
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, 12 November 2020 at 12.00 p.m. Dublin time (11.00 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 Thursday, 12 November 2020 at 12.00 p.m. Dublin time (11.00 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 12.00 p.m. Dublin time (11.00 p.m. Sydney time) on 10 November 2020, and the Voting Instruction Form must be returned so as to be received by or on behalf of the Company, not later than 12.00 p.m. Dublin time (11.00 p.m. Sydney time) on 9 November 2020, in each case in the manner set out in the Notes attached to this Notice.

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

ONEVIEW HEALTHCARE p.l.c.

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

Directors:

Michael Kaminski
James Fitter
Joseph Patrick Rooney
Dr. Lyle Berkowitz
Mark McCloskey

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

Helena D'Arcy

Company Secretary

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

19 October 2020

Chairman's Letter to Members

Dear Member,

The Annual General Meeting ("**AGM**") of Oneview Healthcare p.l.c. (the "**Company**") will be held at 12.00 p.m. Dublin time (11.00 p.m. Sydney time) on Thursday, 12 November 2020 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.

As with many other businesses at this time, the Company is dealing with disruption as a result of the COVID-19 outbreak. The Board and management of the Company intend to do all in their power to support the public health guidelines issued by our Government agencies in respect of mass gatherings, social distancing and other measures mandated to combat the spread of COVID-19. Accordingly, in light of current public health guidelines, and the importance of the health and safety of members, staff and others, this year I am asking members to comply with certain unprecedented but important recommendations for the AGM. These recommendations are designed to retain full participation, in as much as possible, by members in the business of the AGM in the circumstances, while balancing those health and safety considerations.

All resolutions will be put to a poll, the result of which will be made available on the Company's website, www.oneviewhealthcare.com, following conclusion of the AGM. Therefore it is important that you submit your Form of Proxy by the deadline of 12.00 p.m. Dublin time (11.00 p.m. Sydney time) on 10 November or your Voting Instruction Form not later than 12.00 p.m. Dublin time (11.00 p.m. Sydney time) on 9 November 2020 to ensure your votes are included.

For the limited number of members who traditionally attend our AGM in person, your contribution is still valued but we ask that you refrain from attending this AGM in person.

To participate in the AGM:

1. **to raise questions:** you may submit any questions that you would like to raise by forwarding these to the Company via post or email to be received before 12.00 p.m. Dublin time (11.00 p.m. Sydney time) on 10 November 2020. Further details are set out at note 12 of the Notes to this Notice.
2. **to listen to the business of the AGM:**, please register for the AGM by navigating to:

<https://s1.c-conf.com/diamondpass/10010524-87sje1.html>

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

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

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

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

but, in any event, by 12.00 p.m. Dublin time (11.00 p.m. Sydney time) on 10 November 2020 in the case of a Proxy Form, and by 12.00 p.m. Dublin time (11.00 p.m. Sydney time) on 9 November 2020 in the case of the Voting Instruction Form.

Instructions relating to the submission of Forms of Proxy 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 10 of this document.

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

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

- consideration of the Annual Report and Financial Statements for the period ended 31 December 2019 together with the reports of the Directors and Auditors,
- a proposal for the re-election as Director, of Dr Lyle Berkowitz, who retires by rotation as required under the Constitution;
- a proposal for an ex-gratia payment to be made to retiring President and Executive Director, Mark McCloskey, in connection with his retirement from the Company, as announced today, and as recognition for his long and dedicated services to the Company;
- the approval of awards under the Company's Restricted Share Unit Plan (**RSU Plan**) and the NED & Consultant RSU Plan, in connection with a salary sacrifice scheme for Directors (further details of which are set out in the Explanatory Memorandum). A summary of the key features of the RSU Plan and NED & Consultant RSU Plan are set out in the Appendix to this Notice;
- resolutions authorising the Directors to allot securities generally and, in the circumstances described in the Notice of AGM, free of statutory pre-emption rules subject to the ASX Listing Rules; and
- a proposal to increase by 10% the securities allotment limits, in accordance with the ASX Listing Rules.

On 23 October 2019, Patrick Masterson resigned from his position as Company Secretary and John Kelly was appointed as Company Secretary in his place. On 20 July 2020, Helena D'Arcy was appointed Company Secretary whilst John Kelly remains on medical leave.

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

The Annual Report and Financial Statements for the period ended 31 December 2019 are 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,

Michael Kaminski
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 12.00 p.m. Dublin time (11.00 p.m. Sydney time) on Thursday, 12 November 2020 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 2019 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 2019.
3. To re-appoint Dr Lyle Berkowitz as Director, who retires by rotation in accordance with the Constitution of the Company and, being eligible, offers himself for re-appointment.
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. That the Directors be and they are hereby generally and unconditionally authorised, pursuant to Section 1021 of the Companies Act 2014, to exercise all of the powers of the Company to allot relevant securities (within the meaning of the said Section 1021) up to an aggregate nominal amount of the authorised but unissued share capital of the Company for the time being and from time to time or, if lower, such maximum aggregate nominal amount as the Directors may issue and/or allot, for the time being and from time to time, under or pursuant to the ASX Listing Rules in force for the time being. The authority hereby conferred 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 later, 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 6 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 6 had not expired.
7. That for the purposes of ASX Listing Rule 10.14 and for all other purposes, approval be and it is hereby given for the issue of RSUs to, or for the benefit of, James Fitter in 2020 under the Oneview Healthcare plc Restricted Share Unit Plan in accordance with the terms described in the Explanatory Memorandum.
8. That for the purposes of ASX Listing Rule 10.14 and for all other purposes, approval be and it is hereby given for the issue of RSUs to, or for the benefit of, Joseph Rooney, Michael Kaminski and Dr Lyle Berkowitz in 2020 under the Oneview Healthcare plc NED & Consultant RSU Plan in accordance with the terms described in the Explanatory Memorandum.
9. That for the purposes of ASX Listing Rule 10.19, Section 251 of the Companies Act 2014 and for all other purposes, the ex-gratia payment, further details of which are set out in the Explanatory Memorandum, by the Company to Mark McCloskey, the retiring President and executive director of the Company, be and is hereby approved.

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

10. That, without prejudice to the generality of the approvals and the powers conferred on the Directors by Resolutions 6 to 8 above and the Constitution of the Company:
 - a) subject to part c) of this Resolution 10, 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 and (iii) Directors of any Group entity (iv) and persons engaged by the member of the group under any contract for services, in accordance with the provisions of any share incentive plan of the Company for the time being in force on such terms and conditions as may be approved from time to time by the Directors or any remuneration committee of the Board of Directors appointed by the Directors;

- b) pursuant to Sections 1022 and 1023(3) of the Companies Act 2014, the Directors be and are hereby empowered to exercise the authority to allot equity securities granted pursuant to part a) of this Resolution 10 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 10, when taken together with all options and other share based awards granted by the Company under its any share incentive plan, may only be issued up to and in accordance with the limitations determined for the time being by the Directors having regard to the ASX Listing Rules in force for the time being and applicable law.

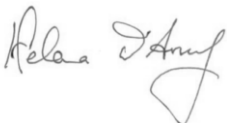
11. That, without prejudice or limitation to any other powers and authorities conferred upon the Directors, the Directors be and are hereby empowered, pursuant to Sections 1022 and 1023(3) of the Companies Act 2014, to allot equity securities (within the meaning of the said Section 1023(1)) for cash pursuant to the authority to allot relevant securities conferred on the Directors by Resolution 6 of this Notice 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 in their absolute discretion deem necessary, desirable or expedient including, without limitation, 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 in such other circumstances as may be permitted under or pursuant to the ASX Listing Rules in force for the time being; and/or
- (b) the allotment of equity securities up to a nominal aggregate amount, being the aggregate percentages of the Company's issued share capital which the Company is permitted to issue and allot in accordance with the ASX Listing Rules in force for the time being ("**Permitted Amount**");

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 later, 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.

12. That pursuant to and in accordance with ASX Listing Rule 7.1A and for all other purposes including the Permitted Amount referred to in Resolution 11(b), and in addition and without prejudice or limitation to any other powers and authorities conferred upon the Directors under Resolution 6, approval be and it is hereby given for the Company to issue equity securities of up to 10% of the issued capital of the Company (at the time of any such issue and/or allotment) calculated in accordance with the formula prescribed in ASX Listing Rule 7.1A.2 over a 12 month period as described in the Explanatory Memorandum.

By order of the Board



Helena D'Arcy
Company Secretary

19 October 2020

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 22 apply to both shareholders and CUFS holders.

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

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

SHAREHOLDERS

Entitlement to attend and vote

1. Only those members registered in the register of members of the Company at 12.00 p.m. Dublin time (11.00 p.m. Sydney time) on 10 November 2020 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, 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 12.00 p.m. Dublin time (11.00 p.m. Sydney time) on 10 November 2020 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. In light of the unprecedented disruption to business, and significant ongoing risks to public health arising as a result of the COVID-19 outbreak, we strongly urge all CUFS holders to avail of the proxy voting service instead of physically attending this year's AGM. If you are a CUFS holder and want to vote on the resolutions to be considered at the AGM, you have the following options:

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 12.00 p.m. Dublin time (11.00 p.m. Sydney time) on 9 November 2020. 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 sydneyreturningofficer@computershare.com.au, by 12.00 p.m. Dublin time (11.00 p.m. Sydney time) on 9 November 2020, 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 12.00 p.m. Dublin time (11.00 p.m. Sydney time) on 9 November 2020.

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 12.00 p.m. Dublin time (11.00 p.m. Sydney time) on 9 November 2020. 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. by delivery in person to Computershare at Level 4, 60 Carrington Street, Sydney NSW 2000, Australia; or
3. online at www.investorvote.com.au; or
4. for Intermediary Online subscribers only (custodians), online at www.intermediaryonline.com; or
5. by facsimile to 1800 783 447 from inside Australia or +61 3 9473 2555 from outside Australia.

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

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

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

A form of certificate may be obtained from Computershare or online at www.investorcentre.com 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 is 176,503,694. 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. This year we would ask that where a member wishes to use the AGM as an opportunity to put questions to the Chairman, such member should in advance of the AGM submit a question 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, Helena D'Arcy, 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 James Fitter or any associate of him.
15. However, this does not apply to a vote cast in favour of Resolution 7 by:
- a) a person as proxy or attorney for a person who is entitled to vote on Resolution 7, in accordance with the directions given to the proxy or attorney to vote on the resolution in that way; or
 - b) the Chairman of the meeting as proxy or attorney for a person who is entitled to vote on Resolution 7, in accordance with a direction given to the Chairman to vote as the Chairman decides; or
 - c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on Resolution 7; and
 - (ii) the holder votes on Resolution 7 in accordance with directions given by the beneficiary to the holder to vote in that way.

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 Joseph Rooney, Michael Kaminski and Dr Lyle Berkowitz or any associate of those persons.
17. However, this does not apply to a vote cast in favour of Resolution 8 by:
- a) a person as proxy or attorney for a person who is entitled to vote on Resolution 8, in accordance with the directions given to the proxy or attorney to vote on the resolution in that way; or
 - b) the Chairman of the meeting as proxy or attorney for a person who is entitled to vote on Resolution 8, in accordance with a direction given to the Chairman to vote as the Chairman decides; or
 - c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on Resolution 8; and
 - (ii) the holder votes on Resolution 8 in accordance with directions given by the beneficiary to the holder to vote in that way.

Voting Exclusion in respect of Resolution 9

18. The Company will disregard any votes cast in favour of Resolution 9 by Mark McCloskey or any associate of him.
19. However, this does not apply to a vote cast in favour of Resolution 9 by:
- a) a person as proxy or attorney for a person who is entitled to vote on Resolution 9, in accordance with the directions given to the proxy or attorney to vote on the resolution in that way; or
 - b) the Chairman of the meeting as proxy or attorney for a person who is entitled to vote on Resolution 9, in accordance with a direction given to the Chairman to vote as the Chairman decides; or
 - c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on Resolution 9; and
 - (ii) the holder votes on Resolution 9 in accordance with directions given by the beneficiary to the holder to vote in that way.

Voting Exclusion in respect of Resolution 12

20. The Company will disregard any votes cast in favour of Resolution 12 by or on behalf of:
- a) a person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue of equity securities under the 10% Additional Capacity (except a benefit solely by reason of being a Shareholder); and
 - b) any Associate of a person referred to in paragraph (a) above.

21. However, this does not apply to a vote cast in favour of Resolution 12 by:
- a) a person as proxy or attorney for a person who is entitled to vote on Resolution 12, in accordance with the directions on the proxy or attorney to vote on the resolution in that way; or
 - b) the Chairman of the meeting as proxy or attorney for a person who is entitled to vote on Resolution 12, in accordance with a direction given to the Chairman to vote as the Chairman decides; or
 - c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on Resolution 12; and
 - (ii) the holder votes on Resolution 12 in accordance with directions given by the beneficiary to the holder to vote in that way.
22. At the date of this Notice, the Company is not proposing to make an issue of securities under ASX Listing Rule 7.1A.2 and as such no votes will be excluded under the voting exclusion.

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 and 8 in relation to certain members of the Board of Directors).

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

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

Resolution 1 is asking members to receive and consider the Annual Report and Financial Statements which includes the reports of the Directors and Auditors for the period ended 31 December 2019 and a review of the affairs of the Company.

Resolution 2: Director's Report on Remuneration

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

Resolution 3: Re-appointment of Directors

Resolution 3 deals with the re-appointment of Directors. Under the Company's constitution, a certain number of Directors must retire from office each year. Resolution 3 is a proposal for the re-election as Director, of Dr Lyle Berkowitz, who retires by rotation as required under the Constitution and offers himself for re-election at the AGM.

The biography of Dr Lyle Berkowitz, together with a detailed description of his skills, expertise and experience are set out below.

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

Lyle Berkowitz – Independent Non-Executive Officer

Lyle Berkowitz, MD, FACP was appointed as a non-executive director of Oneview in September 2016.

Dr. Berkowitz is the President of MDLIVE Medical Group, one of the largest virtual care groups in the United States. He is a past Director of Innovation at Chicago-based Northwestern Memorial HealthCare, where he remains an associate professor of clinical medicine at Northwestern University's Feinberg School of Medicine in Chicago. He co-authored "Innovation with Information Technologies in Healthcare", the first book exploring the intersection between health IT and innovation. In addition, Dr. Berkowitz is the founder and chairman of healthfinch.com, a healthcare technology company focused on automating clinical workflow.

Dr. Berkowitz also serves on the governance board of the Innovation Learning Network (ILN), the Editorial Board of Clinical Innovation and Technology, and the Advisory Board of the Association of Medical Directors of Information Systems (AMDIS).

Dr. Berkowitz is a biomedical engineer with Informatics training at the University of Illinois College of Medicine and Harvard Medical School.

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 gives the Directors' authority to allot shares up to an amount equal to an aggregate nominal value of the authorised but unissued capital of the Company for the time being and from time to time or, if lower, such aggregate nominal amount as is permitted under or pursuant to the ASX Listing Rules. 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 later) unless previously varied, revoked or renewed.

Resolution 7: Grants of Restricted Share Units to Executive Director

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

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

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

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

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

- (a) James Fitter is an executive director of the Company and is therefore a related party of the Company under the ASX Listing Rule 10.14.1;
- (b) the date by which the Company will issue the RSUs set out below is expected to be 19 November 2020 and in any event within 12 months of the meeting;
- (c) no amount is payable by James Fitter on the grant of his RSUs;
- (d) the Shares / CUFS issued on vesting of the RSUs will be on the same terms as, and will rank equally with, all other shares / CUFS, from the time of issue; and
- (e) James Fitter's current fixed annual salary is €300,000. However James Fitter has volunteered to forego one third of his cash salary, with that portion to be received in RSUs (see below for more information).

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

Performance related grant

- (a) A 2020 award of 4,000,000 RSUs that would result in a maximum allocation of 4,000,000 shares, provided the performance condition is achieved or exceeded;
- (b) The performance condition being set for the 2020 award is based on 3 consecutive quarters of cash-flow break even as detailed in the Company's quarterly 4C filings, and continuing employment throughout the vesting period; and
- (c) The performance period for the 2020 award, during which the performance condition must be met, is approximately 2 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 31 December 2022, the award shall lapse and no entitlement to the underlying shares arises.

Salary sacrifice grant

- (a) In order to assist the Company to preserve cash reserves and reduce operating expenses, James Fitter has volunteered to forego one third of his contracted cash salary with that portion to be received in RSUs. As such, €100,000 of the salary payable to James Fitter for 2020 will be paid by an issue of RSUs.
- (b) The number of RSUs to be granted under the Salary Sacrifice Grant is 4,075,000 RSUs with a vesting period of 12 months from date of the grant subject to continuing services as an Executive Director throughout the vesting period; (this grant is conditional on tenure only).

The table below sets out the number of CUFS and awards of restricted shares held as at 16 October 2020, but does not include the RSUs the subject of this Resolution 7.

Director	Number of CUFS	Number of Restricted Shares
James Fitter	3,159,721	2,054,030

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

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

The Board (other than James Fitter) unanimously recommends that shareholders vote in favour of the approval of Resolution 7, and the Chairman of the meeting intends to vote undirected proxies in favour of this resolution.

Resolution 8: Grants of Restricted Share Units to Non-Executive Directors

It is proposed that Joseph Rooney, Michael Kaminski and Lyle Berkowitz being non-executive Directors of the Company, be awarded RSUs under the NED & Consultant RSU Plan as was the case in 2019.

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 ASX Listing Rule 10.14.1.

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

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

- (a) the date by which the Company will issue the RSUs set out below is expected to be 19 November and in any event within 12 months of the meeting;
- (b) no amount is payable by any Director on the grant of their respective RSUs; Resolution 8
- (c) the Shares / CUFS issued on vesting of the RSUs will be on the same terms as, and will rank equally with, all other shares / CUFS, from the time of issue; and
- (d) the issue price of the RSUs is the open price of CDIs on the day of the grant.

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 the open price of CDIs on the day of the grant., following shareholder approval at that AGM. In addition, the Company Chairman (Michael Kaminski) will 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 services as a non-executive Director throughout the vesting period;
- (c) Non-executive director's fees currently amount to A\$71,500 per annum,

The table below sets out the number of CUFS and RSUs held as at 16 October 2020, but does not include the RSUs the subject of this Resolution 8.

Director	Number of CUFS	Number of Restricted Shares
Joe Rooney	1,795,749	0
Michael Kaminski	574,118	0
Dr Lyle Berkowitz	328,118	0

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

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

Resolution 9: Ex-gratia payment

Resolution 9 relates to the proposed ex-gratia payment of €252,500 to Mark McCloskey, the retiring President and executive director of the Company (payment of which is conditional upon shareholder approval). This proposed ex-gratia payment is in addition to any contractual payments due. As announced today, Mr McCloskey resigned from his position both as President and director of the Company, effective as at the end of the meeting on 12 November 2020. The proposed ex-gratia payment is in recognition and appreciation of Mr McCloskey's contribution to the Company, his founder status and his 13 years of long and dedicated services to the Company. Under the terms of this agreement Mr McCloskey has agreed to reinvest €210,000 in shares of the Company in the next capital raise to be undertaken by the Company.

Under Section 251 of the Companies Act 2014, shareholder approval is required for any ex-gratia payment to be made to a director or prior director in connection with their retirement from office.

Under ASX Listing Rule 10.19, without the approval of shareholders, a company must ensure that no officer will be entitled to a termination benefit if the value of that benefit (together with any termination benefits that may become payable to all together officers), exceeds 5% of the equity interests of the company as set out in the last accounts released to ASX.

The ex-gratia payment proposed to be paid to Mark McCloskey exceeds the ASX threshold described above. As such the Company is seeking shareholder approval for the ex-gratia payment.

The Board (other than Mark McCloskey) unanimously recommends that shareholders vote in favour of the approval of Resolution 9, and the Chairman of the meeting intends to vote undirected proxies in favour of this resolution.

Resolution 10: Authority to allot share based remuneration

Resolution 10 renews the Directors' authority to grant options and other share based awards to employees, Directors and Consultants of the Company or any subsidiary of the Company in accordance with the provisions of any share incentive share plan of the Company.

Resolution 11: Disapplication of statutory pre-emption rights in certain circumstances

Resolution 11 is asking members to grant 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 (subject to exclusions as set out in Resolution 11); and/or (b) for allotments of equity securities (other than by way of pre-emptive offers) for cash up to the Permitted Amount. 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 later) unless previously varied, revoked or renewed.

If Resolution 12 is not passed the Permitted Amount will be approximately 15% of the Company's issued share capital. If Resolution 12 is passed the Permitted Amount will be approximately 25% of the Company's issued share capital. In both cases subject to any other limitations or exceptions under the ASX Listing Rules. See below for further information on the dilutionary impact of the passing of Resolution 12.

Resolution 12: Approval of 10% placement capacity

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

An eligible entity for the purposes of ASX Listing Rule 7.1A is an entity that is not included in the S&P/ASX 300 Index and has a market capitalization of \$300 million or less. The Company is an eligible entity as it is not in that index and its market capitalisation as at 16 October 2020 is approximately \$7.6 million.

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

Description of ASX Listing Rule 7.1A

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

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

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

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

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

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

If Resolution 12 is approved by and the Company issues the maximum number of equity securities available under the 10% Additional Capacity, the economic and voting dilution of existing CUFS would be as shown in the table below.

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

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

Number of CDIs on issue	Number of CDIs that may be issued under 10% Additional Capacity	Funds raised		
		based on issue price of \$0.020 (50% decrease in issue price)	based on issue price of \$0.04	based on issue price of \$0.08 (100% increase in issue price)
176,503,694 (current as at date of this Notice*)	17,650,369	\$353,007.39	\$706,014.78	\$1,412,029.55
264,755,541 (50% increase)	26,475,554	\$529,511.08	\$1,059,022.16	\$2,118,044.33
353,077,388 (100% increase)	35,300,739	\$706,014.78	\$1,412,029.55	\$2,824,059.10

* the number of CDIs on issue on the date of this Notice (a) includes 2,075,740 of issued but unquoted CDIs and (b) does not include any CDIs to be issued following approval of Resolutions 7 or 8.

The table has been prepared on the following assumptions:

- The issue price is \$0.04 based on the closing price of CDIs on 15 October 2020.
- The current variable 'A' under Listing Rule 7.1A.2 has been calculated in accordance with the formula in ASX Listing Rule 7.1A.2 as at 16 October 2020.
- The Company issues the maximum number of equity securities available under the share issue mandate under ASX Listing Rule 7.1A.
- No options are exercised or converted into Shares.
- The table shows only the effect of issues of the Company's equity securities under the 10% Additional Capacity, not under the Company's 15% capacity.

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

The effect of Resolution 12 will be to allow the Board to issue the equity securities under ASX Listing Rule 7.1A during the 10% Additional Capacity Period without using the Company's 15% capacity under ASX Listing Rule 7.1.

ASX Listing Rule 7.1A states that:

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

$(AxD)-E$

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

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

D = 10%

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

This Resolution 12 is a **special resolution** and therefore requires approval of 75% of the votes cast by Members present and eligible to vote (in person, by proxy, by attorney or, in the case of a corporate Member, by a corporate representative).

c) Specific information required by ASX Listing Rule 7.3A

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

- i) The equity securities will be issued at an issue price of not less than 75% of the VWAP for the Company's equity securities in that class over the 15 trading days on which trades were recorded immediately before:
 - A. the date on which the price at which the equity securities are to be issued is agreed; or
 - B. if the equity securities are not issued within 10 trading days of the date in paragraph (A) above, the date on which the equity securities are issued.
- ii) If Resolution 12 is approved by and the Company issues equity securities under the 10% Additional Capacity, the existing members' voting power in the Company will be diluted as shown in the above table (in the case of listed options, only if the listed options are exercised). There is a risk that:
 - A. the market price for the Company's equity securities may be significantly lower on the date of the issue of the equity securities than on the date of the meeting; and
 - B. the equity securities may be issued at a price that is at a discount to the market price for the Company's equity securities on the issue date or the equity securities are issued as part of the consideration for the acquisition of a new asset, which may have an effect on the amount of funds raised by the issue of the equity securities.
- iii) The Company will issue and allot equity securities approved under Resolution 12 by 11.00pm Thursday, 11 November 2021, which is 12 months after the date of the meeting. The approval under Resolution 12 for the issue of the equity securities will cease to be valid, and the Company will not issue any equity securities under the approval, in the event that Members approve a transaction under ASX Listing Rule 11.1.2 (a significant change to the nature or scale of activities) or 11.2 (disposal of main undertaking).
- iv) The Company will issue the equity securities under ASX Listing Rule 7.1A for cash consideration. In such circumstances, the Company intends to use the funds raised towards accelerating its Cloud product development, investing in sales and marketing and/or general working capital.
- v) The Company's allocation policy is dependent on the prevailing market conditions at the time of any proposed issue pursuant to the 10% Additional Capacity. The identity of the allottees of the equity securities will be determined on a case-by-case basis having regard to the factors including but not limited to the following:
 - A. the methods of raising funds that are available to the Company, including but not limited to, rights issues or other issues in which existing members can participate;
 - B. the effect of the issue of the equity securities on the control of the Company;
 - C. the financial situation and solvency of the Company; and
 - D. advice from corporate, financial and broking advisers (if applicable).

d) Previous Approval under ASX Listing Rule 7.1A

The Company has not previously obtained member approval under ASX Listing Rule 7.1A.

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

The Board unanimously recommends that shareholders vote in favour of the approval of Resolution 12, and the Chairman of the meeting intends to vote undirected proxies in favour of this resolution.

APPENDIX

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

Vesting of Awards

The Remuneration Committee has discretion to impose such conditions as it deems appropriate. For 2020, awards to Executive Directors will be subject to the following performance condition:

- The 2020 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 2020 award, during which the performance condition must be met, is approximately 2 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 31 December 2022, 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 in Appendix 1 of this Notice, are identical to the RSU Plan except as follows:

Eligibility

Any person who is a non-executive Director of Oneview Healthcare plc or a consultant to Oneview Healthcare plc or any subsidiary is eligible to participate. A duly constituted committee of the Board constituted to consider and review the remuneration and compensation of non-executive Directors and consultants of the Group will be responsible for the administration and operation of the NED & 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 2020, 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.