

NOT FOR DISTRIBUTION OR RELEASE IN THE UNITED STATES

ASX RELEASE

26 November 2020

Oneview Healthcare Plc announces the despatch of the Entitlement Offer Booklet

Oneview Healthcare Plc (**ASX code: ONE**) (**Oneview or Company**), advises that the Entitlement Offer Booklet and personalised Entitlement and Acceptance Forms for the 1 for 1 non-accelerated pro rata non-renounceable entitlement offer (**Entitlement Offer**) have now been despatched to securityholders who are eligible to participate in the Entitlement Offer (**Eligible Securityholders**).

The terms and conditions under which Eligible Securityholders may apply for New CDIs under the Entitlement Offer are outlined in the Entitlement Offer Booklet. Copies of the Entitlement Offer Booklet will be available on the ASX website from today.

Oneview encourages Eligible Securityholders who wish to participate in the Entitlement Offer to act promptly in submitting their Entitlement and Acceptance Form. The Entitlement Offer closes at 5.00pm (AEST) on Friday, 11 December 2020 (unless extended).

Each Eligible Securityholders's personalised Entitlement and Acceptance Form contains details of that Eligible Securityholders Entitlement and should be completed in accordance with the instructions provided on the form, and the instructions in section 4 of the Entitlement Offer Booklet under "How to Apply".

To participate, Eligible Securityholders must ensure that they have completed their application and paid application monies before 5:00pm (AEST) on Friday, 11 December 2020 (unless extended).

Investor enquiries

If you have any questions in relation to any of the above matters, please contact the Oneview Securityholder Information Line on 1300 855 080 (within Australia) or +61 3 9415 4000 (outside Australia) from 8.30am to 5.00pm (AEDT), Monday to Friday. For other questions, you should consult your broker, solicitor, accountant, financial adviser or other professional adviser.

Authorised by the board of directors of the Company

James Fitter, CEO, Oneview Healthcare - jfitter@oneviewhealthcare.com

Niall O'Neill, Chief Strategy & Product Officer, Oneview Healthcare - noneill@oneviewhealthcare.com

About Oneview Healthcare PLC: For healthcare systems who lead on exemplary care, Oneview Healthcare (www.oneviewhealthcare.com) provides digital tools for patients, families and caregivers to improve the care experience. Unifying a facility's systems, content and services into one digital Care Experience Platform at the point of care, Oneview helps providers to measure and improve experience, optimize patient flow, deliver virtual

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

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Irish Company Reg: 513842

ARBN 610 611 768

VAT Number 9853271T



care and enable patients and families with dedicated touch and TV devices. Oneview has partnered with leading healthcare systems in the US, Australia, the Middle East and Asia to unify the experience. Website : www.oneviewhealthcare.com

Important Notice

This announcement is issued by Oneview Healthcare Plc. This announcement is not a prospectus or offering document under Australian law or under any other law. It is for information purposes only and does not constitute an offer, invitation, solicitation, advice or recommendation to subscribe for, retain or purchase any entitlements or securities in Oneview Healthcare Plc in any jurisdiction. This announcement does not constitute financial product advice and does not and will not form any part of any contract for the acquisition of entitlements or Oneview Healthcare Plc CHESS depository interests over fully paid ordinary shares.

NOT FOR RELEASE OR DISTRIBUTION IN THE UNITED STATES

This announcement does not constitute an offer to sell, or a solicitation of an offer to buy, any securities in the United States and may not be distributed or released in the United States or any jurisdiction in which, or to any person to whom, such an offer would be illegal. The New CDIs to be offered and sold under the Entitlement Offer have not been and will not be registered under the U.S. Securities Act of 1933, as amended (U.S. Securities Act), or under the securities laws of any state or other jurisdiction of the United States. Accordingly, the New CDIs may not be offered or sold, directly or indirectly, in the United States except in compliance with the registration requirements of the U.S. Securities Act and any other applicable securities laws of any state or other jurisdiction of the United States (which Oneview has no obligation or intention to do or procure) or pursuant to an exemption from, or in a transaction exempt from or not subject to, such registration requirements and any other applicable securities laws. There will be no public offer of securities (including the New CDIs) in the United States.

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

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Unifying the care experience.

Entitlement Offer Booklet

Details of a 1 for 1 non-accelerated and non-renounceable pro rata entitlement offer of new Oneview CDIs at an offer price of \$0.04 per new Oneview CDI.

26 November 2020

Oneview Healthcare PLC

IRISH COMPANY REGISTRATION (513842)
(ARBN 610 611 768)



Disclaimer: Not for distribution or release in the US



Entitlement Offer
closes at 5.00pm
(AEDT) on Friday,
11 December 2020

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This is an important document which is accompanied by an Entitlement and Acceptance Form. If you are an Eligible Securityholder, you should read both in full. This Entitlement Offer Booklet is not a prospectus under the Corporations Act or the Irish Prospectus Regulations and has not been lodged with (i) ASIC or (ii) submitted to or reviewed or approved by the Central Bank of Ireland or any other European regulatory authority. If you have any doubt about whether you should participate in the Entitlement Offer, you should seek professional advice from a licensed advisor before making any investment decision. You can also contact the Oneview Healthcare Entitlement Offer Information Line on 1300 855 080 (within Australia) or +61 3 9415 4000 (outside Australia) at any time from 8.30am to 5.00pm (AEDT) Monday to Friday during the Entitlement Offer Period if you have any questions about the details of the Entitlement Offer.

Important Information

This Entitlement Offer Booklet (other than the Announcements) is dated 26 November 2020 and relates to the Entitlement Offer to raise approximately \$7 million. Capitalised terms in this section have the same meaning given to them in this Entitlement Offer Booklet.

The Entitlement Offer is being made pursuant to section 708AA of the Corporations Act (as notionally modified by ASIC Corporations (Non-Traditional Rights Issues) Instrument 2016/84 and ASIC Corporations (Disregarding Technical Relief) Instrument 2016/73), which allows entitlement offers to be made to retail investors without a prospectus or other disclosure document. This Entitlement Offer Booklet does not contain all of the information which an Eligible Securityholder may require to make an informed investment decision. This Entitlement Offer Booklet is not a prospectus or other disclosure document under the Corporations Act or the Irish Prospectus Regulations and has not been lodged with (i) ASIC or (ii) submitted to or reviewed or approved by the Central Bank of Ireland or any other European regulatory authority.

The information in this Entitlement Offer Booklet does not constitute financial product advice and does not take into account your investment objectives, financial situation or particular needs. This Entitlement Offer Booklet should be read in full before you decide to participate in the Entitlement Offer. You should also read and understand the information on Oneview and the Entitlement Offer made publicly available by Oneview, before deciding to participate. You should conduct your own independent review, investigations and analysis of Oneview and the New CDIs and obtain any professional advice you require to evaluate the merits and risks of an investment in Oneview before making any investment decision. In particular, please refer to the enclosed materials and Announcements, Oneview's interim and annual reports and other announcements made available at www.asx.com.au (including Oneview's annual report for the year ended 31 December 2019).

Documents relevant to the Entitlement Offer

Before deciding to invest in New CDIs and any Additional New CDIs, you should carefully consider this Entitlement Offer Booklet (including the Investor Presentation); Oneview's constitution, which outlines the rights of New CDIs and Additional New CDIs; and Oneview's continuous disclosure notices lodged with ASX (available at www.asx.com.au).

By returning an Entitlement and Acceptance Form or otherwise paying for your New CDIs and any Additional New CDIs up to a maximum of 25% of your Entitlement as at the Record Date through Bpay® in accordance with the instructions on the Entitlement and Acceptance Form, you acknowledge that you have read this Entitlement Offer Booklet and you have acted in accordance with and agree to the terms of the Entitlement Offer detailed in this Entitlement Offer Booklet.

Future performance

This Entitlement Offer Booklet contains certain "forward-looking statements" with respect to the financial condition, results of operations, projects and business of Oneview and certain plans and objectives of the management of Oneview. Forward looking statements include those containing words such as: "forecast", "estimate", "likely", "anticipate", "believe", "expect", "project", "opinion", "predict", "outlook", "guidance", "intend", "should", "could", "may", "target", "plan", "project", "consider", "forecast", "aim", "will" and other similar expressions, and include, but are not limited to, statements regarding outcome and effects of the Entitlement Offer and the use of proceeds therefrom. Any forward looking statements, opinions and estimates provided in this Entitlement Offer Booklet are based on assumptions and contingencies which are subject to change without notice and involve known and unknown risks and uncertainties and other factors which are beyond the control of Oneview and the Underwriter Parties (defined below) and cannot be predicted by Oneview. This includes any statements about market and industry trends, which are based on interpretations of current market conditions and risks, circumstances and events specific to the industry, countries and markets in which Oneview and its related bodies corporate and associated undertakings operate. Forward looking statements may include projections, guidance on future revenues, earnings, dividends and estimates.

These forward-looking statements contained in this Entitlement Offer Booklet and may involve significant elements of subjective judgment and assumptions as to future events which may or may not be correct.

You are strongly cautioned not to place undue reliance on forward-looking statements, particularly in light of the current economic climate and the significant uncertainty and volatility caused by the COVID-19 pandemic.

Forward-looking statements are provided as a general guide only and there can be no assurance that actual outcomes will not differ materially from these statements. Neither Oneview, nor any other person, gives any representation, warranty, assurance nor guarantee that the occurrence of the events expressed or implied in any forward-looking statement will actually occur. In particular, such forward-looking statements are subject to significant uncertainties and contingencies, many of which are outside the control of Oneview. A number of important factors could cause actual results or performance to differ materially from the forward looking statements. Investors should consider the forward looking statements contained in this Entitlement Offer Booklet in light of those disclosures.

The forward looking statements are based on information available to Oneview as at the date of this Entitlement Offer Booklet. Except as required by law or regulation (including the ASX Listing Rules), Oneview undertakes no obligation to provide any additional or updated information whether as a result of new information, future events or results or otherwise. You should consider any forward-looking statements in light of the risks of investing in New CDIs and any Additional New CDIs detailed in the "Risk Factors" section of the Investor Presentation included in Section 5 of this Entitlement Offer Booklet for a non-exhaustive summary of general and specific risk factors that may affect Oneview.

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Neither the Underwriter, nor any of its related bodies corporate (as that term is defined in the Corporations Act), and their respective directors, officers, partners, employees, agents and advisers (together the Underwriter Parties), have authorised, approved or verified any forward-looking statements or any other statements. To the maximum extent permitted by law, the Underwriter and each of the Underwriter Parties expressly disclaim all liabilities in respect of, make no representations regarding, and take no responsibility for, any part of this Entitlement Offer Booklet and make no representation or warranty as to the currency, accuracy, reliability or completeness of this Entitlement Offer Booklet.

Past performance

Past performance and pro-forma historical information in this Entitlement Offer Booklet is given for illustrative purposes only and cannot be relied upon as an indicator of (and provides no guidance as to) future Oneview performance. The historical information in this Entitlement Offer Booklet is, or is based upon, information that has been released to ASX.

Not for distribution outside Australia, New Zealand and Ireland

This Entitlement Offer Booklet and accompanying Entitlement and Acceptance Form do not constitute an offer or invitation in any jurisdiction in which, or to any person to whom it would not be lawful to make such an offer or invitation. This Entitlement Offer Booklet is not to be distributed in, and no offer of New CDs or Additional CDs is to be made in countries other than Australia, Ireland and New Zealand and to certain institutional securityholder in the Permitted Jurisdictions, for selling restrictions see section 7.17. The distribution of this Entitlement Offer Booklet (including an electronic copy) in other jurisdictions may be restricted by law and therefore persons who come into possession of this Entitlement Offer Booklet should seek advice on and observe these restrictions. Any failure to comply with these restrictions may constitute a violation of applicable securities laws.

No action has been taken to register or qualify the Entitlement Offer, the Entitlements, the New CDs or the Additional New CDs, or otherwise permit the public offering of the New CDs, in any jurisdiction outside Australia, Ireland and New Zealand.

Foreign exchange control restrictions or restrictions on remitting funds from your country to Australia may apply. Your Application for New CDs (including any Additional CDs) is subject to all requisite authorities and clearances being obtained for Oneview to lawfully receive your Application Monies.

This Entitlement Offer Booklet, the Investor Presentation and any accompanying ASX announcements do not constitute an (i) offer to sell, or a solicitation of an offer to buy, any securities in the United States or to any person who is acting for the account or benefit of any person in the United States (to the extent such person holds Oneview CDs and is acting for the account or benefit of a person in the United States), or any other jurisdiction in which, or to any person to whom, such offer would be illegal, or (ii) an offer of transferable securities to the public in Ireland or elsewhere in the European Economic Area and no action has been taken to permit such an offer. The Entitlements and New CDs (including any Additional New CDs) have not been, nor will be, registered under the U.S. Securities Act or the securities laws of any state or other jurisdiction of the United States.

The Entitlements may not be issued to, taken up by or exercised by, and the New CDs (including any Additional New CDs) may not be offered or sold to, any person in the United States or any person that is acting for the account or benefit of a person in the United States (to the extent that person holds Oneview CDs and is acting for the account or benefit of a person in the United States), except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and applicable U.S. state securities laws.

This Entitlement Offer Booklet, the Investor Presentation, any accompanying ASX announcements, or any other material relating to the Offer may not be released or distributed in the United States. The distribution of such documents (including electronic copies) in other jurisdictions outside Australia, New Zealand and Ireland may also be restricted by law and any such restrictions should be observed. If you come into possession of the information in this Entitlement Offer Booklet, you should observe such restrictions and should seek your own advice on such restrictions. Any failure to comply with such restrictions may constitute a violation of applicable securities laws.

Risks

An investment in New CDs and Additional New CDs is subject to investment and other known and unknown risks, some of which are beyond the control of Oneview, including possible loss of income and principal invested. Oneview does not guarantee any particular rate of return or the performance of Oneview nor does it guarantee the repayment or maintenance of capital or any particular tax treatment. Refer to the "Risk Factors" section starting at page 27 of the Investor Presentation included in Section 5 of this Entitlement Offer Booklet for a non-exhaustive summary of general and specific risk factors that may affect Oneview. You should consider these risks carefully in light of your personal circumstances, including financial and taxation issues, before making an investment decision in connection with the Entitlement Offer.

Disclaimer

For the avoidance of doubt, to the maximum extent permitted by law, the Underwriter and its related bodies corporate and their respective directors, officers, partners, employees, agents and advisers disclaim all liability, including (without limitation) liability arising from fault or negligence, for any loss howsoever and whenever arising from the use of any of the information contained in this Entitlement Offer Booklet, and the Underwriter does not act as a fiduciary or agent of each other or any other person.

Definitions, time and currency

Defined terms used in this Entitlement Offer Booklet are contained in the Glossary. All references to time are to Australian Eastern Daylight Time (AEDT), unless otherwise indicated.

All references to '\$' are AUD unless otherwise indicated.

Taxation

There may be tax implications associated with participating in the Entitlement Offer and receiving New CDIs and any Additional New CDIs. Section 6 provides for a general guide to the Australian income tax, goods and services tax and stamp duty implications of the Entitlement Offer for Eligible Securityholders. The guide does not take account of the individual circumstances of particular Eligible Securityholders and does not constitute tax advice. Oneview recommends that you consult your professional tax advisor in connection with the Entitlement Offer.

Other general matters

Please read carefully Section 7 of this Entitlement Offer Booklet for other important notices, disclaimers and acknowledgements.

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Summary of Entitlement Offer and Key Dates ¹

Summary of Entitlement Offer

Ratio	1 New CDI for every 1 Oneview CDI held on the Record Date
Offer Price	\$0.04 per New CDI
Number of New CDIs available under the Entitlement Offer	174,427,954 New CDIs (including Additional New CDIs)
Gross proceeds of Entitlement Offer	~A\$7 million

Key Dates

EVENT	DATE
Announcement of the Placement and Entitlement Offer	18 November 2020
Record Date for determining eligibility for the Entitlement Offer (7.00pm)	23 November 2020
Despatch of Entitlement Offer Booklets and Entitlement and Acceptance Forms to Eligible Securityholders	by 26 November 2020
Entitlement Offer opens	26 November 2020
New CDIs under the Placement are issued and commence trading on ASX on a normal settlement basis	27 November 2020
Entitlement Offer closes (5.00pm)	11 December 2020
Announcement of shortfall, if any	16 December 2020
Issue of New CDIs (including Additional New CDIs) under the Entitlement Offer	18 December 2020
New CDIs issued under the Entitlement Offer commence trading on ASX on a normal settlement basis	21 December 2020

These dates are indicative only and are subject to change without notice. All references to time are to Australia Eastern Daylight Time (**AEDT**). Subject to the requirements of the Corporations Act, the ASX Listing Rules and any other applicable laws, Oneview has the

right, with the consent of the Underwriter, to amend the timetable. In particular, Oneview reserves the right to extend the Closing Date and to accept late Applications under the Entitlement Offer (either generally or in particular cases). Any extension of the Closing Date will have a consequential effect on the Issue Date.

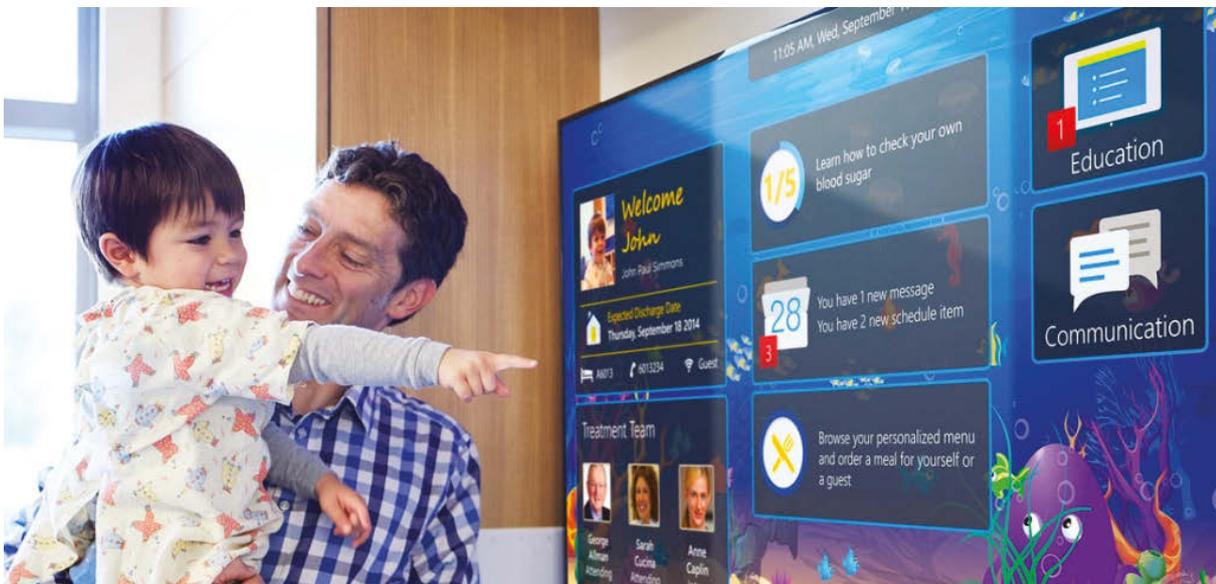
The quotation of New CDIs (including Additional New CDIs) is subject to confirmation from the ASX.

Cooling off rights do not apply to an investment in New CDIs or Additional New CDIs. You cannot withdraw your Application once it has been accepted. Eligible Securityholders wishing to participate in the Entitlement Offer are encouraged to submit their Entitlement and Acceptance Form as soon as possible after the Entitlement Offer opens.

Enquiries

If you have any doubt about whether you should participate in the Entitlement Offer, you should seek professional advice from your stockbroker, solicitor, accountant or other professional advisor before making any investment decision.

If you have questions on how to complete the Entitlement and Acceptance Form or how to take up your Entitlement, or have lost your Entitlement and Acceptance Form and would like a replacement form, please call the Oneview Healthcare Entitlement Offer Information Line 1300 855 080 (within Australia) or on +61 3 9415 4000 (outside Australia) at any time from 8.30am to 5.00pm Monday to Friday during the Entitlement Offer Period.



Chairman's letter

26 November 2020

Dear Securityholder,

On behalf of the Oneview Board, I invite you to participate in Oneview's 1 for 1 non-accelerated and non-renounceable pro rata entitlement offer of new chess depositary interests over fully paid ordinary shares in Oneview at an offer price of \$0.04 per New CDI to raise approximately A\$7 million.

On 18 November 2020, Oneview announced the Entitlement Offer of 174,427,954 million New CDIs to raise approximately A\$7 million. The Entitlement Offer and Placement (announced on 18 November 2020) will comprise an offer of 218,034,942 million New CDIs to raise approximately A\$8.75 million. Funds raised under the Offer will be used to accelerate cloud development of Oneview's Care Experience Platform, invest in sales and marketing across the US and Australia and provide working capital to strengthen the Company's balance sheet to support growth.

The Offer has been designed to allow Eligible Securityholders to participate whilst also providing an opportunity for new institutional investors to join the register via the Placement.

Details of the Entitlement Offer

The Entitlement Offer is fully underwritten by Bell Potter Securities Limited subject to the terms of the Underwriting Agreement (see section 7.8 for more details). The Entitlement Offer is being made pursuant to section 708AA of the Corporations Act (as notionally modified by ASIC Corporations (Non-Traditional Rights Issues) Instrument 2016/84 and ASIC Corporations (Disregarding Technical Relief) Instrument 2016/73) which allows rights issues to be offered without a prospectus, provided certain conditions are satisfied.

The Entitlement Offer opens at 9.00am on Thursday, 26 November 2020 and closes at 5.00pm on Friday, 11 December 2020.

The Entitlement Offer is non-renounceable and therefore Entitlements will not be tradeable on the ASX or any other exchange, or otherwise transferable. This means that Eligible Securityholders (as defined in Section 1 of this Entitlement Offer Booklet) who do not take up their Entitlement will not receive any value for those Entitlements and their proportionate interest in Oneview will be diluted.

Eligible Securityholders are entitled to subscribe for 1 New CDI at the Offer Price for every 1 existing CDI in Oneview held at 7.00pm on Monday, 23 November 2020.

The Offer Price of \$0.04 per New CDI represents a:

- 14.9% discount to the close price of \$0.047 on Friday, 13 November 2020;
- 13.0% discount to the 5-day volume weighted average price of \$0.046; and
- 11.9% discount to the 15 day volume weighted average price of \$0.045.

If you take up your full entitlement, you may also apply for Additional New CDIs in excess of your Entitlement up to a maximum of 25% of your Entitlement as at the Record Date at the Offer Price. **Applications for Additional New CDIs will be satisfied to the extent there is a**

shortfall in the Entitlement Offer. The allocation of Additional New CDIs will be subject to the availability of Additional New CDIs, and Oneview retains the flexibility to scale back applications for Additional New CDIs at its discretion.

If you do not wish to take up any of your Entitlement, you do not have to take any action. If you are uncertain about taking up your Entitlement, you should also consult your stockbroker, accountant, financial adviser, solicitor or other professional adviser to evaluate whether or not to participate in the Entitlement Offer.

New CDIs (including Additional New CDIs) will rank equally in all respects with existing CDIs.

How to apply

Accompanying this Entitlement Offer Booklet is your personalised Entitlement and Acceptance Form, which contains details of your Entitlement and how to apply. To participate in the Entitlement Offer, you need to ensure that you have paid your Application Monies by BPAY, or lodged your personalised Entitlement and Acceptance Form with your Application Monies paid by cheque, bank draft or money order, so that they are received before 5.00pm on Friday, 11 December 2020.

Further information

Further information on the Entitlement Offer is detailed in this Entitlement Offer Booklet. You should read this Entitlement Offer Booklet in full before deciding whether to participate in the Entitlement Offer. In particular, you should read and consider the risk factors outlined in the "Risk Factors" section of the enclosed Investor Presentation.

For further information on the Entitlement Offer, please call the Oneview Healthcare Entitlement Offer Information Line on 1300 855 080 (within Australia) or on +61 3 9415 4000 (outside Australia) at any time from 8.30am to 5.00pm Monday to Friday during the Entitlement Offer Period, or visit ASX at www.asx.com.au.

On behalf of the Oneview Board, I invite you to consider this investment opportunity and thank you for your continued support.



Michael Kaminski
Chairman

Section 1: Who does this Entitlement Offer Booklet apply to?

This Entitlement Offer Booklet is important for people who meet all of the following requirements (referred to as “**Eligible Securityholders**” in this Entitlement Offer Booklet):

- you are registered as a holder of Oneview CDIs as at the Record Date, being 7.00pm on 23 November 2020; and
- you have a registered address on the Oneview CDI register in Australia, New Zealand or Ireland or potentially other certain jurisdictions nominated by Oneview and in compliance with local securities law; or
- you are an Institutional Securityholder with a registered address on the Oneview CDI register in a Permitted Jurisdiction; and
- you are not in the United States and are not acting for the account or benefit of a person in the United States (to the extent you hold Oneview CDIs for the account or benefit of such person in the United States, you will not be eligible to participate on behalf of such person); and
- if you are in the United States, you are a director of the Company and a Securityholder as at the date of the Underwriting Agreement and as at the Record Date, and Oneview has determined you are an Accredited Investor and expressly approved your participation in the Entitlement Offer; and
- you are eligible under all applicable securities laws to receive an offer under the Entitlement Offer.

Securityholders that are not an Eligible Securityholder, are referred to as an “**Ineligible Securityholder**” in this Entitlement Offer Booklet.

Oneview has determined that it is unreasonable to extend the Entitlement Offer to Ineligible Securityholders because of the small number of such Securityholders, the number and value of Oneview CDIs that they hold and the cost of complying with the applicable regulations in jurisdictions outside Australia, New Zealand and Ireland (and in respect of Institutional Securityholders, the Permitted Jurisdictions). Where this Entitlement Offer Booklet has been dispatched to Ineligible Securityholders, it is provided for information purposes only. In limited circumstances Oneview may elect to treat as Eligible Securityholders certain Securityholders who would otherwise be Ineligible Securityholders, provided Oneview is satisfied that it is not precluded from lawfully issuing New CDIs to such Securityholders either

unconditionally or after compliance with conditions which the Board in its sole discretion regards as acceptable and not unduly onerous. Oneview reserves the right to treat any Securityholder as an Ineligible Securityholder in accordance with the Corporations Act and ASX Listing Rules.

To help you understand the terminology used in this Entitlement Offer Booklet:

- references to 'you' are references to Eligible Securityholders; and
- references to 'your Entitlement' are references to the Entitlements of Eligible Securityholders; and
- references to 'your Entitlement and Acceptance Form' are references to the form of that name accompanying this Entitlement Offer Booklet that you can use to take up your Entitlement.

Section 2: Summary of your options

If you are an Eligible Securityholder, you may take one of the following actions:

- take up all of your Entitlement (**Option 1**);
- take up all of your Entitlement and, if desired, apply for Additional New CDIs up to a maximum of 25% of your Entitlement as at the Record Date at the Offer Price (**Option 2**); or
- take up part of your Entitlement and allow the balance to lapse, in which case you will receive no value for that part of your Entitlement which has lapsed (**Option 3**); or
- do nothing, in which case all of your Entitlement will lapse and you will receive no value for your Entitlement (**Option 4**).

If you are an Ineligible Securityholder, you are not entitled to participate in the Entitlement Offer.

Option	Key considerations	Where to find more information about your options
Option 1 Take up all of your Entitlement	<ul style="list-style-type: none"> • To take up all of your Entitlement, you need to complete and return your personalised Entitlement and Acceptance Form with the requisite Application Monies or, if you have a registered address on the Oneview CDI register in Australian or New Zealand, pay your Application Monies via BPAY pursuant to the instructions set out on the Entitlement and Acceptance Form or, if you have a registered address on the Oneview register in Ireland and do not have access to BPAY, by wire transfer, details of which will be provided to you separately. • If you have a registered address on the Oneview CDI register in Australian or New Zealand and decide to submit your payment via BPAY, you should instruct payment well before 5.00pm on the Closing Date to enable its receipt by that time. If you decide to submit your payment by cheque, bank draft, money order or wire transfer (for those Eligible Securityholders who have a registered address on the Oneview CDI register in Ireland and have received wire transfer instructions), you must ensure that the payment (along with your personalised Entitlement and Acceptance Form) is received by no later than 5.00pm on the Closing Date. To avoid the possibility of postal delay it is recommended you make your payment via Bpay. 	Section 4.1
Option 2 Take up all of your	<ul style="list-style-type: none"> • If you take up all of your Entitlement, you may apply for Additional New CDIs in excess of your Entitlement up to a maximum of 25% of your Entitlement as at the Record Date at the Offer Price. If you wish to do so, 	Section 4.2

<p>Entitlement plus Additional New CDIs up to a maximum of 25% of your Entitlement as at the Record Date</p>	<p>you should follow the payment instructions set out at Section 4.2.</p> <ul style="list-style-type: none"> Please note that Additional New CDIs will only be allocated to you if there are sufficient New CDIs from Eligible Securityholders who do not take up their full Entitlements or from New CDIs that would have been offered to Ineligible Securityholders if they had been eligible to participate in the Entitlement Offer, subject to any scale-back that Oneview may apply (in its absolute discretion). If you apply for Additional New CDIs up to a maximum of 25% of your Entitlement as at the Record Date at the Offer Price, there is no guarantee that you will be allocated any. Please refer to Section 4 of this Entitlement Offer Booklet for further information. 	
<p>Option 3 Take up part of your Entitlement and allow the balance to lapse, in which case you will receive no value that part of your Entitlement which has lapsed</p>	<ul style="list-style-type: none"> To take up part of your Entitlement, you need to complete and return your personalised Entitlement and Acceptance Form (noting the number of New CDIs you wish to take up) with the requisite Application Monies or pay your Application Monies via BPAY pursuant to the instructions set out on the Entitlement and Acceptance Form. If you decide to submit your payment via BPAY you should instruct payment well before 5.00pm on the Closing Date to enable its receipt by that time. If you decide to submit your payment by cheque, bank draft, money order or wire transfer (for those Eligible Securityholders who have a registered address on the Oneview CDI register in Ireland and have received wire transfer instructions), you must ensure that the payment (along with your personalised Entitlement and Acceptance Form) is received by no later than 5.00pm on the Closing Date. To avoid the possibility of postal delay it is recommended you make your payment via Bpay. Oneview will treat you as applying for as many New CDIs as your payment will pay for in full. The part of your Entitlement not taken up will lapse and the New CDIs not subscribed for will form part of the Shortfall. If you do not take up your Entitlement in full, you will receive no value for that part of your Entitlement not taken up. If you do not take up all of your Entitlement, your proportionate interest in Oneview will be further diluted. Your Entitlement is non-renounceable. This means your Entitlement cannot be traded on ASX or any other exchange and cannot be privately transferred. 	Section 4.3
<p>Option 4 Do nothing, in which case all of your Entitlement will lapse and you will</p>	<ul style="list-style-type: none"> If you do not take up any of your Entitlement, you will not be issued New CDIs and your Entitlement will lapse. The New CDIs not subscribed for will form part of the Shortfall. 	Section 4.4

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|---------------------------------------|---|
| receive no value for your Entitlement | <ul style="list-style-type: none">• Your Entitlement is non-renounceable. This means your Entitlement cannot be traded on ASX or any other exchange and cannot be privately transferred.• If you do not take up your Entitlement, you will receive no value for your Entitlement.• If you do not take up your Entitlement, your proportionate holding in Oneview will be further diluted. |
|---------------------------------------|---|

If you have any doubt about how you should deal with your Entitlement, you should seek professional advice from a licensed advisor.

Section 3: Further information about the Entitlement Offer

3.1 Your Entitlement

Your Entitlement is set out on the accompanying personalised Entitlement and Acceptance Form. It has been calculated as 1 New CDI for every 1 Oneview CDI you held as at the Record Date, being 7.00pm on Monday, 23 November 2020, at the Offer Price of \$0.04 per New CDI².

In addition, Eligible Securityholders who take up their full Entitlement may also apply for Additional New CDIs in excess of their Entitlement up to a maximum of 25% of their Entitlement as at the Record Date at the Offer Price.

Eligible Securityholders who apply for Additional New CDIs up to a maximum of 25% of their Entitlement as at the Record Date at the Offer Price will be offered New CDIs equivalent to the number not taken up by Eligible Securityholders together with any New CDIs which would have been offered to Ineligible Securityholders if they had been eligible to participate in the Entitlement Offer. If you apply for Additional New CDIs up to a maximum of 25% of your Entitlement as at the Record Date at the Offer Price, there is no guarantee that you will be allocated any Additional New CDIs.

If you have more than one holding of Oneview CDIs, you will be sent more than one personalised Entitlement and Acceptance Form and you will have a separate Entitlement for each separate holding. Note that the Entitlement stated on your personalised Entitlement and Acceptance Form may be in excess of the actual Entitlement you may be permitted to take up where, for example, you are holding CDIs on behalf of a person in the United States (see the definition of "**Eligible Securityholder**" in Section 1).

3.2 Closing date

If you take up and pay for all or part of your Entitlement before the Closing Date, you will be issued your New CDIs on Friday, 18 December 2020. If you apply for Additional New CDIs up to a maximum of 25% of your Entitlement as at the Record Date at the Offer Price, then, subject to Oneview's absolute discretion to scale-back your application for Additional New

² Where fractions arise in the calculation of an Entitlement, the Entitlement will be rounded down to the nearest whole number of New CDIs.

CDIs (in whole or part), you will also be issued these on Friday, 18 December 2020. Oneview's decision on the number of Additional New CDIs to be allocated to you will be final.

New CDIs (including Additional New CDIs) issued under the Entitlement Offer will be fully paid and rank equally with Oneview CDIs from issue.

3.3 Consequences of not accepting all or part of your Entitlement

If you do not accept all or part of your Entitlement in accordance with the instructions set out in this Entitlement Offer Booklet, those New CDIs that you would have otherwise been entitled to under the Entitlement Offer (including New CDIs that relate to the portion of your Entitlement that has not been accepted) will lapse and form part of the Shortfall and may be acquired by the Underwriter or the sub-underwriters.

By allowing all or part of your Entitlement to lapse, you will forgo any exposure to increases or decreases in the value of the New CDIs had you taken up your Entitlement and you will not receive any value for that part of your Entitlement not taken up. Your proportionate interest in Oneview will be diluted.

3.4 Additional New CDIs

Oneview reserves the right to allocate any Additional New CDIs up to a maximum of 25% of your Entitlement as at the Record Date at the Offer Price or to scale-back your application for Additional New CDIs in its absolute discretion. Oneview's decision on the number of Additional New CDIs up to a maximum of 25% of your Entitlement as at the Record Date at the Offer Price to be allocated to you will be final.

Additional New CDIs will be issued on Friday, 18 December 2020.

Application Monies received by Oneview in excess of your Entitlement will be treated as an application to apply for as many Additional New CDIs up to a maximum of 25% of your Entitlement as at the Record Date at the Offer Price as your overpayment will pay for in full at the Offer Price.

Application Monies received for more than your final allocation of New CDIs (including any Additional New CDIs up to a maximum of 25% of your Entitlement as at the Record Date) will be refunded to you. It is not practical to refund amounts of less than \$0.04 and these will be retained. No interest will be paid on any refunded amount.

3.5 Securityholder declarations

If you make an Application (whether by completing and returning your Entitlement and Acceptance Form with a cheque, bank draft, money order, wire transfer (for those Eligible Securityholders who have a registered address on the Oneview CDI register in Ireland and have received wire transfer instructions) or making a BPAY payment), you will be deemed to have made the following declarations to Oneview.

You:

- acknowledge and agree that:
 - determination of eligibility of investors for the purposes of the Entitlement Offer is determined by reference to a number of matters, including legal and regulatory requirements, logistical and registry constraints and the discretion of Oneview and the Underwriter; and
 - Oneview, the Underwriter and each of their respective affiliates disclaim any duty or liability (including for negligence) in respect of that determination and the exercise or otherwise of that discretion, to the maximum extent permitted by law;
- acknowledge that you have read this Entitlement Offer Booklet and the accompanying Entitlement and Acceptance Form in full;
- agree to be bound by the terms of the Entitlement Offer, the provisions of this Entitlement Offer Booklet and Oneview's Constitution;
- authorise Oneview to register you as the holder of the New CDIs (and any Additional New CDIs) issued to you;
- declare that all details and statements in the Entitlement and Acceptance Form are complete and accurate;
- declare you are over 18 years of age and have full legal capacity and power to perform all your rights and obligations under the Entitlement and Acceptance Form;
- acknowledge that once Oneview receives your Entitlement and Acceptance Form or your Application Monies via Bpay, you may not withdraw it (except as provided by law);
- agree to be issued up to the number of New CDIs and any Additional New CDIs up to a maximum of 25% of your Entitlement as at the Record Date specified in your Entitlement and Acceptance Form, or for which you have submitted payment of any Application Monies via Bpay, at the Offer Price per New CDI;
- authorise Oneview, the Underwriter, the Registry and their respective officers or agents, to do anything on your behalf necessary for the New CDIs and any Additional New CDIs to be issued to you, including to act on instructions of the Registry upon using the contact details set out in the Entitlement and Acceptance Form;

- declare that you are an Eligible Securityholder;
- declare that you were the registered holder(s) at the Record Date of the Oneview CDIs indicated on the personalised Entitlement and Acceptance Form as being held by you on the Record Date;
- acknowledge that the information contained in this Entitlement Offer Booklet and the Entitlement and Acceptance Form is not investment advice nor a recommendation that New CDIs are suitable for you given your investment objectives, financial situation or particular needs, and is not a prospectus or product disclosure statement, does not contain all of the information that you may require in order to assess an investment in Oneview and is given in the context of Oneview's past and ongoing continuous disclosure announcements to ASX;
- represent and warrant that the law of any other place does not prohibit you from being given this Entitlement Offer Booklet and the Entitlement and Acceptance Form, nor does it prohibit you from making an Application for New CDIs or Additional New CDIs up to a maximum of 25% of your Entitlement as at the Record Date;
- declare that you have read the statement of risks in the "Risk Factors" section of the Investor Presentation included in Section 5 of this Entitlement Offer Booklet, and acknowledge that investments in Oneview are subject to investment risk;
- acknowledge that none of Oneview, its directors, officers, employees, agents, consultants, advisors, and the Underwriter or its affiliates, directors, officers, employees, agents, consultants or advisors, guarantees the performance of Oneview, nor do they guarantee the repayment of capital;
- represent and warrant that you are an Eligible Securityholder and are not in the United States and you are not acting for the account or benefit of a person in the United States (to the extent you hold Oneview CDIs and are acting for the account or benefit of a person in the United States) are not otherwise a person to whom it would be illegal to make an offer of or issue of Entitlements or New CDIs under the Entitlement Offer and under any applicable laws and regulations;
- understand and acknowledge that neither the Entitlements nor the New CDIs (including any Additional New CDIs) have been, or will be, registered under the U.S. Securities Act or the securities laws of any state or other jurisdiction in the United States. Accordingly, you understand and acknowledge that the Entitlements may not be issued to, taken up by or exercised by, and the New CDIs (including any Additional New CDIs) may not be offered or sold to, any person in the United States or any person that is acting for the account or benefit of a person in the United States (to the extent that person holds Oneview CDIs and is acting for the account or benefit of a person in the United States),

except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and applicable U.S. state securities laws. You further understand and acknowledge that the Entitlements and New CDIs (including any Additional New CDIs) may only be offered and sold outside the United States in 'offshore transactions' (as defined in Rule 902(h) under the U.S. Securities Act) in reliance on Regulation S;

- represent and warrant that you are not in the United States and that you are subscribing for Entitlements and/or purchasing New CDIs (including any Additional New CDIs up to a maximum of 25% of your entitlement as at the Record Date at the Offer Price) in 'offshore transactions' (as defined in Rule 902(h) under the U.S. Securities Act) in reliance on Regulation S, or if you are in the United States, you are a director of the Company and a Securityholder as at the date of the Underwriting Agreement and as at the Record Date, and Oneview has determined you are an Accredited Investor and expressly approved your participation in the Entitlement Offer;
- acknowledge that you and each person on whose account you are acting has not and will not send this Entitlement Offer Booklet, the Entitlement and Acceptance Form or any other materials relating to the Entitlement Offer to any person in the United States;
- acknowledge that, if you decide to sell or otherwise transfer any New CDIs or Additional New CDIs, you will only do so in regular way transactions on the ASX where neither you nor any person acting on your behalf knows, or has reason to know, that the sale has been pre-arranged with, or that the purchaser is, a person in the United States;
- authorise Oneview to correct any errors in your personalised Entitlement and Acceptance Form or other form provided by you;
- acknowledge that, if you are acting as a nominee or custodian, each beneficial holder on whose behalf you are submitting the Entitlement and Acceptance Form is not in the United States, and you have not sent this Entitlement Offer Booklet, the Entitlement and Acceptance Form or any information relating to the Entitlement Offer to any such person in the United States;
- agree to provide (and direct your nominee or custodian to provide) any requested substantiation of your eligibility to participate in the Entitlement Offer and/or of your holding of Oneview CDIs on the Record Date; and
- make all other representations and warranties set out in this Entitlement Offer Booklet.

3.6 Nominees and Custodians

The Entitlement Offer is being made to all Eligible Securityholders. Nominees with registered addresses in the eligible jurisdictions may also be able to participate in the Entitlement Offer in respect of some or all of the beneficiaries on whose behalf they hold Oneview CDIs, provided that the applicable beneficiary would satisfy the criteria for an Eligible Securityholder.

Nominees and custodians which hold Oneview CDIs as nominees or custodians will have received, or will shortly receive, a letter from Oneview. Nominees and custodians should consider carefully the contents of that letter and note in particular that the Entitlement Offer is not available to:

- beneficiaries on whose behalf they hold Oneview CDIs who would not satisfy the criteria for an Eligible Securityholder; or
- Securityholders who are not eligible under all applicable securities laws to receive an offer under the Entitlement Offer.

Due to legal restrictions, nominees and custodians may not send copies of this Entitlement Offer Booklet or any other documents related to the Offer to any person in the United States or participate in the Entitlement Offer on behalf of any person in the United States or any person who is acting for the account or benefit of a person in the United States (to the extent such person holds Oneview CDIs and is acting for the account or benefit of a person in the United States) or a person in any other jurisdiction outside Australia, New Zealand or Ireland (or potentially other certain jurisdictions nominated by Oneview and in compliance with local securities law), except to beneficial Securityholders who are institutional or professional investors in certain foreign countries (other than the United States) to the extent contemplated in the Investor Presentation under the section titled "International Offer Restrictions" or as Oneview may otherwise permit in compliance with applicable law.

Oneview is not required to determine whether or not any registered Securityholder is acting as a nominee or custodian or the identity or residence of any beneficial owners of Oneview CDIs.

Where any Securityholder is acting as a nominee or custodian for a foreign person, that Securityholder, in dealing with its beneficiary, will need to assess whether indirect participation by the beneficiary in the Entitlement Offer is compatible with applicable foreign laws. Nominees and custodians are advised to seek independent legal advice as to

how to proceed in this regard and please note that neither Oneview nor the Underwriter are able to advise on foreign laws.

3.7 Risks

Eligible Securityholders should be aware that an investment in Oneview involves risks. The key risks identified by Oneview are set out on pages 27 to 37 of the Investor Presentation (in section 5), but these are not an exhaustive list of the risks associated with an investment in the CDIs. You should consider these risks carefully in light of your personal circumstances before making an investment decision in connection with the Entitlement Offer.

3.8 Brokerage

No brokerage fee is payable by Eligible Securityholders who accept their Entitlement.

Section 4: Options available to you

If you are an Eligible Securityholder, you have four options available to you in relation to the Entitlement Offer:

4.1 Option 1 – Take up all of your Entitlement

To take up all of your Entitlement, you must:

- pay by Bpay (see Section 4.5); or
- complete your personalised Entitlement and Acceptance Form and return it by mail with your Application Monies in the form of a cheque, bank draft, money order or wire transfer (for those Eligible Securityholders who have a registered address on the Oneview CDI register in Ireland and have received wire transfer instructions) (see Section 4.6),

in each case, the Application Monies need to be received by no later than 5.00pm on the Closing Date.

4.2 Option 2 – Take up all of your Entitlement plus additional New Securities up to a maximum of 25% of your Entitlement as at the Record Date at the Offer Price

To take up all of your Entitlement and apply for Additional New CDIs up to a maximum of 25% of your Entitlement as at the Record Date at the Offer Price, you must:

- pay by BPAY (see Section 4.5); or
- complete your personalised Entitlement and Acceptance Form and return it by mail with your Application Monies in the form of a cheque, bank draft, money order or wire transfer (for those Eligible Securityholders who have a registered address on the Oneview CDI register in Ireland and have received wire transfer instructions) (see Section 4.6),

in each case, the Application Monies need to be received by no later than 5.00pm on the Closing Date.

Application Monies received for more than your final allocation of New CDIs will be treated as an application to apply for as many Additional New CDIs up to a maximum of 25% of your Entitlement as at the Record Date at the Offer Price as your overpayment will pay for in full at the Offer Price.

Application Monies received for more than your final allocation of New CDIs (including any Additional New CDIs up to a maximum of 25% of your Entitlement as at the Record Date)

will be refunded to you in accordance with the payment instructions on the Oneview register for payment of distributions. It is not practical to refund amounts of less than \$0.04 and these will be retained.

Please note that Additional New CDIs will only be allocated to Eligible Securityholders if there are sufficient New CDIs from Eligible Securityholders who do not take up their full Entitlement or from New CDIs that would have been offered to Ineligible Securityholders if they had been entitled to participate in the Entitlement Offer, subject to any scale-back that Oneview may apply (in its absolute discretion).

4.3 Option 3 – Take up part of your Entitlement

To take up part of your Entitlement, you must:

- pay by Bpay (see Section 4.5);
- complete your personalised Entitlement and Acceptance Form (indicating the number of New CDIs you wish to take up) and return it by mail with your Application Monies, in the form of a cheque, bank draft, money order or wire transfer (for those Eligible Securityholders who have a registered address on the Oneview CDI register in Ireland and have received wire transfer instructions) (see Section 4.6)

in each case, the Application Monies need to be received by no later than 5.00pm on the Closing Date.

The part of your Entitlement not taken up will lapse and the New CDIs not subscribed for will form part of the Shortfall.

4.4 Option 4 – Take no action

If you take no action, you will not be issued New CDIs and all of your Entitlement will lapse. Your Entitlement is non-renounceable and is not tradeable or otherwise transferable. Eligible Securityholders who do not take up their Entitlement in full will not receive any value for that part of their Entitlement they do not take up.

Eligible Securityholders who do not participate fully in the Entitlement Offer will have their proportionate interests in Oneview diluted.

It is strongly recommended to make the payment via Bpay, the postal mail delivery times are slower than normal due to the COVID-19 pandemic.

4.5 Payment by BPAY

To pay by Bpay, please follow the instructions on your personalised Entitlement and Acceptance Form (which includes the Biller Code and your unique Customer Reference Number). You can only make a payment via Bpay if you are the holder of an account with an Australian branch of a financial institution that supports Bpay transactions.

You should instruct payment well before 5.00pm on the Closing Date to enable its receipt before the Entitlement Offer closes.

If you pay by Bpay, your Entitlement and Acceptance Form is **not** required to be lodged with the Registry and you will be deemed to have made the declarations set out in this Entitlement Offer Booklet and on the Entitlement and Acceptance Form.

Oneview will treat you as applying for as many New CDIs as your payment will pay for in full up to your Entitlement.

Eligible Securityholders may apply for Additional New CDIs up to a maximum of 25% of their Entitlement as at the Record Date at the Offer Price. Any Application Monies received for more than your Entitlement will be treated as an application to apply for as many Additional New CDIs as your overpayment will pay for in full at the Offer Price.

Application Monies received for more than your final allocation of New CDIs (including any Additional New CDIs up to a maximum of 25% of your Entitlement as at the Record Date) will be refunded to you. It is not practical to refund amounts of less than \$0.04 and these will be retained.

Please note that Additional New CDIs will only be allocated to Eligible Securityholders if there are sufficient New CDIs from Eligible Securityholders who do not take up their full Entitlement or from New CDIs that would have been offered to Ineligible Securityholders if they had been entitled to participate in the Entitlement Offer, subject to any scale-back that Oneview may apply (in its absolute discretion).

Please make sure to use the specific Biller Code and unique Customer Reference Number on your personalised Entitlement and Acceptance Form. If you receive more than one personalised Entitlement and Acceptance Form, you will need to complete individual Bpay transactions using the Customer Reference Number specific to each individual personalised Entitlement and Acceptance Form that you receive.

You should be aware that your financial institution may implement earlier cut-off times with regards to electronic payment and you should therefore take this into consideration when making payment. You may also have your own limit on the amount that you can pay via Bpay. It is your responsibility to check that the amount you wish to pay via Bpay does not exceed your limit.

4.6 Apply by post with cheque, bank draft or money order

To pay by cheque, bank draft or money order, you must complete your personalised Entitlement and Acceptance Form in accordance with the instructions on the form, indicating the number of New CDIs and any Additional New CDIs up to a maximum of 25% of your Entitlement as at the Record Date at the Offer Price you wish to apply for and return it by mail or delivery to the address set out on the Entitlement and Acceptance Form, accompanied by a cheque, bank draft or money order in Australian currency for the amount of the Application Monies, payable to "Oneview Healthcare PLC" and crossed "Not Negotiable". Any agreement to issue New CDIs and any Additional New CDIs to you following receipt of your personalised Entitlement and Acceptance Form is conditional on your cheque, bank draft or money order in payment of the Application Monies for those New CDIs and any Additional New CDIs being honoured on first presentation.

Your cheque, bank draft or money order must be:

- for an amount equal to \$0.04 multiplied by the number of New CDIs that you are applying for; and
- in Australian currency, drawn on an Australian branch of a financial institution.

You should ensure that sufficient funds are held in relevant account(s) to cover the Application Monies. If the amount of your cheque, bank draft or money order for Application Monies (or the amount for which the cheque clears in time for issue) is insufficient to pay in full for the number of New CDIs you have applied for in your personalised Entitlement and Acceptance Form, you will be taken to have applied for such lower number of whole New CDIs as your cleared Application Monies will pay for (and to have specified that number of New CDIs on your personalised Entitlement and Acceptance Form). Alternatively, your Application will not be accepted.

Any Application Monies received for more than your final allocation of New CDIs (including any Additional New CDIs up to a maximum of 25% of your Entitlement as at the Record Date) will be refunded to you in accordance with the payment instructions on the Oneview

register for payment of distributions. It is not practical to refund amounts of less than \$0.04 and these will be retained. No interest will be paid to applicants on any Application Monies received or refunded (wholly or partially).

Cash payments will not be accepted. Receipts for payment will not be issued.

It is important to note that the Entitlement Offer closes at 5.00pm on Friday, 11 December 2020. To participate in the Entitlement Offer, your payment must be received no later than this date. Eligible Securityholders who make payment via cheque, bank draft or money order should mail their cheque, bank draft or money order and their completed Entitlement and Acceptance Form to the address below:

If you are in Australia or New Zealand

Mail to:

Oneview Healthcare PLC
C/- Computershare Investors Services Pty Limited
GPO Box 505
Melbourne VIC 3001

Entitlement and Acceptance Forms (and payments of any Application Monies) will not be accepted at Oneview's corporate offices in Australia.

For the convenience of Eligible Securityholders in Australia, an Australian reply paid envelope with the appropriate address has been included with this Entitlement Offer Booklet. Securityholders outside of Australia will need to affix the appropriate postage.

If you are in Ireland, mail or hand deliver to:

Oneview Healthcare PLC
Block 2, Blackrock Business Park
Blackrock, Co. Dublin, A94 H2X4
Ireland

Section 5: Announcements

This Entitlement Offer Booklet (other than the Announcements) is dated 26 November 2020. The Announcements are current as at 18 November 2020. This Entitlement Offer Booklet remains subject to change without notice, and Oneview is not responsible for updating this Entitlement Offer Booklet.

There may be additional announcements that have been made by Oneview after 26 November 2020 and throughout the Entitlement Offer Period that may be relevant in your consideration of whether to take part in the Entitlement Offer. Therefore, it is prudent that you check whether any further announcements have been made by Oneview before submitting an Application.

The "Risk Factors" are set out on pages 27 to 37 of the Investor Presentation.



Unifying the care experience.

NOT FOR DISTRIBUTION OR RELEASE IN THE UNITED STATES

ASX RELEASE

18 November 2020

Oneview Healthcare Plc conducts \$8.75 million capital raising

Oneview Healthcare Plc (ASX code: ONE) (Oneview or Company), has received commitments to raise approximately \$8.75m via a placement to raise approximately \$1.75m and a fully underwritten non-renounceable 1 for 1 entitlement offer to raise approximately \$7m.

Funds raised under the Capital Raising will be used to accelerate cloud development of Oneview's Care Experience Platform, invest in sales and marketing across the US and Australia and provide working capital to strengthen the Company's balance sheet to support growth.

Key Highlights:

- **Market opportunity:** COVID-19 has demonstrated the need for new virtual models of care, highlighting the importance of bedside technology
- **Cloud transformational:** Move to full SaaS platform is expected to shorten sales/implementation cycles and reduce total cost of ownership (TCO) for customers by approx. 30%
- **Recurring revenue growth:** subscription software model with multi-year contracts and strong annual recurring revenue growth, live beds up 30% YoY
- **Expansion potential:** Set-top-box compatible with legacy coaxial TV anticipated in Q1 2021 is expected to unlock approximately 6,000 potential beds with existing customers
- **Cost management:** strategic reorganization and salary sacrifice initiatives budgeted to reduce operating costs by ~24% in 2021 versus 2020, to €10.4m
- **Revenue outlook:** Based on positive feedback from existing and prospective customers, management expects 2021 revenues to maintain the positive momentum enjoyed in H2 2020 and be broadly in line with budgeted operating expenses of €10.4m for FY 2021
- **Strong balance sheet:** Post completion of the Capital Raising, the Company is expected to have a net cash position of A\$10-A\$11m

Capital Raising

18 October 2020 - Sydney, Australia: Patient engagement software company Oneview Healthcare PLC (ASX : ONE) is pleased to announce that it has received commitments to raise approximately A\$8.75 million through the issue of new CHESS depository interests over new fully paid ordinary shares in the Company (**New CDIs**).

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

Oneview Healthcare plc

Block 2, Blackrock Business Park, Blackrock Co. Dublin, A94 H2X4 Ireland

P +353 1 524 1677 E info@oneviewhealthcare.com [oneviewhealthcare.com](https://www.oneviewhealthcare.com)

Irish Company Reg: 513842

ARBN 610 611 768

VAT Number 9853271T

The Capital Raising comprises:

- Non-underwritten placement to eligible institutional, professional and sophisticated investors at the Offer Price of at \$0.04 per New CDI (**Placement**); and
- a 1 for 1 non-renounceable entitlement offer at the Offer Price per New CDI which is fully underwritten (**Entitlement Offer**).

Bell Potter Securities Limited is lead manager and bookrunner to the Capital Raising and underwriter to the Entitlement Offer.

The Offer Price of \$0.04 per New CDI represents a:

- 14.9% discount to last close of A\$0.047;
- 13.0% discount to the 5-day volume weighted average price of A\$0.046; and
- 11.9% discount to the 15 day VWAP of A\$0.045,

at the close of trading on Friday 13 November 2020 being the last trading day prior to the announcement of the Capital Raising.

Under the Entitlement Offer, eligible securityholders will be able to subscribe for 1 New CDI in Oneview for every 1 existing CDI held at 7.00pm (AEDT) on 23 November 2020 (**Record Date**) at the Offer Price (**Entitlements**). Importantly all Securityholders will also have the option to subscribe via an additional 25% top-up facility to avoid the potential dilutionary impact of the placement.

The Entitlements are non-renounceable and will not be tradeable on ASX or otherwise transferable. Existing securityholders who do not take up their Entitlements will not receive any value for those Entitlements that they do not take up. Securityholders who are not eligible to receive Entitlements will not receive any value for the Entitlements they would have received had they been eligible.

Oneview will notify securityholders as to whether they are eligible to participate in the Entitlement Offer in accordance with ASX Listing Rule 7A. Eligible securityholders will receive an Information Offer booklet including a personalised entitlement and acceptance form which will provide further details of how to participate in the Entitlement Offer.

The Entitlement Offer is expected to open on Thursday, 26 November 2020.

Each of the Company's non-executive directors have committed to participate for their full Entitlement under the Entitlement Offer. Mr James (Will) Vicars (Oneview's largest security holder) has committed to take up his full Entitlement and has also agreed to sub-underwrite the Entitlement Offer up to A\$2.46 million. In addition, Mr Mark McCloskey and Mr James Fitter have committed to take up their full Entitlement under the Entitlement Offer and to sub-underwrite up to \$476,306 of any shortfall under the Entitlement Offer. For further information see the investor presentation being released to the ASX today and the Information Booklet to be released on or around 26 November 2020.

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

Oneview Healthcare plc

Block 2, Blackrock Business Park, Blackrock Co. Dublin, A94 H2X4 Ireland

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

Irish Company Reg: 513842

ARBN 610 611 768

VAT Number 9853271T



Unifying the care experience.

Should you have any queries in relation to the Entitlement Offer, please do not hesitate to contact the registry on 1300 855 080 (within Australia) or +61 3 9415 4000 (outside Australia) between 8.30am and 5.00pm (AEDT) Monday to Friday during the offer period.

Use of Funds

The funds raised under the Placement and Entitlement Offer will be used to:

- **Accelerate cloud development** - 12-month acceleration of migration to Cloud Enterprise following recent success of Cloud Start to capitalize on market opportunity
- **Invest in Sales and marketing** - Expand US and Australia sales & marketing as full SaaS offering comes to market
- **Provide working capital** - strengthening balance sheet to support growth

After completion of the Capital Raising, the Company is expected to have a net cash position of A\$10m – A\$11m.

Oneview's Chief Executive Officer, James Fitter said "The level of demand from new and existing securityholders in this capital raise speaks to the potential of Oneview's technology. I warmly welcome the new institutional and sophisticated investors to our company and thank our existing securityholders for their continued support.

The global pandemic has highlighted the need for new virtual models of care highlighting the importance of bedside technology and Oneview's value proposition. Management have validated increased demand for cloud-hosted patient experience platforms with existing and prospective enterprise customers.

Recent partnership agreements announced with Caregility and Cloudbreak in the United States have reaffirmed the value proposition of the Oneview platform and will help to open new sales opportunities for the company in the crucial US market.

Accordingly, Oneview is accelerating its cloud migration, with a full Software as a Service (SaaS) platform planned to be completed by Q1 2021. Cloud deployment is expected to make it faster, easier and lower-cost to implement and operate Oneview's Care Experience Platform, providing a competitive advantage."

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

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Offer structure

The number of issued securities at the date of this announcement and the maximum total number of issued securities following the Capital Raising are as follows:

Event	Number of CDIs
CDIs on issue as at 18 November 2020 (announcement of the Equity Raising)	174,427,954
Approximate number of New CDIs to be issued under the Placement	43,606,988
Approximate number of New CDIs to be issued under the Entitlement Offer	174,427,954
Approximate total number of CDIs on issue after the Capital Raising	392,462,896

Key dates¹

Summary of Key Dates	Date/Time
Placement & Entitlement Offer announced	Wednesday, 18 November 2020
Ex-date for Entitlement Offer	Friday, 20 November 2020
Record Date for Entitlement Offer	7.00pm AEDT, Monday, 23 November 2020
Entitlement Offer opens and Booklet dispatched	Thursday, 26 November 2020
Entitlement Offer closes	Friday, 11 December 2020
Allotment of new Securities issued under Entitlement Offer	Friday, 18 December 2020

¹The above timetable is indicative only and may change without notice. Note: Times above are Sydney, Australia time. For further information, please see the Investor Presentation referencing the Capital Raising released to ASX on or around the date of this announcement.

¹All dates are indicative only and subject to change. The Company reserves the right to withdraw or vary the timetable without notice.

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For more information contact:

James Fitter, CEO, Oneview Healthcare - jfitter@oneviewhealthcare.com

Niall O'Neill, Chief Strategy & Product Officer, Oneview Healthcare - noneill@oneviewhealthcare.com

About Oneview Healthcare PLC: For healthcare systems who lead on exemplary care, Oneview Healthcare (www.oneviewhealthcare.com) provides digital tools for patients, families and caregivers to improve the care experience. Unifying a facility's systems, content and services into one digital Care Experience Platform at the point of care, Oneview helps providers to measure and improve experience, optimize patient flow, deliver virtual care and enable patients and families with dedicated touch and TV devices. Oneview has partnered with leading healthcare systems in the US, Australia, the Middle East and Asia to unify the care experience.

Website : www.oneviewhealthcare.com

Important Notices

Forward-looking statements

This announcement may contain certain forward-looking statements, forecasts, estimates, projections, beliefs and opinions (**Forward Statements**). Forward Statements can be identified by the use of 'forward looking' terminology, including, without limitation, the terms 'believes', 'estimates', 'anticipates', 'expects', 'projects', 'predicts', 'intends', 'plans', 'propose', 'goals', 'targets', 'aims', 'outlook', 'guidance', 'forecasts', 'may', 'will', 'would', 'could' or 'should' or, in each case, their negative or other variations or comparable terminology, and include financial outlook information as defined below. Forward Statements involve elements of subjective judgment and analysis, and are subject to known and unknown risks, uncertainties and other factors because they relate to events and depend on circumstances that may or may not occur in the future, assumptions which may or may not prove correct, and may be beyond the Company's ability to control or predict.

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References to Oneview's H2FY20 results

This announcement contains references to the H2FY20 results for Oneview. These results are preliminary and, being currently the subject of an audit by Oneview's auditors, remain unaudited. All references to the H2FY20 results for Oneview are references to unaudited results. They should not be relied on as the final, audited financial results of Oneview for H2FY20. Audited financial results in respect of FY20 will be released to the ASX in accordance with the requirements of the ASX Listing Rules. Investors are cautioned that final audited FY20 results may differ from the unaudited FY20 results of Oneview included in this announcement. Investors should not place undue reliance on this information.

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Capital Raising Investor Presentation

18TH NOVEMBER 2020

ASX:ONE

ONEVIEW HEALTHCARE PLC | ABRN 610 611 768



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- a proposed placement of new chess depository interests (**CDIs**) over new fully paid ordinary shares in the Company to institutional investors and certain existing security holders under section 708A of Corporations Act 2001 (Cth) (Corporations Act) as modified by ASIC Corporations (Disregarding Technical Relief) Instrument 2016/73 (**Placement**); and
- an offer of new CDIs to eligible Oneview security holders (**Entitlement Offer**),

(the Placement and Entitlement Offer together, the **Offer**).

Summary Information

This Presentation contains summary information about the Company and its industry. The information in this Presentation is general background information and does not purport to be complete. It should be read in conjunction with Oneview's most recent financial report and Oneview's other periodic and continuous disclosure information lodged with the Australian Securities Exchange (ASX), which is available at www.asx.com.au.

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An investment in Oneview CDIs is subject to investment and other known and unknown risks, some of which are beyond the control of the Company including possible loss of income and principal invested. The Company does not guarantee any particular rate of return or positive financial performance, nor does it guarantee the repayment of capital from the Company or any particular tax treatment. In considering an investment in Company CDIs, investors should have regard to (amongst other things) the risks outlined in this Presentation. See further the "Risk Factors" section of this Presentation.

Important Notice

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The pro forma historical financial information included in this presentation does not purport to be in compliance with Article 11 of Regulation S-X under the U.S. Securities Act, and was not prepared with a view towards compliance with the rules and regulations or guidelines of the U.S. Securities and Exchange Commission or the American Institute of Certified Public Accountants for the preparation and presentation of pro forma financial information.

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Important Notice

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Bell Potter Securities Limited (lead manager) is acting as the sole and exclusive lead manager and bookrunner to the Offer.

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To the extent that any of the above paragraphs may be construed as being in contravention of any applicable law, such paragraph shall be read down, severed and the remaining paragraphs shall continue to have full force and effect.

Investment highlights

1. **Recurring revenue growth:** subscription software model with multi-year contracts and strong annual recurring revenue growth, live beds up 30% YoY¹
2. **Cloud transformational:** Move to full SaaS platform is expected to shorten sales/implementation cycles and reduce total cost of ownership (TCO) for customers by approx. 30%
3. **Expansion potential:** Set-top-box compatible with legacy coaxial TV anticipated in Q1 2021 is expected to unlock approximately 6,000 potential beds with existing customers
4. **Cost management:** strategic reorganization and salary sacrifice initiatives budgeted to reduce operating costs by ~24% in 2021 versus 2020 to €10.4m
5. **Revenue outlook:** Based on positive feedback from existing and prospective customers, management expects 2021 revenues to maintain the positive momentum enjoyed in H2 2020 and be broadly in line with budgeted operating expenses of €10.4m for FY 2021
6. **Market opportunity:** COVID-19 has demonstrated the need for new virtual models of care highlighting the importance of bedside technology

Background

- Founded in 2008 and listed in 2016, Oneview Healthcare (ONE) is a technology company digitizing the point of care to improve the care experience
- Now singularly focused on healthcare with our Care Experience Platform
- Track record of success with leading hospitals in four continents including 3 of the top 20 US hospitals
- Currently focused on US and Australian hospital markets
- 8,917 beds live globally with an additional 2,679 contracted not yet installed¹



H1 2020 highlights

30%

YoY growth in live beds to 9,068 beds

21%

YoY growth in recurring revenue

40-50%

Revenue growth expected 2020 H1 to 2020 H2¹

30%

YoY decrease in operating expenses expected 2020 vs 2019

70%

Gross profit margin

58

Hospitals live or contracted with Oneview

49%

of Oneview live beds in the US, making it our biggest market

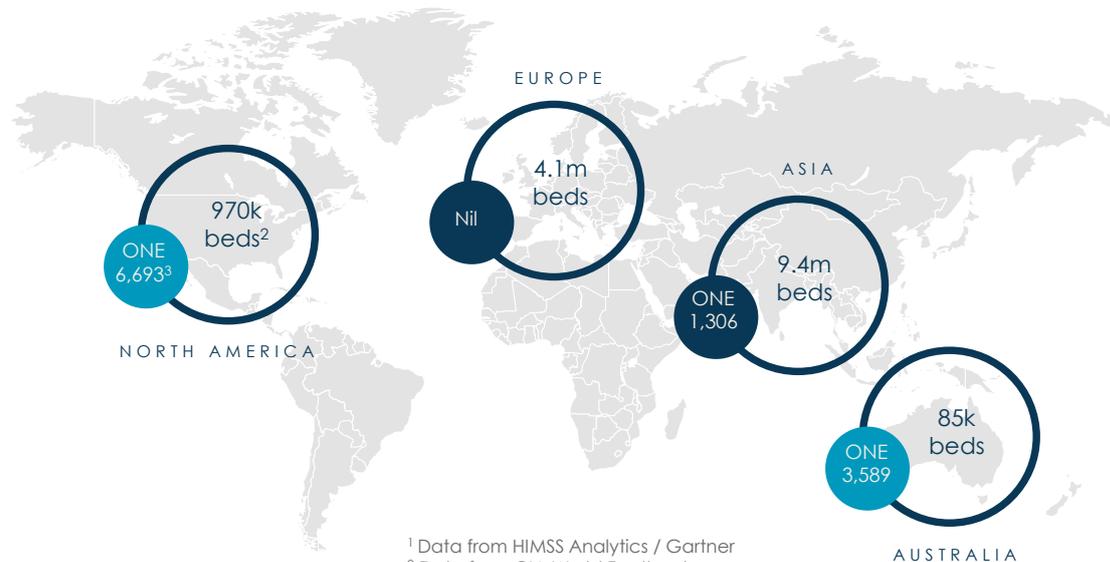
3



of the top 20 US hospitals are live with Oneview

Market opportunity

Significant opportunity in target markets, with global demand creating market entry potential. Market penetration estimated at around 20%¹ in the US market



¹ Data from HIMSS Analytics / Gartner

² Data from CIA World Factbook

³ Data as at 30th September 2020

Our business model

Subscription software with multi-year contracts and strong "stickiness" means high customer lifetime value

- Recurring revenue from software usage with 80% gross margin
- OEM purpose-built hardware solutions developed over last 12 months expected to deliver growth in 2021
- Expand annual contract value with healthcare enterprises through additional beds and up-selling Oneview & partner solutions
- Multi-year contracts (3-5 years)



COVID-19

COVID-19 has demonstrated the need for new virtual models of care highlighting the importance of bedside technology and Oneview's value proposition



CUSTOMER NEEDS

- Needed reliable video at the bedside
- Oneview staff unable to go on-site
- Unable to deploy on-prem software updates
- Needed an entirely remotely managed solution

RESPONDING

- Formed a cross-functional team to deliver a "slice" of the Oneview platform in the cloud
- Product launched in 2 weeks, and deployed at NYU to positive feedback
- Hardware provisioning outsourced to supply-chain partner

ACCELERATING

- Demonstrated the power of cloud to enable agility and reduce the overhead of implementation and operation
- Management have validated pent-up demand for cloud-hosted patient experience platforms with existing and prospective enterprise customers



What problems are we solving?



Patients expect more...

- Patients bring consumer expectations to their healthcare encounters, but their experience is often underwhelming
- Often, the only “technology” for patients is the TV and nurse call button
- While the rest of the world – and the hospital - is rapidly digitizing, patient rooms are stuck in time



Clinicians are stretched...

- Clinicians are stretched, and burn-out and attrition are expensive problems
- Lack of digitization means tasks that could be automated remain manual for nurses
- Too often, technology solutions add rather than remove friction: like managing devices



Executives need to do more with less...

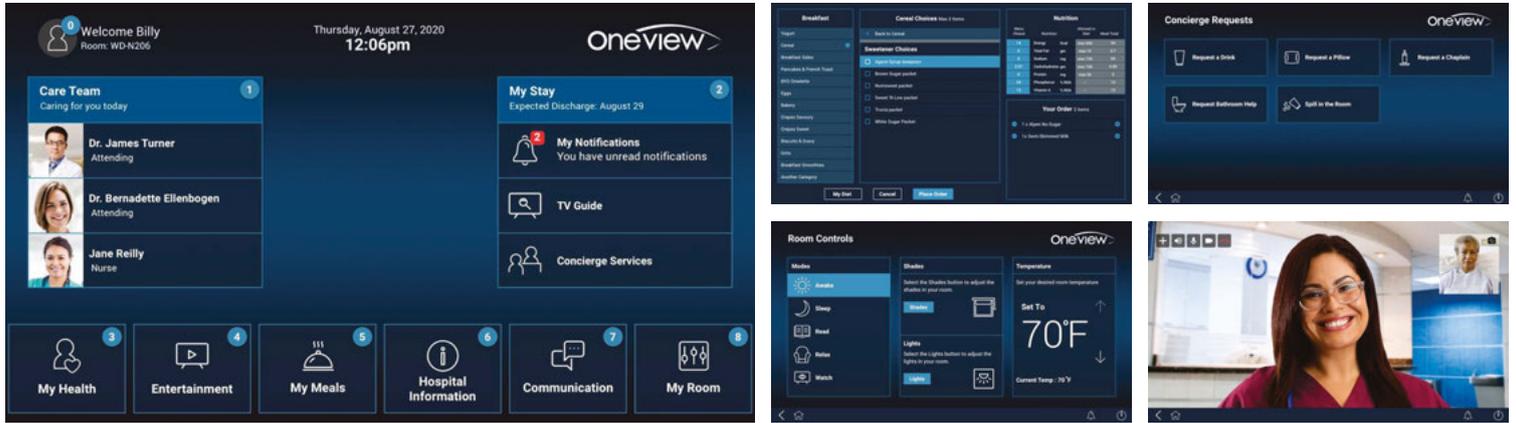
- Healthcare systems are under financial pressure
- Disparate systems with single-use hardware add cost and complexity
- COVID-19 has highlighted the value proposition of bedside technology, but solutions need to be simple

The solution

- ✓ **more control** for patients and families
- ✓ **more time** for care teams
- ✓ **less complexity** for hospital leadership

The patient's view

Digital tools to **enable patients and families** to control their experience and participate in care, **deliver virtual care** at the bedside, and collect feedback to **manage patient experience**



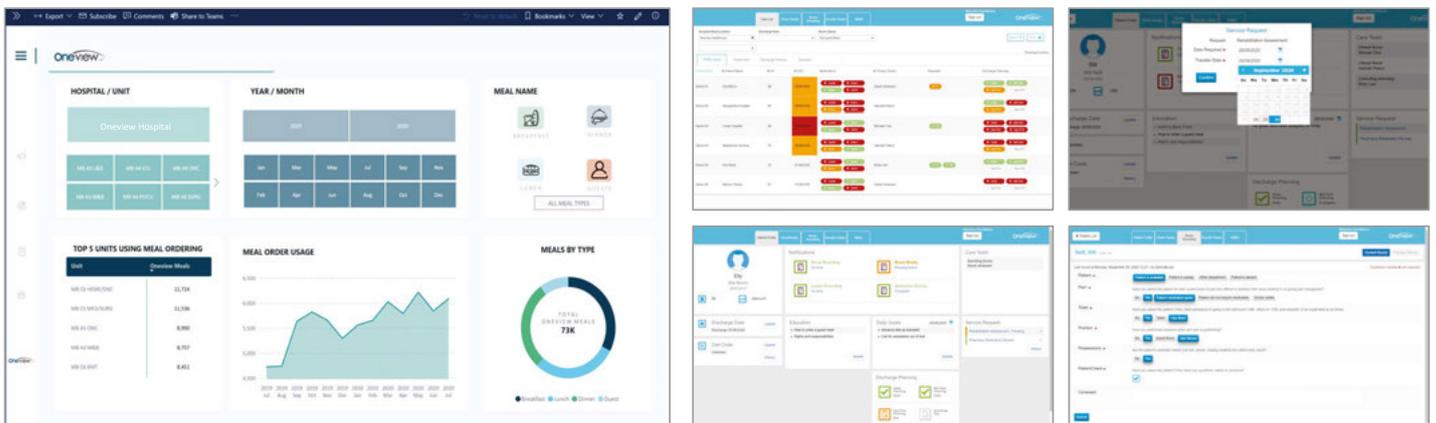
Personalized for patients

Engaging, informing and connecting



The care teams' view

Digital tools for care teams to **optimize patient flow** and **manage patient experience**



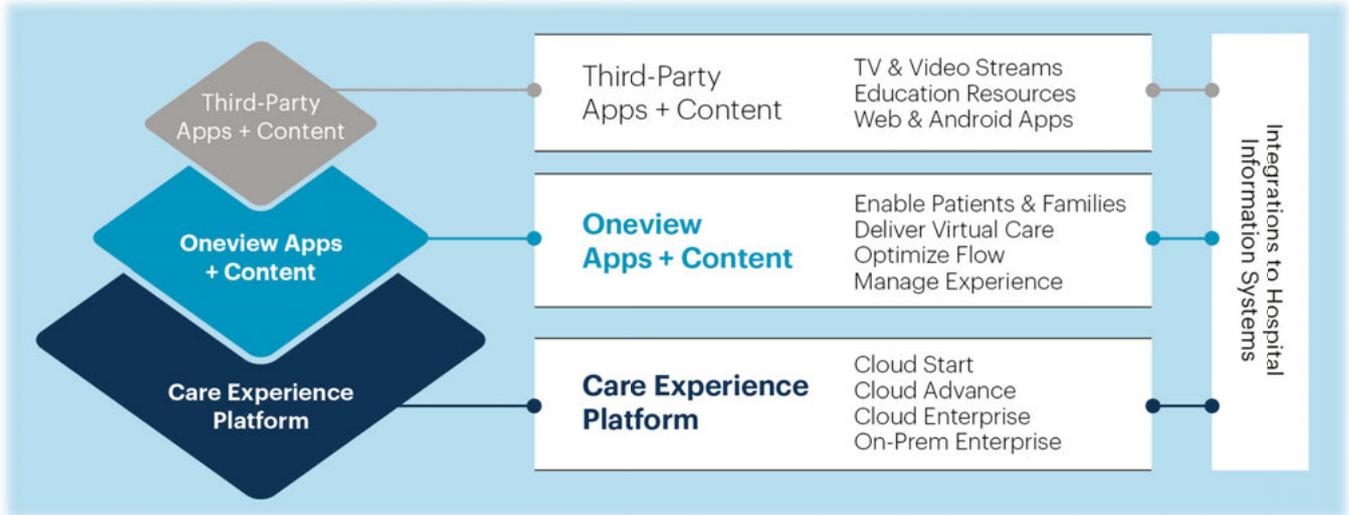
Self-service operational insight

Driving care team workflow



The Oneview digital platform

Oneview's secure, flexible and scalable platform is the digital infrastructure for content, apps and services at the point of care. Our new cloud tiers enable customers to benefit from faster, easier and lower-cost implementation and operation



Cloud deployment

Cloud deployment is expected to make it **faster, easier and lower-cost** to implement and operate Oneview's Care Experience Platform, providing **competitive advantage**

- We're accelerating our cloud migration: full SaaS platform planned end Q1 2021
- Expecting TCO reduction of approx. 30% based on customer analysis
- Already seeing evidence of reduction in time of sales and implementation cycles
- Competitive advantage: first enterprise SaaS platform



Purpose-built hardware

Our purpose-built Android™ hardware, designed for the hospital and delivered by OEM partners, provides the flexibility for different points of care, customer needs and budgets

- Moved from off-the-shelf Windows hardware to purpose-built Android hardware
- 60-70% lower cost to customer
- Customers procure directly from Oneview making hardware revenue more predictable
- Hybrid Android STB (planned availability Q1 2021) will support both IPTV and legacy coax infrastructure, unlocking market opportunity with current and prospective customers



SOCIAL MOBILE All-in-One (AIO)



WETEK Set Top Box (STB)



Why we're different

Enterprise success with leading healthcare systems across four continents

- Cloud deployment: customers can benefit from bedside technology in weeks not months
- Access to the Android app eco-system, with partnerships to offer end-to-end solutions and services on the Oneview platform
- Built for the enterprise, with modular solutions that can be switched on/off at an enterprise- or hospital-level
- Purpose-built, cost-effective Android hardware: IEC60601/GMS certified AIO, and hybrid set-top-box supporting IPTV and legacy coax infrastructure
- Cloud-based data platform for near-time analytics and self-service dashboards



Partnering with leading hospitals



Operational at leading hospitals across the globe, including 3 of the top 20 US hospitals, as rated by US News. From the newest, most technologically advanced hospitals to the oldest, most challenging facilities, we've delivered solutions

US CUSTOMERS



AUSTRALIA & REST OF WORLD CUSTOMERS



Proactive management

Strategic decisions and pro-active cost-management have positioned us for sustainable growth with a highly-focused, experienced team

Product & Technology	<ul style="list-style-type: none"> • Refocused on core revenue-generating product • Refreshed leadership in technology driving greater productivity • Kyiv office giving access to broader talent pool • Moving to full SaaS model
Streamlined Leadership	<ul style="list-style-type: none"> • Founder Mark McCloskey retired from full-time role 12 November 2020
Operating Costs	<ul style="list-style-type: none"> • Restructured to streamline operations with headcount down 55% from 2018 • Overall operating expenses down by 30% in 2020 with further savings of 24% budgeted for 2021 to €10.4m • 10-33% salary sacrifice initiatives until December 2021

Experienced board

An experienced board of healthcare and finance experts



James Fitter
CEO

James has been CEO of Oneview since January 2013, helping transition what was then a 10 person start-up into a publicly traded company in just over 3 years. Prior to this, James enjoyed a highly successful 25 year career as a fund manager and financial services executive, living and working on 4 continents.



Mark McCloskey*
President & Founder

Mark has over 20 years experience in senior roles within the communications and technology sector, including East Telecom, Easycash and Royal Bank of Scotland.

** Retired 12th November 2020 but remaining in part-time consultant role*



Michael Kaminski
Chairman

Michael has been a senior executive for over 20 years and is currently CEO LINET Americas. Prior to this, he was CEO of Landauer Inc, CEO for Stereotaxis and held several sales and marketing roles with Hill-Rom.



Joseph Rooney
Non-Exec Director

Joe joined the Oneview Board in early 2016. He is in charge of the Clongowes Wood College Foundation in Ireland. Until the end of 2012 Joe was a partner and the global strategist at Autonomy Capital Research LLP, a global macro hedge fund. Prior to Autonomy Capital, Joe was a Managing Director of Lehman Brothers Inc, where he held a number of positions including the Head of Global Strategy.



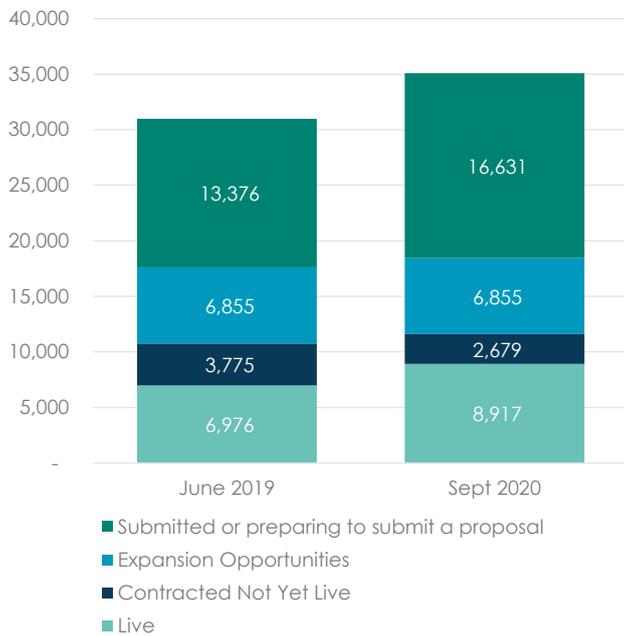
Dr Lyle Berkowitz
Non-Exec Director

Lyle is a physician, hospital executive, entrepreneur and consultant with over 20 years of experience in healthcare technology companies. Previous roles have included Director of Innovation for Northwestern Medicine, founder and Chairman of healthfinch and Chief Medical Officer of MDLIVE.

Outlook

Product & partnerships	<ul style="list-style-type: none"> • Full SaaS platform anticipated end Q1 2021 • Hybrid Android STB anticipated availability Q1 2021, enabling support for legacy coax infrastructure • Caregility partnership enables delivery of end-to-end telehealth solution • Cloudbreak partnership for video medical interpretation • Enhanced Sales and Marketing capabilities scheduled in Q1 2021 for launch of full SaaS solution
Market	<ul style="list-style-type: none"> • COVID-19 has demonstrated the need for new virtual models of care highlighting the importance of bedside technology • Increased demand for cloud as healthcare systems look to rationalize and reduce costs
Customer expansions & extensions	<ul style="list-style-type: none"> • NYU Enterprise-wide deployment planned for all 2,600 beds in 2021 and early 2022 • Signed upgrade to Android and 3-year contract extension with Westmead Children's Hospital • Received expansion order from Epworth Eastern for their new tower in Box Hill
New business	<ul style="list-style-type: none"> • Selected for Oklahoma University Medical Centre in July (213 bed deployment in progress) • New CASB project of 143 beds for NSW Health • Network effect of successful NYU Langone Cloud deployment driving new sales opportunities in New York market • Selected as Vendor of Choice for Children's Hospital in the Midwest on 3 November 2020

Operating metrics



51
Opportunities
in CRM

€8.2m
ARR
opportunity¹

- **Significant YOY growth in Live Beds** - Hardware supply chain impacts (now resolved) due to COVID-19 also affected contract conversion and sales opportunities
- Installation schedule delayed by COVID-19 in Q2 and Q3
- **High-quality pipeline of opportunities** in the US and Australian markets - aided by the network effect of positive customer feedback
- **Transition to Cloud already showing signs of shortening sales-cycle** with potential customers

Data as at 30th September 2020

Capital raising details

Offer size & structure	<ul style="list-style-type: none"> • Equity raising to raise approximately A\$8.75¹m comprising – <ul style="list-style-type: none"> • a non-underwritten placement to raise approximately A\$1.75m (Placement) under existing placement capacity; and • if the Placement is successful, a fully underwritten entitlement offer (Entitlement Offer) under which Oneview will offer all eligible security holders² an opportunity to subscribe for CDIs on a 1 for 1 basis to raise up to A\$7.0m • Oneview reserves the right not to proceed with the Entitlement Offer and in this case the equity raising will only raise A\$1.75m under the Placement. • Eligible security holders who take up their entitlement in full under the Entitlement Offer can also apply for additional new CDIs in excess of their entitlement up to a maximum of 25% of their entitlement³ on the record date under a 'top up' facility • The CDIs to be issued under the Placement will not be eligible to participate in the Entitlement Offer.
Offer Price	<ul style="list-style-type: none"> • Offer price of A\$0.04 per new CDI represents: <ul style="list-style-type: none"> • 14.9% discount to last close of A\$0.047 on Friday 13 November 2020 • 13.0% discount to the 5-day volume weighted average price of A\$0.046 on Friday 13 November 2020
Ranking	<ul style="list-style-type: none"> • New CDIs issued under the Placement and Entitlement Offer will rank equally with existing securities on issue
Director Participation	<ul style="list-style-type: none"> • Each of the directors intends to subscribe for their full entitlement under the Entitlement Offer
Sub-underwriting	<ul style="list-style-type: none"> • Mr James (Will) Vicars (Oneview's largest security holder) has committed to take up his full entitlement and has also agreed to sub-underwrite the Entitlement Offer up to A\$2.46m⁴ • Mr Mark McCloskey and Mr James Fitter have agreed to take up their entitlements under the Entitlement Offer and to sub-underwrite \$476,306
Lead Manager	<ul style="list-style-type: none"> • Bell Potter Securities Limited is the lead manager to the Placement and Entitlement Offer and underwriter to the Entitlement Offer

¹Including any funds raised under the top-up facility under the Entitlement Offer

^{2,3}As at the record date of 23 November 2020

⁴In consideration of a commitment to invest \$4m into the Offer, Mr Vicars will receive 12m options exercisable into CDIs at an exercise price of \$0.04 on a 1:1 basis, issued to the extent required under securityholder approval

Use of funds

- The funds raised under the Placement and Entitlement Offer will be used to:
 - **Accelerate cloud development** - 12-month acceleration of migration to Cloud Enterprise following recent success of Cloud Start to capitalize on market opportunity
 - **Invest in Sales and marketing** - Expand US and Australia sales & marketing as full SaaS offering comes to market
 - **Provide working capital** - strengthening balance sheet to support growth
- Post transaction, the Company is expected to have a net cash position of A\$10m – A\$11m

Indicative timeline

Capital Raising Events	Dates
Trading Halt and announcement of Offer	Monday, 16 November 2020
Placement bookbuild	Monday, 16 & Tuesday, 17 November 2020
Announcement of results of Offer and existing CDIs resume trading	Wednesday, 18 November 2020
Settlement of new securities under Placement	Monday, 23 November 2020
Issue and normal trading of new CDIs under Placement	Tuesday, 24 November 2020
Entitlement Offer record date	7:00pm (AEDT) on Monday, 23 November 2020
Entitlement offer opens and Information Booklet/Entitlement & Acceptance Forms dispatched	Thursday, 26 November 2020
Entitlement Offer closing date	5:00pm (AEDT) on Friday, 11 December 2020
New CDIs issued under the Entitlement Offer	Friday, 18 December 2020
Normal trading of new CDIs issued under the Entitlement Offer	Monday, 21 December 2020

All dates specified in the presentation (including this table) are indicative and subject to change without notice.

Risk Factors

This section describes some of the potential key risks associated with Oneview's business and an investment in Oneview. The risks associated with Oneview's business and the general risks set out in the "2019 Annual Report to Shareholders" issued on 31 March 2020 (**Annual Report**) still apply, as updated by the risks set out below. If any of these risks eventuate, they could have a material adverse effect on Oneview's business, financial condition, CDI price, operating and financial performance and return to CDI holders. The risk factors set out below and in the Annual Report are not exhaustive. In particular, there are risks associated generally in investing in securities, including that trading in CDIs may not be liquid and the price may fluctuate.

Additional risks that Oneview is unaware of or that Oneview currently considers to be immaterial also have the potential to have a material adverse effect on Oneview's business, financial condition and operating and financial performance. Before making an investment decision, potential investors should thoroughly review all publicly available information (including this presentation and the risk factors set out within) concerning Oneview and carefully consider whether Oneview CDIs are suitable to acquire having regard to their own investment objectives and financial circumstances. Investors should also note that the unprecedented uncertainties and risks created by the COVID-19 pandemic could materially change Oneview's risk profile at any point after the date of this presentation and adversely impact the financial position and prospects of Oneview in the future.

Risk Factors – Key Transaction Risks

1.1 – Underwriting risk

Oneview has entered into an underwriting agreement under which the Lead Manager has agreed to fully underwrite the Entitlement Offer, subject to the terms and conditions of the underwriting agreement between Oneview and the Lead Manager ("Underwriting Agreement"). The Lead Manager's obligation to underwrite the Entitlement Offer is conditional on certain customary matters. Further, if certain events occur, the Lead Manager may terminate the Underwriting Agreement. Certain events outlined below are qualified by materiality. Termination of the Underwriting Agreement could have an adverse impact on the amount of proceeds raised under the Entitlement Offer and could materially adversely affect Oneview's business, cash flow, financial performance, financial conditions and share price. The Lead Manager may terminate the Underwriting Agreement if certain events occur, including if:

- Oneview fails to lodge certain documents in connection with the Offer including the Information Booklet and cleansing notices for the Placement and Entitlement Offer;
- If any of the documents issued in connection with the Offer do not comply with the Corporations Act 2001 (Cth), the ASX Listing Rules or any other applicable law;
- If the new CDIs issued under the Offer are not unconditionally approved by ASX for quotation;
- ASX/ASIC withdraws, revokes or amends any approval or modification given in respect of the Offer;
- Oneview is removed from the official list of the ASX;
- Trading in Oneview CDIs is suspended without the prior approval of Bell Potter, or the CDIs cease to be officially quoted by ASX;
- The S&P/ASX200 closes at a level that is at least 90% or less of the level of that index as at the close of trading on the business day immediately preceding the date of this agreement and remains below that level at the close of trading on ASX for two consecutive business days or at the close of trading on ASX on the business day immediately prior to the settlement date (17 December 2020);
- Oneview or one of the members of its corporate group undergoes an insolvency event;
- A statement in any certificated given in connection with the underwriting agreement is false, misleading, inaccurate or untrue or incorrect, in each case in a material respect;
- There is a change in Oneview's board of directors or senior management is announced;
- Oneview alters its capital structure (debt or equity) or constitution without the prior written consent of Bell Potter;
- Oneview receives certain notifications from ASIC including an order under section 1324B in relation to the Offer;
- An obligation arises on Oneview to give ASX a notice in accordance with 708AA(12) and any adverse events or circumstances occur or become known that would, in the reasonable opinion of Bell Potter, have required Oneview to give ASX a notice in accordance with section 708AA(12);
- Oneview becomes required to give or gives a correcting notice under subsection 708A(9)(c) or 708AA(10);
- Oneview withdraws all or any part of the Offer or indicates that it does not intend to or is unable to proceed with the Offer;
- There is an application to ASIC for an order, declaration, or other remedy, or ASIC commences any investigation, hearing or announces its intention to do so within 2 business days of this announcement;
- Any event specified in the timetable is delayed for more than two business days without the prior written consent of Bell Potter;
- Any actual or likely adverse change occurs which is likely to give rise to an adverse change in or affecting the general affairs, management, assets, liabilities, financial position or performance, profits, losses, prospects or condition, financial or otherwise of Oneview, and any change in the nature of the business conducted or proposed by Oneview;
- A new circumstance occurs in relation to Oneview or the business of Oneview that has arisen since the offer documents were lodged with ASX that would have required to be included in the documents outlining the Offer;
- Any forecast in the offer documents becomes incapable of being met or unlikely to be met in the projected time;
- There is a change in law or announcement of prospective legislation that is likely to prohibit, restrict or regulate the Offer or reduce the level or likely level of valid applications for offer CDIs;

Risk Factors – Key Transaction Risks (UWA risk cont.)

- Any of the warranties or representations by Oneview in the agreement are or become untrue or incorrect;
- Oneview is in default of any of the terms of the underwriting agreement and that default is not remedied by Oneview within 2 business days after being given notice;
- Without the prior written consent of Bell Potter, Oneview disposes, or agrees to dispose, or ceases to carry on its business or amends the terms of the issue of the offer CDIs;
- A general moratorium on commercial banking activities in Australia, the United States of America, the United Kingdom, Russia, New Zealand, Japan, the People's Republic of China Singapore, Hong Kong, France, Germany, Italy and Spain not existing on the date of this agreement is declared by the relevant central banking authority in any of those countries, or there is a disruption in commercial banking or security settlement or clearance services in any of those countries;
- Trading in all securities quoted or listed on ASX, the London Stock Exchange, the Hong Kong Stock Exchange, the New York Stock Exchange or the NASDAQ is suspended or limited for at least one day on which that exchange is open for trading;
- any adverse change or disruption to the existing financial markets, political or economic conditions of, or currency exchange rates or controls in, Australia, the United States of America, the United Kingdom, Russia, New Zealand, Japan, the People's Republic of China Singapore, Hong Kong, France, Germany, Italy and Spain or the international financial markets or any adverse change in national or international political, financial or economic conditions in those markets;
- There is an outbreak of hostilities (whether or not war or a national emergency has been declared) not presently existing, or a major escalation of existing hostilities occurs, or a major act of terrorism occurs in or involving any one or more of Australia, the United States of America, the United Kingdom, Russia, New Zealand, Japan, the People's Republic of China, North Korea, Singapore, Hong Kong, France, Germany, Italy and Spain or involving any diplomatic, military, commercial or political establishment of any of those countries elsewhere in the world;
- A director or member of senior management is charged with an indictable offence and a government agency commences any public action against a member of management of Oneview or its corporate affiliates;
- Any information supplied by or on behalf of Oneview in relation to the Offer or the Offer Documents is or becomes untrue, incorrect, misleading or deceptive (including by omission); and
- An adverse change relating to the financial position of Oneview has occurred or is likely to occur in the opinion of Bell Potter as a direct or indirect result of the coronavirus disease COVID-19, excluding any known events, circumstances or measures existing as at the date of the underwriting agreement.

As noted Mr James (Will) Vicars (Oneview's largest security holder) has committed to take up his full entitlement and has also agreed to sub-underwrite the Entitlement Offer up to A\$2.46m. In consideration of a commitment to invest \$4m into the Offer, Mr Vicars will receive 12m options exercisable into CDIs ("Options") at an exercise price of \$0.04 on a 1:1 basis, issued to the extent required under securityholder approval. The grant of Options is subject to the directors of the Company committing to invest \$800,000 in the Offer and the Offer being conducted in accordance with the Master ECM Terms dated 26 October 2020 available on the AFMA website at <http://www.afma.com.au/standards/documentation.html>. The Options are exercisable 12 months after the date of issue and will lapse, if not exercised before 14 November 2022. If the conditions are satisfied and the Options are granted to Mr Vicars and subsequently exercised by Mr Vicars, the CDIs to be issued on exercise of the Options is likely to dilute the holdings of existing investors.

If the Underwriting Agreement is terminated the sub-underwriting arrangements will also be terminated.

Risk Factors – General Risks

2.1 - COVID-19 related risks

Oneview is currently monitoring the actual and potential impact of COVID-19 on its business and the broader economy. Given the high degree of uncertainty surrounding the extent and duration of government and regulatory responses to COVID-19, it is not currently possible to assess the full impact of COVID-19 on Oneview's business or the economy generally. The adoption of unprecedented preventative measures by governments and other authorities, including a prolonged period of social distancing, quarantines, travel restrictions, work stoppages, health authority actions, restriction of access to services and the closure of stores and businesses lockdowns, and other related measures within Ireland, Australia and internationally, or an escalation of existing measures, may directly or indirectly impact a number of aspects of Oneview's business positively or negatively and in different ways. Factors like these may have a material adverse impact on Oneview including, for example, on its ability to:

- a) implement software projects at healthcare facilities and hospitals. This may result in a significant reduction in Oneview's non-recurring revenue and the ability to grow the recurring revenue base;
- b) maintain and fulfil client facing service obligations, customer engagement and communications;
- c) protect the health (both mental and physical), safety and security of staff;
- d) maintain adequate cash flows and manage liquidity; and
- e) comply with requirements under its leases and its regulatory framework (including in relation to corporate governance and financial reporting requirements).

If any factors like these arise, there is a risk that Oneview's performance, position or reputation will be adversely affected. It is not yet known to what extent the COVID-19 pandemic will continue to disrupt domestic and international economic activity. The indirect impact of the pandemic on the broader economy is likely to affect commercial activity generally and may have a material positive, negative or dampening effect on Oneview's long-term business performance and profitability. The COVID-19 pandemic may also disadvantageously alter customer behaviour (for example, it may cause customer businesses to reduce external spending) and such changes may adversely affect Oneview's financial performance. Further, with unprecedented impacts on normal business practice and operations, Oneview's technology systems are at a greater risk of disruption, potentially leading to a softening of current strong order frequencies, customer acquisitions and average revenue per user, and increase in churn. Demand in subsequent quarters may also be adversely impacted by reduced marketing activities due to rebounding marketing prices. There are also other changes in the domestic and global macroeconomic environment associated with the events relating to COVID-19 that are beyond the control of Oneview and may be exacerbated in an economic recession or downturn. These include, but are not limited to:

- a) changes in inflation, interest rates and foreign currency exchange rates;
- b) changes in employment level and labour costs;
- c) changes in aggregate investment and economic output; and
- d) other changes in economic conditions which may affect the revenue or costs of Oneview.

Risk Factors – General Risks

2.2 - Economic and government risks

The future viability of Oneview is also dependent on a number of other factors affecting performance of all industries and not just the technology industry, including, but not limited to, the following:

- general economic conditions in jurisdictions in which Oneview operates;
- changes in government policies, taxation and other laws in jurisdictions in which Oneview operates;
- the strength of the equity and share markets in Australia and throughout the world, and in particular investor sentiment towards the technology sector;
- movement in, or outlook on, interest rates and inflation rates in jurisdictions in which Oneview operates; and
- natural disasters, social upheaval or war in jurisdictions in which Oneview operates.

Risk Factors – Strategy Risks

3.1 - Failure to successfully implement its business strategy

Oneview derives its revenue from the sale and associated installation of the Oneview solution and relies on its ability to develop new products, features and enhancements to the Oneview solution. There is a risk that Oneview's current solutions or business strategy or any of its subsequent growth initiatives will not be successfully received by a sufficient number of customers or implemented successfully or in sufficient time to deliver the expected returns or ultimately be profitable. If Oneview is unable to successfully implement the Oneview solution for its customers, or if implementation costs overrun, or attractive pricing and other terms in new or extended contracts cannot be agreed with customers, or implementation is unexpectedly delayed, Oneview may not deliver expected returns and may fail to comply with its contractual obligations to the customer with the amount payable typically determined by reference to the length of delay in meeting project milestones. Should it not deliver its strategy, Oneview may be unable to meet operating expenditures as they become due. As a result of any of these risks, Oneview, which operated at a loss for H1 20, may not generate the financial returns it intends. There is also a risk that Oneview is unable to scale fast enough to secure and implement all the opportunities that may present to it in the future. Further, growth into new markets may be inhibited by unforeseen issues particular to a territory or sector, including the need to invest significant resources and management attention to the expansion, and the possibility that the desired level of return on its business will not be achieved.

3.2 - Implementation, installation and hardware risk

Clients have frequently required Oneview to contract with third party suppliers to source and install the appropriate hardware to operate the Oneview Solution. There is a risk that Oneview is required to fund the hardware procurement costs where it is unable to negotiate preferential payment terms with its clients or alternatively encourage its clients to enter into direct contracts with third party hardware providers. A requirement to fund hardware procurement costs has an initial negative cashflow impact and any interruptions in the timing for hardware installation can result in further delayed realisation of cash flows. Oneview's reliance on third parties to deliver and support its products also exposes it to risks where those third party suppliers may not satisfy their obligations in accordance with their contract with Oneview. For example, where the product delivered and installed by a third party hardware provider does not match contracted requirements, this can lead to disruptions in the implementation process, operational or business delays, which may damage Oneview's reputation and may result in claims against Oneview by its clients and potential client disputes, potential breach or termination of contracts or may impact the renewal of existing contracts or Oneview's ability to win new contracts. These events may have a material adverse effect on Oneview's financial performance and position.

3.3 - Competition and technology risk

Oneview's operating performance is influenced by a number of competitive factors, including the success and awareness of its brand, its sophisticated technology and its commitment to ongoing product innovation. The industry in which Oneview operates, including in Australia, the U.S., the Middle East, and globally, is subject to domestic and global competition, which may increase, and any change in the foregoing competitive factors, or others, may impact Oneview's ability to execute its business and growth strategies:

- Existing competitors could increase their competitive position through aggressive marketing, product innovation and/or price discounting;
- Oneview may fail to anticipate and adapt to technology changes or client expectations at the same rate as its competitors;
- Existing or new competitors could offer software at a more competitive price, which may affect Oneview's ability to sustain or increase prices;
- Customers who currently utilise similar systems offered by existing competitors (including local operators in specific markets or those with a greater market share in certain markets) may have contracted with such competitors for a considerable period of time or have onerous termination clauses, or may determine that it is prohibitively costly and/or time consuming to adopt the Oneview solution, or customers may prefer to contract with local operators;
- New competitors, including large global EHR corporations or large software vendors operating in adjacent industries, may enter the market. These corporations may have well recognised brands, longer operating histories or pre-existing contractual relationships, or greater financial and other resources to apply to R&D and sales and marketing, which may enable them able to expand in the Patient Engagement Solutions industry more aggressively than Oneview and/or may enable them to better withstand any downturns in the market. As a result, Oneview's current and future technologies and products may become obsolete or uncompetitive, which may result in adverse effects on revenue, margins and profitability.

Risk Factors – Financial Risks

4.1 - Funding requirements, including reduced access to funding

In the future, Oneview could be required to raise capital through public or private financing or other arrangements. There is no certainty as to the extent to which the Offer will raise new funds and Oneview may be required to seek further financing. Such financing following the Offer or otherwise in the future may not be available on acceptable terms, or at all, and a failure to raise capital when required could harm Oneview's business. There is a risk that if Oneview requires additional funding and cannot raise funds on acceptable terms, it may not be able to fund its operations, grow its business or respond to competitive pressures.

4.2 - Working capital risk

Maintaining sufficient working capital is a fundamental requirement for Oneview to meet its financial obligations. Given the timing difference between accounts receivables and accounts payables falling due, Oneview may face temporary cash constraints, in particular, when Oneview has to make large advance payments for hardware procurement. The inability to maintain a strong balance sheet or to secure new capital or credit facilities (in the form of cash advance, overdraft and bonding facilities) could impact Oneview's opportunity to meet its ongoing liquidity needs or tender for new business.

Oneview has engaged in a program of rationalising its cost base and continues to assess its operating costs to seek to ensure it is operating as efficiently as possible. There is no guarantee that it will be able to achieve further significant cost savings without adversely affecting its ability to implement its growth strategy or at all. If it is required to significantly reduce its cost base further, this may adversely affect its ability to implement its business strategy.

4.3 - Absence of dividends

The Board has yet to establish a dividend policy, and does not expect to pay dividends in the near term. While Oneview continues to expand its business operations, Oneview expects to continue to reinvest in its growth rather than distribute profits in the form of dividends. The ability of Oneview to pay any dividend in the future is dependent on many factors. The Directors do not give any assurance regarding the payment of dividends in the future.

4.4 - Other financial risks

Oneview's financial reports are prepared in Euros. However, revenue, expenditure and cashflows, and assets and liabilities from Oneview's operations are denominated in various other currencies. For example, its Australian, U.S. and U.A.E operations are denominated in Australian dollars, U.S. dollars and U.A.E. dirham, respectively. Oneview is therefore exposed to the risk of fluctuations in the value of currencies (for example fluctuations of the Euro against those currencies), and adverse fluctuations in exchange rates may negatively impact the translation of account balances and profitability from these offshore operations.

Oneview is subject to other financial risks including price risk and liquidity risks which are set out in Section 5.3 General Risks in Oneview's Prospectus released to ASX on 19 February 2016.

Risk Factors – Operational Risks

5.1 - Failure to retain existing customers and attract new business / contracts

Oneview's business relies on the ability to retain its existing customers, secure new customers and contracts, and maintain business relationships. There is a risk that existing Oneview customers terminate their contracts or do not renew their contracts when the initial contract term comes to an end (generally 3 to 5 years in duration). There is also a risk of delay or cancellation of projects that Oneview successfully tendered for and/or termination of customer contracts that Oneview has entered into but not yet commenced implementing. There is also a risk that customers may adopt different strategies or priorities which reduce the need or desire to implement Oneview's solutions. This could have a negative impact on Oneview's successful implementation of its business strategy, having an adverse impact on its business, financial performance and operations, particularly if this were to occur in relation to a number of different customer relationships.

5.2 - Contract risk

Oneview's customer contract tender processes often take 12-18 months to conclude. As a consequence, there is a timing risk: external factors may change the nature of these contracts and cause them to be cancelled or delayed, which will impact future revenue, earnings and cash flow.

5.3 - Risk that the Oneview solution is disrupted, fails or ceases to function efficiently

Oneview depends on the performance and reliability of its technology and products. There is a risk that the Oneview solution contains defects or errors, which become evident when the software is implemented for new customers; new versions or enhancements are rolled out to existing customers; when new solutions such as the Android or Cloud solutions are adopted. Internet-based services frequently contain undetected errors when they are introduced or when new versions or enhancements are released. Such occurrences could harm Oneview's reputation, its financial position and performance, and its ability to generate new business. Further, Oneview typically warrants its software for the life of the customer contract, so defects in existing or future developed products and services may lead to warranty claims, which could have a material adverse effect on Oneview's business, financial performance and operations.

5.4 - Information technology and cyber security

Oneview's business is dependent on the efficient operation of information technology systems to support its operations and to ensure security of information. Any system failure, virus, breach of data and IT security could result in business interruption, the loss of clients or contracts, damaged reputation and a weakening of Oneview's competitive market position, particularly where restorative/substitute technology systems are not available on acceptable terms. Furthermore, cyber attacks on Oneview may lead to the distribution of sensitive patient information (or client or business information) and damage to Oneview's business prospects and reputation. The effect of any such event could extend to claims from patients, reputational damage, regulatory scrutiny and fines.

5.5 - Sale by long term investors and directors

Any significant sale of CDIs, or the perception of a sale of CDIs, by a long term investor in the Company or the directors might have an adverse effect on the price of the CDIs or the perceived value of the Company.

5.6 - Actual and potential disputes

Due to the contractual nature of Oneview's relationships, Oneview may in the future be subject to claims, disputes or proceedings in its ordinary course of business. Any dispute could be costly and damaging to Oneview's reputation, business relationships, operating and financial performance and position.

Risk Factors – Operational Risks

5.7 - Significant unanticipated costs or delays might arise in relation to Oneview's business

Cost estimates are made in advance of undertaking a contract and are dependent upon assumptions, estimates and judgments, which may ultimately prove to be inaccurate or unreliable. There is a risk that significant unanticipated costs or delays may arise during the course of implementation due to (i) errors and omissions; (ii) unforeseen technical conditions or increases in hardware costs; or (iii) inadequate contractual arrangements. Significant unanticipated costs could have a material adverse impact on margins and, ultimately, Oneview's business, financial performance and operations.

5.8 - Personnel risk

Oneview is reliant on the talent, effort, expertise, industry experience and contacts, and leadership of its management. Whilst Oneview has entered into employment contracts with all management personnel, the loss of any of Oneview's key management personnel or developers/engineers, or a delay in their replacement, could impact Oneview's business. Due to a shortage of appropriately skilled workers in the software and technology development industry and disruptions in hiring processes caused by responses to COVID-19, Oneview may not be able to find appropriate replacements for departing staff members in a timely manner. This may impact the quality of services Oneview provides, the value of the business and Oneview's ability to compete with its competitors in enhancing and developing its products. There is also a risk that, as Oneview grows, it cannot attract and retain personnel with the necessary industry experience, expertise and ability to execute its strategy, such that its future growth may be restricted and the quality of its services and revenues reduced, with a corresponding adverse impact on its business, financial performance and operations.

5.9 - Market adoption of Patient Engagement Solutions

If Oneview's Patient Engagement Solutions platform is not widely adopted by healthcare providers, including as a result of Oneview's failure to prove return on investment, or if the market for Oneview's products in the healthcare industry fails to grow at the expected rate, demand for the Oneview solution could be negatively impacted and Oneview's ability to sustain and grow its business may be adversely affected.

5.10 - Reliance on its core product and failure to develop new products

Oneview derives a significant proportion of its revenue from the sale and associated installation of the Oneview solution and relies on its ability to develop new products, features and enhancements to the Oneview solution. There is a risk that upgrading or introducing new products may result in unforeseen costs, failure to achieve anticipated revenue or failure to achieve intended outcomes. A failure by Oneview to develop successful new products and enhancements to existing products would have an adverse impact on its ability to develop customer relationships and maintain current relationships.

5.11 - Intellectual property risk

Oneview relies on its intellectual property rights and there is a risk that Oneview may fail to protect its rights for a number of reasons. Oneview has historically used a mixture of legal (e.g. confidentiality agreements and code of conduct agreements) and technical (e.g. data encryption) methods to protect its intellectual property. As Oneview grows and diversifies geographically, there is a risk that these actions may not be adequate and may not prevent the misappropriation of its intellectual property or deter independent development of similar products by others. If Oneview fails to protect its intellectual property rights adequately, competitors may gain access to its technology, which would in turn harm its business, financial performance and operations.

Risk Factors – Operational Risks

5.12 - Integration risk

Oneview depends on the performance and integration capability of the Oneview solution with customers' existing systems. The functionality and accessibility of the platform is important to customers and any disruption or issues with the integration could harm Oneview's reputation and its ability to generate new business.

5.13 - Foreign operations and Sovereign risks

As the Company is incorporated in Ireland, certain provisions of the Corporations Act, including in relation to takeovers and substantial holdings do not apply. Similarly, the Company is not bound by the takeovers rules under Irish law because they only apply to public companies incorporated in Ireland whose CDIs are, or have in the previous five years been, traded on certain exchanges (which do not include the ASX). The Company has therefore incorporated into its Constitution security holder protection provisions that are similar to the provisions of the Corporations Act. In these circumstances, any claim against the Company for a breach of its Constitution would need to be brought in Ireland. Any such claim would be contractual in nature and may therefore not have the same level of enforceability as a claim under the Corporations Act. As a result of the Company being incorporated in Ireland, it may also be difficult for investors to effect service of process upon the Company within Australia and/or to enforce any judgments obtained in a court other than the Irish courts against the Company.

5.14 - Dependency on service providers

Oneview conducts a significant amount of its operations through a series of contractual relationships with third party service providers. Such arrangements carry a risk that the third parties do not adequately or fully comply with their respective contractual rights and obligations. Such failure may lead to contractual termination and/or significant reputational damage to Oneview. Oneview relies on third party hardware providers to support its products and services. Factors concerning performance of this hardware, the availability of spare parts and maintenance services which can only be completed externally may affect the ability of Oneview to maintain its software and minimise interruptions to the continuous performance of its systems, which could impact existing customer retention and attraction of new customers, and also cause reputational damage to Oneview.

Risk Factors – Regulatory Risks

6.1 - Public healthcare funding and other changes to laws, regulations and policies

Oneview's business plan and strategy has been formulated based on the prevailing healthcare policy from the time of listing until present, in its focus markets (including the US and Australia). It is possible that governments in Oneview's focus markets could implement healthcare policy changes that have an effect on Oneview's business and, whilst such changes can create opportunities for Oneview, there is also potential for these changes to favour competitor offerings, to require Oneview to re-engineer its products or otherwise to be unfavourable to Oneview's business.

There is also a risk that government policy changes result in a reduction in healthcare funding. If funding is reduced or discontinued in the US or in other target jurisdictions, this could influence the extent to which customers purchase the Oneview solution, which would have an unfavourable impact on Oneview's future business, financial performance and operations. Oneview must comply with the laws and governmental regulations in the markets in which it operates. These laws and regulations often provide broad discretion to the administering authorities. Additionally, all of these laws and regulations are subject to change, which may be retrospective. Such changes may cause Oneview to incur increased costs to ensure compliance with new applicable laws or regulations or otherwise negatively impact Oneview's business, financial performance and operations.

Appendix I: Financial Statements

H1 2020 Income Statement

- Recurring revenue increase of 21% due to increase in live beds in the US, Australia and Thailand
- Sales of hardware and services (non-recurring revenue) reduced by 69% due to the impact of the Covid-19 pandemic which restricted our ability to proceed with a number of scheduled deployments in the second quarter. Importantly these are delays not cancellations
- Gross profit margins improved to 70% due to changed product mix (higher proportion of recurring software revenue)
- Reduced operating expenses by 38% (excl. Restructuring expenses) thus improving operating EBITDA (loss) to €4.7m. €4.0m, excluding exceptional restructuring expenses of €0.7m incurred in the period
- Net loss after tax reduced to €5.6m (down from €8.7m in HY2019)

€ millions	HY20	HY19	VARIANCE % (HY20 – HY19)
Recurring revenue	2.6	2.1	21%
Non recurring revenue	0.4	1.4	-69%
Total revenue	3.0	3.6	-15%
Cost of sales	(0.9)	(1.7)	-45%
Gross profit	2.1	1.9	11%
Sales & marketing expenses	(0.8)	(2.2)	-66%
Director expenses	(0.4)	(0.4)	-4%
Rent & related expenses	(0.1)	(0.4)	-65%
Product development & delivery expenses	(4.1)	(5.5)	-24%
General & administration expenses	(0.7)	(1.3)	-50%
Operating EBITDA - continuing operations	(4.0)	(7.9)	-49%
Restructuring expenses	(0.7)	-	N/A
Operating EBITDA	(4.7)	(7.9)	-41%
Non cash share based expenses	(0.3)	(0.1)	152%
EBITDA	(4.9)	(8.0)	-38%
Depreciation	(0.2)	(0.3)	-28%
Amortisation/Impairment losses	(0.1)	(0.2)	-44%
EBIT	(5.3)	(8.5)	-38%
Net finance income/ (costs)	(0.3)	(0.1)	
Profit / (loss) before tax	(5.6)	(8.6)	-35%
Income tax expense	(0.0)	(0.1)	
Net profit / (loss) after tax	(5.6)	(8.7)	-35%

H1 2020 Balance Sheet

- Cash balance of €5.1m
- Only debt is PPP loan in US, which is likely to be forgiven under the "CARES" Act

€ millions	as at 30-Jun-20	as at 31-Dec-19
Assets		
Cash and cash equivalents	5.1	10.3
Trade and other receivables	2.2	3.5
Property, plant and equipment	1.9	2.0
Intangible assets	1.1	1.0
Other assets	1.4	1.0
Total assets	11.6	17.8
Liabilities		
Payables	(4.3)	(4.4)
Lease liabilities	(1.7)	(1.7)
Borrowings	(0.4)	-
Deferred income	(2.8)	(4.0)
Total liabilities	(9.2)	(10.1)
Net assets	2.4	7.7
Equity		
Contributed equity	101.8	101.8
Reserves	2.4	2.1
Retained profits	(101.8)	(96.2)
Total equity	2.4	7.7

H1 2020 Cash Flow

- Net cash at 30 June 2020 of €5.1m
- Total operating cash outflow of €5.1m, down 8% on the pcp.
- Tight cost control initiatives implemented in late 2019, combined with restructuring in early 2020, result in significantly reduced operating expenses
- Cash burn lower due to reduced expenses, but impact offset by lower sales receipts from customers, due to the impact of the Covid-19 pandemic which restricted our ability to proceed with a number of scheduled deployments.

€ millions	HY20	HY19
Cash flows from operating activities		
Receipts from customers	3.0	5.8
Payments to suppliers & staff	(8.1)	(11.3)
Finance charges paid	(0.0)	(0.0)
Income tax paid	(0.0)	(0.0)
Net cash used in operating activities	(5.1)	(5.6)
Cash flows from investing activities		
Purchase of property, plant and equipment	(0.0)	(0.0)
Acquisition of intangible assets	(0.2)	(0.2)
Proceeds on disposal of fixed asset	0.0	0.0
Net cash used in investing activities	(0.2)	(0.3)
Cash flows from financing activities		
Proceeds from issue of shares net	0.0	15.9
Transaction costs	0.0	(1.2)
Drawdown of borrowings	0.4	0.0
Repayment of lease liabilities	(0.2)	(0.1)
Net Cash generated by financing activities	0.2	14.6
Net (decrease) / increase in cash held	(5.1)	8.7
Foreign exchange impact on cash and cash equivalents	(0.1)	0.0
Cash and cash equivalents at beginning of financial period	10.3	9.3
Cash and cash equivalents at end of financial period	5.1	18.1

Appendix II: Foreign Selling Restrictions

Foreign Selling Restrictions

This document does not constitute an offer of new CHESSE depository interests over fully paid ordinary shares (**New Securities**) of the Company in any jurisdiction in which it would be unlawful. In particular, this document may not be distributed to any person, and the New Securities may not be offered or sold, in any country outside Australia except to the extent permitted below.

Guernsey

The New Securities may only be offered or sold in or from within the Bailiwick of Guernsey either (i) by persons licensed to do so under the Protection of Investors (Bailiwick of Guernsey) Law, 1987 (as amended) (the "POI Law"); or (ii) to persons licensed under the POI Law, the Insurance Business (Bailiwick of Guernsey) Law, 2002, the Banking Supervision (Bailiwick of Guernsey) Law, 1994, or the Regulation of Fiduciaries, Administration Businesses and Company Directors, etc., (Bailiwick of Guernsey) Law, 2000.

Hong Kong

WARNING: This document has not been, and will not be, registered as a prospectus under the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap. 32) of Hong Kong, nor has it been authorised by the Securities and Futures Commission in Hong Kong pursuant to the Securities and Futures Ordinance (Cap. 571) of the Laws of Hong Kong (the "SFO"). No action has been taken in Hong Kong to authorise or register this document or to permit the distribution of this document or any documents issued in connection with it. Accordingly, the New Securities have not been and will not be offered or sold in Hong Kong other than to "professional investors" (as defined in the SFO and any rules made under that ordinance).

No advertisement, invitation or document relating to the New Securities has been or will be issued, or has been or will be in the possession of any person for the purpose of issue, in Hong Kong or elsewhere that is directed at, or the contents of which are likely to be accessed or read by, the public of Hong Kong (except if permitted to do so under the securities laws of Hong Kong) other than with respect to New Securities that are or are intended to be disposed of only to persons outside Hong Kong or only to professional investors. No person allotted New Securities may sell, or offer to sell, such securities in circumstances that amount to an offer to the public in Hong Kong within six months following the date of issue of such securities.

The contents of this document have not been reviewed by any Hong Kong regulatory authority. You are advised to exercise caution in relation to the offer. If you are in doubt about any contents of this document, you should obtain independent professional advice.

Foreign Selling Restrictions

Ireland

This document (and any accompanying document) are only addressed to and directed at persons in Ireland who are "qualified investors" for the purposes of, or who otherwise comprise a limited number of persons (not exceeding 149 persons) for the purposes of an exemption under, the Regulation (EU) 2017/1129 (the "Prospectus Regulation") as amended from time to time (collectively "Permitted Recipients").

The information in this document (and any accompanying document) does not constitute a prospectus under the Prospectus Regulation and no such prospectus will be prepared or made available. This document (and any accompanying document) has not been filed with or approved by any regulatory authority in Ireland or any other member state of the European Economic Area ("Territory") and the information has not been prepared in the context of a public offering of securities, for the purposes of the Prospectus Regulation, in the Territory.

The New Securities have not been offered, and will not be offered, sold or delivered directly or indirectly in Ireland, except to Permitted Recipients. Persons resident in Ireland needing advice should consult an independent financial adviser being an organisation or firm authorised or exempt under the Investment Intermediaries Act 1995 (as amended) of Ireland or an authorised investment firm within the meaning of the European Union (Markets in Financial Instruments) Regulations 2017 (as amended) of Ireland.

Jersey

No offer or invitation to subscribe for securities may be made to the public in Jersey. The New Securities will be offered in Jersey only to less than 50 persons.

New Zealand

This document has not been registered, filed with or approved by any New Zealand regulatory authority under the Financial Markets Conduct Act 2013 (the "FMC Act"). The New Securities are not being offered or sold in New Zealand (or allotted with a view to being offered for sale in New Zealand) other than to a person who:

- is an investment business within the meaning of clause 37 of Schedule 1 of the FMC Act;
- meets the investment activity criteria specified in clause 38 of Schedule 1 of the FMC Act;
- is large within the meaning of clause 39 of Schedule 1 of the FMC Act;
- is a government agency within the meaning of clause 40 of Schedule 1 of the FMC Act; or
- is an eligible investor within the meaning of clause 41 of Schedule 1 of the FMC Act.

Foreign Selling Restrictions

Singapore

This document and any other materials relating to the New Securities have not been, and will not be, lodged or registered as a prospectus in Singapore with the Monetary Authority of Singapore. Accordingly, this document and any other document or materials in connection with the offer or sale, or invitation for subscription or purchase, of New Securities, may not be issued, circulated or distributed, nor may the New Securities be offered or sold, or be made the subject of an invitation for subscription or purchase, whether directly or indirectly, to persons in Singapore except pursuant to and in accordance with exemptions in Subdivision (4) Division 1, Part XIII of the Securities and Futures Act, Chapter 289 of Singapore (the "SFA"), or as otherwise pursuant to, and in accordance with the conditions of any other applicable provisions of the SFA.

This document has been given to you on the basis that you are (i) an existing holder of the Company's securities, (ii) an "institutional investor" (as defined in the SFA) or (iii) an "accredited investor" (as defined in the SFA). In the event that you are not an investor falling within any of the categories set out above, please return this document immediately. You may not forward or circulate this document to any other person in Singapore.

Any offer is not made to you with a view to the New Securities being subsequently offered for sale to any other party. There are on-sale restrictions in Singapore that may be applicable to investors who acquire New Securities. As such, investors are advised to acquaint themselves with the SFA provisions relating to resale restrictions in Singapore and comply accordingly.

United Arab Emirates

This document does not constitute a public offer of securities in the United Arab Emirates and the New Securities may not be offered or sold, directly or indirectly, to the public in the UAE. Neither this document nor the New Securities have been approved by the Securities and Commodities Authority ("SCA") or any other authority in the UAE.

This document may be distributed in the UAE only to "qualified investors" (as defined in the SCA Board of Directors' Chairman Decision No. 37 RM of 2019, as amended) and may not be provided to any person other than the original recipient. No marketing of the New Securities has been, or will be, made from within the UAE other than in compliance with the laws of the UAE and no subscription for any securities may be consummated within the UAE.

No offer or invitation to subscribe for New Securities is valid, or permitted from any person, in the Abu Dhabi Global Market or the Dubai International Financial Centre.

Foreign Selling Restrictions

United Kingdom

Neither this document nor any other document relating to the offer has been delivered for approval to the Financial Conduct Authority in the United Kingdom and no prospectus (within the meaning of section 85 of the Financial Services and Markets Act 2000, as amended ("FSMA")) has been published or is intended to be published in respect of the New Securities.

The New Securities may not be offered or sold in the United Kingdom by means of this document or any other document, except in circumstances that do not require the publication of a prospectus under section 86(1) of the FSMA. This document is issued on a confidential basis in the United Kingdom to "qualified investors" (within the meaning of Article 2(e) of the Prospectus Regulation (2017/1129/EU), replacing section 86(7) of the FSMA). This document may not be distributed or reproduced, in whole or in part, nor may its contents be disclosed by recipients, to any other person in the United Kingdom.

Any invitation or inducement to engage in investment activity (within the meaning of section 21 of the FSMA) received in connection with the issue or sale of the New Securities has only been communicated or caused to be communicated and will only be communicated or caused to be communicated in the United Kingdom in circumstances in which section 21(1) of the FSMA does not apply to the Company.

In the United Kingdom, this document is being distributed only to, and is directed at, persons (i) who have professional experience in matters relating to investments falling within Article 19(5) (investment professionals) of the Financial Services and Markets Act 2000 (Financial Promotions) Order 2005 ("FPO"), (ii) who fall within the categories of persons referred to in Article 49(2)(a) to (d) (high net worth companies, unincorporated associations, etc.) of the FPO or (iii) to whom it may otherwise be lawfully communicated (together "relevant persons"). The investment to which this document relates is available only to relevant persons. Any person who is not a relevant person should not act or rely on this document.



Unifying the care experience.

Section 6: Taxation

6.1 Introduction

Set out below is a general guide of the Australian income tax, goods and services tax (GST) implications of the Entitlement Offer for Eligible Securityholders who are residents of Australia for income tax purposes and who hold their Oneview CDIs (and will hold their New CDIs) on capital account.

The guide below does not apply to Eligible Securityholders who:

- hold their Oneview CDIs (or will hold their New CDIs) as revenue assets (such as assets used in carrying on a business of share trading, banking or insurance), or as trading stock or those who have acquired Oneview CDIs for the purpose of on-sale at a profit;
- acquired the Oneview CDIs in respect of which their Entitlement is issued under any employee share scheme or where New CDIs are acquired pursuant to any employee share scheme; or
- may be subject to special tax rules, such as insurance companies, partnerships, tax exempt organisations, trusts (except where expressly stated), superannuation funds (except where expressly stated) or temporary residents.

The guide does not take account of the individual circumstances of particular Eligible Securityholders and does not constitute tax advice. It does not purport to be a complete analysis of the potential tax consequences of the Entitlement Offer and is intended as a general guide to the Australian income tax and GST implications. Eligible Securityholders should seek advice from an appropriate professional advisor in relation to the tax implications of the Entitlement Offer based on their own individual circumstances.

The comments below are based on the Australian tax law as it applies as at 9.00am on the date of this Entitlement Offer Booklet. Other than as expressly discussed or specified, the comments do not take into account or anticipate changes in Australian tax law or future judicial interpretations of law after this time. The comments also do not take into account tax legislation of any country other than Australia.

6.2 Issue of Entitlements

The issue of an Entitlement should be non-assessable non-exempt income and should not, of itself, result in any amount being included in the assessable income of an Eligible Securityholder.

6.3 Exercise of Entitlements

New CDIs will be acquired where the Eligible Securityholder exercises all or part of their Entitlement under the Entitlement Offer.

An Eligible Securityholder should not derive any assessable income, or make any capital gain or loss, at the time of exercising (i.e. taking up) their Entitlement under the Entitlement Offer, although we note the law is not clear in this regard.

For Australian capital gains tax (CGT) purposes, New CDIs will be taken to have been acquired on the day that an Eligible Securityholder exercises their Entitlement. The cost base of New CDIs should be equal to the Offer Price payable for each New CDI plus certain non-deductible incidental costs the Eligible Securityholder incurs in acquiring, holding and disposing of the New CDIs.

6.4 Lapse of Entitlement

If an Eligible Securityholder does not take up all or part of their Entitlement in accordance with the instructions set out above, then that Entitlement not taken up will lapse and the Eligible Securityholder will not receive any consideration for your Entitlement that is not taken up. There should be no tax implications for an Eligible Securityholder from the lapse of the Entitlement.

6.5 Acquisition of Additional New CDIs up to a maximum of 25% of your Entitlement as at the Record Date at the Offer Price

An Eligible Securityholder may acquire Additional New CDIs up to a maximum of 25% of their Entitlement as at the Record Date at the Offer Price. The cost base of any Additional New CDIs will be equal to the Offer Price paid for each Additional New CDI plus certain non-deductible incidental costs the Eligible Securityholder incurs in acquiring, holding or disposing of the Additional New CDIs.

6.6 Disposal of New CDIs (including Additional New CDIs)

The disposal of a New CDI will constitute a disposal for CGT purposes.

On disposal of a New CDI, Eligible Securityholder will make a capital gain if the capital proceeds on disposal exceed the cost base of the New CDI. An Eligible Securityholder will make a capital loss if the capital proceeds are less than the reduced cost base of the New CDI. The cost base of New CDIs is described above in Sections 6.3 and Section 6.5.

Eligible Securityholders that are individuals, trusts or complying superannuation entities that have held New CDIs for 12 months or more at the time of disposal (not including the acquisition date and the disposal date) should be entitled to apply the applicable CGT discount factor to reduce the capital gain (after offsetting capital losses). The CGT discount factor is 50% for individuals and trusts and 33⅓% for complying superannuation entities.

Eligible Securityholders will be taken to have acquired New CDIs on the day they exercise their Entitlement. Accordingly, to be eligible for the CGT discount, the New CDIs must be held for at least 12 months after the date that the Eligible Securityholder exercised their Entitlement.

Eligible Securityholder will be taken to have acquired Additional New CDIs on the day they are issued with the Additional New CDIs. Accordingly, to be eligible for the CGT discount, the Eligible Securityholder must have held the Additional New CDIs for at least 12 months after the date that the Additional New CDIs were issued.

Eligible Securityholders that make a capital loss can only use that loss to offset other capital gains; i.e. the capital loss cannot be used against taxable income on revenue account. However, if the capital loss cannot be used in a particular income year, it can be carried forward to use in future income years, providing certain loss utilisation tests are satisfied.

In relation to trusts, the rules surrounding capital gains and the CGT discount are complex, but the benefit of the CGT discount may flow through to relevant beneficiaries, subject to certain requirements being satisfied. Eligible Securityholders which are trusts should seek specific advice as to the circumstances in which a beneficiary may be entitled to a CGT discount.

6.7 GST

No Australian GST should be payable in respect of the issue, exercise or lapse of Entitlements, or the acquisition of New CDIs or Additional New CDIs, pursuant to the Entitlement Offer.

Subject to certain requirements, there may be a restriction on the entitlement of Eligible Securityholders to claim an input tax credit for any GST incurred on costs associated with the acquisition of New CDIs (such as brokerage or advisor fees) and potential investors should seek their own advice.

This information is important and requires your immediate attention.

You should read this Entitlement Offer Booklet in full before deciding how to deal with your Entitlement. In particular, you should consider the risk factors outlined in the “Key Risks” section of the enclosed Investor Presentation, which could affect the operating and financial performance of Oneview or the value of an investment in Oneview.

You should consider these risk factors in light of your personal circumstances, including financial and taxation issues, before making a decision in relation to your Entitlement. It is recommended that you seek professional advice from a licensed advisor before deciding whether or not to participate in the Entitlement Offer.

Section 7: Additional information

7.1 Responsibility for the Entitlement Offer Booklet

This Entitlement Offer Booklet (including the enclosed Announcements and Investor Presentation and attached Entitlement and Acceptance Form) has been prepared by Oneview. No party other than Oneview has authorised or caused the issue of this Entitlement Offer Booklet, or takes any responsibility for, or makes, any statements, representations or undertakings in this Entitlement Offer Booklet.

7.2 Regulation of Oneview

As Oneview is not established in Australia, its general corporate activities (apart from any offering of securities in Australia) are not regulated by the Corporations Act or by ASIC but instead are regulated by Irish company law (including the Irish Companies Act) and applicable Irish law.

Irish securities law differs from Australian law, a summary of the differences as at the date of the initial public offering of Oneview are set out in section 9.4 of the prospectus issued by Oneview and dated 19 February 2016. Investors should seek professional advice if they have any questions in this regard.

7.3 Trading of New CDIs

Oneview will apply to the ASX for official quotation of the New CDIs (and Additional New CDIs) in accordance with the ASX Listing Rules. If ASX does not grant quotation of the New CDIs or any Additional New CDIs, Oneview will repay all Application Monies (without interest). Subject to approval being granted, it is expected that trading of New CDIs and any Additional New CDIs will commence on Monday, 21 December 2020 on a normal settlement basis.

It is the responsibility of applicants to determine the number of New CDIs (including any Additional New CDIs) issued to them before trading in the New CDIs. The sale by an applicant of New CDIs before receiving their holding statement is at the applicant's own risk.

Oneview, the Underwriter and their advisors will have no responsibility and disclaim all liability (to the maximum extent permitted by law) to persons who trade New CDIs they believe have been issued to them before they receive their holding statements, whether on

the basis of a confirmation of issue provided by Oneview or the Registry or otherwise or who otherwise trade or purport to trade New CDIs in error or which they do not hold or are not entitled to.

If you are in any doubt as to these matters, you should seek professional advice.

7.4 Ranking of New CDIs

New CDIs (including Additional New CDIs) issued under the Entitlement Offer will be fully paid and rank equally in all respects with Oneview CDIs. The rights attaching to the New CDIs are set out in Oneview's Constitution and are regulated by the Irish Companies Act and ASX Listing Rules and general law.

7.5 CDIs

After the issue of New CDIs under the Placement and Entitlement Offer, the capital structure of Oneview is expected to be as follows (subject to rounding of fractional Entitlements, and rounding generally):

CDIs on issue as at Record Date	174,427,954
New CDIs issued under the Placement	43,606,988
Number of New CDIs (including Additional New CDIs) to be issued under the Entitlement Offer	174,427,954
CDIs on issue on completion of the Entitlement Offer	392,462,896

7.6 Effect of Placement and Entitlement Offer

The issue of New CDIs under the Placement will have the effect of diluting Oneview Securityholders who did not participate in the Placement in their pro rata proportion. The potential effect that the Entitlement Offer will have on the control of Oneview and the consequences of that effect will depend on a number of factors, including the extent to which Securityholders participate in the Entitlement Offer. In particular:

- Eligible Securityholders who do not take up their Entitlement will have their percentage holding in Oneview further diluted following the issue of New CDIs under the Entitlement Offer.
- Eligible Securityholders who do take up their Entitlement in full will only be diluted to the extent they do not participate in the Placement in their pro rata proportion.

The dilutionary impact of the Placement will be reduced if an Eligible Securityholder who takes up its Entitlement in full, also takes up and is allocated Additional New CDIs up to a maximum of 25% of their Entitlement as at the Record Date at the Offer Price.

The potential effect that the Entitlement Offer will have on the control of Oneview and the consequences of that effect will depend on a number of factors, including investor demand and existing securityholdings.

As noted below, Mr James (Will) Vicars (Oneview's largest security holder) has committed to take up his full entitlement and has also agreed to sub-underwrite the Entitlement Offer up to \$2.46m.

The effect of the Offer on the control of Mr Vicars will depend on a number of factors including:

- (a) level of Securityholder and other investor participation (including the taking up of Entitlements and Applications for Additional New CDIs);
- (b) satisfaction of the conditions described above and the issued of the Options;
- (c) which Securityholders participate;
- (d) the extent to which the underwriting is called upon; and
- (e) the level of dispersion of shortfall CDIs to any other sub-underwriters.

Mr Vicars may not be required to sub-underwrite at all and his percentage holding may not increase from his holding as at the Record Date but he may sub-underwrite the full amount of his commitment which may increase his CDI holding up to approximately 35%.

Mr Vicars may increase his stake to above 20% in accordance with Oneview's constitution.

Chapter 6 of the Corporations Act does not apply to Oneview as Oneview is incorporated in Ireland, however it has incorporated similar provisions into its Irish law constitution and is in effect following procedures contained in item 10 of section 611 of the Corporations Act.

Refer to Section 7.18 for further details.

7.7 Options to be granted to Mr Vicars

As advised on 19 October 2020, Mr Vicars' committed to invest \$4m into Oneview in return for 12m options exercisable into CDIs (**Options**) at an exercise price of \$0.04 on a 1:1 basis, issued to the extent required under securityholder approval. The commitment was subject to the directors of the Company committing to invest up to \$800,000 in the Offer and the Offer being conducted in accordance with the Master ECM Terms. The Options will be exercisable 12 months after the date of issue and will lapse, if not exercised before 14 November 2022. On completion of the Offer, the options would represent approximately 2.6% of the Company on a fully diluted basis if issued on that date. If Mr Vicars participated in full under the Offer (which is not certain and is subject to matters described in Section 7.6) and had exercised those Options and been issued CDIs in respect of them, his CDI

holding would represent approximately 33% on a post-Offer fully diluted basis. Oneview expects to issue the Options to Mr Vicars after completion of the Offer.

7.8 Underwriting arrangements

Oneview and the Underwriter have entered into an Underwriting Agreement. The Underwriter has agreed to underwrite the Entitlement Offer on the terms and conditions set out in the Underwriting Agreement. The obligations of the Underwriter are subject to the satisfaction of certain conditions precedent documented in the Underwriting Agreement. Furthermore, in accordance with the Underwriting Agreement, as is customary with these types of underwriting arrangements:

- (a) Oneview has (subject to certain limitations) agreed to indemnify the Underwriter against losses in connection with the Entitlement Offer;
- (b) Oneview and the Underwriter have given certain representations, warranties and undertakings in connection with (among other things) the conduct of the Entitlement Offer;
- (c) the Underwriter may terminate the Underwriting Agreement and be released from its respective obligations on the occurrence of certain events (in some cases, subject to the materiality of the relevant event). Please refer to pages 28 and 29 of the Investor Presentation (included in Section 5 of this Entitlement Offer Booklet) for a summary of the termination events under the Underwriting Agreement.

Shortfall

Under the terms of the Underwriting Agreement, Oneview has agreed with the Underwriter that it will subscribe for or procure others to subscribe for all shortfall CDIs (if any) under the Entitlement Offer on the settlement date.

Sub-underwriting

Certain existing Securityholders have committed to sub-underwrite the Entitlement Offer. In particular, Mr Vicars (Oneview's largest security holder) has committed to sub-underwrite the Entitlement Offer up to \$2.46m.

If the Underwriting Agreement is terminated the sub-underwriting arrangements will also be terminated.

7.9 Participation of directors

Each of the directors intends to subscribe for their full Entitlement and the maximum number of Additional New CDIs under the Entitlement Offer.

Further, Mr Mark McCloskey (former director) and Mr James Fitter have agreed to sub-underwrite the Entitlement Offer up to \$476,306.

Holdings of CDIs are subject to the ASX Listing Rules. Details of directors' holdings of CDIs and other securities of Oneview are disclosed to, and available from, ASX at www.asx.com.au.

7.10 Reconciliation and the rights of Oneview and the Underwriter

As with any entitlement offer, investors may believe that they own more Oneview CDIs on the Record Date than they ultimately do, or are otherwise entitled to more New CDIs than initially offered to them. These matters may result in a need for reconciliation to ensure all Eligible Securityholders have the opportunity to receive their full Entitlement.

If reconciliation is required, it is possible that Oneview may need to issue a small quantity of additional New CDIs (**Top-Up CDIs**) to ensure that all Eligible Securityholders have the opportunity to receive their full Entitlement. The price at which these Top-Up CDIs will be issued will be the same as the Offer Price.

Applications for Additional New CDIs up to a maximum of 25% of your Entitlement as at the Record Date at the Offer Price will be satisfied to the extent there is a shortfall in the Entitlement Offer. The allocation of Additional New CDIs will be subject to the availability of Additional New CDIs, and Oneview retains the flexibility to scale back applications for Additional New CDIs at its discretion.

Oneview also reserves the right to reduce the number of New CDIs issued to Eligible Securityholders or persons claiming to be Eligible Securityholders, if their Entitlement claims prove to be overstated, if they or their nominees fail to provide information requested to substantiate their Entitlement claims, or if they are not Eligible Securityholders. In that case, Oneview may, at its discretion, require the relevant Securityholder to transfer excess New CDIs to the Underwriter at the Offer Price per New CDI. If necessary, the relevant Securityholder may need to transfer Oneview CDIs held by them or to purchase additional Oneview CDIs on-market to meet this obligation. The relevant Securityholder will bear any and all losses caused by subscribing for New CDIs in excess of their Entitlement, and any actions they are required to take in this regard.

By applying under the Entitlement Offer, you irrevocably acknowledge and agree to do the above as required by Oneview in its absolute discretion. You acknowledge that there is no time limit on the ability of Oneview or the Underwriter to require any of the actions set out above.

Oneview also reserves the right to reject any acceptance of an Entitlement that it believes comes from a person who is not eligible to accept an Entitlement.

7.11 No cooling off rights

Cooling off rights do not apply to an investment in New CDIs or Additional New CDIs. You cannot withdraw your Application once it has been accepted.

7.12 No entitlements trading

Your Entitlement is non-renounceable and cannot be traded on ASX or any other exchange, nor can they be privately transferred.

7.13 Rounding of New CDIs

Where fractions arise in the calculation of Entitlements, they will be rounded down to the next whole number of New CDI.

7.14 Continuous Disclosure

Oneview is subject to disclosure obligations under the Irish Companies Act and the ASX Listing Rules and as such is required to notify ASX of information about specific events and matters as they arise for the purposes of ASX making that information available to the stock markets conducted by ASX. In particular, Oneview has an obligation under the ASX Listing Rules (subject to certain exceptions) to notify ASX immediately of any information of which it is or becomes aware which a reasonable person would expect to have a material effect on the price or value of Oneview CDIs. That information is available to the public from ASX.

7.15 Not financial product advice

This Entitlement Offer Booklet is not a prospectus, product disclosure statement or other offering document under Australian law, Irish law or any other law (and will not be lodged with ASIC, the Central Bank of Ireland or any other foreign regulator). This Entitlement Offer Booklet is for information purposes only and is not an invitation or offer of securities for subscription, purchase or sale in any jurisdiction. Any Eligible Securityholder who wishes to participate in the Entitlement Offer should consider this Entitlement Offer Booklet in full. Any Eligible Securityholder who wishes to subscribe for and purchase New CDIs will need to

follow the instructions contained in this Entitlement Offer Booklet and the Entitlement and Acceptance Form which accompanies it. This Entitlement Offer Booklet does not constitute investment or financial product advice or any recommendation to acquire Oneview CDIs or New CDIs and does not and will not form any part of any contract for the acquisition of New CDIs.

Each recipient of this Entitlement Offer Booklet should make their own enquiries and investigations regarding all information in this Entitlement Offer Booklet, including but not limited to the assumptions, uncertainties and contingencies which may affect future operations of Oneview and the impact that different future outcomes may have on Oneview. This Entitlement Offer Booklet has been prepared without taking account of any person's investment objectives, financial situation or particular needs. Before making an investment decision, Eligible Securityholders should consider the appropriateness of the information having regard to their own objectives, financial situation and needs, make their own assessment of the information and seek advice appropriate to their jurisdiction in relation to the information and any action taken on the basis of the information. Any reference to, or explanations of legislation, regulatory issues or any other legal commentary (if any) are indicative only, and do not summarise all relevant issues and are not intended to be a full explanation of a particular matter. Oneview is not licensed to provide financial product advice in respect of Oneview CDIs.

If, after reading this Entitlement Offer Booklet, you have any questions about whether you should invest in the Entitlement Offer, you should seek professional advice from a licensed advisor before making any investment decision.

Nominees and custodians must not distribute documents related to the Offer (including this Entitlement Offer Booklet) to any person in the United States or in any other country outside Australia, New Zealand and Ireland except (i) Australian and New Zealand nominees may send this Entitlement Offer Booklet and related offer documents to beneficial holders who are professional or institutional holders in other countries (other than the United States) listed in, and to the extent permitted under, the Investor Presentation and (ii) to beneficial holders in other countries (other than the United States) where Oneview may determine it is lawful and practical to make the Entitlement Offer.

7.16 Financial data

All dollar values in this Entitlement Offer Booklet are in Australian dollars (A\$).

7.17 Foreign jurisdictions

This Entitlement Offer Booklet has been prepared to comply with the requirements of the securities laws of Australia, New Zealand, Ireland and the Permitted Jurisdictions in respect of Institutional Securityholders.

This Entitlement Offer Booklet and accompanying Entitlement and Acceptance Form do not constitute an offer in any jurisdiction in which, or to any person to whom it would not be lawful to make such an offer or invitation. No action has been taken to register or qualify the Entitlement Offer, the New CDIs or the Additional New CDIs, or otherwise permit the public offering of the New CDIs or Additional New CDIs, in any jurisdiction other than Australia, New Zealand, Ireland and in respect of certain Institutional Securityholders, the Permitted Jurisdictions. Return of the personalised Entitlement and Acceptance Form will be taken by Oneview to constitute a representation by you that there has been no breach of any such laws. Eligible Securityholders who are nominees or custodians should see Section 3.4.

The distribution of this document (including in electronic format) outside Australia, New Zealand and Ireland may be restricted by law. If you come into possession of this Entitlement Offer Booklet, you should observe such restrictions. In particular, this document or any copy of it must not be distributed in the United States. Any failure to comply with such restrictions may constitute a violation of applicable securities laws.

Foreign exchange control restrictions or restrictions on remitting funds from your country to Australia may apply. Your application for New CDIs is subject to all requisite authorities and clearances being obtained for Oneview to lawfully receive your application monies.

(a) New Zealand

The New CDIs are not being offered to the public within New Zealand other than to existing Securityholders of Oneview with registered addresses in New Zealand to whom the offer of these securities is being made in reliance on the Financial Markets Conduct (Incidental Offers) Exemption Notice 2016.

This Entitlement Offer Booklet has been prepared in compliance with Australian law and has not been registered, filed with or approved by any New Zealand regulatory authority. This Entitlement Offer Booklet is not a product disclosure statement under New Zealand law and is not required to, and may not, contain all the information that a product disclosure statement under New Zealand law is required to contain.

(b) Ireland

The New CDIs are not being offered to the public within Ireland other than to existing Securityholders of Oneview with registered addresses in Ireland to whom the offer of these securities may be lawfully made under the Irish Prospectus Regulations.

This Entitlement Offer Booklet has been prepared in compliance with Australian law. It is not a prospectus for the purposes of the Irish Prospectus Regulations and it has not been submitted to or reviewed or approved by the Central Bank of Ireland or any other European regulatory authority.

(c) United States

This Entitlement Offer Booklet, the Investor Presentation, any accompanying ASX announcements, or any other material relating to the Entitlement Offer do not constitute an offer to sell, or the solicitation of an offer to buy, any securities in the United States. Neither this Entitlement Offer Booklet (or any part of it), the accompanying ASX announcements, the Investor Presentation, the accompanying Entitlement and Acceptance Form, nor any other material relating to the Offer may be released or distributed, directly or indirectly, in the United States.

The New CDIs (including Additional New CDIs) have not been, nor will be, registered under the U.S. Securities Act or the securities laws of any state or other jurisdiction of the United States. The Entitlements may not be issued to, or taken up or exercised by, and the New CDIs (including any Additional New CDIs) may not be offered or sold to, any person in the United States or any person that is acting for the account or benefit of a person in the United States (to the extent that person holds Oneview CDIs and is acting for the account or benefit of a person in the United States), except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and applicable U.S. state securities laws. The Entitlements and the New CDIs (including any Additional New CDIs) will only be offered and sold outside the United States in 'offshore transactions' (as defined in Rule 902(h) under the U.S. Securities Act) in reliance on Regulation S under the U.S. Securities Act.

(d) Permitted Jurisdictions

In respect of the Permitted Jurisdictions refer to pages 42 to 46 of the Investor Presentation, included in Section 5 of this Entitlement Offer Booklet.

7.18 Ineligible Securityholders

Securityholders who are not Eligible Securityholders are Ineligible Securityholders. Oneview has determined that it is unreasonable to extend the Entitlement Offer to Ineligible Securityholders because of the small number of such Securityholders, the number and value of Oneview CDIs that they hold and the cost of complying with the applicable regulations in jurisdictions outside Australia, New Zealand and Ireland (and in respect of Institutional Securityholders, the Permitted Jurisdictions).

Rights to subscribe for New CDIs under the Entitlement Offer that would have been issued to Ineligible Securityholders will be sold and any net proceeds of the sale remitted to those Ineligible Securityholders. As the Entitlement Offer is non-renounceable, the net proceeds are expected to be nil.

7.19 Governing law

This Entitlement Offer Booklet, the Entitlement Offer and the contracts formed on acceptance of Applications made pursuant to the Entitlement Offer are governed by the law applicable in Sydney, Australia. Each Securityholder who applies for New CDIs (including any Additional New CDIs) submits to the non-exclusive jurisdiction of the courts of Sydney, Australia.

7.20 Information availability

Eligible Securityholders in Australia, New Zealand and Ireland can obtain a copy of this Entitlement Offer Booklet during the Entitlement Offer Period by calling the Oneview Healthcare Entitlement Offer Information Line on 1300 855 080 (within Australia) or +61 3 9415 4000 (outside Australia) at any time from 8.30am to 5.00pm Monday to Friday during the Entitlement Offer Period.

Persons who access the electronic version of this Entitlement Offer Booklet should ensure that they download and read the entire Entitlement Offer Booklet. The electronic version of this Entitlement Offer Booklet on the Oneview website will not include an Entitlement and Acceptance Form. A replacement Entitlement and Acceptance Form can be requested by calling the Oneview Healthcare Entitlement Offer Information Line.

Neither this Entitlement Offer Booklet nor the accompanying Entitlement and Acceptance Form may be distributed to or relied upon by, persons in the United States.

7.21 Disclaimer

No person is authorised to give any information, or to make any representation, in connection with the Entitlement Offer that is not contained in this Entitlement Offer Booklet.

Any information or representation that is not in this Entitlement Offer Booklet may not be relied on as having been authorised by Oneview, or its related bodies corporate, in connection with the Entitlement Offer. Except as required by law, and only to the extent so required, none of Oneview, its directors, officers or employees or any other person, warrants or guarantees the future performance of Oneview or any return on any investment made pursuant to this Entitlement Offer Booklet.

Neither the Underwriter nor any of its related bodies corporate and their respective directors, officers, partners, employees, agents and advisers (the Limited Parties) have authorised or caused the issue of this Entitlement Offer Booklet and they do not take responsibility for any statements made in this Entitlement Offer Booklet or any action taken by you on the basis of such information. To the maximum extent permitted by law, each Limited Party disclaims all liability for any expenses, losses, damages or costs incurred by you as a result of your participation in the Entitlement Offer and this information being inaccurate or incomplete in any way for any reason, whether by negligence or otherwise. None of the Limited Parties make any recommendations as to whether you or your related parties should participate in the Entitlement Offer, nor do they make any representations or warranties to you concerning this Entitlement Offer or any such information and you represent, warranty and agree that you have not relied on any statements made by the Underwriter or any of its related bodies corporate and their respective directors, officers, partners, employees, agents and advisers in relation to the New CDIs or the Entitlement Offer generally.

7.22 Privacy

As a Securityholder, Oneview and the Registry have already collected certain personal information from you. If you apply for New CDIs (including Additional New CDIs), Oneview and the Registry may update that personal information or collect additional personal information for the purposes of:

- (a) processing your application and assessing your acceptance of the New CDIs (including any Additional New CDIs);
- (b) servicing your needs as a Securityholder and providing facilities and services that you request; and

(c) carrying out appropriate administration.

By completing and submitting the Entitlement and Acceptance Form you acknowledge that you are providing Oneview with consent to handle your personal information as described in this privacy section.

Company and tax laws require some of the information to be collected. If you do not provide your personal information, we may not be able to process your application.

Oneview and the Registry may disclose this information for these purposes to its subsidiaries and relevant organisations involved in providing, managing or administering your product or service such as third party suppliers, other organisations, loyalty and affinity partners, printers, posting services, call centres, and our advisors. Oneview and the Registry may need to share some of your information with organisations outside Australia.

Oneview has its registered address in Ireland and is subject to the Data Protection Acts 1988 and 2003 (as amended) (the "Act"). Oneview is the "data controller" for the purposes of the Act in respect of the personal information you disclose to it. By submitting your Entitlement and Acceptance Form you consent to your personal information being transferred outside of the European Economic Area, to countries which may not have the same level of data protection laws as the Act provides in Ireland.

You will generally be provided access to your personal information (subject to some exceptions permitted by law), but you may be required to pay a reasonable charge to the Registry for access. Oneview aims to ensure that the personal information it retains about you is accurate, complete and up-to-date. To assist with this, please contact the Registry if any of the details you have provided change. In accordance with the requirements of the Irish Companies Act and the Corporations Act, information on the register will be accessible by members of the public. If you have any concerns or queries about the way your personal information is managed by Oneview, please contact the Company Secretary. Oneview's privacy policy is available on its website. The privacy policy contains information about how you can gain access to or seek correction of personal information that Oneview holds about you. It also contains information about how you may make a privacy complaint and how Oneview will deal with it.

You can ask us to access information that we hold about you or to correct information we hold about you by telephoning or email to Oneview through the Registry as follows:

Email to: privacy@comptershare.com.au

By telephone:

Oneview Healthcare Entitlement Offer Information Line

Australia: 1300 855 080

International: +61 3 9415 4000

Open 8.30am to 5.00pm (AEDT) Monday to Friday during the Entitlement Offer Period

Glossary

In this Entitlement Offer Booklet, the following terms have the following meanings:

Accredited Investor	A person within the meaning of Rule 501 (a) under the U.S. Securities Act.
Additional New CDI	New CDI in excess of a Securityholder's Entitlement up to a maximum of 25% of the Securityholder's Entitlement as at the Record Date at the Offer Price.
Announcements	The ASX Announcement and the Investor Presentation.
Application	Arranging for payment of the relevant Application Monies through BPAY in accordance with the instructions on the Entitlement and Acceptance Form or the submission of an Entitlement and Acceptance Form accompanied by the relevant Application Monies.
Application Monies	The aggregate amount payable for the New CDIs and any Additional New CDIs applied for through BPAY or in a duly completed Entitlement and Acceptance Form.
ASIC	Australian Securities and Investments Commission.
ASX	ASX Limited (ABN 98 008 624 691) or the financial products market operated by that entity known as the Australian Securities Exchange.
ASX Announcement	The announcement released to ASX on 18 November 2020 in connection with the Entitlement Offer, a copy of which is included in Section 5 of this Entitlement Offer Booklet.
ASX Listing Rules	The official listing rules of ASX, as amended or replaced from time to time except to the extent of any waiver granted by ASX.
Business Day	Means a day on which: → ASX is open for trading in securities; and → banks are open for general banking business in Melbourne.
Closing Date	The date the Entitlement Offer closes, being 5.00pm on Friday, 11 December 2020.
Corporations Act	<i>Corporations Act 2001</i> (Cth)

Eligible Securityholder	A Securityholder that satisfies the definition outlined in Section 1 or who is an Institutional Securityholder.
Entitlement	The entitlement to 1 New CDI for every 1 Oneview CDI held on the Record Date, pursuant to the Entitlement Offer.
Entitlement and Acceptance Form	The Entitlement and Acceptance Form accompanying this Entitlement Offer Booklet which can be used to submit an Application.
Entitlement Offer	The non-accelerated and non-renounceable pro rata entitlement offer of approximately of 1 New CDI for every 1 Oneview CDI held on the Record Date at the Offer Price, and comprised of the Entitlement Offer.
Entitlement Offer Period	The period commencing on the opening date of the Entitlement Offer, as specified in the Entitlement Offer timetable in the Key Dates section of this Entitlement Offer Booklet, and ending on the Closing Date.
Entitlement Offer Booklet	This booklet dated 26 November 2020, including the Announcements and the Entitlement and Acceptance Form.
Ineligible Securityholder	A Securityholder that is not an Eligible Securityholder.
Institutional Securityholder	A Securityholder who, in accordance with sections 708(8) and (11) of the Corporations Act, respectively, is a sophisticated or professional securityholder or certain institutional or professionals Securityholders in the Permitted Jurisdictions.
Investor Presentation	The investor presentation in connection with the Entitlement Offer dated 18 November 2020, a copy of which is included in Section 5 of this Entitlement Offer Booklet.
Irish Companies Act	The Irish Companies Act 2014.
Irish Prospectus Regulations	The Prospectus (Directive 2003/71/EC) Regulations 2005 (as amended) of Ireland.
Issue Date	The date on which New CDIs are issued to Eligible Securityholders under the Entitlement Offer, expected to be 18 December 2020.
New CDI	A new chess depositary interest over fully paid ordinary shares in Oneview issued under the Entitlement Offer, including (as the context requires) to the Underwriter or the sub-underwriters.

Offer	The Entitlement Offer and Placement.
Offer Price	\$0.04 per New CDI.
Offer Proceeds	The gross amount raised under the Entitlement Offer (being an amount equal to the Offer Price multiplied by the number of CDIs issued under the Entitlement Offer and that would have been issued to any Ineligible Securityholders) and Placement, being approximately \$8.75 million.
Oneview	Oneview Healthcare PLC (Irish company registration 513842) (ABRN 610 611 768).
Oneview CDI	A CHESS Depository Interest representing a beneficial interest in one fully paid ordinary share in Oneview.
Permitted Jurisdictions	Australia, Guernsey, Hong Kong, Ireland Jersey, New Zealand, Singapore, United Arab Emirates (excluding the financial sectors) and the United Kingdom.
Placement	An institutional placement of approximately 43.6 million New CDIs to raise approximately A\$1.7 million.
Record Date	7.00pm on 23 November 2020.
Registry	Computershare Investor Services Pty Limited.
Regulation S	Regulation S under the U.S. Securities Act.
Shortfall	Entitlements not taken up by Eligible Securityholders and Entitlements of Ineligible Securityholders under the Entitlement Offer, which will be available to satisfy applications for Additional New CDIs up to a maximum of 25% of their Entitlement as at the Record Date with any excess being acquired by the Underwriter or the sub-underwriters.
Securityholder	The registered holder of an Oneview CDI.
Underwriter	Bell Potter Securities Limited.
Underwriting Agreement	The Underwriting Agreement dated 18 November 2020 between Oneview and the Underwriter, as described in section 7.8.
U.S. Securities Act	The U.S. Securities Act of 1933, as amended.

Corporate Directory

Website

To view more information on Oneview, including in relation to Oneview's business and operations, news updates, reports, publications and investor information, visit

www.asx.com.au

Offer Information Line

Oneview Healthcare Entitlement Offer Information Line

Australia: 1300 855 080

International: +61 3 9415 4000

Open 8.30am to 5.00pm (AEDT) Monday to Friday during the Entitlement Offer Period

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