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THIS DOCUMENT AND THE ACCOMPANYING 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 Union (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 (as amended); 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 Oneview Healthcare p.l.c. shares (or CHESS Units of Foreign Securities representing such shares ("CUFS")), please forward this document and the accompanying Form of Proxy and Voting Instruction Form 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.

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# EXTRAORDINARY 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

**Friday, 10 May 2019 at 7.00 a.m. Dublin time (4.00 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](http://www.investorvote.com.au)**

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Notice of an Extraordinary General Meeting of Oneview Healthcare p.l.c. to be held at Block 2, Blackrock Business Park, Blackrock, County Dublin, Ireland on Friday, 10 May 2019 at 7.00 a.m. Dublin time (4.00 p.m. Sydney time), is set out in this document, accompanied by (i) if you directly hold shares in the Company, a Form of Proxy or (ii) if you hold CUFS over shares in the Company, a Voting Instruction Form, in each case in connection with the resolutions at the meeting. To be valid, the Form of Proxy must be returned so as to be received by or on behalf of the Company, not later than 7.00 a.m. Dublin time (4.00 p.m. Sydney time) on Wednesday, 8 May 2019, and 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 (4.00 p.m. Sydney time) on Tuesday, 7 May 2019, in each case in the manner set out in the Notes attached to this Notice.

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# 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:

Joseph Patrick Rooney  
James Fitter  
Mark McCloskey  
Lyle Berkowitz  
Michael Kaminski

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

Patrick Masterson

*Company Secretary*

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

11 April 2019

## Chairman's Letter to Members

Dear Securityholder,

Today, Oneview Healthcare p.l.c. (the "**Company**") announced a capital raising of up to A\$27 million ("**Capital Raising**"). The Capital Raising comprises (in each case subject to securityholders' approval):

- (a) a conditional placement of CUFS in the Company ("**Conditional Placement**") to raise A\$25 million; and
- (b) a conditional security purchase plan to raise up to A\$2 million ("**Conditional SPP**").

Bell Potter Securities Limited acted as Lead Manager in respect of the Conditional Placement.

The Conditional SPP is an offer to each securityholder (subject to certain restrictions) to apply for up to A\$15,000 in CUFS (subject to any scale back), the terms and conditions of which are expected to be announced to the market on Monday, 15 April 2019.

As you are aware, the Board is continuously reviewing the capital requirements of the Company to allow it to pursue its strategic objectives. In this context the Board considers that the Capital Raising would be desirable for the current needs of the Company and, accordingly, the Board believes that the Capital Raising is in the best interests of the Company and the holders of securities in the Company ("**Securityholders**") as a whole. Accordingly, the Board has resolved to convene an Extraordinary General Meeting ("**EGM**") at 7.00 a.m. Dublin time (4.00 p.m. Sydney time) on Friday, 10 May 2019 at Block 2, Blackrock Business Park, Blackrock, County Dublin, Ireland to put certain resolutions to the Securityholders of the Company for approval.

If passed, these resolutions will:

- a) grant the Directors authority to allot securities up to an amount equal to an aggregate nominal value of €108,000, being approximately 155.29% of the issued share capital as at Wednesday, 10 April 2019 (the latest practicable date prior to the publication of this notice);
- b) grant the Directors authority to disapply the Irish statutory pre-emption provisions in connection with the Conditional Placement and the Conditional SPP;
- c) increase the authorised (but unissued) share capital of the Company to enable the Company to issue new securities;
- d) for the purposes of the ASX Listing Rules, permit the Company to issue securities under the Conditional Placement and the Conditional SPP; and
- e) for the purposes of the ASX Listing Rules, permit the Company to issue securities under the Conditional Placement (including to Joe Rooney, James Fitter, Michael Kaminski and Dr Lyle Berkowitz, each of whom is a director of the Company) and the Conditional SPP.

If granted, the authorities in a) and b) above will expire at 6:00 p.m. (Dublin time) on 31 December 2019 unless previously varied, revoked or renewed.

In addition, it is proposed to grant the Directors authority to amend the terms of certain existing employee options issued to employees under the Company's share option plan. Further details in respect of each of the proposed resolutions are set out below. Such amendments have been approved by the Australian Securities Exchange, subject to approval by Securityholders.

Securityholders who are not attending the EGM in person can participate remotely via teleconference. To participate in the EGM teleconference, please:

- Dial into the EGM using one of the following numbers:

Australia	+61 8 7150 1149
	+61 2 8015 2088
Ireland	+353 1 691 7488
	+353 1 513 3247
US	+1 669 900 6833
	+1 646 876 9923
Hong Kong	+852 5808 6088
New Zealand	+64 4 831 8959
	+64 9 801 1188
Singapore	+65 3158 7288
	+65 3165 1065
United Kingdom	+44 203 695 0088
	+44 203 966 3809

- Enter the Conference ID 648 405 548.

**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 below.**

In accordance with the Company's Constitution and the requirements of Irish company law, the EGM is being held in Ireland. Even if you are not able to come to the meeting in person, all ordinary shareholders and, subject to the delivery of a validly completed Voting Instruction Form, all CUFS holders, can still vote and I would urge all members, regardless of the number of ordinary shares or CUFS that you own and where you are located, to complete, sign and return their Proxy Form or Voting Instruction Form as soon as possible but, in any event, by 7.00 a.m. Dublin time (4.00 p.m. Sydney time) on Wednesday, 8 May 2019 in the case of a Proxy Form, and by 7.00 a.m. Dublin time (4.00 p.m. Sydney time) on Tuesday, 7 May 2019 in the case of the Voting Instruction Form.

Instructions relating to the submission of Proxy Forms and Voting Instruction Forms (including the manner in which ordinary shareholders and CUFS holders may submit their proxy appointment and voting instructions electronically) are included in the notes section on pages 6 to 9 of this document.

The formal Notice of EGM appears on pages 4 and 5 of this document, and the explanatory memorandum ("**Explanatory Memorandum**") which provides further detail in respect of the resolutions proposed at the EGM which appears on pages 10 to 13 of this document.

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

Yours faithfully,



**Joe Rooney**  
Chairman

# NOTICE OF EXTRAORDINARY GENERAL MEETING

OF

ONEVIEW HEALTHCARE p.l.c.

("Company")

**NOTICE** is hereby given that an extraordinary general meeting of the Company will be held at 7.00 a.m. Dublin time (4.00 p.m. Sydney time) on Friday, 10 May 2019 at Block 2, Blackrock Business Park, Blackrock, County Dublin, Ireland ("**EGM**") for the following purposes:

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

1. That, in addition and without prejudice or limitation to the resolutions passed at the Company's Annual General Meeting held on 3 May 2018, the Directors be and 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 of €108,000 being, approximately 155.29% of the issued share capital as at Wednesday, 10 April 2019. The authority hereby conferred shall expire at 6:00 p.m (Dublin time) on 31 December 2019 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 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 had not expired.

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

2. That, in addition and without prejudice or limitation to the power and authority conferred on the Directors by Resolution 3 of this Notice of EGM, the Directors be and are hereby generally and unconditionally authorised, pursuant to Sections 1022 and 1023(3) of the Companies Act 2014, 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 1 of this Notice of EGM as if Section 1022(1) did not apply to any such allotment, such power being limited to the allotment of equity securities for cash up to an amount equal to an aggregate nominal value of €108,000, which represents approximately 155.29% of the issued share capital as at Wednesday, 10 April 2019 in connection with the proposed Conditional Placement and/or the proposed Conditional SPP, details of which were announced by the Company on 11 April 2019 and are also contained in the Explanatory Memorandum, provided that such power shall expire at 6:00 p.m. (Dublin time) on 31 December 2019 unless previously varied, revoked or renewed, and provided further that the Company may before such expiry 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.

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

3. That for the purposes of ASX Listing Rule 6.23 and for all other purposes, the variation to the terms of up employee options ("**Employee Options**") held by up to 93 employees and issued under the Company's Share Option Plan be and is hereby approved so that the exercise price for the Employee Options is changed to the closing price for the Company's CUFS on the trading day prior to the date of this meeting, the vesting period is extended to 4 years from the date of this meeting, and the expiry period for the Employee Options is extended to 7 years from the date of this meeting, in each case on the terms and conditions contained in the Explanatory Memorandum.
4. That, the authorised capital of the Company be and is hereby increased from €100,000 divided into 100,000,000 ordinary shares of €0.001 each to €600,000 divided into 600,000,000 ordinary shares of €0.001 each by the creation of 500,000,000 ordinary shares of €0.001 each.
5. That, for the purposes of ASX Listing Rule 7.1 and for all other purposes, approval be given for the issue of up to 100,000,000 CUFS over fully paid ordinary shares in the Company under the Conditional Placement at a price of \$A0.25 per CUF, on the terms and conditions contained in the Explanatory Memorandum.
6. That, for the purposes of ASX Listing Rule 10.11 and for all other purposes, approval be given for the issue of 2,114,000 CUFS over fully paid ordinary shares in the Company at a price of \$A0.25 per CUF to directors, Joe Rooney, James Fitter, Michael Kaminski and Dr Lyle Berkowitz under the Conditional Placement, on the terms and conditions contained in the Explanatory Memorandum.
7. That, for the purposes of ASX Listing Rules 7.1 and for all other purposes, approval be given for the issue of up to 8,000,000 CUFS to existing investors under the Conditional SPP at a price of \$A0.25 per CUF, on the terms and conditions contained in the Explanatory Memorandum.

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

8. That, subject to and conditional upon Resolution 4 of the Notice of EGM being passed, the constitution of the Company be amended in the following manner:

(a) Clause 5 of the memorandum of association be deleted in its entirety and replaced with the following:

*"The share capital of the Company is €600,000 divided into 600,000,000 ordinary shares of €0.001 each.";*

(b) Article 4 of the articles of association of the Company be deleted in its entirety and be replaced with the following:

*"The share capital of the Company is €600,000 divided into 600,000,000 ordinary shares of €0.001 each".*

By order of the Board



**Patrick Masterson**  
*Company Secretary*

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

11 April 2019

## **EGM Notice: Notes**

**Notes 1 to 7 apply to persons who directly hold ordinary shares in the capital of the Company. Notes 8 to 10 apply to persons who hold CUFS. Notes 11 to 13 apply to both shareholders and CUFS holders.**

### **SHAREHOLDERS**

#### ***Entitlement to attend and vote***

1. Only those members registered in the register of members of the Company at 7.00 a.m. Dublin time (4.00 p.m. Sydney time) on Wednesday, 8 May 2019 or if the EGM 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 in respect of the number of ordinary shares registered in their name, vote at the meeting, or if relevant, any adjournment thereof. Changes in the 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.

#### ***Appointment of Proxies***

2. A person who holds ordinary shares in the capital of the Company who is 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 or its behalf at the EGM 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 an ordinary shareholder from attending, speaking, asking questions and voting at the general meeting should such ordinary shareholder 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.
3. A Form of Proxy for use by ordinary shareholders is enclosed with the Notice of EGM. To be effective, the Form of Proxy duly completed and executed, together with any original power of attorney or other authority under which it is executed, or a copy of such authority certified notarially or by a solicitor practising in the Republic of Ireland, must be deposited with the Company, by post to Company Secretary, Block 2, Blackrock Business Park, Carysfort Avenue, Blackrock, Co. Dublin., A94 H2X4, Ireland, so as to be received in any case no later than 48 hours before the time appointed for the EGM or adjourned EGM or (in the case of a poll taken otherwise than at or on the same day as the EGM or adjourned EGM) 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.
4. Alternatively, subject to the constitution of the Company and provided it is received not less than 48 hours before the time appointed for the holding of the EGM or adjourned EGM or (in the case of a poll taken otherwise than at or on the same day as the EGM or adjourned EGM) at least 48 hours before the taking of the poll at which it is to be used, the appointment of a proxy may be submitted via electronic mail to [cosec@oneviewhealthcare.com](mailto:cosec@oneviewhealthcare.com).
5. In the case of a corporation, the Form of Proxy must be either executed under its common seal, signed on its behalf by a duly authorised officer or attorney, or submitted electronically in accordance with note 4.
6. On any other business which may properly come before the EGM, 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 of EGM, the proxy will act at his/her discretion.

#### ***Voting rights***

7. As an ordinary shareholder, you have two ways of exercising your vote: (a) by attending the EGM in person, or (b) by appointing a proxy to attend and vote on your behalf. In the case of joint holders the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other registered ordinary shareholders and for this purpose seniority shall be determined by the order in which the names stand in the register of members in respect of the joint holding.

### **CUFS HOLDERS**

#### ***Entitlement to attend and vote***

8. Only those persons registered as holders of CUFS over shares of the Company at 7.00 a.m. Dublin time (4.00 p.m. Sydney time) on Wednesday, 8 May 2019 or if the EGM 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 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 by CUFS Holders***

9. If you are a CUFS holder and want to vote on the resolutions to be considered at the EGM, you have the following options:

### ***Option A – If you are not attending the EGM in person or appointing a Nominated Proxy***

Follow this option if you do not intend to attend the EGM in person or to appoint a proxy to attend the EGM in person on your behalf (a "Nominated Proxy").

You may lodge a Voting Instruction Form directing CHESS Depository Nominees Pty Limited ("CDN") (the legal holder of shares for the purposes of the ASX Settlement Operating Rules) to nominate the Chairman of the EGM as its proxy to vote the shares underlying your holding of CUFS that it holds on your behalf.

You can submit your Voting Instruction Form as follows:

- i. Complete the hard-copy Voting Instruction Form accompanying this Notice of Meeting and lodge it using the "Lodgement Instructions" set out at note 10 below.
- ii. Complete a Voting Instruction Form using the internet:  
Go to [www.investorvote.com.au](http://www.investorvote.com.au)  
You will need:
  - your Control Number (located on your Voting Instruction Form); and
  - your SRN or HIN for your holding; and
  - 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.

For your vote to count, your completed Voting Instruction Form must be received by Computershare no later than 7.00 a.m. Dublin time (4.00 p.m. Sydney time) on Tuesday, 7 May 2019. You will not be able to vote your CUFS over Shares by way of teleconference.

### ***Option B – If you are (or your Nominated Proxy is) attending the EGM***

If you would like to attend the EGM or appoint a Nominated Proxy to attend the EGM 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 EGM,

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

If the Nominated Proxy does not attend the EGM, 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 [sydneyreturningofficer@computershare.com.au](mailto:sydneyreturningofficer@computershare.com.au), by 7.00 a.m. Dublin time (4.00 p.m. Sydney time) on Wednesday, 8 May 2019, then the Chairman intends voting in favour of all of the resolutions.

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 (4.00 p.m. Sydney time) on Tuesday, 7 May 2019.

### ***Option C – convert your holding of CUFS into Shares***

Holders of CUFS may convert their CUFS into a holding of shares and vote these at the meeting as set out at Notes 1 to 7 above. However, if thereafter the former CUFS holder wishes to sell their investment on ASX it would be necessary to convert the shares back to CUFS. In order to vote in person, the conversion must be completed prior to 7.00 a.m. Dublin time (4.00 p.m. Sydney time) on Wednesday, 8 May 2019. Holders of CUFS who wish to convert their CUFS into 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](mailto: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](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***

10. Completed Voting Instruction Forms may be lodged with Computershare using one of the following methods:

- a) by post to GPO Box 242, Melbourne VIC 3001, Australia; or
- b) by delivery in person to Computershare at Level 4, 60 Carrington Street, Sydney NSW 2000, Australia; or
- c) online at [www.investorvote.com.au](http://www.investorvote.com.au); or
- d) for Intermediary Online subscribers only (custodians), online at [www.intermediaryonline.com](http://www.intermediaryonline.com); or
- e) 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 2 8235 8133; or
- b) by email to [sydneyreturningofficer@computershare.com.au](mailto:sydneyreturningofficer@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](http://www.investorcentre.com) under the help tab and then click on 'Need a Printable Form'.

## **NO VOTING AVAILABLE IN EGM TELECONFERENCE**

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.

## **SECURITYHOLDERS AND CUFS HOLDERS**

### ***Total number of issued shares***

11. The total number of issued ordinary shares on the date of this Notice of EGM is 69,545,563 (including 2,075,740 restricted securities). 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 8 to 10) 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. All resolutions at the EGM 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 EGM***

12. The EGM is an opportunity for members to put questions to the Chairman during the question and answer session. Before the EGM, a member may also submit a question in writing by sending a letter and evidence of their shareholding by pre-paid registered post to the Company Secretary, Patrick Masterson, Block 2, Blackrock Business Park, Carysfort Avenue, Blackrock, Co. Dublin., A94 H2X4, Ireland to be received no later than 12 noon Dublin time on Monday, 6 May 2019.

### ***Amendments to resolutions***

13. 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 3***

14. The Company will disregard any votes cast in favour of Resolution 3 by or on behalf of the holders of the Employee Options or any associate of those persons.

The Company will not disregard a vote if:



- a) it is cast by a person as proxy for a person (not being the holder of an Employee Option) who is entitled to vote, in accordance with the directions on the proxy form; or
- b) it is cast by the person chairing the meeting as proxy for a person (not being the holder of an Employee Option) who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

***Voting Exclusion in respect of Resolution 5***

15. The Company will disregard any votes cast in favour of Resolution 5 by or on behalf of any person who may participate in the proposed issue of CUFS to investors under the Conditional Placement and any associates of those persons.

The Company will not disregard a vote if:

- a) it is cast by a person as proxy for a person (not being a person who may participate in the proposed issue of CUFS to the Conditional Placement) who is entitled to vote, in accordance with the directions on the proxy form; or
- b) it is cast by the person chairing the meeting as proxy for a person (not being a person who may participate in the proposed issue of CUFS to the Conditional Placement) who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides, and

as otherwise permitted by ASX pursuant to a waiver granted to the Company in respect of the voting exclusions applicable to Resolution 5. ASX has granted a waiver allowing the Company to limit the application of ASX Listing Rule 14.11 so that the votes of a Securityholder who participated in the Conditional Placement may be counted, only to the extent that the holder is acting solely in a fiduciary, nominee, trustee or custodial capacity on behalf of beneficiaries who did not participate in the Conditional Placement (the **Nominee Holder**), on the following conditions:

- c) the relevant beneficiaries provide written confirmation to the Nominee Holder that they did not participate in the Conditional Placement, nor are they an associate of a person who participated in the Conditional Placement;
- d) the relevant beneficiaries direct the Nominee Holder to vote for or against Resolution 5; and
- e) the Nominee Holder does not exercise discretion in casting votes on behalf of the relevant beneficiaries].

***Voting Exclusion in respect of Resolution 6***

16. The Company will disregard any votes cast in favour of Resolution 6 by or on behalf of Joe Rooney, James Fitter, Michael Kaminski, Dr Lyle Berkowitz and any associates of those persons.

The Company will not disregard a vote if:

- f) it is cast by a person as proxy for a person (not being a person who may participate in the proposed issue of CUFS to the Conditional Placement) who is entitled to vote, in accordance with the directions on the proxy form; or
- g) it is cast by the person chairing the meeting as proxy for a person (not being a person who may participate in the proposed issue of CUFS to the Conditional Placement) who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

## EXPLANATORY MEMORANDUM

### **Background**

Resolutions 1, 2 and 4 to 7 relate to the Capital Raising being conducted by the Company, details of which were announced by the Company on 11 April 2019.

Bell Potter Securities Limited acted as Lead Manager in respect of the Conditional Placement.

The Conditional SPP is an offer to Securityholders to apply for up to A\$15,000 in CUFS (subject to scale back), the full terms and conditions of which are expected to be announced to the market on Monday, 15 April 2019.

The Conditional Placement closed on Wednesday, 10 April 2019 and the Company received valid applications for 100,000,000 CUFS. The Conditional SPP is expected to open on Monday, 15 April 2019 and close on Tuesday, 7 May 2019.

The issue price under the Conditional Placement and the Conditional SPP is A\$0.25. This represents a discount to the closing price on Wednesday, 10 April, and volume weighted average price of the CUFS (**VWAP**), as follows:

	<b>Price per CUF</b>	<b>Discount</b>
<b>Issue price</b>	<b>A\$0.25</b>	
Closing price on Wednesday, 10 April	A\$0.34	26.5%
5 trading day VWAP	A\$0.345	27.6%
15 trading day VWAP	A\$0.356	29.8%

The securities to be issued under the Conditional Placement have been placed to a broad range of professional and sophisticated investors. Oneview's largest shareholder, James (Will) Vicars, has also agreed to participate in the Conditional Placement. His holding on issue of the CUFS under the Conditional Placement (and ignoring any issue of CUFS to eligible Securityholders under the SPP) and is expected to represent voting power of approximately 18.20%, a decrease of approximately 1.44% from his holding as at the date of this notice. The Oneview board does not consider that the Conditional Placement or SPP will have a material impact on the control of Oneview.

The Company will apply the net proceeds from the Conditional Placement and Conditional SPP to accelerate sales of the core InPatient product, accelerate the market launch of the Senior Living product and strengthen the balance sheet in order to facilitate growth.

### **Resolution 1: Board authority to allot shares**

Resolution 1 renews the Directors' authority to allot securities up to an amount equal to an aggregate nominal value of €108,000, being approximately 155.29% of the issued share capital as at Wednesday, 10 April 2019 (the latest practicable date prior to the publication of this letter).

If adopted, this authority will expire at 6:00 p.m. (Dublin time) on 31 December 2019 unless previously varied, revoked or renewed.

### **Resolution 2: Disapplication of statutory pre-emption rights in certain circumstances**

Resolution 2 is asking members to renew the Directors' authority to allot securities free from the strict statutory pre-emption provisions up to an amount equal to an aggregate nominal value of €108,000, which represents approximately 155.29% of the total nominal value of the Company's issued share capital as at Wednesday, 10 April 2019 (the latest practicable date prior to the publication of this letter) including in connection with the proposed Conditional Placement and/or the proposed Conditional SPP.

If adopted, this authority will expire at 6:00 p.m. (Dublin time) on 31 December 2019 unless previously varied, revoked or renewed.

### **Resolution 3: Approval of variation to the terms of certain employee options**

As at the date of this notice of meeting, on a fully diluted basis, the Company has 69,545,563 CUFS on issue (which includes 2,075,740 restricted securities) and 4,060,910 options. Of the current options, up to 1,497,500 are the "Employee Options", the subject of this resolution.

The Employee Options were granted under the Company's share option plan which was adopted by the Company's board in October 2013 (and amended and restated in 2016). Ireland remains a highly competitive market for quality technical and IT resources, and incentives such as the Employee Options remain a critical tool in the employment and retention of staff.

The Employee Options are held by up to 93 employees based across the various jurisdictions in which the Company operates. None of the Employee Options are held by the Company's directors.

## Background to Resolution 4

Pursuant to Resolution 4, the Company seeks approval to amend the terms of certain Employee Options in accordance with the table set out below.

					Current Vesting Schedule															
Grant Date	Options	Existing Strike Price	Existing Strike Price (Note 1)	Number of Employee option holders (Note 2)	Currently Vested	Qtr End 31/12/18	Qtr End 31/3/19	Qtr End 30/6/19	Qtr End 30/9/19	Qtr End 31/12/19	Qtr End 31/3/20	Qtr End 30/6/20	Qtr End 30/9/20	Qtr End 31/12/20	Qtr End 31/3/21	Qtr End 30/6/21	Qtr End 30/9/21	Qtr End 31/12/21	Qtr End 31/3/22	
		€	£																	
Dec-15	550,000	€0.750	\$1.19	13	166,690	383,310														
Oct-16	250,000	€4.420	\$7.00	1	125,000		15,625	15,625	15,625	15,625	15,625	15,625	15,625	15,625						
Oct-16	259,500	€4.290	\$6.80	33	163,955		16,222	16,222	16,222	16,217	10,331	9,695	6,746	3,424	466					
Jan-17	35,500	€4.490	\$7.11	10	15,533		2,219	2,219	2,219	2,219	2,219	2,219	2,219	2,219	2,215					
Apr-17	75,000	€0.750	\$1.19	2	46,878		4,688	4,688	4,688	4,688	4,688	4,682								
Apr-17	86,500	€3.940	\$6.24	10	32,912		5,409	5,409	5,409	5,409	5,409	5,409	5,409	5,409	5,406	4,910				
Jul-17	75,500	€3.290	\$5.21	9	23,595		4,720	4,720	4,720	4,720	4,720	4,720	4,720	4,720	4,720	4,720	4,705			
Oct-17	142,500	€1.870	\$2.96	15	23,126		5,783	5,783	5,783	30,783	8,908	8,908	8,908	8,908	8,908	8,908	8,908	8,886		
Jan-18	16,000	€1.320	\$2.09	6	-		4,000	999	999	999	999	999	999	999	999	999	999	999	1,011	
Apr-18	7,000	€1.250	\$1.98	3	-		-	1,750	437	437	437	437	437	437	437	437	437	437	880	
1,497,500					102	597,689	383,310	58,666	57,415	56,102	81,097	53,336	52,694	45,063	41,741	23,151	19,974	15,049	10,322	1,891
Current % vesting						40%	26%	4%	4%	4%	5%	4%	4%	3%	3%	2%	1%	1%	1%	0%

Note 1 Based on €/\$ FX rate of 1.584

Note 2 Currently 102 option certs are held by a total of 93 employees

The closing price for CUFS on the trading day immediately prior to the date of this notice of meeting was A\$0.34, materially below the exercise prices for the Employee Options, as noted in the table above.

The Company is currently in the process of revising its business strategy including rationalisation and streamlining of its product offering. This revised strategy was communicated to the market on Wednesday, 7 November 2018.

The Employee Options are important to incentivise staff members and mitigate the risk of staff loss during this period of strategic change.

The proposed amendments outlined herein are not designed to achieve a different outcome from that which was intended at the time the Employee Options were initially granted and does not seek to extract an economic benefit from the Company at the expense of shareholders, nor is it providing an undue advantage to the relevant employees or causing any detriment to shareholders.

The Board recommends that shareholders vote in favour of Resolution 3.

The Chair intends to exercise all available proxies in favour of Resolution 3.

### ASX Listing Rule 6.23.3

The proposed changes to the Employee Options will increase the vesting and expiry dates of the Employee Options and reduce the exercise price.

The Company has received a waiver from the Australian Securities Exchange (**ASX**) in respect of ASX Listing Rule 6.23.3 to allow the amendments to the Employee Options, subject to shareholder approval being obtained in respect of the proposed amendments. Accordingly shareholder approval is being sought pursuant to Resolution 3.

### Resolution 4: Increase in authorised share capital

Resolution 4 proposes an increase in the Company's authorised (but unissued) share capital by the creation of €500,000 ordinary shares of €0.001 each to enable the Company to issue new securities, including in connection with the proposed Conditional Placement and/or the proposed Conditional SPP.

## Background to Resolutions 5 to 7

### ASX Listing Rule 7.1

ASX Listing Rule 7.1, known as the "15% rule", limits the capacity of a company to issue securities without the approval of its shareholders. In broad terms, that Listing Rule provides that a company may not, in a twelve month period, issue securities equal to more than 15% of the total number of ordinary securities on issue at the beginning of the twelve month period unless the issue is approved by shareholders or otherwise comes within one of the exceptions to ASX Listing Rule 7.1 set out in ASX Listing Rule 7.2.

### ASX Listing Rule 7.4

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.

### **Resolution 5: Conditional Placement**

Resolution 5 proposes to seek Securityholder approval to issue of up to 100,000,000 CUFS under the Conditional Placement at an issue price of A\$0.25 per CUF.

The securities to be issued under the Conditional Placement will represent 144% of the CUFS on issue as at the date of this notice and 59% of the CUFS on issue immediately following the issue of those CUFS (assuming that no CUFS are issued under the Conditional SPP or otherwise after the date of this notice). If Resolution 5 is passed, the Company will be permitted to issue those CUFS without breaching the 15% limit which applies to the Company under ASX Listing Rule 7.1 and to preserve the Company's capacity to issue further CUFS within this 15% limit in a 12 month period without the prior approval of Securityholders.

If Resolution 5 is not passed, the CUFS the subject of the Conditional Placement will not be issued and the funding to be raised under the Conditional Placement will not be received by the Company. In these circumstances, the Company may need to explore alternative sources of funding.

In accordance with ASX Listing Rule 7.3, the Company provides the following information:

- (a) the maximum number of CUFS that the Company will issue under the Conditional Placement is 100,000,000;
- (b) the date by which the Company will issue the CUFS under the Conditional Placement is expected to be Thursday, 16 May 2019 but, in any event, no later than one month after the date of the EGM;
- (c) the issue price for the CUFS to be issued under the Conditional Placement is A\$0.25 per CUF;
- (d) the CUFS will be issued to the Conditional Placement investors; and
- (e) the CUFS will be issued on the same terms as, and will rank equally with, all other CUFS, from the time of issue.

The Board unanimously recommends that Securityholders vote in favour of the approval of Resolution 5.

### **Resolution 6: Participation of directors in Conditional Placement**

Resolution 6 seeks approval by Securityholders under ASX Listing Rule 10.11 and for all other purposes, for the issue of up to 2,114,000 CUFS at an issue price of \$A0.25 per CUF to Joe Rooney, James Fitter, Michael Kaminski and Dr Lyle Berkowitz (or their nominees) pursuant to the Conditional Placement.

ASX Listing Rule 10.11 provides that a listed company must not, without the approval of ordinary shareholders, issue equity securities to a related party. The Directors, Joe Rooney, James Fitter, Michael Kaminski and Dr Lyle Berkowitz wish to participate in the Conditional Placement. Their participation must be approved by Securityholders in accordance with Listing Rule 10.11.

In compliance with Listing Rule 10.13, the Company provides the following information:

- (a) the Company will issue:
  - (i) 600,000 CUFS to Joe Rooney;
  - (ii) 1,200,000 CUFS to James Fitter;
  - (iii) 280,000 CUFS to Michael Kaminski; and
  - (iv) 34,000 CUFS to Dr Lyle Berkowitz.
- (b) the date by which the Company will issue the CUFS set out above under the Conditional Placement is expected to be Thursday, 16 May 2019 but, in any event, no later than one month after the date of the EGM;
- (b) the issue price for the CUFS to be issued under the Conditional Placement is \$A0.25 per CUF; and
- (c) the CUFS will be issued on the same terms as, and will rank equally with, all other CUFS, from the time of issue.

Tables 1 and 2 below set out the relevant interests of the Directors before and following the issue of the CUFS the subject of Resolution 6.

**Table 1. Relevant interests of Directors immediately before the issue of CUFS under the Conditional Placement and the passing of Resolution 6.**

Director	Number of CUFS	Voting Power
Joe Rooney	557,514	0.80%
James Fitter	2,239,970	3.22%
Michael Kaminski	Nil	0%
Dr Lyle Berkowitz	Nil	0%
Mark McCloskey	6,987,230	10.05%

**Table 2. Relevant interests of Directors immediately following the issue of CUFS under the Conditional Placement and the passing of Resolution 6 (assuming no CUFS are issued under the Conditional SPP).**

Director	Number of CUFS	Voting Power
Joe Rooney	1,157,514	0.68%
James Fitter	3,439,970	2.03%
Michael Kaminski	280,000	0.17%
Dr Lyle Berkowitz	34,000	0.02%
Mark McCloskey	6,987,230	4.12%

If Securityholder approval is given under ASX Listing Rule 10.11, Securityholder approval is not required under ASX Listing Rule 7.1 in respect of the issue of CUFS to the directors.

#### **Resolution 7: Conditional SPP**

Resolution 7 proposes the issue of up to 8,000,000 CUFS under the Conditional SPP to existing Securityholders at an issue price of \$A0.25 per CUF.

If Resolution 7 is passed, the Company will be permitted to issue those CUFS without breaching the 15% limit which applies to the Company under ASX Listing Rule 7.1 and to preserve the Company's capacity to issue further CUFS within this 15% limit in a 12 month period without the prior approval of Securityholders.

If Resolution 7 is not passed, the CUFS the subject of the Conditional SPP may not be issued and the funding to be raised under the Conditional SPP may not be received by the Company. In these circumstances, the Company may need to explore alternative sources of funding.

In accordance with ASX Listing Rules 7.3, the Company provides the following information:

- (a) the maximum number of CUFS that the Company will issue under the Conditional SPP is 8,000,000;
- (b) the date by which the Company will issue the CUFS under the Conditional SPP is expected to be Tuesday, 14 May 2019 but, in any event, no later than one month after the date of the EGM;
- (c) the issue price for the CUFS to be issued under the Conditional SPP is \$A0.25 per CUF;
- (d) the CUFS will be issued to the Conditional SPP investors, being various existing Securityholders; and
- (e) the CUFS will be issued on the same terms as, and will rank equally with, all other CUFS, from the time of issue.

The maximum number of securities that may be issued under the Conditional SPP will represent 11.5% of the CUFS on issue as at the date of this notice and 4.7% of the CUFS on issue immediately following the issue of those CUFS and the CUFS under the Conditional Placement (assuming that no CUFS are otherwise issued after the date of this notice).

The Board unanimously recommends that Securityholders vote in favour of the approval of Resolution 7.

***Resolution 8: Amendment to the Company's constitution***

Resolution 8 proposes amendments to the constitution of the Company to reflect the proposed increase of the authorised (but unissued) share capital pursuant to Resolution 8. No other changes are proposed to the constitution.