

ASX ANNOUNCEMENT 2021 EXTRAORDINARY GENERAL MEETING

24 November 2021 – Sydney, Australia – Oneview Healthcare PLC (ASX:ONE) a global healthcare technology company, will hold an extraordinary general meeting virtually, on Friday 17 December 2021 at 7.00 a.m. Dublin time (6.00 p.m. Sydney time).

The following documents will be dispatched to security holders today:

1. Notice and Access letter; and
2. CDI voting instruction form.

Each of these documents will be available on the company's website at www.oneviewhealthcare.com.

This announcement has been approved for release by the board of directors of Oneview Healthcare PLC.

For more information contact:

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

Helena D'Arcy, Interim CFO and Company Secretary - hdarcy@oneviewhealthcare.com

About Oneview Healthcare PLC:

For healthcare systems who lead on exemplary care, Oneview Healthcare PLC (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.

www.oneviewhealthcare.com

Directors M Kaminski (Chairman) | N Asaria | 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

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

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

EXTRAORDINARY GENERAL MEETING



ONEVIEW HEALTHCARE PLC

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

Friday, 17 December 2021 at 7.00 a.m. Dublin time (6.00 p.m. Sydney time)

at Block 2, Blackrock Business Park, Blackrock, County Dublin, Ireland

The Company's Annual Report is available to view online at:

www.investorvote.com.au

Notice of the Extraordinary General Meeting of Oneview Healthcare p.l.c. to be held at Block 2, Blackrock Business Park, Blackrock, County Dublin, Ireland on Friday, 17 December 2021 at 7.00 a.m. Dublin time (6.00 p.m. Sydney time), is set out in this document, accompanied by (i) if you directly hold shares in the Company, a Form of Proxy or (ii) if you hold CUFS over shares in the Company, a Voting Instruction Form, in each case in connection with the resolutions at the meeting. To be valid, the Form of Proxy must be returned so as to be received by or on behalf of the Company, not later than 7:00am Dublin time (6:00pm Sydney time) on Wednesday, 15 December 2021, and the Voting Instruction Form must be returned so as to be received by or on behalf of the Company, not later than 7:00am Dublin time (6:00pm Sydney time) on Tuesday, 14 December 2021, in each case in the manner set out in the Notes attached to this Notice

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

ONEVIEW HEALTHCARE p.l.c.

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

Directors:

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

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

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

Helena D'Arcy

Company Secretary

24 November 2021

Chairman's Letter to Members

Dear Member,

The Extraordinary General Meeting ("EGM") of Oneview Healthcare p.l.c. (the "**Company**") will be held at 7.00 a.m. Dublin time (6.00 p.m. Sydney time) on Friday, 17 December 2021 at Block 2, Blackrock Business Park, Blackrock, County Dublin, Ireland.

On 15 November 2021, the Company announced a capital raising (**Capital Raising**) comprising:

- a placement of CUFS in the Company to raise approximately A\$17.5 million to be issued on or about 19 November 2021 ("**Tranche 1 Placement**");
- a placement of CUFS in the Company to raise approximately A\$2.5 million, subject to CUFS holder approval ("**Tranche 2 Placement**");
- a security purchase plan to raise up to A\$3 million¹, subject to CUFS holder approval ("**SPP**").

The Tranche 1 Placement and Tranche 2 Placement are referred to as the "**Placement**". Canaccord Genuity (Australia) Limited acted as Lead Manager and Bookrunner to the Placement. Bell Potter Securities Limited acted as Co-Lead Manager to the Placement.

The SPP is an offer to each securityholder (subject to certain restrictions) to apply for up to A\$30,000 in CUFS (subject to any scale back), the terms and conditions of which are expected to be announced to the market on Wednesday, 24 November 2021.

As you are aware, the Board is continuously reviewing the capital requirements of the Company to allow it to pursue its strategic objectives. In this context the Board considers that the Capital Raising is desirable for the current needs of the Company and, accordingly, the Board believes that the Capital Raising is in the best interests of the Company and securityholders as a whole. Accordingly, the Board has resolved to convene an EGM at 7.00 a.m. Dublin time (6.00 p.m. Sydney time) on Friday, 17 December 2021 at Block 2, Blackrock Business Park, Blackrock, County Dublin, Ireland to put certain resolutions to the securityholders of the Company for approval.

If passed, these resolutions will permit the Company to issue securities under the Tranche 2 Placement and the SPP for the purposes of the ASX Listing Rules. If granted, this authority will expire at 6:00 p.m. (Dublin time) on 31 January 2021 unless previously varied, revoked or renewed.

The Board and management of the Company continue to monitor the evolving COVID-19 situation and intend to do all in their power to support the public health guidelines issued by our Government agencies in respect of mass gatherings, social distancing and other measures mandated to combat the spread of COVID-19. Accordingly, in light of current public health guidelines, and the importance of the health and safety of members, staff and others, we are again asking members to comply with certain necessary and important recommendations for the EGM. These recommendations are designed to retain full participation, in as much as possible, by members in the business of the EGM in the circumstances, while balancing those health and safety considerations.

All resolutions will be put to a poll, the result of which will be made available on the Company's website, www.oneviewhealthcare.com, following conclusion of the EGM. As all of our ordinary shares are held through the ASX CUFS system, investors will all have received Voting Instruction Forms (rather than Forms of Proxy). **Therefore it is important that you submit your Voting Instruction Form not later than 7.00 a.m. Dublin time (6.00 p.m. Sydney time) on Tuesday, 14 December 2021 to ensure your votes are included.**

¹ Oneview reserves the right to increase the size of the SPP or scale-back applications under the SPP at its discretion.

For the limited number of members who traditionally attend our EGM in person, your contribution is still valued but we ask that you refrain from attending the EGM in person. The EGM will function as a procedural meeting and only formal business will be conducted by a sufficient number of shareholders to constitute a quorum to ensure the EGM is validly held.

To participate in the EGM:

1. **to raise questions:** you may submit any questions that you would like to raise by forwarding these to the Company via post or email to be received before 7.00 a.m. Dublin time (6.00 p.m. Sydney time) on Wednesday 15 December 2021. Further details are set out at note 6 of the Notes to this Notice.
2. **to listen to the business of the EGM:** please register for the EGM by navigating to:

<https://s1.c-conf.com/diamondpass/10018086-idnnp5.html>

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

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

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

In accordance with the Company's Constitution and the Irish legal requirements, the EGM is being held in Ireland. All CUFS holders, subject to the delivery of a validly completed Voting Instruction, can still vote even if they do not attend the EGM and I would urge all members, regardless of the number of CUFS that you own, to complete, sign and return their Voting Instruction Form as soon as possible but, in any event, by 7.00 a.m. Dublin time (6.00 p.m. Sydney time) on **Tuesday, 14 December 2021**.

Instructions relating to the submission of both Voting instruction Forms and Forms of Proxy (for ordinary shareholders) are included in the notes section on pages 5 to 8 of this document (including the manner in which CUFS holders and ordinary shareholders may submit their proxy appointment and voting instructions electronically).

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

The formal Notice of EGM appears on page 4 of this document, and the explanatory memorandum ("**Explanatory Memorandum**") which provides further detail in respect of the resolutions proposed at the EGM which appears on pages 9 to 13 of this document

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

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



Yours faithfully,

Michael Kaminski
Chairman

NOTICE OF EXTRAORDINARY GENERAL MEETING

ONEVIEW HEALTHCARE p.l.c.

("Company")

NOTICE is hereby given that the Extraordinary General Meeting of the Company will be held at 7.00 a.m. Dublin time (6.00 p.m. Sydney time) on Friday, 17 December 2021 at Block 2, Blackrock Business Park, Blackrock, County Dublin, Ireland ("**EGM**") for the following purposes:

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

1. That, for the purposes of ASX Listing Rule 7.1 and for all other purposes, approval be given for the issue of up to 9,054,287 CUFS over fully paid ordinary shares in the Company under the Tranche 2 Placement as defined in the Explanatory Memorandum at a price of \$A0.27 per CUF, on the terms and conditions contained in the Explanatory Memorandum.
2. That, for the purposes of ASX Listing Rules 7.1 and for all other purposes, approval be given for the issue of up to 18,518,518 CUFS to existing investors under the SPP as defined in the Explanatory Memorandum at a price of \$A0.27 per CUF, on the terms and conditions contained in the Explanatory Memorandum.
3. That, for the purposes of ASX Listing Rules 10.11 and for all other purposes, approval be given for the issue up to 555,555 CUFS to Fitter Parties under the SPP as defined in the Explanatory Memorandum at a price of \$A0.27 per CUF, on the terms and conditions contained in the Explanatory Memorandum.

By order of the Board



Helena D'Arcy

Company Secretary

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

24 November 2021

EGM Notice: Notes

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

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

Entitlement to attend and vote – CUFS holders

1. Only those persons registered as holders of CUFS over shares of the Company at 7.00 a.m. Dublin time (6.00 p.m. Sydney time) on Wednesday 15 December 2021 or if the EGM is adjourned, at the time that is 48 hours before the time appointed for the adjourned meeting shall be entitled to attend, speak, ask questions and, subject to valid submission of a Voting Instruction Form in respect of the number of CUFS registered in their name, vote at the meeting, or if relevant, any adjournment thereof. Changes in the CUFS register after that time and date will be disregarded in determining the right of any person to attend and/or vote at the meeting or any adjournment thereof.

Voting (and non-attendance) by CUFS holders²

2. In light of the continued disruption to business, and significant ongoing risks to public health arising as a result of the COVID-19 outbreak, we strongly urge all CUFS holders to avail of the CUFS proxy voting service instead of physically attending this EGM. If you are a CUFS holder and want to vote on the resolutions to be considered at the EGM, you have the following options:

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

- (a) Follow this option if you do not intend to attend the EGM in person or to appoint a proxy to attend the EGM in person on your behalf (a "Nominated Proxy").
- (b) You may lodge a Voting Instruction Form directing CHES Depositary Nominees Pty Limited ("CDN") (the legal holder of all ordinary shares for the purposes of the ASX Settlement Operating Rules) to nominate the Chairman of the EGM as its CUFS proxy to vote the ordinary shares underlying your holding of CUFS that it holds on your behalf.
- (c) You can submit your Voting Instruction Form as follows:
 - (i) Complete the hard-copy Voting Instruction Form accompanying this Notice of EGM and lodge it using the "Lodgement Instructions" set out at note 3 below.
 - (ii) Complete a Voting Instruction Form using the internet:
Go to www.investorvote.com.au
You will need:
 - (A) your Control Number (located on your Voting Instruction Form); and
 - (B) your SRN or HIN for your holding; and
 - (C) your postcode (or country of residence if outside Australia) as recorded in the Company's register.

If you lodge the Voting Instruction Form in accordance with these instructions, you will be taken to have signed it.

- (d) For your vote to count, your completed Voting Instruction Form must be received by Computershare no later than 7.00 a.m. Dublin time (6.00 p.m. Sydney time) on **Tuesday, 14 December 2021**. You will not be able to vote your CUFS over Shares by way of teleconference.

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

- (a) If you would like to attend the EGM or appoint a Nominated Proxy to attend the EGM on your behalf, and vote in person, you may use a Voting Instruction Form to direct CDN to nominate:

- (i) you or another person nominated by you (who does not need to be a member of the Company) as a Nominated Proxy; and
- (ii) the Chairman in the event the Nominated Proxy does not attend the EGM,

as proxy to vote the Shares underlying your holding of CUFS on behalf of CDN in person at the EGM in Dublin.
- (b) If the Nominated Proxy does not attend the EGM, the Chairman will vote the shares in accordance with the instructions on the Voting Instruction Form or, for undirected proxies, in accordance with the Nominated Proxy's written instructions. If the Nominated Proxy does not provide written instructions to the Chairman care of Computershare Investor Services Pty Limited by facsimile to +61 2 8235 8133 or by e-mail to sydreturningofficer@computershare.com.au, by 7.00 a.m. Dublin time (6.00 p.m. Sydney time) on Wednesday, 15 December 2021, then the Chairman intends voting in favour of all of the resolutions.
- (c) For your proxy appointment to count, your completed Voting Instruction Form must be received by Computershare no later than 7.00 a.m. Dublin time (6.00 p.m. Sydney time) on **Tuesday, 14 December 2021**.

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

- (a) Holders of CUFS may convert their CUFS into a holding of ordinary shares and vote these at the meeting.. However, if thereafter the former CUFS holder wishes to sell their investment on ASX it would be necessary to convert the ordinary shares back to CUFS. In order to vote in person, the conversion must be completed prior to 7.00 a.m. Dublin time (6.00 p.m. Sydney time) on Wednesday, 15 December 2021. Holders of CUFS who wish to convert their CUFS into ordinary shares should contact Computershare on 1300 300 279 from within Australia or +353 1 447 560961 from outside Australia or by e-mail on clientservices@computershare.ie.

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

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

Lodgement Instructions

- 3. Completed Voting Instruction Forms may be lodged with Computershare using one of the following methods:
 - 3.1. by post to GPO Box 242, Melbourne VIC 3001, Australia; or
 - 3.2. by delivery in person to Computershare at Level 4, 60 Carrington Street, Sydney NSW 2000, Australia; or
 - 3.3. online at www.investorvote.com.au; or
 - 3.4. for Intermediary Online subscribers only (custodians), online at www.intermediaryonline.com; or
 - 3.5. by facsimile to 1800 783 447 from inside Australia or +61 3 9473 2555 from outside Australia.

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

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

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

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

No voting available In EGM teleconference

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

Total number of issued shares

5. The total number of issued ordinary shares on the date of this Notice is 504,816,100. Each ordinary share (or each CUFS in respect of such ordinary share in respect of which voting instructions have been received in accordance with Notes 2 to 4) carries one vote. On a vote on a show of hands, every ordinary shareholder present in person and every proxy (including CUFS holders present as a Nominated Proxy of CDN) has one vote (but no individual shall have more than one vote). On a poll every ordinary shareholder (or CUFS holder present as a Nominated Proxy of CDN) shall have one vote for every ordinary share (or CUFS) of which he or she is the holder. **However, all resolutions at the EGM will be determined on a poll.** Ordinary Resolutions require to be passed by a simple majority of votes cast by those ordinary shareholders (or CUFS holders) who vote in person or by proxy. Special Resolutions require to be passed by a majority of 75% of votes cast by those ordinary shareholders (or CUFS holders) who vote in person or by proxy.

Questions at the EGM

6. The EGM is an opportunity for members to put questions to the Chairman during the question and answer session. We would ask that where a member wishes to use the EGM as an opportunity to put questions to the Chairman, such member should in advance of the EGM submit a question (a) in writing by sending a letter and evidence of their shareholding by post to the Company Secretary, Helena D'Arcy, Block 2, Blackrock Business Park, Carysfort Avenue, Blackrock, Co. Dublin., A94 H2X4, Ireland or (b) by email (with evidence of their shareholding) to cosec@oneviewhealthcare.com, so as to be received in either case no later than 48 hours before the time appointed for the EGM.

Amendments to resolutions

7. Subject to the Irish Companies Act 2014 and any provision of the Company's Constitution, where a resolution is proposed as a special resolution or an ordinary resolution, no amendment to the resolution (other than an amendment to correct a patent error) may be considered or voted upon unless (a) the Chairman in his absolute discretion decides that it may be considered or voted upon and (b) the terms of the resolution as amended will still be such that adequate notice of the intention to pass the same can be deemed to have been given to all persons entitled to receive such notice in accordance with the Company's Constitution.

Voting Exclusion in respect of Resolution 1

8. The Company will disregard any votes cast in favour of Resolution 1 by or on behalf of Fidelity Investment Management (Hong Kong) Limited and any associates of those persons.

However, this does not apply to a vote cast in favour of Resolution 1 by:

- a) a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or
- b) the chair of the meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the chair on the resolution as the chair decides; or
- c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and
 - ii) the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Voting Exclusion in respect of Resolution 2

9. The Company will disregard any votes cast in favour of Resolution 2 by or on behalf of a person who is expected to participate in, or who will obtain a material benefit as a result of, the SPP (except a benefit solely by reason of being a holder of CUFS in Oneview).

However, this does not apply to a vote cast in favour of Resolution 2 by:

- a) a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or

- b) the chair of the meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the chair on the resolution as the chair decides; or
- c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and
 - ii) the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Voting Exclusion in respect of Resolution 3

10. The Company will disregard any votes cast in favour of Resolution 3 by or on behalf of the Fitter Parties as described in the explanatory memorandum for Resolution 3 and any associates of a Fitter Party.

However, this does not apply to a vote cast in favour of Resolution 3 by:

- a) a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or
- b) the chair of the meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the chair on the resolution as the chair decides; or
- c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and
 - ii) the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Entitlement to attend and vote – Ordinary Shareholders

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

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

A Form of Proxy for use by ordinary shareholders is enclosed with the Notice of EGM. To be effective, the Form of Proxy duly completed and executed, must be deposited with the Company, (a) by post to Company Secretary, Block 2, Blackrock Business Park, Carysfort Avenue, Blackrock, Co. Dublin., A94 H2X4, Ireland or (b) by email to cosec@oneviewhealthcare.com, so as to be received in either case no later than 48 hours before the time appointed for the EGM (being 7.00 a.m. Dublin time (6.00 p.m. Sydney time) on Wednesday, 15 December 2021) or adjourned EGM or (in the case of a poll taken otherwise than at or on the same day as the EGM or adjourned EGM) at least 48 hours before the taking of the poll at which it is to be used. Any alteration to the Form of Proxy must be initialled by the person who signs it.

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

EXPLANATORY MEMORANDUM

The Board of Directors is satisfied that each of the resolutions set out in the Notice of EGM is in the best interests of the Company and its members as a whole. Accordingly, your Board of Directors unanimously recommends that you vote in favour of each of these resolutions to be proposed at the EGM.

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

Resolutions 1 and 2 relate to a placement of CUFS in the Company to raise approximately A\$2.5 million, subject to securityholder approval ("**Tranche 2 Placement**"), and a security purchase plan to raise up to A\$3 million³, subject to securityholder approval ("**SPP**") announced by the Company on Monday, 15 November 2021. The Tranche 2 Placement and a placement of CUFS in the Company to raise approximately A\$17.5 million to be issued on or about 19 November 2021 ("**Tranche 1 Placement**") are referred to as the **Placement**, and together with the SPP, the **Capital Raising**.

The funds raised from the Capital Raising are intended to be used to:

- a) extend the Company's first-mover advantage as a best-in-class cloud based healthcare solution through expansion of sales and marketing capabilities and delivery of new product enhancements;
- b) fund DevOps investment to deliver operational efficiency and expand scalability of Cloud Enterprise,
- c) fund working capital requirements, in particular up-front payments for proven OEM hardware for fulfilling new contract requirements, and for possible entry to new markets; and
- d) provide additional balance sheet flexibility to facilitate growth.

Canaccord Genuity (Australia) Limited acted as Lead Manager and Bookrunner to the Placement. Bell Potter Securities Limited acted as Co-Lead Manager to the Placement.

The Company has received valid applications for 9,054,287 CUFS at \$0.27 per CUF under the Tranche 2 Placement to raise approximately \$2.5 million. The SPP is an offer to eligible securityholders to apply for up to A\$30,000 in CUFS (subject to scale back), the full terms and conditions of which are expected to be announced to the market on Wednesday, 24 November 2021. The SPP is expected to open on Wednesday, 24 November 2021 and close on Tuesday, 14 December 2021.

The issue price under the Tranche 2 Placement and the SPP is A\$0.27 (being the same issue price of the Tranche 1 Placement). This represents a discount to the closing price on Wednesday, 10 November 2021 and volume weighted average price of the CUFS (**VWAP**), as follows:

	Price per CUF	Discount
Issue price	A\$0.27	
Closing price on Wednesday, 10 November	\$0.33	18.2%
5 trading day VWAP	\$0.3410	20.8%
15 trading day VWAP	\$0.3832	29.5%

The securities to be issued under the conditional Tranche 2 Placement have been placed to a professional investor who is an existing holder of CUFS and is not a related party of the Company, Fidelity Investment Management (Hong Kong) Limited, who also participated in the Tranche 1 Placement. That entity's voting power in the Company is expected to be 9% after completion of the Placement (assuming securityholder approval is obtained under Resolution 1). The Board does not consider that the Tranche 2 Placement or SPP will have a material impact on the control of the Company. The Company will apply the net proceeds from the Placement and SPP to fund further development of the Company's Cloud Enterprise product, accelerate its growth strategy and strengthen its balance sheet.

Background

ASX Listing Rule 7.1

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

³ Oneview reserves the right to increase the size of the SPP or scale-back applications under the SPP at its discretion.

ASX Listing Rule 7.4

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

Resolution 1: Tranche 2 Placement

The CUFS to be issued under the Tranche 1 Placement will be issued without securityholder approval under ASX Listing Rule 7.1 described above but, as they represent the entire "headroom" available under that rule, the Company must obtain securityholder approval to issue additional CUFS (including the CUFS represented by the Tranche 2 Placement) under that rule unless another exemption applies. While the Company has obtained securityholder approval to issue equity securities up to 10% of its issued share capital (**Additional 10% Capacity**, being in addition to the 15% permitted under ASX Listing Rule 7.1) in the 12 month period after its Annual General Meeting on 26 October 2021, this exemption may not be available for the Capital Raising (as the issue price is less than 75% of the VWAP of the Company's CUFS over the relevant period defined by the ASX Listing Rules).

Consequently, Resolution 1 proposes to seek securityholder approval to issue of up to 9,054,287 CUFS under the Tranche 2 Placement at an issue price of A\$0.27 per CUF. The securities to be issued under the Tranche 2 Placement will represent 1.79% of the CUFS on issue as at the date of this Notice and 1.76% of the CUFS on issue immediately following the issue of those CUFS (assuming that no CUFS are issued under the SPP or otherwise after the date of this notice). If Resolution 1 is passed, the Company will be permitted to issue those CUFS without breaching the 15% limit which applies to the Company under ASX Listing Rule 7.1.

If Resolution 1 is not passed, the CUFS that are the subject of the Tranche 2 Placement will not be issued and the funding to be raised under the Tranche 2 Placement will not be received by the Company. In these circumstances, the Company may need to explore alternative sources of funding.

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

- a) the maximum number of CUFS that the Company will issue under the Tranche 2 Placement is 9,054,287;
- b) the date by which the Company will issue the CUFS under the Tranche 2 Placement is expected to be Friday, 17 December 2021 but, in any event, no later than one month after the date of the EGM;
- c) the issue price for the CUFS to be issued under the Tranche 2 Placement is A\$0.27 per CUF;
- d) the CUFS will be issued to Fidelity Investment Management (Hong Kong) Limited or an associate of that entity;
- e) this Resolution 1 is subject to a voting exclusion as set out at paragraph 8 under the Notes; and
- f) the CUFS will be issued on the same terms as, and will rank equally with, all other CUFS, from the time of issue.

The Board unanimously recommends that securityholders vote in favour of the approval of Resolution 1 and the Chairman of the meeting intends to vote undirected proxies in favour of Resolution 1.

Resolution 2: SPP

For the reasons described in the discussion on Resolution 1 above, the Company has no available "headroom" under ASX Listing Rule 7.1 to issue CUFS proposed to be issued under the SPP.

The ASX Listing Rules do contain an exemption to the 15% rule to permit issuances of securities under certain securities purchase plans like the SPP (being Exception 5 in ASX Listing Rule 7.2, referred to as the **SPP Exception**) however certain conditions must be satisfied for the SPP Exception to be available. Relevantly in this case, the SPP Exception is available if the issue price of the CUFS (i.e. \$0.27) is at least 80% of the VWAP of the Company's CUFS calculated over the last 5 days on which sales in the CUFS were recorded before the day on which the issue was made (currently scheduled to be Tuesday 21 December 2021)⁴. The SPP Exception is only available once in any 12 month period and to rely on the SPP Exception, the SPP must satisfy the conditions in ASIC Corporations (Share and Interest Purchase Plans) Instrument 2019/547 (**ASIC Instrument**) and the number of securities to be issued is not greater than 30% of the number of fully paid ordinary securities

⁴ An alternative condition under the SPP Exception (being that if the issue price of the CUFS is at least 80% of the VWAP of the Company's CUFS calculated over the last 5 days on which sales in the CUFS were recorded before the day on which the issue was announced) was not satisfied and is therefore not available in this case.

already on issue. The SPP satisfies the conditions of the ASIC Instrument and the maximum number of securities which may be issued under the SPP is approximately 4% of the CUFS on issue.

Further, the Company may be able to issue the CUFS under the SPP using part of its Additional 10% Capacity if the issue price of \$0.27 is not less than 75% of the VWAP of the Company's CUFS over the 15 trading days on which those CUFS are traded immediately before the issue date of the CUFS under the SPP under ASX Listing Rule 7.1A.3(b). Therefore, while there may be two methods in which the Company is able to issue CUFS under the SPP without securityholder approval, neither will be determinable until immediately before the issue date of the SPP (currently expected to be Tuesday, 21 December 2021) and may therefore not be met in the future.

Consequently, Resolution 2 is proposed to ensure that the Company can issue up to 18,518,518 CUFS under the SPP to existing eligible CUFS holders at an issue price of \$A0.27 per CUF if neither of the methods described in the paragraph above are available to the Company.

If one or both of the methods referred to above are available to the Company to issue the CUFS under the SPP, the Company proposes to proceed with the SPP if Resolution 2 is not passed. However if neither method is available, and Resolution 2 is not passed, the CUFS the subject of the SPP may not be issued and the funding to be raised under the SPP will not be received by the Company. In these circumstances, the Company may need to explore alternative sources of funding. If Resolution 2 is passed and relied on by the Company to issue the CUFS under the SPP, the Company's Additional 10% Capacity, and its capacity to issue further CUFS under the SPP Exception, will be preserved.

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

- a) the maximum number of CUFS that the Company will issue under the SPP is 18,518,518;
- b) the date by which the Company will issue the CUFS under the SPP is expected to be Tuesday, 21 December 2021 but, in any event, no later than one month after the date of the EGM;
- c) the issue price for the CUFS to be issued under the SPP is \$A0.27 per CUF;
- d) the CUFS will be issued to the SPP investors, being various existing eligible securityholders;
- e) this Resolution 2 is subject to a voting exclusion as set out at paragraph 9 under the Notes; and
- f) the CUFS will be issued on the same terms as, and will rank equally with, all other CUFS, from the time of issue.

The Company has advised that the SPP may raise up to A\$3 million but reserves the right to increase the size of the SPP or scale-back applications under the SPP at its discretion. If 11,111,111 CUFS were issued under the SPP, this would result in the SPP raising \$3 million. 11,111,111 CUFS issued under the SPP would represent 2.2% of the CUFS on issue as at the date of this notice and 2.1% of the CUFS on issue immediately following the issue of those CUFS (and the CUFS under the Tranche 2 Placement (assuming that no CUFS are otherwise issued after the date of this notice)).

If the maximum number of CUFS referred to above (i.e. 18,518,518 CUFS) were issued this would result in the SPP raising \$5 million. This maximum number of CUFS is proposed to provide the Company with flexibility to raise more than \$3 million under the SPP but is not an indication that it will in fact raise that amount of money under the SPP, even if sufficient applications to raise that amount are received under the SPP. 18,518,518 CUFS issued under the SPP would represent 3.7% of the CUFS on issue as at the date of this Notice and 3.5% of the CUFS on issue immediately following the issue of those CUFS (and the CUFS under the Tranche 2 Placement (assuming that no CUFS are otherwise issued after the date of this Notice)).

The Board unanimously recommends that CUFS holders vote in favour of the approval of Resolution 2 and the Chairman of the meeting intends to vote undirected proxies in favour of Resolution 2.

Resolution 3: CEO participation in SPP

Resolution 3 seeks approval by securityholders under ASX Listing Rule 10.11 and for all other purposes, for the issue of up to 555,555 CUFS at an issue price of \$A0.27 per CUF to James Fitter and any related parties of James Fitter who are existing CUF Holders under the SPP in circumstances where Resolution 2 is passed and the SPP proceeds on the basis of such securityholder approval and the Company is not able to rely on SPP Exception.

ASX Listing Rule 10.11 provides that a listed company must not, without the approval of ordinary shareholders, issue equity securities to a related party. For the purposes of this Resolution 3, James Fitter and his 4 children are considered to be related parties) (**Fitter Parties**). Each of the Fitter Parties wish to participate in the SPP and as such, their participation must be approved by securityholders in accordance with Listing Rule 10.11.

If the SPP Exception discussed above under Resolution 2 is available to the Company to issue the CUFS under the SPP, any securities issued to any Fitter Party will fall within the ASX Listing Rule 10.12, Exception 4 (**Related Party SPP Exception**) and securityholder approval is not required to issue securities under the SPP to the Fitter Parties. The conditions that must be satisfied to rely on the Related Party SPP Exception are the same as the conditions under the SPP Exception. As such if

the Company is able to rely on the SPP Exception to issue CUFS under the SPP it will also be able to rely on the Related Party SPP Exception to issue CUFS under the SPP to the Fitter Parties.

The non-executive directors of Oneview (and their respective related parties) will not be participating in the SPP.

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

- a) the Company may issue up to 111,111 CUFS (being the maximum amount of CUFS an existing securityholder may apply for under the SPP) to each of the following parties:
 - i) James Fitter;
 - ii) Liam Fitter;
 - iii) Oonagh Fitter;
 - iv) Niamh Fitter; and
 - v) Ned Fitter.
- b) the date by which the Company will issue the CUFS under the SPP is expected to be Tuesday, 21 December 2021 but, in any event, no later than one month after the date of the EGM;
- c) the issue price for the CUFS to be issued under the SPP is \$A0.27 per CUF;
- d) the CUFS will be issued to the SPP investors, being various existing eligible securityholders;
- e) this Resolution 3 is subject to a voting exclusion as set out at paragraph 10 under the Notes; and
- f) the CUFS will be issued on the same terms as, and will rank equally with, all other CUFS, from the time of issue.

Tables 1 and 2 below set out the relevant interests of the Fitter Parties before and following the issue of the CUFS the subject of Resolution 3.

Table 1. Relevant interests of Fitter Parties immediately before the issue of CUFS under the SPP and the passing of Resolution 3.

Related Party	Number of CUFS	Voting Power
James Fitter	9,865,734	2%
Liam Fitter	3,074	0.00%
Oonagh Fitter	2,459	0.00%
Niamh Fitter	2,459	0.00%
Ned Fitter	2,459	0.00%

Table 2. Relevant interests of Fitter Parties immediately after the issue of CUFS under the SPP and the passing of Resolution 3 assuming the full entitlement was subscribed for and 18,518,518 CUFS were issued under the SPP.

Related Party	Number of CUFS	Voting Power
James Fitter	9,976,845	2%
Liam Fitter	114,185	0.02%
Oonagh Fitter	113,570	0.02%
Niamh Fitter	113,570	0.02%
Ned Fitter	113,570	0.02%



Need assistance?

**Phone:**

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

**Online:**

www.investorcentre.com/contact

ONE

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



YOUR VOTE IS IMPORTANT

For your vote to be effective it must be received by **6:00pm (Sydney time) Tuesday, 14 December 2021**.

Voting Instruction Form

How to Vote on Items of Business

Each CHESS Unit of Foreign Security (CUFS) is equivalent to one ordinary share in the capital of the Company, so that every 1 (one) CUFS registered in your name at 7:00am (Dublin time) / 6:00pm (Sydney time) on Wednesday, 15 December 2021 entitles you to one vote (provided that you submit this form, validly completed, in accordance with the instructions set out herein).

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

SIGNING INSTRUCTIONS FOR POSTAL FORMS

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

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

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

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

Lodge your Form:

XX

Online:

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

Your secure access information is



Control Number: 999999

SRN/HIN: I999999999

PIN: 99999

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

By Mail:

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

By Fax:

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



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

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



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



I 9999999999

I ND

Voting Instruction Form

Please mark



to indicate your directions

STEP 1

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

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

XX

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

Option A



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

or

Option B

CDN to appoint the following Nominated Proxy:

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

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

to attend, speak and vote the shares underlying my/our holding at the Extraordinary General Meeting of Oneview Healthcare p.l.c. to be held at Block 2, Blackrock Business Park, Blackrock, County Dublin, Ireland on Friday, 17 December 2021 at 7:00am (Dublin time) / 6:00pm (Sydney time) and at any adjournment or postponement of that meeting.

By execution of this Voting Instruction Form the undersigned hereby authorises CHESSE Depositary Nominees Pty Ltd to appoint such proxies or their substitutes to vote in their discretion on such business as may properly come before the meeting.

The Chair intends to vote all undirected proxies in favour of the resolutions.

STEP 2

Items of Business



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

	For	Against	Abstain
1 That, for the purposes of ASX Listing Rule 7.1 and for all other purposes, approval be given for the issue of up to 9,054,287 CUF over fully paid ordinary shares in the Company under the Tranche 2 Placement as defined in the Explanatory Memorandum at a price of \$A0.27 per CUF, on the terms and conditions contained in the Explanatory Memorandum.	☐	☐	☐
2 That, for the purposes of ASX Listing Rules 7.1 and for all other purposes, approval be given for the issue of up to 18,518,518 CUF to existing investors under the SPP as defined in the Explanatory Memorandum at a price of \$A0.27 per CUF, on the terms and conditions contained in the Explanatory Memorandum.	☐	☐	☐
3 That, for the purposes of ASX Listing Rules 10.11 and for all other purposes, approval be given for the issue up to 555,555 CUF to Fitter Parties under the SPP as defined in the Explanatory Memorandum at a price of \$A0.27 per CUF, on the terms and conditions contained in the Explanatory Memorandum.	☐	☐	☐

SIGN

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

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

Contact
Name

Contact
Daytime
Telephone

Date / /

ONE

2 8 3 1 7 0 A



Computershare +