
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 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 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.

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

Thursday 1 August 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

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 1 August 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 30 July 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 29 July 2019, in each case in the manner set out in the Notes attached to this Notice.

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
Dr. 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

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

Patrick Masterson

Company Secretary

8 July 2019

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 (4.00 p.m. Sydney time) on 1 August 2019 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. Shareholders will be asked to consider the Annual Report and Financial Statements for the period ended 31 December 2018 together with the reports of the Directors and Auditors thereon. The business of the meeting will also include a proposal for the re-election of two current Directors, Mark McCloskey and Michael Kaminski, and approval of future issues of options under the Company's existing employee share option plan, and awards under a new restricted share unit plan for Directors, senior employees and consultants.

We are asking shareholders to refresh and renew the approval of future issues of options under the Oneview Healthcare plc Share Option Plan ("**ESOP**"). The ESOP was adopted by the Company in 2013 prior to its public listing and details of the ESOP were included in the prospectus of March 2016 relating to the initial public offering. The terms of the ESOP are unchanged from 2016 and a summary of the key features is set out in the Appendix to this Notice.

The Company has adopted a new discretionary employee share plan, the Oneview Healthcare plc Restricted Share Unit Plan ("**RSU Plan**") for executive Directors and senior employees. This is a new long-term incentive plan for senior management employees ahead of the expiry of the current plan, key components of which are due to expire in December 2019. The RSU Plan will replace the Restricted Share Plan adopted by the Company in 2016 and no further awards will be made under the Restricted Share Plan. This will allow the Group to continue to operate its long term incentive arrangements in accordance with its remuneration policy and continue the drive to sustainable profitability of the Company. A summary of the key features of the RSU Plan is set out in the Appendix to this Notice.

Under the RSU Plan, the Company has established a sub-plan, the Oneview Healthcare plc NED & Consultant RSU Plan ("**NED & Consultant RSU Plan**"), through which awards may be made to non-executive Directors and consultants of the Group. The terms and conditions of the NED & Consultant RSU Plan are substantially the same as the RSU Plan except that awards to non-executive Directors will not normally be subject to performance conditions and will be made annually, subject to shareholder approval, and will generally have a one-year vesting schedule. A summary of the key features of the NED & Consultant RSU Plan are set out in the Appendix to this Notice.

The Company is proposing to issue restricted share units (RSUs) under the RSU Plan to James Fitter and Mark McCloskey. It is also proposed that Joseph Rooney, Michael Kaminski and Dr Lyle Berkowitz, being non-executive Directors of the Company, be awarded RSUs under the NED & Consultant RSU Plan.

The details of the terms and conditions in respect of the proposed issue of RSUs to the Directors and all other resolutions are set out in the explanatory memorandum to this Notice.

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

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

Australia 1 800 267 430

Ireland 1 800 948 625

Canada/United States 1 855 336 4664

- Enter the Conference ID 10001140

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 AGM 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, 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 30 July 2019 in the case of a Proxy Form, and by 7.00 a.m. Dublin time (4.00 p.m. Sydney time) on 29 July 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 Annual Report and Financial Statements for the period ended 31 December 2018 is available to view and download from www.investorvote.com.au. The formal Notice of AGM appears on pages 4 to 5 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,

Joe Rooney
Chairman

NOTICE OF ANNUAL GENERAL MEETING

OF

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 (4.00 p.m. Sydney time) on 1 August 2019 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 2018 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 2018.
3. By separate resolutions, to re-appoint the following Directors who retire in accordance with the Constitution of the Company and, being eligible, offer themselves for re-appointment:
 - (a) Mark McCloskey; and
 - (b) Michael Kaminski;
4. To authorise the Directors to determine the remuneration of the Auditors.
5. 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.
6. 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 €58,320 being, approximately 33.3% of the issued share capital as at 2 July 2019. The authority hereby conferred shall expire at the conclusion of the next annual general meeting of the Company after the passing of this Resolution or at the close of business on the date which is 15 calendar months after the date of passing this resolution, whichever is earlier, 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.
7. That issues of Options under the Oneview Healthcare plc Share Option Plan be approved as an exception to ASX Listing Rule 7.1 pursuant to Exception 9 in ASX Listing Rule 7.2.
8. That issues of Awards under the Oneview Healthcare plc Restricted Share Unit Plan be approved as an exception to ASX Listing Rule 7.1 pursuant to Exception 9 in ASX Listing Rule 7.2.
9. That issues of Awards under the Oneview Healthcare plc NED & Consultant RSU Plan be approved as an exception to ASX Listing Rule 7.1 pursuant to Exception 9 in ASX Listing Rule 7.2.
10. That for the purposes of ASX Listing Rules 7.2, Exception 9 and 10.14, approval be given for the issue of RSUs to, or for the benefit of, James Fitter and Mark McCloskey in 2019 under the Oneview Healthcare plc Restricted Share Unit Plan in accordance with the terms described in the Explanatory Statement.
11. That for the purposes of ASX Listing Rules 7.2, Exception 9 and 10.14, approval be given for the issue of RSUs to, or for the benefit of, Joseph Rooney, Michael Kaminski and Dr Lyle Berkowitz in 2019 under the Oneview Healthcare plc NED & Consultant RSU Plan in accordance with the terms described in the Explanatory Statement.

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

12. That, without prejudice to the generality of the powers conferred on the Directors by Resolution 6 above and the Constitution of the Company and without prejudice to Resolutions 7, 8 and 9 above:

- a) subject to part c) of this Resolution 12, the Directors be and are hereby authorised to grant from time to time 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, (iii) directors of any Group entity and (iv) persons engaged by any 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 12 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 12, when taken together with all options and other share based awards granted by the Company under 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 Listing Rules of the Australian Securities Exchange and applicable law.
13. That, subject to and in accordance with Section 1102 of the Companies Act 2014, the Directors be and are hereby generally and unconditionally authorised to call a general meeting, other than an annual general meeting or a meeting for the passing of a special resolution, on not less than 14 clear days' notice (as defined in the Constitution of the Company). The authority hereby conferred shall expire at the conclusion of the next annual general meeting of the Company held after the date of the passing of this resolution unless previously renewed, varied or revoked by the Company in general meeting.
14. The Directors be and are hereby empowered, 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 6 of this Notice of AGM as if Section 1022(1) did not apply to any such allotment, such power being limited to:
- (a) the allotment of equity securities in connection with any offer or offers of securities, open for a period or periods fixed by the Directors, by way of rights issue, open offer, other invitation and/or otherwise in favour of the holders of equity securities and/or any persons having or who may acquire a right to subscribe for equity securities in the capital of the Company where the equity securities respectively attributable to the interests of such holders are proportional (as nearly as may reasonably be) to the respective number of equity securities held by them, and subject thereto, the allotment by way of placing or otherwise of any equity securities not taken up in such issue or offer or offers to such persons as the Directors may determine; and, generally, subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to legal or practical problems (including dealing with any fractional entitlements and/or arising in respect of any overseas shareholders) under the laws of, or the requirements of any regulatory body or stock exchange in, any territory; and/or
 - (b) the allotment of equity securities up to a nominal aggregate amount equal to €26,244 (representing approximately 15% of the issued share capital of the Company as at the close of business on 2 July 2019),

provided that such power shall expire at the conclusion of the next annual general meeting of the Company after the passing of this special resolution, or at the close of business on the date which is 15 calendar months after the passing of this special resolution, whichever is the earlier, 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.

By order of the Board

Patrick Masterson
Company Secretary

8 July 2019

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

AGM 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 23 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 30 July 2019 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 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 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 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 AGM. 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 AGM 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.
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 AGM 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, the appointment of a proxy may be submitted via electronic mail to 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 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 of AGM, 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 AGM 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 29 July 2019 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 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 AGM, you have the following options:

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

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").

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 AGM 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:

- 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.
- Complete a Voting Instruction Form using the internet:
Go to www.investorvote.com.au
You will need:
 - i. your Control Number (located on your Voting Instruction Form); and
 - ii. your SRN or HIN for your holding; and
 - iii. 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 29 July 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 AGM

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:

- a) you or another person nominated by you (who does not need to be a member of the Company) as a Nominated Proxy; and
- b) 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.

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 (4.00 p.m. Sydney time) on 29 July 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 29 July 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 30 July 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.

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

10. Completed Voting Instruction Forms may be lodged with Computershare using one of the following methods:
1. by post to GPO Box 242, Melbourne VIC 3001, Australia; or
 2. online at www.investorvote.com.au; or
 3. for Intermediary Online subscribers only (custodians), online at www.intermediaryonline.com; or
 4. 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 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 under the help tab and then click on 'Need a Printable Form'.

NO VOTING AVAILABLE IN AGM 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.

SHAREHOLDERS AND CUFS HOLDERS

Total number of issued shares

11. The total number of issued ordinary shares on the date of this Notice of AGM is 174,962,223. 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 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

12. The AGM is an opportunity for members to put questions to the Chairman during the question and answer session. Before the AGM, a member may also submit a question in writing by sending a letter and evidence of their shareholding at least four trading days prior to the AGM by post to the Company Secretary, Patrick Masterson, Block 2, Blackrock Business Park, Carysfort Avenue, Blackrock, Co. Dublin., A94 H2X4, Ireland.

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 7

14. The Company will disregard any votes cast in favour of Resolution 7 by or on behalf of Joseph Rooney, Michael Kaminski, Dr Lyle Berkowitz, James Fitter and Mark McCloskey (being all the directors) or any associate of those persons.
15. The Company need not disregard a vote if:
- a) it is cast by a person as proxy for a person 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 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 8

- 16. The Company will disregard any votes cast in favour of Resolution 8 by or on behalf of James Fitter and Mark McCloskey (being the only directors eligible to participate in the Restricted Share Unit Plan) or any associate of those persons.
- 17. The Company need not disregard a vote if:
 - a) it is cast by a person as proxy for a person 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 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 9

- 18. The Company will disregard any votes cast in favour of Resolution 9 by or on behalf of Joseph Rooney, Michael Kaminski and Dr Lyle Berkowitz (being the only directors eligible to participate in the NED & Consultant RSU Plan) or any associate of those persons.
- 19. The Company need not disregard a vote if:
 - a) it is cast by a person as proxy for a person 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 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 10

- 20. The Company will disregard any votes cast in favour of Resolution 10 by or on behalf of James Fitter and Mark McCloskey (being the only directors eligible to participate in the Restricted Share Unit Plan) or any associate of those persons.
- 21. The Company need not disregard a vote if:
 - a) it is cast by a person as proxy for a person 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 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 11

- 22. The Company will disregard any votes cast in favour of Resolution 11 by or on behalf of Joseph Rooney, Michael Kaminski and Dr Lyle Berkowitz (being the only directors eligible to participate in the NED & Consultant RSU Plan) or any associate of those persons.
- 23. The Company need not disregard a vote if:
 - c) it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
 - d) it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

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 7 to 11 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 the Notice of AGM.

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 2018 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. As part of the Company's commitment to best corporate governance practice, certain of the Directors have agreed to voluntarily retire from office at the end of the AGM and offer themselves for re-election at the AGM. Resolution 3 is asking members to re-appoint these Directors.

Biographies of each of the Directors who are offering themselves for re-appointment at the AGM, together with a detailed description of their skills, expertise and experience are set out below. The re-appointment of each Director will be proposed as separate ordinary resolutions.

The Board regularly reviews the performance of Directors and is satisfied that all Directors proposed for re-appointment continue to perform effectively and to demonstrate commitment to their respective roles.

Mark McCloskey - President and Executive Director

Mark is the founder of Oneview and has over 20 years' experience in senior roles within the communications and technology sector within Ireland. Prior to founding Oneview, Mark worked for Esat Telecom as General Manager of the Data and Carrier Service Divisions until its sale to BT in January 2000. In 2001, he then co-founded Easycash, the first independent ATM operator and was responsible for expanding the Company's ATM network across Ireland until its sale to Royal Bank of Scotland in 2004, when he accepted the position of Head of ATMs at Royal Bank of Scotland. After subsequently holding other Senior Executive positions with Royal Bank of Scotland, he left in 2007 to set up Oneview.

Michael Kaminski - Non-Executive Director

Michael is a Chicago-based senior healthcare executive with over 35 years of experience in innovative technology-based companies. He has a proven and successful track record operating across multiple stages of the business cycle from start-up entrepreneurial organisations to large global enterprises. Michael was most recently the CEO of Landauer Inc. where he delivered significant EPS growth and share price gains during his tenure.

Resolution 4: Remuneration of the Auditors

Resolution 4 authorises the Directors to determine the remuneration of the Company's Auditors.

Resolution 5: 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 5.

Resolution 6: Board authority to allot shares

Resolution 6 renews the Directors' authority to allot shares up to an amount equal to an aggregate nominal value of €58,320, being approximately 33.3% of the issued share capital as at 2 July 2019 (the latest practicable date prior to the publication of this letter). Other than the issue of options and other share based remuneration pursuant to the authority to be granted under Resolution 8, the Directors have no current intention of exercising this authority.

If adopted, this authority will expire on close of business on the date of the next AGM of the Company or within 15 months of the passing of the resolution (whichever is earlier) unless previously varied, revoked or renewed. The resolution to provide Directors with the authority to allot shares (subject to the 33.3% limit) is a common one at annual general meetings of Irish companies that are listed.

Background to Resolutions 7 to 11

The Company has adopted various incentive plans to enhance employee engagement and align interests of employees and executive Directors with Oneview's performance and the interests of shareholders. No further awards will be made under the existing Restricted Share Plan (which was adopted by the Company in 2016). It is being replaced by the RSU Plan.

The Board is seeking approval of future:

- (a) issues of options over Shares (**Options**) under the Oneview Healthcare plc Share Option Plan (**ESOP**); and
- (b) grants of restricted share units (**RSUs**) under the Oneview Healthcare plc Restricted Share Unit Plan (**RSU Plan**) and the sub-plan to the RSU Plan, Oneview Healthcare plc NED & Consultant RSU Plan (**NED & Consultant RSU Plan**),

for the purposes of ASX Listing Rule 7.2, Exception 9.

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 ASX 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.

Under ASX Listing Rule 7.2 exception 9, shareholders may approve issues of securities under an employee incentive scheme as an exception to the 15% rule.

This means that any future issues of Options under the ESOP or RSUs under the RSU Plan and the NED & Consultant RSU Plan will not be considered for the purposes of calculating the capacity of the Company to issue securities under the 15% rule.

Shareholder approval will continue for three years, at which time it must be renewed, or it will expire.

In the absence of such an approval, issues of such securities may be made, but must fall within and be permitted by the 15% rule at the time of issue.

By seeking the approvals, the Company is seeking flexibility in being able to satisfy the exercise of Options and the vesting of RSUs by either, or a mixture of, the issue of new shares or the acquisition on market of existing shares, depending on what may be in the best interests of Oneview at the relevant time.

Whether or not the resolutions are passed, Oneview may purchase, or arrange the purchase, on market of existing shares to satisfy Options under the ESOP and RSUs under the RSU Plan and NED & Consultant RSU Plan without shareholder approval.

Resolution 7: Share Option Plan

The ESOP was adopted by the Company in 2013 prior to its listing and details of the ESOP were included in the prospectus of March 2016 relating to the initial public offering. The terms of the ESOP are unchanged from 2016 and a summary of the key features is set out in the Appendix to this Notice.

The pre-listing approval of the ESOP expired in March 2019. The Board is seeking approval of shareholders for future issues of Options under the ESOP for the purposes of Exception 9 ASX Listing Rule 7.2, as discussed above.

If shareholders approve this Resolution 7, any Options granted under the ESOP and Shares issued on exercise of those Options will not be counted in the 15% **rule** calculation.

The Options issued under the ESOP since listing on the ASX on 17 March 2016 are summarised as follows:

Issue date	Options movements	Options outstanding	Price Range
Options outstanding at date of listing 17 March 2016		4,448,330	€0.001 to €1.233
Options issued since listing	307,670		€0.001 to €0.16
Options exercised since listing	(2,310,000)		€0.001 to €0.75
Total Options currently outstanding		2,446,000	€0.001 to €1.233

On the dates below, the Company issued the following CUFs pursuant to the exercise of Options under the ESOP:

		Date Issued	CUFS Issued
Directors	James Fitter	25 May 2019	733,330
	Mark McCloskey	25 May 2019	583,330
	Joseph Rooney	25 May 2019	50,000
			1,366,660
Other employees		27 June 2017	10,000
		8 August 2017	10,000
		1 Nov 2017	83,360
		2 March 2018	39,980
		14 August 2018	100,000
		25 May 2019	700,000
			943,340
Total			2,310,000

The Board, other than James Fitter and Mark McCloskey, recommend that shareholders vote in favour of Resolution 7.

The Chair intends to exercise all available proxies in favour of Resolution 7.

Resolution 8: Restricted Share Unit Plan

On 2 July 2019 the Company adopted the RSU Plan, a new discretionary employee share plan, for executive Directors and employees. This Plan enables the Group to continue to grant long term incentive arrangements in accordance with its remuneration policy. The RSU Plan will replace the Restricted Share Plan adopted by the Company in 2016 and no further awards will be made under the Restricted Share Plan.

Under the RSU Plan, the Board intends to grant awards of RSUs to senior management employees including executive Directors of the Group. RSUs are unfunded unsecured rights to shares at a pre-determined vesting date in the future and the vesting of such awards may be subject to the attainment of performance or other conditions.

All awards to executive Directors and senior management under the RSU Plan will be subject to performance conditions. Further, shareholder approval will be obtained prior to granting any awards to executive Directors under the RSU Plan. A summary of the key features of the RSU Plan are set out in the Appendix to this Notice.

The Board is seeking approval of shareholders for future issues of RSUs under the RSU Plan for the purposes of ASX Listing Rule 7.2, Exception 9, as discussed above.

If shareholders approve this Resolution 8, any RSUs granted under the RSU Plan and Shares issued on vesting of those RSUs will not be counted in the 15% rule calculation.

The Board, other than James Fitter and Mark McCloskey, recommends that shareholders vote in favour of Resolution 8.

The Chair intends to exercise all available proxies in favour of Resolution 8.

Resolution 9: Sub-Plan for Directors & Consultants

On 2 July 2019 the Company adopted a sub-plan to the RSU Plan, through which awards may be made to non-executive Directors and consultants of the Group, to be known as the NED & Consultant RSU Plan. The terms and conditions of the NED & Consultant RSU Plan are substantially the same as the RSU Plan except that awards to non-executive Directors will not normally be subject to performance conditions, will be made annually subject to shareholder approval, and will generally have a one-year vesting period. A summary of the key features of the NED & Consultant RSU Plan are set out in the Appendix to this Notice.

All of the non-executive Directors of the Company are entitled to participate in the NED & Consultant RSU Plan.

The Board is seeking approval of shareholders for future issues of RSUs under the NED & Consultant RSU Plan for the purposes of ASX Listing Rule 7.2, Exception 9, as discussed above.

If shareholders approve this Resolution 9, any RSUs granted under the NED & Consultant RSU Plan and shares issued on vesting of those RSUs will not be counted in the 15% rule calculation.

Resolution 10: Grants of Restricted Share Units to Executive Directors and Non-Executive Directors

It is proposed that James Fitter and Mark McCloskey, being executive Directors of the Company, be awarded RSUs under the RSU Plan.

Each RSU award is a conditional right to one fully paid share 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. Both James Fitter and Mark McCloskey are each a related party of the Company under the ASX Listing Rules.

ASX Listing Rules require that the approval of shareholders be sought where an issue of securities exceeds the 15% rule. The proposed issue of RSUs would not exceed that threshold. However, approval is sought under Exception 9 to ASX Listing Rule 7.2 so that the issue is disregarded in determining in the future, whether the Company has reached that threshold.

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 set out below is expected to be 2 August 2019;
- (b) no amount is payable by either James Fitter or Mark McCloskey on the grant of their respective RSUs; and
- (c) the Shares / CUFS issued on vesting of the RSUs will be on the same terms as, and will rank equally with, all other CUFS, from the time of issue.

The proposed awards of RSUs under the RSU Plan are as follows:

A. James Fitter

- (a) A 2019 award of RSUs worth approximately A\$260,000 at the date of grant. This would equate to 1 million RSUs based on the market price of a Share of A\$0.26 on 2 July 2019 and would result in a maximum allocation of 1 million Shares provided the performance condition is achieved or exceeded;
- (b) The performance condition being set for the 2019 award is obtaining 3 consecutive quarters of positive EBITDA as detailed in the Company's quarterly 4C filings, which in the Remuneration Committee's determination relates to or is reflective of sustainable profitability, and continuing employment throughout the vesting period; and
- (c) The performance period for the 2019 award, during which the performance condition must be met, is 3 years from the date of grant and the award will vest on the date on which the Remuneration Committee determines that the performance condition has been achieved (which may be at any time during the performance period). If the performance condition has not been met by the third anniversary of the date of grant the award shall lapse and no entitlement to the underlying shares arises.

B. Mark McCloskey

- (a) A 2019 award of RSUs worth approximately A\$195,000 at the date of grant. This would equate to 750,000 RSUs based on the market price of a Share of A\$0.26 on 2 July 2019 and would result in a maximum allocation of 750,000 shares provided the performance condition is achieved or exceeded;
- (b) The performance condition being set for the for 2019 award is obtaining 3 consecutive quarters of positive EBITDA as detailed in the company's quarterly 4C filings, which in the Remuneration Committee's determination relates to sustainable or is reflective of profitability, and continuing employment throughout the vesting period; and
- (c) The performance period for the 2019 award, during which the performance condition must be met, is 3 years from date of grant and the award will vest on the date on which the Remuneration Committee determines that the performance condition has been achieved (which may be at any time during the performance period). If the performance condition has not been met by the third anniversary of the date of grant the award shall lapse and no entitlement to the underlying shares arises.

The table below sets out the number of CUFS and awards of restricted shares held as at 2 July 2019, but does not include the RSUs the subject of this Resolution 10.

Director	Number of CUFS	Number of Restricted Shares ¹
James Fitter	3,119,270	1,054,030
Mark McCloskey	6,836,130	734,430

¹ The performance condition attached to 528,520 Restricted Shares granted to James Fitter and 528,520 Restricted Shares granted to Mark McCloskey requires satisfaction of performance conditions relating to for example, annual growth in TSR, recurring revenue and beds contracted which will be tested against pre-agreed set targets at 31 December 2019. As at the date of this notice, and having regard to the pre-agreed targets, Oneview does not expect that the performance condition will be met. If the performance condition is not satisfied these Restricted Shares will be forfeited. If these Restricted Shares are not forfeited in December 2019, there will be a claw back from the grant in paragraph A and B as required of RSUs which relate to the number of Restricted Shares which were not forfeited.

Resolution 11: Grants of Restricted Share Units to Non-Executive Directors

It is proposed that Joseph Rooney, Michael Kaminski and Dr Lyle Berkowitz, being non-executive Directors of the Company, be awarded RSUs under the NED & Consultant RSU Plan.

Previously, certain NEDs were granted share options under the ESOP which were subject to a 3 year vesting period. The reason for moving to grants of RSUs as set out below is to facilitate an annual grant and annual vesting framework for awards for NEDs, as set out below. 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.

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 the ASX Listing Rules.

ASX Listing Rules require that the approval of shareholders be sought where an issue of securities exceeds the 15% rule. The proposed issue of RSUs would not exceed that threshold. However, approval is sought under Exception 9 to ASX Listing Rule 7.2 so that the issue is disregarded in determining in the future, whether the Company has reached that threshold.

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 & Consultant RSU Plan.

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

- (d) the date by which the Company will issue the RSUs set out below is expected to be 2 August 2019;
- (e) no amount is payable by any Director on the grant of their respective RSUs; and
- (f) the Shares / CUFS issued on vesting of the RSUs will be on the same terms as, and will rank equally with, all other CUFS, from the time of issue.

The proposed awards of RSUs to be issued to Joseph Rooney, Michael Kaminski and Dr Lyle Berkowitz (**NEDs**) under the NED & Consultant RSU Plan are as follows:

- (a) Each NED will receive annually, the equivalent of A\$50,000 of RSU's, based on market price at the date of annual AGM, following shareholder approval at that AGM. In addition:
 - (i) the Chair of the Audit Committee would receive an addition A\$21,500 worth of RSU's on an annual basis; and
 - (ii) the Company Chairman (Joseph Rooney) would receive an additional A\$50,000 on an annual basis;
- (b) The vesting period is 12 months from date of the grant subject to continuing service as a non-executive Director throughout the vesting period;

- (c) Non-executive director's fees currently amount to A\$75,000 per annum, with the Chairman receiving an additional A\$25,000 on an annual basis. With immediate effect, all non-executive director fees, including the Chairman will amount to A\$71,500 per annum.

The table below sets out the number of CUFS and RSUs held as at 2 July 2019, but does not include the RSUs that are the subject of this Resolution 11.

Director	Number of CUFS	Number of Restricted Shares
Joe Rooney	1,207,514	0
Michael Kaminski	280,000	0
Dr Lyle Berkowitz	34,000	0

Resolution 11: Authority to allot share based remuneration

Resolution 11 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 plan of the Company.

Resolution 12: Notice of General Meetings

Resolution 12 allows the Directors to call a general meeting (other than the annual general meeting or a meeting for the passing of a special resolution) on 14 clear days' notice where the purpose of the meeting is solely to consider one or more ordinary resolutions. Section 1102 of the Irish Companies Act 2014 envisages that on an annual basis a company may pass a resolution such as this Resolution 9 to preserve its flexibility to call certain extraordinary general meetings, where appropriate, using the shorter notice period (14 clear days). This authority will be effective until the next annual general meeting of the Company, when it is intended that a similar resolution will be proposed. This resolution is a common one at annual general meetings of Irish companies that are listed.

Resolution 13: Disapplication of statutory pre-emption rights in certain circumstances

Resolution 13 is asking members to renew the Directors' authority to disapply the strict statutory pre-emption provisions in certain circumstances, being: (a) rights issues, open offers or other pre-emptive cash offers and subject thereto by way of placing or otherwise of any shares not taken up in such issue or offer; and/or (b) for allotments of equity securities (other than by way of pre-emptive offers) for cash up to an amount equal to an aggregate nominal value of €26,244, which represents approximately 15% of the total nominal value of the Company's issued share capital as at 2 July 2019 (the latest practicable date prior to the publication of this letter). If adopted, this authority will expire on close of business on the date of the next AGM of the Company or within 15 months of the passing of the resolution (whichever is earlier) unless previously varied, revoked or renewed.

APPENDIX

Oneview Healthcare plc Share Option Plan ("the ESOP") – Summary of Key Terms

The terms of the ESOP are unchanged from 2016 and are set out below.

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.

Merger, Takeover or Other Reorganisation

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, the Remuneration Committee will be entitled (without the participant's consent unless the Remuneration Committee otherwise requires) to make determinations at its discretion in relation to the Options in accordance with the Employee Share Option Plan and 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

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 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. For 2019, awards to Executive Directors will be subject to the following performance condition:

- The 2019 award is based on 3 consecutive quarters of positive EBITDA as detailed in the Company's quarterly 4C filings with ASX, and continuing employment throughout the vesting period; and
- The performance period for the 2019 award, during which the performance condition must be met, is 3 years from date of grant and the award will vest on the date on which the Remuneration Committee determines that the performance condition has been achieved (which may be at any time during the performance period). If the performance condition has not been met by the third anniversary of the date of grant the award shall lapse and no entitlement to the underlying shares arises.

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.

Merger, Takeover or Other Reorganisation

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, the Remuneration Committee will be entitled (without the participant's consent unless the Remuneration Committee otherwise requires) to make determinations at its discretion in relation to the RSU Awards in accordance with the RSU Plan rules and 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, 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 – Summary of Key Terms

The terms of the NED & Consultant RSU Plan, which is a sub-plan to the RSU Plan referred to elsewhere in the Appendix 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 & Consultant RSU Plan. No individual will be responsible for setting his/her own awards under the NED & Consultant 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. For 2019, awards to non-executive Directors will be subject to a 12 month vesting period and subject to continuing service as a non-executive Director.

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.