



Unifying the care experience.

ASX ANNOUNCEMENT 2022 ANNUAL GENERAL MEETING

21 October 2022 – Sydney, Australia – Oneview Healthcare PLC (ASX:ONE) a global healthcare technology company, will hold an annual general meeting virtually, on Thursday 17 November 2022 at 7.00 a.m. Dublin time (6.00 p.m. Sydney time). The following documents will be dispatched to security holders today:

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

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

About Oneview Healthcare

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

Investor Contacts

James Fitter, CEO
Oneview Healthcare
jfitter@oneviewhealthcare.com

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

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

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P +353 1 524 1677 E info@oneviewhealthcare.com oneviewhealthcare.com

Irish Company Reg: 513842
ARBN 610 611 768
VAT Number 9853271T

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

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

ANNUAL GENERAL MEETING



ONEVIEW HEALTHCARE PLC

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

Thursday 17th November 2022 at 7.00 a.m. Dublin time (6.00 p.m. Sydney time)

at the Radisson Blu St. Helen's Hotel, Stillorgan Road, 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 the Radisson Blu St. Helen's Hotel, Stillorgan Road, Blackrock, County Dublin, Ireland on Thursday, 17th November 2022 at 7.00 a.m. Dublin time (6.00 p.m. Sydney time), is set out in this document, accompanied a Voting Instruction Form, in connection with the resolutions to be proposed at the meeting.

To be valid, the Voting Instruction Form must be returned so as to be received by or on behalf of the Company, not later than 7.00 a.m. Dublin time (6.00 p.m. Sydney time) on 14th November 2022, in the manner set out in the Notes attached to this Notice.

Please note that the COVID-19 situation is constantly evolving, and the Irish Government may apply restrictions or implement measures relating to the holding of shareholder meetings during the affected period. Any changes to the arrangements for the AGM will be communicated to members before the AGM, including through our website www.oneviewhealthcare.com Further information in this respect is available in the Notes 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:

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

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

Helena D'Arcy

Company Secretary

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

18 October 2022

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 (6.00 p.m. Sydney time) on Thursday, 17th November 2022 at the Radisson Blu St. Helen's Hotel, Stillorgan Road, Blackrock, County Dublin, Ireland.

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

The Company expects to be able to welcome members to attend the AGM in person. In the event that it becomes necessary or appropriate to make alternative arrangements for the holding of the AGM, or it is not possible to hold the AGM either in compliance with public health guidelines or applicable law or where it is otherwise considered that proceeding with the AGM as planned poses an unacceptable health and safety risk, the AGM may be adjourned or postponed or relocated to a different time and/or venue, we will ensure that members are given as much notice as possible via announcement on the Company's website: www.oneviewhealthcare.com

If you choose not to physically attend this year's AGM, we encourage members to avail of the arrangements designed to retain participation in the AGM by submitting questions on and listening to the business of the AGM in the manner described below, and to avail of the proxy voting service to ensure your vote on the resolutions is represented at the AGM.

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 the conclusion of the AGM. As all of our ordinary shares are held through the ASX CUFS system, investors will all have received Voting Instruction Forms (rather than Forms of Proxy). Therefore it is important that you submit your Voting Instruction Form not later than 7.00 a.m. Dublin time (6.00 p.m. Sydney time) on 14th November 2022 to ensure your votes are included.

To participate in the AGM:

1. **to raise questions:** you may submit any questions that you would like to raise by forwarding these to the Company via post or email to be received before 7.00 a.m. Dublin time (6.00 p.m. Sydney time) on 15th November 2021. Further details are set out at note 7 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/10025882-gty6r5.html>

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

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

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

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

their Voting Instruction Form as soon as possible but, in any event, by 7.00 a.m. Dublin time (6.00 p.m. Sydney time) on 14th November 2022.

Instructions relating to the submission of both Voting instruction Forms and Forms of Proxy (for ordinary shareholders) are included in the Notes to this Notice (including the manner in which CUFS holders and ordinary shareholders may submit their proxy appointment and voting instructions electronically).

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 2021 together with the reports of the Directors and Auditors;
- a proposal for the re-election as non-executive Director, of Michael Kaminski, who retires by rotation as required under the Constitution;
- the approval of terms of and awards under the Share Option Plan ("**ESOP**"), the RSU Plan and the NED RSU Plan together with the terms of those plans, including those in connection with a salary sacrifice scheme for the Executive Director (further details of which are set out in the explanatory memorandum to this Notice ("**Explanatory Memorandum**"). A summary of the key features of the existing ESOP, RSU Plan and NED RSU Plan is set out in the Appendix to this Notice;
- refresh the Company's placement capacity under the ASX Listing Rules; and
- a proposal to increase by 10% the Company's securities allotment limits, in accordance with the ASX Listing Rules.

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

The Annual Report and Financial Statements for the period ended 31 December 2021 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

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 (6.00 p.m. Sydney time) on Thursday, 17th November 2022 at the Radisson Blu St. Helen's Hotel, Stillorgan Road, 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 2021 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 2021.
3. To re-appoint Michael Kaminski as a 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 issues of Options under the Oneview Healthcare plc Share Option Plan as described in the Explanatory Memorandum be approved as an exception to ASX Listing Rule 7.1 pursuant to Exception 13 in ASX Listing Rule 7.2.
7. That issues of Awards under the Oneview Healthcare plc Restricted Share Unit Plan as described in the Explanatory Memorandum be approved as an exception to ASX Listing Rule 7.1 pursuant to Exception 13 in ASX Listing Rule 7.2.
8. That issues of Awards under the Oneview Healthcare plc NED & Consultant RSU Plan as described in the Explanatory Memorandum be approved as an exception to ASX Listing Rule 7.1 pursuant to Exception 13 in ASX Listing Rule 7.2.
9. That for the purposes of ASX Listing Rule 10.14 and for all other purposes, approval be and it is hereby given for the issue of RSUs to, or for the benefit of, James Fitter in 2021 under the Oneview Healthcare plc Restricted Share Unit Plan in lieu of a portion of his contracted salary and in accordance with the terms described in the Explanatory Memorandum.
10. That for the purposes of ASX Listing Rule 10.14 and for all other purposes, approval be and it is hereby given for the issue of RSUs to, or for the benefit of, Joseph Rooney in 2021 under the Oneview Healthcare plc NED & Consultant RSU Plan in accordance with the terms described in the Explanatory Memorandum.
11. That for the purposes of ASX Listing Rule 10.14 and for all other purposes, approval be and it is hereby given for the issue of RSUs to, or for the benefit of, Dr Lyle Berkowitz in 2021 under the Oneview Healthcare plc NED & Consultant RSU Plan in accordance with the terms described in the Explanatory Memorandum.
12. That for the purposes of ASX Listing Rule 10.14 and for all other purposes, approval be and it is hereby given for the issue of RSUs to, or for the benefit of, Nashina Asaria in 2021 under the Oneview Healthcare plc NED & Consultant RSU Plan in accordance with the terms described in the Explanatory Memorandum.
13. That for the purposes of ASX Listing Rule 10.14 and for all other purposes, approval be and it is hereby given for the issue of RSUs to, or for the benefit of, Michael Kaminski in 2021 under the Oneview Healthcare plc NED & Consultant RSU Plan in accordance with the terms described in the Explanatory Memorandum.
14. That, for the purposes of the ASX Listing Rules (in particular ASX Listing Rule 7.4) and refreshing thereunder the Company's placement capacity of new ordinary shares/CUFS following the date of this resolution, the previous issue and allotment by the Directors of 39,011,872 ordinary shares in the Company and the subsequent issue of 39,011,872 CUFS over ordinary shares in the Company pursuant to ASX Listing Rule 7.1 under the capital raising conducted by the Company in November 2021 ("**Placement**"), be and it is hereby acknowledged, ratified and approved.
15. That, for the purposes of the ASX Listing Rules (in particular ASX Listing Rule 7.4) and refreshing thereunder the Company's placement capacity of new ordinary shares/CUFS following the date of this resolution, the previous issue and allotment by the Directors of 26,007,915 ordinary shares in the Company and the subsequent issue of 26,007,915 CUFS over ordinary shares in the Company pursuant to ASX Listing Rule 7.1A under the Placement (as defined in Resolution 14) be and it is hereby acknowledged, ratified and approved.

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

16. That, without prejudice to the generality of the approvals and the powers conferred on the Directors by Resolutions 9 to 15 (inclusive) above and the Constitution of the Company:
- a) subject to part c) of this Resolution 16, the Directors be and are hereby authorised to grant from time to time and for so long as the Directors remain authorised to allot relevant securities under the authority set out in Resolution 8 of the Company's notice of annual general meeting dated 27 September 2021 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 16 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 16, 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.
17. That pursuant to and in accordance with ASX Listing Rule 7.1A and for all other purposes 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

18 October 2022

Company Secretary

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

AGM Notice: Notes

COVID-19

1. The Company will seek to conduct the AGM as safely and efficiently as possible and in compliance with applicable and public health guidance in effect in relation to COVID-19 at the time of the AGM. While it is possible as at the date of this Notice to convene and hold a physical AGM, the Company will continue to monitor the impact of COVID-19 and 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.

Entitlement to attend and vote – CUFS Holders

2. Only those persons registered as holders of CUFS over shares of the Company at 7.00 a.m. Dublin time (6.00 p.m. Sydney time) on 15th November 2022 or if the AGM is adjourned, at the time that is 48 hours before the time appointed for the adjourned meeting shall be entitled to attend, speak, ask questions and, subject to valid submission of a Voting Instruction Form in respect of the number of CUFS registered in their name, vote at the meeting, or if relevant, any adjournment thereof. Changes in the CUFS register after that time and date will be disregarded in determining the right of any person to attend and/or vote at the meeting or any adjournment thereof.

Voting (and non-attendance) by CUFS Holders

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

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

- (a) Follow this option if you do not intend to attend the AGM in person or to appoint a proxy to attend the AGM in person on your behalf (a "Nominated Proxy").
- (b) You may lodge a Voting Instruction Form directing CHES Depository Nominees Pty Limited ("CDN") (the legal holder of all ordinary shares for the purposes of the ASX Settlement Operating Rules) to nominate the Chairman of the AGM as its CUFS proxy to vote the ordinary shares underlying your holding of CUFS that it holds on your behalf.
- (c) You can submit your Voting Instruction Form as follows:
 - (i) Complete the hard-copy Voting Instruction Form accompanying this Notice of AGM and lodge it using the "Lodgement Instructions" set out at note 4 below.
 - (ii) Complete a Voting Instruction Form using the internet:
Go to www.investorvote.com.au
You will need:
 - (A) your Control Number (located on your Voting Instruction Form); and
 - (B) your SRN or HIN for your holding; and
 - (C) your postcode (or country of residence if outside Australia) as recorded in the Company's register.

If you lodge the Voting Instruction Form in accordance with these instructions, you will be taken to have signed it.
- (d) For your vote to count, your completed Voting Instruction Form must be received by Computershare no later than 7.00 a.m. Dublin time (6.00 p.m. Sydney time) on 14th November 2022. You will not be able to vote your CUFS over Shares by way of teleconference.

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

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

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

- (b) If the Nominated Proxy does not attend the AGM, the Chairman will vote the shares in accordance with the instructions on the Voting Instruction Form or, for undirected proxies, in accordance with the Nominated Proxy's written instructions. If the Nominated Proxy does not provide written instructions to the Chairman care of Computershare Investor Services Pty Limited by facsimile to +61 2 8235 8133 or by e-mail to sydneyreturningofficer@computershare.com.au, by 7.00 a.m. Dublin time (6.00 p.m. Sydney time) on 14th November 2022, then the Chairman intends voting in favour of all of the resolutions.
- (c) For your proxy appointment to count, your completed Voting Instruction Form must be received by Computershare no later than 7.00 a.m. Dublin time (6.00 p.m. Sydney time) on 14th November 2022.

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

- (a) Holders of CUFS may convert their CUFS into a holding of ordinary shares and vote these at the meeting as set out at Note 26. However, if thereafter the former CUFS holder wishes to sell their investment on ASX it would be necessary to convert the ordinary shares back to CUFS. In order to vote in person, the conversion must be completed prior to 7.00 a.m. Dublin time (5.00 p.m. Sydney time) on 14th November 2022. Holders of CUFS who wish to convert their CUFS into ordinary shares should contact Computershare on 1300 300 279 from within Australia or +353 1 447 560961 from outside Australia or by e-mail on clientservices@computershare.ie.

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

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

Lodgement Instructions

- 4. Completed Voting Instruction Forms may be lodged with Computershare using one of the following methods:
 - 4.1. by post to GPO Box 242, Melbourne VIC 3001, Australia; or
 - 4.2. by delivery in person to Computershare at Level 4, 60 Carrington Street, Sydney NSW 2000, Australia; or
 - 4.3. online at www.investorvote.com.au; or
 - 4.4. for Intermediary Online subscribers only (custodians), online at www.intermediaryonline.com; or
 - 4.5. 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 sydneyreturningofficer@computershare.com.au.

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

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

No voting available in AGM teleconference

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

Total number of issued shares

6. The total number of issued ordinary shares on the date of this Notice is 522,066,146. 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 3 to 5) carries one vote. On a vote on a show of hands, every ordinary shareholder present in person and every proxy (including CUFS holders present as a Nominated Proxy of CDN) has one vote (but no individual shall have more than one vote). On a poll every ordinary shareholder (or CUFS holder present as a Nominated Proxy of CDN) shall have one vote for every ordinary share (or CUFS) of which he or she is the holder. **However, all resolutions at the AGM will be determined on a poll.** Ordinary Resolutions require to be passed by a simple majority of votes cast by those ordinary shareholders (or CUFS holders) who vote in person or by proxy. Special Resolutions require to be passed by a majority of 75% of votes cast by those ordinary shareholders (or CUFS holders) who vote in person or by proxy.

Questions at the AGM

7. The AGM is an opportunity for members to put questions to the Chairman during the question and answer session. We would ask that where a member wishes to use the AGM as an opportunity to put questions to the Chairman and is not attending the AGM in person, such member should in advance of the AGM submit a question by email (with evidence of their shareholding) to cosec@oneviewhealthcare.com, so as to be received in either case no later than 48 hours before the time appointed for the AGM.

Amendments to resolutions

8. 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 Exclusions in respect of Resolution 6

9. The Company will disregard any votes cast in favour of Resolution 6 by or on behalf of a person who is eligible to participate in the Oneview Healthcare plc Share Option Plan or any of their Associates.
10. However, this does not apply to a vote cast in favour of Resolution 6 by:
- 10.1. a person as proxy or attorney for a person who is entitled to vote on Resolution 6, in accordance with the directions given to the proxy or attorney to vote on the resolution in that way; or
 - 10.2. the Chairman of the meeting as proxy or attorney for a person who is entitled to vote on Resolution 6, in accordance with a direction given to the Chairman to vote as the Chairman decides; or
 - 10.3. a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - a) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on Resolution 6; and
 - b) the holder votes on Resolution 6 in accordance with directions given by the beneficiary to the holder to vote in that way.

Voting Exclusions in respect of Resolution 7

11. The Company will disregard any votes cast in favour of Resolutions 7 by or on behalf of a person who is eligible to participate in the Oneview Healthcare plc Restricted Share Unit Plan or any of their Associates.
12. However, this does not apply to a vote cast in favour of Resolution 7 by:
- 12.1. 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
 - 12.2. 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
 - 12.3. a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - a) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on Resolution 7; and

- b) the holder votes on Resolution 7 in accordance with directions given by the beneficiary to the holder to vote in that way.

Voting Exclusions in respect of Resolution 8

- 13. The Company will disregard any votes cast in favour of Resolution 8 by or on behalf of a person who is eligible to participate in the Oneview Healthcare plc NED & Consultant RSU Plan or any of their Associates.
- 14. However, this does not apply to a vote cast in favour of Resolution 8 by:
 - 14.1. 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
 - 14.2. 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
 - 14.3. a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - a) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on Resolution 8; and
 - b) 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

- 15. The Company will disregard any votes cast in favour of Resolution 9 by or on behalf of a person referred to in ASX Listing Rules 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the RSU Plan, James Fitter (being the only person so eligible) or any Associate of him.
- 16. However, this does not apply to a vote cast in favour of Resolution 9 by:
 - 16.1. 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
 - 16.2. 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
 - 16.3. a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - a) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on Resolution 9; and
 - b) 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 Resolutions 10, 11, 12 and 13

- 17. The Company will disregard any votes cast in favour of Resolutions 10, 11, 12 and 13 by:
 - 17.1. any person referred to in ASX Listing Rules 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the NED RSU Plan: or
 - 17.2. any Associate that person or those persons referred to in paragraph 17.1 above.
- 18. However, this does not apply to a vote cast in favour of Resolutions 10, 11, 12 or 13 by:
 - 18.1. a person as proxy or attorney for a person who is entitled to vote on Resolutions 10, 11, 12 and 13 in accordance with the directions given to the proxy or attorney to vote on the resolution in that way; or
 - 18.2. the Chairman of the meeting as proxy or attorney for a person who is entitled to vote on Resolutions 10, 11, 12 and 13, in accordance with a direction given to the Chairman to vote as the Chairman decides; or
 - 18.3. a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:

- a) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on Resolutions 10, 11, 12 and 13; and
- b) the holder votes on Resolutions 10, 11, 12 and 13 in accordance with directions given by the beneficiary to the holder to vote in that way.

Voting Exclusion in respect of Resolution 14

- 19. The Company will disregard any votes cast in favour of Resolution 14 by or on behalf of:
 - 19.1. any person who participated in, or who obtained a material benefit as a result of, the Placement (as defined in Resolution 14 of the Notice of AGM) (except a benefit solely by reason of being a Shareholder); and
 - 19.2. any Associate of that person or those persons referred to in paragraph 19.1 above.
- 20. However, this does not apply to a vote cast in favour of Resolution 14 by:
 - 20.1. a person as proxy or attorney for a person who is entitled to vote on Resolution 14, in accordance with the directions on the proxy or attorney to vote on the resolution in that way; or
 - 20.2. the Chairman of the meeting as proxy or attorney for a person who is entitled to vote on Resolution 14, in accordance with a direction given to the Chairman to vote as the Chairman decides; or
 - 20.3. a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - a) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on Resolution 14; and
 - b) the holder votes on Resolution 14 in accordance with directions given by the beneficiary to the holder to vote in that way.

Voting Exclusion in respect of Resolution 15

- 21. The Company will disregard any votes cast in favour of Resolution 15 by or on behalf of:
 - 21.1. any person who participated in, or who obtained a material benefit as a result of, the Placement (as defined in Resolution 14 of the Notice of AGM) (except a benefit solely by reason of being a Shareholder); and
 - 21.2. any Associate of that person or those persons referred to in paragraph 21.1 above.
- 22. However, this does not apply to a vote cast in favour of Resolution 15 by:
 - 22.1. a person as proxy or attorney for a person who is entitled to vote on Resolution 15, in accordance with the directions on the proxy or attorney to vote on the resolution in that way; or
 - 22.2. the Chairman of the meeting as proxy or attorney for a person who is entitled to vote on Resolution 15, in accordance with a direction given to the Chairman to vote as the Chairman decides; or
 - 22.3. a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - a) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on Resolution 15; and
 - b) the holder votes on Resolution 15 in accordance with directions given by the beneficiary to the holder to vote in that way.

Voting Exclusion in respect of Resolution 17

23. The Company will disregard any votes cast in favour of Resolution 17 by or on behalf of:
- 23.1. a person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue of equity securities under the 10% Additional Capacity (except a benefit solely by reason of being a Shareholder); and
 - 23.2. any Associate of that person or those persons referred to in paragraph 23.1 above.
24. However, this does not apply to a vote cast in favour of Resolution 17 by:
- 24.1. a person as proxy or attorney for a person who is entitled to vote on Resolution 17, in accordance with the directions on the proxy or attorney to vote on the resolution in that way; or
 - 24.2. the Chairman of the meeting as proxy or attorney for a person who is entitled to vote on Resolution 17, in accordance with a direction given to the Chairman to vote as the Chairman decides; or
 - 24.3. a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - a) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on Resolution 17; and
 - b) the holder votes on Resolution 17 in accordance with directions given by the beneficiary to the holder to vote in that way.
25. At the date of this Notice, the Company is not proposing to make an issue of securities under ASX Listing Rule 7.1A.2 and as such no votes will be excluded under the voting exclusion.

Entitlement to attend and vote – Ordinary Shareholders

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

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

A Form of Proxy for use by ordinary shareholders is enclosed with the Notice of AGM. To be effective, the Form of Proxy duly completed and executed, must be deposited with the Company by email to cosec@oneviewhealthcare.com, so as to be received in either case no later than 48 hours before the time appointed for the AGM (being in respect of the AGM, 7.00 a.m. Dublin time (6.00 p.m. Sydney time) on 15th November 2022) or adjourned AGM or (in the case of a poll taken otherwise than at or on the same day as the AGM or adjourned AGM) at least 48 hours before the taking of the poll at which it is to be used. Any alteration to the Form of Proxy must be initialled by the person who signs it.

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

EXPLANATORY MEMORANDUM

The Board of Directors is satisfied that each of the resolutions set out in the Notice of AGM is in the best interests of the Company and its members as a whole. Accordingly, your Board of Directors unanimously recommends that you vote in favour of each of these resolutions to be proposed at the AGM (without prejudice to the voting exclusions for Resolutions 6 to 13 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 2021 and a review of the affairs of the Company.

Resolution 2: Director's Report on Remuneration

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

Resolution 3: Re-appointment of Directors

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

The biography of Michael Kaminski, 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 Michael Kaminski continues to perform effectively and to demonstrate commitment to his role.

Michael Kaminski – Independent Non-Executive Officer and Chairman

Michael joined Oneview as a non-executive director in August 2018 and was appointed to the role of Chairman in November 2019.

Michael is a Charlotte-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 is currently serving as President and CEO of Linet Americas. Prior to this, he was the CEO of Landauer Inc. where he delivered significant EPS growth and share price gains during his tenure. Michael joined the board of the Morel Company in January 2020.

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 accordingly included Resolution 5.

Background to Resolutions 6 to 8

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.

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 13.

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 13, 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. Shareholder approval was previously obtained at the annual general meeting held on 1 August 2019 ("**2019 Approval**").

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.

The aggregate number of securities which may be issued in reliance on Exception 13 (without subsequently being refreshed) will not exceed:

- (a) 10,000,000 securities under the ESOP;
- (b) 50,000,000 securities under the RSU Plan; and
- (c) 25,000,000 securities under the NED & Consultant RSU sub-plan.

The Board has not determined that securities in respect of all of those shares will in fact be granted.

Resolution 6: 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 have not changed materially from 2016 and a summary of the key features is set out in the Appendix to this Notice.

The Board is seeking approval of shareholders for future issues of Options under the ESOP for the purposes of Exception 13 ASX Listing Rule 7.2, as discussed above.

If shareholders approve this Resolution 6, 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 the 2019 Approval are summarised as follows:

Issue date	Options movements	Price Range
Options outstanding at 2019 Approval	2,446,000	€0.001 to €1.233
Options issued since the 2019 Approval	13,007,872	€0.001 to €0.17
Options exercised since the 2019 Approval	526,372	€0.001 to €0.15
Options forfeited since the 2019 Approval	1,121,500	€0.001 to €1.233
Options currently outstanding	13,806,000	€0.001 to €0.73

On the dates below, the Company issued the following CUFs pursuant to the exercise of Options under the Oneview Healthcare plc Share Option Plan (ESOP):

Directors	Date Issued	CUFS	Total
Dr. Lyle Berkowitz	30 November 2020	50,000	50,000
Other employees	14 August 2018	100,000	
	25 August 2019	700,000	
	12 November 2019	325,000	
	10 September 2020	40,000	
	6 April 2021	3,874	
	2 June 2021	7,498	
	6 July 2021	100,000	1,276,372
TOTAL			1,326,272

The details in the above tables do not include any options to be issued following approval of Resolutions 9 to 13.

The Board, other than James Fitter, recommend that shareholders vote in favour of Resolution 6.

The Chair intends to exercise all available proxies in favour of Resolution 6.

Resolution 7: Restricted Share Unit Plan

The Company adopted the RSU Plan, for executive Directors and employees in 2019. This Plan enables the Group to continue to grant long term incentive arrangements in accordance with its remuneration policy.

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 13, as discussed above.

If shareholders approve this Resolution 7, 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 RSUs issued under the RSU Plan since the 2019 Approval are summarised as follows:

Issue date	No.
RSUs issued since the 2019 Approval	53,913,645
RSUs exercised since the 2019 Approval	25,379,278
RSUs forfeited since the 2019 Approval	2,473,659
RSUs currently outstanding	26,060,708

On the dates below, the Company issued the following CUFs pursuant to the vesting of RSUs under the RSU Plan:

Directors	Date Issued	CUFS	Total
James Fitter	9 December 2021	4,075,000	4,075,000
Other employees	5 March 2021	5,275,000	
	6 April 2021	4,325,000	
	4 May 2021	7,824,319	
	9 December 2021	531,666	
	13 January 2022	444,444	
	11 April 2022	538,989	
	4 May 2022	1,164,757	
	20 June 2022	40,000	
	7 September 2022	55,996	
	3 October 2022	1,104,107	21,304,278
TOTAL			25,379,278

The details in the above tables do not include any RSUs to be issued following approval of Resolutions 9 to 13.

The Board, other than James Fitter, recommends that shareholders vote in favour of Resolution 7.

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

Resolution 8: Sub-Plan for Directors & Consultants

In 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, 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 13, as discussed above.

If shareholders approve this Resolution 8 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.

Issue date	No.
RSUs issued since the 2019 Approval	8,046,952
RSUs exercised since the 2019 Approval	6,172,591
RSUs forfeited since the 2019 Approval	-
RSUs currently outstanding	1,874,361

Directors	Date Issued	CUFS	Total
Michael Kaminski	25 November 2020	588,235	
Joseph Rooney	25 November 2020	294,118	
Dr. Lyle Berkowitz	25 November 2020	294,118	
Michael Kaminski	22 November 2021	2,127,660	
Joseph Rooney	22 November 2021	1,063,830	
Dr. Lyle Berkowitz	22 November 2021	<u>1,063,830</u>	5,431,791
Contractors			
	2 July 2021	300,000	
	13 September 2021	200,000	
	20 June 2022	56,000	
	7 September 2022	<u>184,800</u>	740,800
TOTAL			6,172,591

The details in the above tables do not include any RSUs to be issued following approval of Resolutions 9 to 13.

James Fitter recommends that shareholders vote in favour of Resolution 8.

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

Resolution 9: Grants of Restricted Share Units to Executive Director (James Fitter)

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

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

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

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

- 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;
- the date by which the Company will issue the RSUs set out below is expected to be Thursday, 17th November 2022 and in any event within 12 months of the meeting;
- no amount is payable by James Fitter on the grant of his RSUs or the issue of Shares or CUFs on vesting;
- 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;
- James Fitter's current fixed annual salary is €300,000. However, James Fitter has volunteered to forego 20% of his cash salary, with that portion to be received in RSUs (see below for more information); and
- James Fitter holds 13,940,734 CUFS and 15,993,931 RSUs as at the date of this Notice of AGM.

Salary Sacrifice Grant

- In order to assist the Company to preserve cash reserves and reduce operating expenses, James Fitter has volunteered to forego 20% of his contracted cash salary with that portion to be received in RSUs. As such, €60,000 of the salary payable to James Fitter for 2021/2 will be paid by an issue of RSUs.
- The number of RSUs to be granted under the Salary Sacrifice Grant is the equivalent of €60,000 of RSU's, based on the open price of CUFS on the day of the grant, following shareholder approval at the AGM. These RSUs will have

a vesting period of 12 months from date of the grant subject to continuing services as an Executive Director throughout the vesting period; (this grant is conditional on tenure only).

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

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

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

If Resolution 9 is not passed, the grant of RSUs the subject of this Resolution will not proceed. In these circumstances the Company will be required to pay James Fitter the portion of his contracted salary that he has volunteered to forego in cash, such cash payment will impact the company's operating expenses.

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

Resolution 10: Approval of issue and grant of RSUs to Joseph Rooney under the NED RSU Plan

It is proposed that Joseph Rooney, being a non-executive Director of the Company, be awarded under the NED RSU Plan the equivalent of A\$75,000 of RSUs, on an annual basis, based on the open price of CUFS on the day of the grant, following shareholder approval at that AGM, as was the case in 2020 and 2021 (and as per Resolutions 11, 12, 13). The vesting period is 12 months from date of the grant subject to continuing services as a non-executive Director throughout the vesting period.

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

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

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

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

- (a) Joseph Rooney is an executive director of the Company and is therefore a related party of the Company under the ASX Listing Rule 10.14.1;
- (b) the date by which the Company will issue the RSUs is expected to be Thursday, 17th November 2022 and in any event within 12 months of the meeting;
- (c) no amount is payable by Joseph Rooney on the grant of the RSUs;
- (d) the Shares / CUFS issued on vesting of the RSUs will be on the same terms as, and will rank equally with, all other shares / CUFS, from the time of issue; and
- (e) Joseph Rooney's fees as a non-executive Director currently amount to A\$71,500 per annum;
- (f) Joseph Rooney holds 3,535,498 CUFS and 131,579 RSUs as at the date of this Notice of AGM; and
- (g) The terms of the NED RSU Plan are attached to this Notice of AGM.

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

Resolution 11: Approval of issue and grant of RSUs to Dr Lyle Berkowitz under the NED RSU Plan

It is proposed that Dr Lyle Berkowitz, being a non-executive Director of the Company, be awarded under the NED RSU Plan the equivalent of A\$75,000 of RSUs, on an annual basis, based on the open price of CUFS on the day of the grant, following shareholder approval at that AGM, as was the case in 2020 and 2021 (and as per Resolutions 10, 12 and 13). The vesting period is 12 months from date of the grant subject to continuing services as a non-executive Director throughout the vesting period.

Each RSU award is a conditional right to one fully paid share in the Company subject to meeting the applicable service conditions as set out below. RSU awards are issued by the Company to attract, retain, and motivate non-executive Directors,

to recognize individual contributions and to promote the creation of long term value for shareholders by aligning the interests of such persons with those of shareholders.

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

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

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

- (a) Dr Lyle Berkowitz is a non-executive director of the Company and is therefore a related party of the Company under the ASX Listing Rule 10.14.1;
- (b) the date by which the Company will issue the RSUs is expected to be Thursday, 17th November 2022 and in any event within 12 months of the meeting;
- (c) no amount is payable by Dr Lyle Berkowitz on the grant of the RSUs;
- (d) the Shares / CUFS issued on vesting of the RSUs will be on the same terms as, and will rank equally with, all other shares / CUFS, from the time of issue; and
- (e) Dr Lyle Berkowitz's fees as a non-executive Director currently amount to A\$71,500 per annum;
- (f) Dr Lyle Berkowitz holds 1,300,818 CUFS and 131,579 RSUs as at the date of this Notice of AGM; and
- (g) The terms of the NED RSU Plan are attached to this Notice of AGM.

If this Resolution 11 is not passed, the Company will need to consider alternate means of retaining and motivating Dr Lyle Berkowitz which may include an increase in cash fees payable to non-executive Directors.

Resolution 12: Approval of issue and grant of RSUs to Nashina Asaria under the NED RSU Plan

It is proposed that Nashina Asaria, being a non-executive Director of the Company, be awarded under the NED RSU Plan the equivalent of A\$50,000 of RSUs on an annual basis, based on the open price of CUFS on the day of the grant, following shareholder approval at that AGM, as was the case in 2021 (and as per Resolutions 10, 11 and 13). The vesting period is 12 months from date of the grant subject to continuing services as a non-executive Director throughout the vesting period.

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

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

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

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

- (a) Nashina Asaria is a non-executive director of the Company and is therefore a related party of the Company under the ASX Listing Rule 10.14.1;
- (b) the date by which the Company will issue the RSUs is expected to be Thursday, 17th November 2022 and in any event within 12 months of the meeting;
- (c) no amount is payable by Nashina Asaria on the grant of the RSUs;
- (d) the Shares / CUFS issued on vesting of the RSUs will be on the same terms as, and will rank equally with, all other shares / CUFS, from the time of issue; and
- (e) Nashina Asaria's fees as a non-executive Director currently amount to A\$71,500 per annum;
- (f) Nashina Asaria does holds 798,245 RSUs as at the date of this Notice of AGM; and
- (g) The terms of the NED RSU Plan are attached to this Notice of AGM.

If this Resolution 12 is not passed, the Company will need to consider alternate means of retaining and motivating Nashina Asaria which may include an increase in cash fees payable to non-executive Directors.

Resolution 13: Approval of issue and grant of RSUs to Michael Kaminski under the NED RSU Plan

It is proposed that Michael Kaminski, being a non-executive Director of the Company, be awarded under the NED RSU Plan the equivalent of A\$100,000 of RSUs, on an annual basis, based on the open price of CUFS on the day of the grant, following shareholder approval at that AGM, as was the case in 2020 (and as per Resolutions 10, 11 and 12). The vesting period is 12 months from date of the grant subject to continuing services as a non-executive Director and Chairman throughout the vesting period.

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

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

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

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

- (a) the date by which the Company will issue the RSUs is expected to be Thursday, 17th November 2022 and in any event within 12 months of the meeting;
- (b) no amount is payable by Michael Kaminski on the grant of the RSUs;
- (c) the Shares / CUFS issued on vesting of the RSUs will be on the same terms as, and will rank equally with, all other shares / CUFS, from the time of issue; and
- (d) Michael Kaminski's fees as a Non-executive and Chairman director currently amount to A\$71,500 per annum;
- (e) Michael Kaminski holds 2,309,932 CUFS, 263,159 RSUs and 250,000 share options as at the date of this Notice of AGM; and
- (f) The terms of the NED RSU Plan are attached to this Notice of AGM.

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

In relation to Resolutions 10, 11, 12 and 13, we note that details of any RSUs issued under the RSU Plan or NED RSU Plan will be published in the annual report of the Company relating to the period in which they were issued, along with a statement that approval for the issue was obtained under ASX Listing Rule 10.14.

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

Resolutions 14 and 15: Ratification of previous issue of securities in accordance with ASX Listing Rule 7.4

Resolutions 14 and 15 seek to refresh the Company's placement capacity under the ASX Listing Rules.

Background

On 17th November 2021, the Company announced it had undertaken a placement of 65,019,787 CUFS to existing and new institutional and sophisticated investors (the "**Placement**"). At the time of the Placement, the Company had sufficient placement capacity under the capacity limitations set out in ASX Listing Rule 7.1 and the Board had sufficient authorities from shareholders following the last AGM, to undertake and execute the Placement without shareholder approval.

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

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

At the 2021 AGM, the Company sought, and received approval, to issue securities under the 10% additional capacity rule. Following the issue of securities under the Placement, the Company exhausted the 15% capacity provided under ASX Listing Rule 7.1 and the 10% additional capacity provided under ASX Listing Rule 7.1A.

The Company is seeking approval to refresh the Company's placement capacity under the ASX Listing Rules whereby the shares issued under the Placement are not calculated towards the Company's future placement capacity limits. Resolution 14 is seeking the ratification of the previous issue of securities under the Placement which were issued under ASX Listing 7.1. Similarly, Resolution 15 is seeking the ratification of the previous issue of securities under the Placement which were issued under ASX Listing Rule 7.1A. If Resolutions 14 and 15 are approved the Company will have the ability to issue securities equivalent to 25% of the current issued share capital without shareholder approval. If Resolutions 14 and 15 are not passed the Company's placement capacity under the ASX Listing Rules will not be refreshed which will limit the Company's ability to undertake future capital raisings and the Company may need to consider different avenues in order to raise funds.

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

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

Specific information required by ASX Listing Rule 7.5

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

- a) On 22nd November 2022 the Company issued:
 - (i) 39,011,872 CUFS under ASX Listing Rule 7.1 (**7.1 Placement Securities**); and
 - (ii) 26,007,915 CUFS under ASX Listing Rule 7.1A (**7.1A Placement Securities**),the 7.1 Placement Securities and 7.1A Placement Securities being together the **Placement Securities**.
- b) The Placement Securities were issued to various existing and new institutional and sophisticated investors identified by the Company and its financial advisers.
- c) The Placement Securities were issued at a price of A\$0.27 per CUF.
- d) The Placement Securities rank pari passu with, and on the same terms as, the existing equity securities of the Company on issue.
- e) The Placement Securities together with the securities issued under the rights issue were issued to fund the acceleration of the Company's Cloud product development, investment in sales and marketing and to provide general working capital.

The Board unanimously recommends that shareholders vote in favour of the approval of Resolutions 14 and 15 and the Chairman of the meeting intends to vote undirected proxies in favour of Resolutions 14 and 15.

Resolution 16: Authority to allot share based remuneration

Resolution 16 is a special resolution and renews the Directors' authority to grant options and other share based awards to employees, Directors and Consultants of the Company or any subsidiary of the Company in accordance with the provisions of any share incentive share plan of the Company.

Resolution 17: 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 17 October 2022 is approximately \$78 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 17 is approved by and the Company issues the maximum number of equity securities available under the 10% Additional Capacity, the economic and voting dilution of existing CUFS would be as shown in the table below. If Resolution 17, the Company will not be able to issue securities under the 10% Additional Capacity which may limit the Company's ability to undertake future capital raisings.

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

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

Number of CUFS on issue	Number of CUFS that may be issued under 10% Additional Capacity	Funds raised		
		based on issue price of \$0.075 (50% decrease in issue price)	based on issue price of \$0.15	based on issue price of \$0.30 (100% increase in issue price)
518,886,299 (current as at date of this Notice of AGM*)	51,888,630	A\$3,891,647	A\$7,783,294	A\$15,566,589
778,329,449 (50% increase)	77,832,945	A\$5,837,471	A\$11,674,942	A\$23,349,883
1,037,772,598 (100% increase)	103,777,260	A\$7,783,294	A\$15,566,589	A\$31,133,178

* the number of CUFS on issue on the date of this Notice of AGM (a) includes 2,075,740 of issued but unquoted CUFS and (b) does not include any CUFS to be issued following approval of Resolutions 9 to 13.

The table has been prepared on the following assumptions:

- The issue price is \$0.15 based on the closing price of CUFS on 17 October 2022.
- 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 17 October 2022.
- 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.

- v) The table shows only the effect of issues of the Company's equity securities under the 10% Additional Capacity, not under the Company's 15% capacity.

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

The effect of Resolution 17 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:

$(A \times D) - E$

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

- plus the number of fully paid ordinary securities issued in the Relevant Period under an exception in ASX Listing Rule 7.2, other than exception 9, 16 or 17;
- plus the number of fully paid ordinary securities issued in the Relevant Period on the conversion of convertible securities with ASX Listing Rule 7.2, exception 9 where the convertible securities were issued or agreed to be issued before the commencement of the Relevant Period, or the issue of, or agreement to issue, the convertible securities was approved, or taken under these the ASX Listing Rules to have been approved, under rule 7.1 or rule 7.4,
- plus the number of fully paid ordinary securities issued in the relevant period under an agreement to issue securities within SX Listing Rule 7.2 exception 16 where the agreement was entered into before the commencement of the Relevant Period, or the agreement or issue was approved, or taken under these rules to have been approved, under rule 7.1 or rule 7.4;
- plus the number of fully paid ordinary securities issued in the Relevant Period with approval of holders of ordinary securities under ASX Listing Rule 7.1 or 7.4;
- plus the number of partly paid ordinary securities that became fully paid in the Relevant Period; and
- less the number of fully paid ordinary securities cancelled in the Relevant Period.

D = 10%

E = The number of equity securities issued or agreed to be issued under ASX Listing Rule 7.1A.2 in the Relevant Period where the issue or agreement to issue has not been subsequently approved by holders of ordinary securities under ASX Listing Rule 7.4.

This Resolution 17 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 17 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 17 until the first to occur of the following:
 - A. 7.00 a.m. Dublin time (6.00 p.m. Sydney time) on Thursday, 16th November 2023, which is 12 months after the date of the Meeting;
 - B. the time and date of Oneview's next annual general meeting; and
 - C. the time and date that Members approve a transaction under ASX Listing Rule 11.1.2 (a significant change to the nature or scale of activities) or 11.2 (disposal of main undertaking).
- iv) Details of securities issued under ASX Listing Rule 7.1A since the previous annual general meeting are described below:
 - A. On 24 November 2021 the Company issued:
 - i. 39,011,872 CUFS under ASX Listing Rule 7.1 (**7.1 Placement Securities**); and
 - ii. 26,007,915 CUFS under ASX Listing Rule 7.1A (**7.1A Placement Securities**),
 the 7.1 Placement Securities and 7.1A Placement Securities being together the **Placement Securities**.
 - B. Of the 433,465,253 CUFS on issue at the date of the 2021 AGM (**Relevant CUFS**) the 7.1 Placement Securities represent ~9% and the 7.1A Placement Securities represent ~6% of the Relevant CUFS.
 - C. The Placement Securities were issued to various existing and new institutional and sophisticated investors identified by the Company and its financial advisers.
 - D. The Placement Securities were issued at a price of A\$0.27 per CUF, representing a discount of 18.2% to the closing price on Wednesday, 10 November 2021, being the closing price before the announcement of the capital raise.
 - E. The Placement Securities rank pari passu with, and on the same terms as, the existing equity securities of the Company on issue.
 - F. The Placement Securities together with the securities issued under the rights issue were issued to fund the acceleration of the Company's Cloud product development, investment in sales and marketing and to provide general working capital.
- v) The Company will issue the equity securities under ASX Listing Rule 7.1A for cash consideration and expect to use any funds raised for working capital purposes.
- vi) The Company's allocation policy is dependent on the prevailing market conditions at the time of any proposed issue pursuant to the 10% Additional Capacity. The identity of the allottees of the equity securities will be determined on a case-by-case basis having regard to the factors including but not limited to the following:
 - A. the methods of raising funds that are available to the Company, including but not limited to, rights issues or other issues in which existing members can participate;
 - B. the effect of the issue of the equity securities on the control of the Company;
 - C. the financial situation and solvency of the Company; and
 - D. advice from corporate, financial and broking advisers (if applicable).

d) Previous Approval under ASX Listing Rule 7.1A

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

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

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

Appendix 1

Onewiew Healthcare plc Share Option Plan ("the ESOP") – Summary of Key Terms as at 17 October 2022

Eligibility

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

Commencement and Termination of the ESOP

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

Exercise of the Options

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

Lapse of Option; Cessation of Employment

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

Change in Control

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

Reconstruction and Winding Up

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

Variation of Capital

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

Amendment

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

Plan Limits

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

Oneview Healthcare plc Restricted Share Unit Plan ("RSU Plan") – Summary of Key Terms as at 17 October 2022

Eligibility

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

Commencement and Termination of RSU Plan

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

Vesting of Awards

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

Lapse of Awards / Cessation of Employment

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

Clawback

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

Change in Control

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

Reconstruction and Winding Up

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

Variation of Capital

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

Amendment

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

Plan Limits

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

Oneview Healthcare plc NED & Consultant RSU Plan ("NED RSU Plan") – Summary of Key Terms as at 17 October 2022

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

Eligibility

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

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

Vesting of Awards

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

Lapse of Awards / Cessation of Service

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



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SAMPLE ESTATE
SAMPLEVILLE VIC 3030

Need assistance?

**Phone:**

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

**Online:**

www.investorcentre.com/contact



YOUR VOTE IS IMPORTANT

For your vote to be effective it must be received by **7.00am Dublin time (6.00pm Sydney time) Monday, 14 November 2022.**

Voting Instruction Form

How to Vote on Items of Business

Each CHESS Unit of Foreign Security (CUFS) is equivalent to one ordinary share in the capital of the Company, so that every 1 (one) CUFS registered in your name at 7.00am (Dublin time) / 6.00pm (Sydney time) on 15 November 2022 entitles you to one vote (provided that you submit this form, validly completed, in accordance with the instructions set out herein).

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

SIGNING INSTRUCTIONS FOR POSTAL FORMS

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

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

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

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

Lodge your Form:

XX

Online:

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

Your secure access information is



Control Number: 999999

SRN/HIN: I9999999999

PIN: 99999

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

By Mail:

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

By Fax:

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



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

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



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



I 9999999999

I ND

Voting Instruction Form

Please mark ☒ to indicate your directions

STEP 1

CHESS Depositary Nominees Pty Ltd (CDN) will vote as directed

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

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

XX

Option A



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

or

Option B

CDN to appoint the following Nominated Proxy:

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

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

to attend, speak and vote the shares underlying my/our holding at the Annual General Meeting of Oneview Healthcare p.l.c. to be held at the Radisson Blu St. Helen's Hotel, Stillorgan, Blackrock, County Dublin, Ireland on Thursday, 17 November 2022 at 7.00am (Dublin time) / 6.00pm (Sydney time) and at any adjournment or postponement of that meeting. By execution of this Voting Instruction Form the undersigned hereby authorises CHESS Depositary Nominees Pty Ltd to appoint such proxies or their substitutes to vote in their discretion on such business as may properly come before the meeting.

Chairman authorised to exercise undirected proxies on remuneration related resolutions: Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman becomes my/our proxy by default), I/we expressly authorise the Chairman to exercise my/our proxy on Items 9 - 13 (except where I/we have indicated a different voting intention in step 2) even though Items 9 - 13 are connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman.

Important Note: If the Chairman of the Meeting is (or becomes) your proxy you can direct the Chairman to vote for or against or abstain from voting on Items 9 - 13 by marking the appropriate box in step 2. All Resolutions: The Chairman of the Meeting intends to vote undirected proxies in favour of all Resolutions.

STEP 2

Items of Business



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

	For	Against	Abstain		For	Against	Abstain
1. To receive and consider the Annual Report and Financial Statements for the year ended 31 December 2021	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	9. Grants of Restricted Share Units (Salary Sacrifice Grant) to Executive Director (James Fitter)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. To receive and consider the Directors' Report on Remuneration for the period ended 31 December 2021	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	10. Approval of issue and grant of RSUs to Joseph Rooney under the NED RSU Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. To re-appoint Michael Kaminski as a Director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	11. Approval of issue and grant of RSUs to Dr Lyle Berkowitz under the NED RSU Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. Remuneration of the Auditors	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	12. Approval of issue and grant of RSUs to Nashina Asaria under the NED RSU Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. Continuation in office of the Auditors	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	13. Approval of issue and grant of RSUs to Michael Kaminski under the NED RSU Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6. Share Option Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	14. Ratification of issue of 39,011,872 CUFs	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7. Restricted Share Unit Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	15. Ratification of issue of 26,007,915 CUFs	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8. Sub-Plan for Directors & Consultants	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	16. Authority to allot share based remuneration	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
				17. Approval of 10% placement capacity	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

SIGN

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

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

Contact
Name

Contact
Daytime
Telephone

Date / /

ONE

294097A



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