under the Placement which were issued under ASX Listing Rule 7.1A. If Resolutions 18 and 19 are approved the Company will have the ability to issue securities equivalent to 25% of the current issued share capital without shareholder approval. If Resolutions 18 and 19 are not passed the Company's placement capacity under the ASX Listing Rules will not be refreshed which will limit the Company's ability to undertake future capital raisings and the Company may need to consider different avenues in order to raise funds.

ASX Listing Rule 7.4 states that an issue of securities made without approval under ASX Listing Rule 7.1 is treated as having been made with approval for the purpose of ASX Listing Rule 7.1, if that issue did not otherwise breach ASX Listing Rule 7.1 and the holders of the entity's ordinary securities subsequently approve the issue.

The ASX Listing Rules note that an issue of securities made in accordance with ASX Listing Rule 7.1A can be approved subsequently under ASX Listing Rule 7.4, and that the issue will not breach ASX Listing Rule 7.1 and so satisfies the criteria above.

Specific information required by ASX Listing Rule 7.5

Pursuant to and in accordance with ASX Listing Rule 7.5, information is provided in relation to the approval of the issue of securities under ASX Listing Rule 7.4 as follows:

- a) On 24 November 2020 the Company issued:
 - (i) 26,164,192 CUFS under ASX Listing Rule 7.1 (**7.1 Placement Securities**); and
 - (ii) 17,442,796 CUFS under ASX Listing Rule 7.1A (**7.1A Placement Securities**),the 7.1 Placement Securities and 7.1A Placement Securities being together the **Placement Securities**.
- b) The Placement Securities were issued to various existing and new institutional and sophisticated investors identified by the Company and its financial advisers.
- c) The Placement Securities were issued at a price of A\$0.04 per CUF.
- d) The Placement Securities rank pari passu with, and on the same terms as, the existing equity securities of the Company on issue.
- e) The Placement Securities together with the securities issued under the rights issue were issued to fund the acceleration of the Company's Cloud product development, investment in sales and marketing and to provide general working capital.

The Board unanimously recommends that shareholders vote in favour of the approval of Resolutions 18 and 19 and the Chairman of the meeting intends to vote undirected proxies in favour of Resolutions 18 and 19.

Resolution 20: Authority to allot share based remuneration

Resolution 20 is a special resolution and renews the Directors' authority to grant options and other share based awards to employees, Directors and Consultants of the Company or any subsidiary of the Company in accordance with the provisions of any share incentive share plan of the Company.

Resolution 21: Disapplication of Irish statutory pre-emption rights in certain circumstances

Under Irish law, unless otherwise authorised by shareholders, when an Irish public limited company issues shares for cash (including rights to subscribe for or otherwise acquire any shares) to new shareholders, it is required first to offer those shares on the same or more favourable terms to existing shareholders of the company on a pro-rata basis (commonly referred to as the statutory pre-emption right). The statutory pre-emption right, if not dis-applied, affords existing shareholders the right to purchase any new shares that the Company proposes to issue for cash in order to maintain their proportionate ownership interests in the Company following the issuance of those shares. The authority sought in this Resolution 21 is fundamental to our business and capital management initiatives because it facilitates our ability to issue shares, including, when appropriate, in connection with capital-raising activities.

Resolution 21 is a special resolution and is asking members to grant the Directors' authority to disapply the strict statutory pre-emption provisions for allotments of equity securities for cash up to the Permitted Amount (see Resolution 8). If adopted, this authority will expire at the same time as the Directors' general allotment in Resolution 8, unless previously varied, revoked or renewed.

If Resolution 22, below, is not passed the Permitted Amount will be approximately 15% of the Company's issued share capital. If Resolution 22 is passed the Permitted Amount will be approximately 25% of the Company's issued share capital. In both cases subject to any other limitations or exceptions under the ASX Listing Rules. See below for further information on the dilutionary impact of the passing of Resolution 22.

Resolution 22: Approval of 10% placement capacity

ASX Listing Rule 7.1A enables eligible entities to issue equity securities up to 10% of its issued share capital in the 12 month period after the Annual General Meeting (**10% Additional Capacity**). The 10% Additional Capacity is in addition to the Company's 15% capacity under ASX Listing Rule 7.1.

An eligible entity for the purposes of ASX Listing Rule 7.1A is an entity that is not included in the S&P/ASX 300 Index and has a market capitalization of \$300 million or less. The Company is an eligible entity as it is not in that index and its market capitalisation as at 27th September 2021 is approximately \$183 million.

The Company is seeking approval by way of a special resolution to have the ability to issue equity securities under the 10% Additional Capacity. The exact number of equity securities to be issued under the 10% Additional Capacity will be determined in accordance with the formula prescribed in ASX Listing Rule 7.1A.2 (refer below).

Description of ASX Listing Rule 7.1A

The ability to issue equity securities under the 10% Additional Capacity is subject to approval by way of a special resolution at an annual general meeting.

Any equity securities issued under the 10% Additional Capacity must be in the same class as an existing quoted class of equity securities of the Company. As at the date of the Notice, the Company has on issue one class of quoted equity securities i.e. CUFS.

a) ASX Listing Rule 7.1 and ASX Listing Rule 7.1A

The ability of an entity to issue equity securities under ASX Listing Rule 7.1A is in addition to the entity's 15% capacity under ASX Listing Rule 7.1.

The actual number of equity securities that the Company will have capacity to issue under ASX Listing Rule 7.1A will be calculated at the date of issue of the equity securities in accordance with the formula prescribed in ASX Listing Rule 7.1A.2. This formula is set out below.

Any issue of equity securities under the 10% Additional Capacity will dilute the interests of members who do not receive their pro rata proportion of the equity securities under the issue.

If Resolution 22 is approved by and the Company issues the maximum number of equity securities available under the 10% Additional Capacity, the economic and voting dilution of existing CUFS would be as shown in the table below. If Resolution 22, the Company will not be able to issue securities under the 10% Additional Capacity which may limit the Company's ability to undertake future capital raisings.

The table below shows the dilution of existing CUFS holders calculated in accordance with the formula outlined in ASX Listing Rule 7.1A.2, on the basis of the current market price of CUFS and the current number of equity securities on issue as at the date of this Notice.

The table also shows the voting dilution impact where variable A in the formula changes and the economic dilution where there are changes in the issue price of CUFS issued under the 10% Additional Capacity.

Number of CUFS on issue	Number of CUFS that may be issued under 10% Additional Capacity	Funds raised		
		based on issue price of \$0.21 (50% decrease in issue price)	based on issue price of \$0.42	based on issue price of \$0.84 (100% increase in issue price)
433,465,253 (current as at date of this Notice of AGM*)	43,346,525	A\$9,102,770	A\$18,205,541	A\$36,411,081
650,197,880 (50% increase)	65,019,788	A\$13,654,155	A\$27,308,311	A\$54,616,622
866,930,506 (100% increase)	86,693,051	A\$18,205,541	A\$36,411,081	A\$72,822,163

* the number of CUFS on issue on the date of this Notice of AGM (a) includes 2,075,740 of issued but unquoted CUFS and (b) does not include any CUFS to be issued following approval of Resolutions 10 to 17.

The table has been prepared on the following assumptions:

- i) The issue price is \$0.42 based on the closing price of CUFS on 27th September 2021.
- ii) The current variable 'A' under Listing Rule 7.1A.2 has been calculated in accordance with the formula in ASX Listing Rule 7.1A.2 as at 27th September 2021.
- iii) The Company issues the maximum number of equity securities available under the share issue mandate under ASX Listing Rule 7.1A.
- iv) No options are exercised or converted into Shares.
- v) The table shows only the effect of issues of the Company's equity securities under the 10% Additional Capacity, not under the Company's 15% capacity.

b) The formula in ASX Listing Rule 7.1A.2

The effect of Resolution 22 will be to allow the Board to issue the equity securities under ASX Listing Rule 7.1A during the 10% Additional Capacity Period without using the Company's 15% capacity under ASX Listing Rule 7.1.

ASX Listing Rule 7.1A states that:

In addition to issues under ASX Listing Rule 7.1, an eligible entity which has obtained the approval of the holders of its ordinary securities under ASX Listing Rule 7.1A may issue or agree to issue during the period of the approval a number of equity securities calculated in accordance with the following formula:

$$(AxD)-E$$

A = *The number of fully paid ordinary securities on issue 12 months before the issue date or date of agreement to issue,*

- plus the number of fully paid ordinary securities issued in the 12 months under an exception in ASX Listing Rule 7.2;*
- plus the number of partly paid ordinary securities that became fully paid in the 12 months;*
- plus the number of fully paid ordinary securities issued in the 12 months with approval of holders of ordinary securities under ASX Listing Rule 7.1 or 7.4; and*
- less the number of fully paid ordinary securities cancelled in the 12 months.*

D = 10%

E = *The number of equity securities issued or agreed to be issued under ASX Listing Rule 7.1A.2 in the 12 months before the issue date or date of agreement to issue that are not issued with the approval of holders of ordinary securities under ASX Listing Rule 7.1 or 7.4.*

This Resolution 22 is a **special resolution** and therefore requires approval of 75% of the votes cast by Members present and eligible to vote (in person, by proxy, by attorney or, in the case of a corporate Member, by a corporate representative).

c) Specific information required by ASX Listing Rule 7.3A

Pursuant to and in accordance with ASX Listing Rule 7.3A, information is provided in relation to the approval of the 10% Additional Capacity as follows:

- i) The equity securities will be issued at an issue price of not less than 75% of the VWAP for the Company's equity securities in that class over the 15 trading days on which trades were recorded immediately before:
 - A. the date on which the price at which the equity securities are to be issued is agreed; or
 - B. if the equity securities are not issued within 10 trading days of the date in paragraph (A) above, the date on which the equity securities are issued.
- ii) If Resolution 22 is approved by and the Company issues equity securities under the 10% Additional Capacity, the existing members' voting power in the Company will be diluted as shown in the above table (in the case of listed options, only if the listed options are exercised). There is a risk that:
 - A. the market price for the Company's equity securities may be significantly lower on the date of the issue of the equity securities than on the date of the meeting; and
 - B. the equity securities may be issued at a price that is at a discount to the market price for the Company's equity securities on the issue date or the equity securities are issued as part of the consideration for the acquisition of a new asset, which may have an effect on the amount of funds raised by the issue of the equity securities.
- iii) The Company will issue and allot equity securities approved under Resolution 22 by 26th October 2022, which is 12 months after the date of the meeting. The approval under Resolution 22 for the issue of the equity securities will cease to be valid, and the Company will not issue any equity securities under the approval, in the event that Members approve a transaction under ASX Listing Rule 11.1.2 (a significant change to the nature or scale of activities) or 11.2 (disposal of main undertaking).
- iv) Details of securities issued under ASX Listing Rule 7.1A since the previous annual general meeting are described below:
 - A. On 24 November 2020 the Company issued:
 - i. 26,164,192 CUF\$ under ASX Listing Rule 7.1 (**7.1 Placement Securities**); and
 - ii. 17,442,796 CUF\$ under ASX Listing Rule 7.1A (**7.1A Placement Securities**),the 7.1 Placement Securities and 7.1A Placement Securities being together the **Placement Securities**.
 - B. The Placement Securities were issued to various existing and new institutional and sophisticated investors identified by the Company and its financial advisers.
 - C. The Placement Securities were issued at a price of A\$0.04 per CUF.

- D. The Placement Securities rank pari passu with, and on the same terms as, the existing equity securities of the Company on issue.
 - E. The Placement Securities together with the securities issued under the rights issue were issued to fund the acceleration of the Company's Cloud product development, investment in sales and marketing and to provide general working capital.
- i) The Company will issue the equity securities under ASX Listing Rule 7.1A for cash consideration.
 - ii) The Company's allocation policy is dependent on the prevailing market conditions at the time of any proposed issue pursuant to the 10% Additional Capacity. The identity of the allottees of the equity securities will be determined on a case-by-case basis having regard to the factors including but not limited to the following:
 - A. the methods of raising funds that are available to the Company, including but not limited to, rights issues or other issues in which existing members can participate;
 - B. the effect of the issue of the equity securities on the control of the Company;
 - C. the financial situation and solvency of the Company; and
 - D. advice from corporate, financial and broking advisers (if applicable).

d) Previous Approval under ASX Listing Rule 7.1A

The Company previously obtained, at last year's AGM, member approval under ASX Listing Rule 7.1A.

The Company will comply with the disclosure obligations under the ASX Listing Rules 7.1A.4 and 3.10.5A upon issue of any equity securities under this approval.

The Board unanimously recommends that shareholders vote in favour of the approval of Resolution 22, and the Chairman of the meeting intends to vote undirected proxies in favour of this resolution.

APPENDIX

Oneview Healthcare plc Share Option Plan ("the ESOP") – Summary of Key Terms as at 27th September 2021

Eligibility

Under the ESOP, options over Shares (**Options**) may be offered to employees, Directors and consultants of companies within Oneview (**Eligible Persons**). The grant of the Options is entirely at the discretion of the Remuneration Committee and is not a standard employment benefit. The Options are exercisable from vesting which generally occurs on the third anniversary of the date of issue of the Options and they remain exercisable until they lapse under the terms of the ESOP rules.

Commencement and Termination of the ESOP

The ESOP became effective on 1 October 2013 and will terminate upon the close of business on the tenth anniversary of this date unless either terminated by ordinary resolution of the Company or the Board. Options which remain unexercised at that date will continue to have force and effect in accordance with the provisions of their respective Option certificates and the ESOP rules.

Exercise of the Options

Options granted under the ESOP will remain outstanding for a maximum term of seven years from the date the Option was granted or such shorter term as the Remuneration Committee determine (**Expiration Date**) save for certain exceptions relating to death, other special circumstances related to the cessation of employment, office or services, or as a result of a merger or reorganisation. The Options are personal to the option holder and are non-assignable. The Board is entitled, at its sole discretion, to allow option holders to exercise Options before the relevant vesting period (if any) has expired.

Lapse of Option; Cessation of Employment

On the earlier of the Expiration Date and the date on which the option holder ceases to be an Eligible Person, the Option will lapse and will cease to be exercisable. If an option holder ceases to be an Eligible Person by reason of death, certain specified health reasons, redundancy, transfer of the business and certain other reasons for cessation of employment, office or services or such other reason as is at the discretion of the Remuneration Committee, unvested Options will lapse and cease to be exercisable. Vested (but unexercised) Options will remain exercisable by the option holder's legal personal representatives for a specified period of time.

Change in Control

In the event that the Company is a party to a merger, takeover or other reorganisation including but not limited to a court-sanctioned compromise or arrangement, or the Remuneration Committee considers this is about to occur, all awards granted under the ESOP will vest in full, or alternatively the holders will be entitled to a cash equivalent payment based on full vesting and the price payable per share under the relevant transaction, subject to the ASX Listing Rules.

Reconstruction and Winding Up

In the event of any reorganisation of the capital of the Company or any reconstruction or amalgamation of the Company involving a material change in the nature of the Shares comprised in any option or the Company passing a resolution for its winding-up or an order being made for the compulsory winding-up of the Company, an optionholder may exercise any Option with respect to the vested Options within such time period as is specified by the Remuneration Committee and in accordance with the ASX Listing Rules. If they fail to do so, the Option will lapse.

Variation of Capital

If the Company varies its capital structure or makes any special dividend or return of capital to its members, the Remuneration Committee may adjust options accordingly in accordance with the ASX Listing Rules.

Amendment

The Board may at any time by resolution alter, amend or revoke any provisions of the ESOP in such manner as may be thought fit, but subject to certain requirements contained in the ESOP and the ASX Listing Rule.

Plan Limits

The number of shares for which options may be granted from time to time under the ESOP may not exceed such number of Shares, or percentage of the number of Shares for the time being in issue, as determined by the Remuneration Committee having regard to (i) the number of Shares which are subject to options under this Plan or options or other share based awards granted by the Group Company under any other share incentive scheme operated by the Group Company from time to time; and (ii) the Listing Rules of the ASX; and (iii) any legislative relief granted by the Australian Securities and Investments Commission in respect of the Plan; and (iv) applicable law.

Oneview Healthcare plc Restricted Share Unit Plan ("RSU Plan") – Summary of Key Terms as at 27th September 2021

Eligibility

Any person who is a full time executive Director or employee of the Company or any subsidiary is eligible to participate. The Remuneration Committee in its absolute discretion will be responsible for nominating an eligible person for participation in the Plan. It is anticipated that awards will be granted to senior management both at executive Director level and also a certain of key senior employees below Director level.

Commencement and Termination of RSU Plan

The RSU Plan was adopted by the Company on 2 July 2019 and will terminate upon the close of business on the tenth anniversary of this date unless either terminated by ordinary resolution of the Company or the Remuneration Committee. RSU awards which remain outstanding at that date will continue to have force and effect in accordance with the provisions of their respective award agreements and the RSU Plan rules.

Vesting of Awards

The Remuneration Committee has discretion to impose such conditions as it deems appropriate.

Lapse of Awards / Cessation of Employment

RSUs will lapse if an award holder ceases to be an employee, unless this is by reason of death, certain specified health reasons, redundancy, transfer of the business and certain other reasons for cessation of employment, or such other reason as is at the discretion of the Remuneration Committee. Any RSUs that are subject to performance conditions which are not met will also lapse.

Clawback

Awards may be subject to adjustment by the Remuneration Committee in the event of material misstatement of Group accounts or in the event of material wrongdoing by a participant, subject to ASX Listing Rules.

Change in Control

If the proposed amendment set out at Resolution [9] is confirmed, in the event that the Company is a party to a merger, takeover or other reorganisation including but not limited to a court-sanctioned compromise or arrangement, or the Remuneration Committee considers this is about to occur, all awards granted under the RSU Plan will vest in full, or alternatively the holders will be entitled to a cash equivalent payment based on full vesting and the price payable per share under the relevant transaction, subject to the ASX Listing Rules.

Reconstruction and Winding Up

In the event of any reconstruction or amalgamation of the Company involving a material change in the nature of the Shares comprised in any option or the Company passing a resolution for its winding-up or an order being made for the compulsory winding-up of the Company, RSU awards may vest on a pro-rata basis in such proportion as the Remuneration Committee shall determine in accordance with the ASX Listing Rules. If no such determination is made they will lapse.

Variation of Capital

If the Company varies its capital structure or makes any special dividend or return of capital to its members, the Remuneration Committee may adjust RSUs within the RSU Plan accordingly.

Amendment

The Board may at any time by resolution alter, amend or revoke any provision of the RSU Plan in such manner as may be thought fit, but subject to certain requirements contained in the RSU Plan and the ASX Listing Rules.

Plan Limits

The number of shares for which options may be granted from time to time under the RSU Plan may not exceed such number of Shares, or percentage of the number of Shares for the time being in issue, as determined by the Remuneration Committee having regard to (i) the number of Shares which are subject to Awards under this Plan or awards, options or other share based awards granted by the Group Company under any other share incentive scheme operated by the Group Company from time to time; and (ii) the Listing Rules of the ASX; and (iii) any legislative relief granted by the Australian Securities and Investments Commission in respect of the Plan; and (iv) applicable law.

Oneview Healthcare plc NED & Consultant RSU Plan ("NED RSU Plan") – Summary of Key Terms as at 27th September 2021

The terms of the NED RSU Plan, which is a sub-plan to the RSU Plan referred to in Appendix 1 of this Notice, are identical to the RSU Plan except as follows:

Eligibility

Any person who is a non-executive Director of Oneview Healthcare plc or a consultant to Oneview Healthcare plc or any subsidiary is eligible to participate. A duly constituted committee of the Board constituted to consider and review the remuneration and compensation of non-executive Directors and consultants of the Group will be responsible for the administration and operation of the NED RSU Plan. No individual will be responsible for setting his/her own awards under the NED RSU Plan.

It is anticipated that awards will only be granted to non-executive Directors annually as part of their annual director compensation. Approval for these awards will be sought from shareholders prior to grant.

Vesting of Awards

The Remuneration Committee has discretion to impose such conditions as it deems appropriate.


Lapse of Awards / Cessation of Service


The provisions in relation to lapse of awards will apply on cessation of service i.e. when a Participant no longer holds the office of director or is providing services to the Group.



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MR SAM SAMPLE
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123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

Need assistance?

 **Phone:**
1300 850 505 (within Australia)
+61 3 9415 4000 (outside Australia)

 **Online:**
www.investorcentre.com/contact



YOUR VOTE IS IMPORTANT

For your vote to be effective it must be received by **7.00am Dublin time (5.00pm Sydney time) Saturday 23 October 2021.**

Voting Instruction Form

How to Vote on Items of Business

Each CHESS Unit of Foreign Security (CUFS) is equivalent to one ordinary share in the capital of the Company, so that every 1 (one) CUFS registered in your name at 7.00a.m (Dublin time) / 5.00p.m (Sydney time) on 24 October 2021 entitles you to one vote (provided that you submit this form, validly completed, in accordance with the instructions set out herein).

You can vote by completing, signing and returning your CDI Voting Instruction Form. This form gives your voting instructions to CHESS Depository Nominees Pty Ltd, which will vote the underlying shares on your behalf. You need to return the form no later than the time and date shown above to give CHESS Depository Nominees Pty Ltd enough time to tabulate all CHESS Depository Interest votes and to vote on the underlying shares.

SIGNING INSTRUCTIONS FOR POSTAL FORMS

Individual: Where the holding is in one name, the securityholder must sign.

Joint Holding: Where the holding is in more than one name, all of the securityholders should sign.

Power of Attorney: If you have not already lodged the Power of Attorney with the Australian registry, please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: Only duly authorised officer/s can sign on behalf of a company. Please sign in the boxes provided, which state the office held by the signatory, ie Sole Director, Sole Company Secretary or Director and Company Secretary. Delete titles as applicable.

Lodge your Form:

XX

Online:

Lodge your vote online at www.investorvote.com.au using your secure access information or use your mobile device to scan the personalised QR code.

Your secure access information is



Control Number: 999999
SRN/HIN: I9999999999
PIN: 99999

For Intermediary Online subscribers (custodians) go to www.intermediaryonline.com

By Mail:

Computershare Investor Services Pty Limited
GPO Box 242
Melbourne VIC 3001
Australia

By Fax:

1800 783 447 within Australia or
+61 3 9473 2555 outside Australia



PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.

MR SAM SAMPLE
 FLAT 123
 123 SAMPLE STREET
 THE SAMPLE HILL
 SAMPLE ESTATE
 SAMPLEVILLE VIC 3030

Change of address. If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.



I 9999999999

I ND

Voting Instruction Form

Please mark to indicate your directions

STEP 1 CHESSE Depository Nominees Pty Ltd (CDN) will vote as directed

(please mark box A OR insert a name in the space provided at B below)

I/We, being a CUF5 holder of the company, hereby instruct:

XX

Option **A**

CHESSE Depository Nominees Pty Limited (CDN) to vote on my/our behalf with respect to the resolutions below in the manner instructed in Step 2.

or

Option **B**

CDN to appoint the following Nominated Proxy:

Please write the name of the person you would like to attend and vote at the meeting in Dublin on your behalf. **If you wish to attend, speak and vote at the meeting in Dublin, write your own name.**

or failing attendance at the AGM of the person or body corporate so named, the Chairman

to attend, speak and vote the shares underlying my/our holding at the Annual General Meeting of Oneview Healthcare p.l.c. to be held at Block 2, Blackrock Business Park, Blackrock, County Dublin, Ireland on Tuesday, 26 October 2021 at 7.00am (Dublin time) / 5.00pm (Sydney time) and at any adjournment or postponement of that meeting. By execution of this Voting Instruction Form the undersigned hereby authorises CHESSE Depository Nominees Pty Ltd to appoint such proxies or their substitutes to vote in their discretion on such business as may properly come before the meeting.

Chairman authorised to exercise undirected proxies on remuneration related resolutions: Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman becomes my/our proxy by default), I/we expressly authorise the Chairman to exercise my/our proxy on Items 10 - 17 (except where I/we have indicated a different voting intention in step 2) even though Items 10 - 17 are connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman.

Important Note: If the Chairman of the Meeting is (or becomes) your proxy you can direct the Chairman to vote for or against or abstain from voting on Items 10 - 17 by marking the appropriate box in step 2. All Resolutions: The Chairman of the Meeting intends to vote undirected proxies in favour of all Resolutions.

STEP 2 Items of Business

PLEASE NOTE: If you mark the **Abstain** box for an item, you are directing CHESSE Depository Nominees Pty Ltd or their appointed proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority.

	For	Against	Abstain		For	Against	Abstain
1. To receive and consider the Annual Report and Financial Statements for the year ended 31 December 2020	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	11. Grants of Restricted Share Units (Performance Related Grant) to Executive Director (James Fitter)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. To receive and consider the Directors' Report on remuneration for the period ended 31 December 2020	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	12. Grants of Restricted Share Units (Salary Sacrifice Grant) to Executive Director (James Fitter)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. To re-appoint Joseph Rooney as a Director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	13. Approval of issue and grant of RSUs to Joseph Rooney under the NED RSU Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. Confirmation of appointment of Nashina Asaria	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	14. Approval of issue and grant of RSUs to Dr Lyle Berkowitz under the NED RSU Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. Remuneration of the Auditors	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	15. Approval of issue and grant of RSUs to Nashina Asaria under the NED RSU Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6. Continuation in office of the Auditors	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	16. Approval of issue and grant of RSUs to Michael Kaminski under the NED RSU Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7. Increase in authorised share capital	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	17. Grants of Share Options to the Chairman (Michael Kaminski)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8. Board authority to allot shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	18. Ratification of issue of 26,164,192 CUF5	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
9. Amendment to rules of the Oneview Healthcare plc Restricted Share Unit Plan ("RSU Plan") and the Oneview Healthcare plc NED & Consultant RSU Plan ("NED RSU Plan")	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	19. Ratification of issue of 17,442,796 CUF5	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
10. Approval of issue and grant of RSUs to Nashina Asaria under the NED RSU Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	20. Authority to allot share based remuneration	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
				21. Disapplication of Irish statutory pre-emption rights in certain circumstances	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
				22. Approval of 10% placement capacity	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

SIGN

Signature of Securityholder(s) This section must be completed.

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

Contact Name

Contact Daytime Telephone

Date / /

ONE

999999A



Computershare +