
THIS DOCUMENT AND THE ACCOMPANYING FORM OF PROXY ARE IMPORTANT AND REQUIRE YOUR IMMEDIATE ATTENTION. If you are in any doubt as to the action you should take, you are recommended to consult your independent professional adviser, who (i) if you are resident in Ireland, is authorised or exempted under the European Communities (Markets in Financial Instruments) Regulations (Nos 1 to 3) 2007 (as amended) or the Investment Intermediaries Act, 1995; (ii) if you are resident in the United Kingdom, is authorised under the Financial Services and Markets Act, 2000; and (iii) if you are resident in a territory outside Ireland or the United Kingdom, is otherwise an appropriately authorised independent financial adviser.

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

ANNUAL GENERAL MEETING



ONEVIEW HEALTHCARE PLC

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

Thursday, 27 April 2017 at 8.00 a.m. Dublin time (5.00 p.m. Sydney time)

at Block 1, Blackrock Business Park, Blackrock, County Dublin, Ireland

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

www.investorvote.com.au

Notice of the Annual General Meeting of Oneview Healthcare p.l.c. to be held at Block 1, Blackrock Business Park, Blackrock, County Dublin, Ireland on 27 April 2017 at 8.00 a.m. Dublin time (5.00 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 8.00 a.m. Dublin time (5.00 p.m. Sydney time) on 25 April 2017, and the Voting Instruction Form must be returned so as to be received by or on behalf of the Company, not later than 8.00 a.m. Dublin time (5.00 p.m. Sydney time) on 24 April 2017, in each case in the manner set out in the Notes attached to this Notice.

ONEVIEW HEALTHCARE p.l.c.

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

Directors:

James Osborne	<i>Independent Non-Executive Chairman</i>
James Fitter	<i>Chief Executive Officer and Executive Director</i>
Mark McCloskey	<i>President and Executive Director</i>
John Kelly	<i>Chief Financial Officer and Executive Director</i>
Mark Cullen	<i>Independent Non-Executive Director</i>
James William Vicars	<i>Non-Executive Director</i>
Daniel Petre	<i>Independent Non-Executive Director</i>
Joseph Patrick Rooney	<i>Independent Non-Executive Director</i>
Christina Mary Stewart Boyce	<i>Independent Non-Executive Director</i>
Lyle Berkowitz	<i>Independent Non-Executive Director</i>

Block 1, Blackrock
Business Park
Carysfort Avenue
Blackrock
Co. Dublin.
A94 D2W0
Ireland

Patrick Masterson *Company Secretary*

30 March 2017

Chairman's Letter to Members

Dear Shareholder,

As can be seen from the Chief Executives report in our annual report, your Company has had a very successful year since floating on the ASX on 17th March 2016.

The Annual General Meeting ("**AGM**") of Oneview Healthcare p.l.c. (the "**Company**") will be held at 8.00 a.m. Dublin time (5.00 p.m. Sydney time) on 27 April 2017 at Block 1, Blackrock Business Park, Blackrock, County Dublin, Ireland.

I believe that the AGM provides a worthwhile and meaningful opportunity for members to raise questions, engage with the directors and to vote on the business of the meeting. Shareholders who are not attending the AGM in person can participate remotely via teleconference. To participate in the AGM teleconference, please:

- Dial into the AGM using one of the following numbers:
 - Australia Toll Free: 1800 908 299
 - Australia Local: +61 2 9007 8048
 - Ireland Toll Free: 1800 948 607;
- Enter the Passcode 788064 and provide the operator with your name and SRN/HIN.

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

In accordance with the Company's Articles of Association and the requirements of Irish company law, the AGM is being held in Ireland. Even if you are not able to come to the meeting in person, all ordinary shareholders and, subject to the delivery of a validly completed Voting Instruction Form, all CUFS holders, can still vote and I would urge all members, regardless of the number of ordinary shares or CUFS that you own, to complete, sign and return their Proxy Form or Voting Instruction Form as soon as possible but, in any event, by 8.00 a.m. Dublin time (5.00 p.m. Sydney time) on 25 April 2017 in the case of a Proxy Form, and by 8.00 a.m. Dublin time (5.00 p.m. Sydney time) on 24 April 2017 in the case of the Voting Instruction Form.

Instructions relating to the submission of Proxy Forms and Voting Instruction Forms (including the manner in which ordinary shareholders and CUFS holders may submit their proxy appointment and voting instructions electronically) are included in the notes section on pages 7 to 9 of this document.

The Annual Report and Financial Statements for the period ended 31 December 2016 is available to view and download from www.investorvote.com.au. The formal Notice of AGM appears on pages 4 to 6 of this document, and the explanatory memorandum explains the matters to be transacted at the AGM.

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

Yours faithfully,

James Osborne
Chairman

NOTICE OF ANNUAL GENERAL MEETING

OF

ONEVIEW HEALTHCARE p.l.c.

("Company")

NOTICE is hereby given that the Annual General Meeting of the Company will be held at 8.00 a.m. Dublin time (5.00 p.m. Sydney time) on 27 April 2017 at Block 1, Blackrock Business Park, Blackrock, County Dublin, Ireland ("**AGM**") for the following purposes:

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

1. To receive and consider the Annual Report and Financial Statements for the period ended 31 December 2016 together with the reports of the Directors and Auditors thereon and a review of the affairs of the Company.
2. To receive and consider the Directors' Report on Remuneration for the period ended 31 December 2016.
3. By separate resolutions, to re-appoint the following Directors who retire in accordance with the Articles of Association and, being eligible, offer themselves for re-appointment:
 - (a) John Kelly;
 - (b) Daniel Petre; and
 - (c) Mark Cullen.
4. That the appointment of Dr. Lyle Berkowitz, who was appointed as a Director by the Directors in accordance with Article 108(b) on 9 September 2016, be confirmed by way of his re-election in accordance with the requirements of Article 108(b).
5. To approve, for the purposes of ASX Listing Rule 10.14 and for all other purposes, the issue to Dr. Lyle Berkowitz of options under the Oneview Employee Share Option Plan as described in the Explanatory Memorandum.

Voting Exclusions

In accordance with the ASX Listing Rules, the Company will disregard any votes cast on Resolution 5 by any Director of the Company who is eligible to participate in the Oneview Employee Share Option Plan and any associates of such Directors. However, the Company need not disregard a vote if:

- it is cast by a person as a proxy for a person entitled to vote, in accordance with the directions on the proxy form; or
- it is cast by the Chairman of the AGM as a proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

In addition, in accordance with the Corporations Act 2001, Australia, the Company's key management personnel ("KMP") and their closely related parties are not permitted to cast a vote on Resolution 5 as a proxy for another person who is permitted to vote, unless the appointment of proxy either:

- specifies the way the proxy is to vote on Resolution 5; or
- expressly authorises the Chairman of the AGM to exercise the undirected proxies even if the resolution is directly or indirectly connected with the remuneration of a member of the KMP.

6. To authorise the Directors to determine the remuneration of the Auditors.
7. To consider the continuation in office of KPMG as auditors of the Company until the conclusion of the next Annual General Meeting of the Company.
8. The Directors be and are hereby generally and unconditionally authorised, pursuant to Section 1021 of the Companies Act 2014, to exercise all of the powers of the Company to allot relevant securities (within the meaning of the said Section 1021) up to an aggregate nominal amount of €18,081 being, approximately 33.3% of the issued share capital as at 28 March 2017. The authority hereby conferred shall expire at the conclusion of the next annual general meeting of the Company after the passing of this Resolution or at the close of business on the date which is 15 calendar months after the date of passing this resolution, whichever is earlier, unless previously renewed, varied or revoked; provided that the Company may make an offer or agreement before the expiry of the authority conferred by this Resolution which would or might require relevant securities to be allotted after such authority has expired, and the Directors may allot relevant securities in pursuance of such an offer or agreement as if the power conferred by this Resolution had not expired.

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

9. That, without prejudice to the generality of the powers conferred on the Directors by Resolution 8 above and the Articles of Association of the Company:
- a) subject to part c) of this Resolution 9, the Directors be and are hereby authorised to grant from time to time options and other share based awards to subscribe for unissued shares in the capital of the Company, including awards of shares in the capital of the Company in respect of which the rights of awardees may from time to time be subject to restriction ("restricted shares"), to persons in the service or employment of the Company or any subsidiary of the Company (together the "Group"), and in the case of options only, Directors and directors of any Group entity and persons engaged by the Company and/or any Group entity under any contract for service, in accordance with the provisions of any share option scheme or restricted share plan of the Company for the time being in force or approved by the Company in general meeting or otherwise on such terms and conditions as may be approved from time to time by the Directors or any remuneration committee of the Board of Directors appointed by the Directors;
 - b) pursuant to Sections 1022 and 1023(3) of the Companies Act 2014, the Directors be and are hereby empowered to exercise the authority to allot equity securities granted pursuant to part a) of this Resolution 9 as if Section 1022(1) of the Companies Act 2014 did not apply to any such allotment; and
 - c) options and other share based awards or restricted shares granted pursuant to the authorisations referred to in part a) of this Resolution 9, when taken together with all options and other share based awards granted by the Company under its existing share option plan and the restricted share plan, may only be issued up to and in accordance with the limitations determined for the time being by the Directors having regard to the Listing Rules of the Australian Securities Exchange and applicable law.
10. That, subject to and in accordance with Section 1102 of the Companies Act 2014, the Directors be and are hereby generally and unconditionally authorised to call a general meeting, other than an annual general meeting or a meeting for the passing of a special resolution, on not less than 14 clear days' notice (as defined in the constitution of the Company). The authority hereby conferred shall expire at the conclusion of the next annual general meeting of the Company held after the date of the passing of this resolution unless previously renewed, varied or revoked by the Company in general meeting.
11. The Directors be and are hereby empowered, pursuant to Sections 1022 and 1023(3) of the Companies Act 2014, to allot equity securities (within the meaning of the said Section 1023(1)) for cash pursuant to the authority to allot relevant securities conferred on the Directors by Resolution 8 of this Notice of AGM as if Section 1022(1) did not apply to any such allotment, such power being limited to:
- (a) the allotment of equity securities in connection with any offer of securities, open for a period fixed by the Directors, by way of rights issue, open offer or otherwise in favour of the holders of equity securities and/or any persons having or who may acquire a right to subscribe for equity securities in the capital of the Company where the equity securities respectively attributable to the interests of such holders are proportional (as nearly as may reasonably be) to the respective number of equity securities held by them, and subject thereto, the allotment by way of placing or otherwise of any equity securities not taken up in such issue or offer to such persons as the Directors may determine; and, generally, subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to legal or practical problems (including dealing with any fractional entitlements and/or arising in respect of any overseas shareholders) under the laws of, or the requirements of any regulatory body or stock exchange in, any territory; and/or
 - (b) the allotment of equity securities up to a nominal aggregate amount equal to €8,145 (representing approximately 15% of the issued share capital of the Company as at the close of business on 28 March 2017),

provided that such power shall expire at the conclusion of the next annual general meeting of the Company after the passing of this special resolution, or at the close of business on the date which is 15 calendar months after the passing of this special resolution, whichever is the earlier, unless previously varied, revoked or renewed, and provided further that the Company may before such expiry make an offer or agreement which would or might require equity securities (as defined by the said Section 1023) to be allotted after such expiry and the Directors may allot equity securities in pursuance of such offer or agreement as if the power conferred hereby had not expired.

By order of the Board



Patrick Masterson
Secretary

Registered Office:
Block 1, Blackrock Business Park,
Carysfort Avenue,
Blackrock,
Co. Dublin.,
A94 D2W0
Ireland.

30 March 2017

AGM Notice: Notes

Notes 1 to 7 apply to persons who directly hold ordinary shares in the capital of the Company. Notes 8 to 10 apply to persons who hold CUFS. Notes 11 to 13 apply to both shareholders and CUFS holders.

SHAREHOLDERS

Entitlement to attend and vote

1. Only those members registered in the register of members of the Company at 8.00 a.m. Dublin time on 25 April 2017 (5.00 p.m. Sydney time) or if the AGM is adjourned, at the time that is 48 hours before the time appointed for the adjourned meeting shall be entitled to attend, speak, ask questions and in respect of the number of ordinary shares registered in their name, vote at the meeting, or if relevant, any adjournment thereof. Changes in the register after that time and date will be disregarded in determining the right of any person to attend and/or vote at the meeting or any adjournment thereof.

Appointment of Proxies

2. A person who holds ordinary shares in the capital of the Company who is entitled to attend, speak, ask questions and vote at a general meeting of the Company is entitled to appoint a proxy to attend, speak, ask questions and vote on his or her behalf at the AGM and may appoint more than one proxy to attend on the same occasion in respect of ordinary shares held in different securities accounts. The appointment of a proxy will not preclude an ordinary shareholder from attending, speaking, asking questions and voting at the general meeting should such ordinary shareholder subsequently wish to do so. A proxy shall be bound by the Articles of Association of the Company. A proxy need not be a member of the Company.
3. A Form of Proxy for use by ordinary shareholders is enclosed with the Notice of AGM. To be effective, the Form of Proxy duly completed and executed, together with any original power of attorney or other authority under which it is executed, or a copy of such authority certified notarially or by a solicitor practising in the Republic of Ireland, must be deposited with the Company, by post to Company Secretary, Block 1, Blackrock Business Park, Carysfort Avenue, Blackrock, Co. Dublin., A94 D2W0, Ireland, so as to be received in any case no later than 48 hours before the time appointed for the AGM or adjourned AGM or (in the case of a poll taken otherwise than at or on the same day as the AGM or adjourned AGM) at least 48 hours before the taking of the poll at which it is to be used. Any alteration to the Form of Proxy must be initialled by the person who signs it.
4. Alternatively, subject to the Articles of Association of the Company and provided it is received not less than 48 hours before the time appointed for the holding of the AGM or adjourned AGM or (in the case of a poll taken otherwise than at or on the same day as the AGM or adjourned AGM) at least 48 hours before the taking of the poll at which it is to be used, the appointment of a proxy may be submitted via electronic mail to cosec@oneviewhealthcare.com.
5. In the case of a corporation, the Form of Proxy must be either executed under its common seal, signed on its behalf by a duly authorised officer or attorney, or submitted electronically in accordance with note 4.
6. On any other business which may properly come before the AGM, or any adjournment thereof, and whether procedural or substantive in nature (including without limitation any motion to amend a resolution or adjourn the meeting) not specified in this Notice of AGM, the proxy will act at his/her discretion.

Voting rights

7. As an ordinary shareholder, you have two ways of exercising your vote: (a) by attending the AGM in person, or (b) by appointing a proxy to attend and vote on your behalf. In the case of joint holders the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other registered ordinary shareholders and for this purpose seniority shall be determined by the order in which the names stand in the register of members in respect of the joint holding.

CUFS HOLDERS

Entitlement to attend and vote

8. Only those persons registered as holders of CUFS over shares of the Company at 10.00 a.m. Dublin time on 24 April 2017 (7.00 p.m. Sydney time) or if the AGM is adjourned, at the time that is 48 hours before the time appointed for the adjourned meeting shall be entitled to attend, speak, ask questions and, subject to valid submission of a Voting Instruction Form in respect of the number of CUFS registered in their name, vote at the meeting, or if relevant, any adjournment thereof. Changes in the register after that time and date will be disregarded in determining the right of any person to attend and/or vote at the meeting or any adjournment thereof.

Voting by CUFS Holders

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

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

Follow this option if you do not intend to attend the AGM in person or to appoint a proxy to attend the AGM in person on your behalf (a "Nominated Proxy").

You may lodge a Voting Instruction Form directing CHESS Depository Nominees Pty Limited ("CDN") (the legal holder of shares for the purposes of the ASX Settlement Operating Rules) to nominate the Chairman of the AGM as its proxy to vote the shares underlying your holding of CUFS that it holds on your behalf.

You can submit your Voting Instruction Form as follows:

- i. Complete the hard-copy Voting Instruction Form accompanying this Notice of Meeting and lodge it using the "Lodgement Instructions" set out at note 10 below.
- ii. Complete a Voting Instruction Form using the internet:
Go to www.investorvote.com.au
You will need:
 - your Control Number (located on your Voting Instruction Form); and
 - your SRN or HIN for your holding; and
 - your postcode (or country of residence if outside Australia) as recorded in the Company's register.

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

For your vote to count, your completed Voting Instruction Form must be received by Computershare no later than 8.00 a.m. Dublin time (5.00 p.m. Sydney time) on 24 April 2017. You will not be able to vote your CUFS over Shares by way of teleconference.

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

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

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

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

If the Nominated Proxy does not attend the AGM, the Chairman will vote the shares in accordance with the instructions on the Voting Instruction Form or, for undirected proxies, in accordance with the Nominated Proxy's written instructions. If the Nominated Proxy does not provide written instructions to the Chairman care of Computershare Investor Services Pty Limited by facsimile to +61 2 8235 8133 or by e-mail to sydreturningofficer@computershare.com.au, by 8.00 a.m. Dublin time (5.00 p.m. Sydney time) on 24 April 2017, then the Chairman intends voting in favour of all of the resolutions.

For your proxy appointment to count, your completed Voting Instruction Form must be received by Computershare no later than 8.00 a.m. Dublin time (5.00 p.m. Sydney time) on 24 April 2017.

Option C – convert your holding of CUFS into Shares

Holders of CUFS may convert their CUFS into a holding of Shares and vote these at the meeting as set out at Notes 1 to 7 above. However, if thereafter the former CUFS holder wishes to sell their investment on ASX it would be necessary to convert the Shares back to CUFS. In order to vote in person, the conversion must be completed prior to 8.00 a.m. Dublin time on 25 April 2017 (5.00 p.m. Sydney time). Holders of CUFS who wish to convert their CUFS into Shares should contact Computershare on 1300 300 279 from within Australia or +353 1 447 560961 from outside Australia or by e-mail on clientservices@computershare.ie.

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

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

Lodgement Instructions

10. Completed Voting Instruction Forms may be lodged with Computershare using one of the following methods:

- a) by post to GPO Box 242, Melbourne VIC 3001, Australia; or
- b) by delivery in person to Computershare at Level 4, 60 Carrington Street, Sydney NSW 2000, Australia; or
- c) online at www.investorvote.com.au; or
- d) for Intermediary Online subscribers only (custodians), online at www.intermediaryonline.com; or
- e) by facsimile to 1800 783 447 from inside Australia or +61 3 9473 2555 from outside Australia.

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

- a) by facsimile to +61 2 8235 8133; or
- b) by email to sydreturningofficer@computershare.com.au.

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

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

NO VOTING AVAILABLE IN AGM TELECONFERENCE

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

SHAREHOLDERS AND CUFS HOLDERS

Total number of issued shares

11. The total number of issued ordinary shares on the date of this Notice of AGM is 54,296,700. Each ordinary share (or each CUFS in respect of such ordinary share in respect of which voting instructions have been received in accordance with Notes 8 to 10) carries one vote. On a vote on a show of hands, every ordinary shareholder present in person and every proxy (including CUFS holders present as a Nominated Proxy of CDN) has one vote (but no individual shall have more than one vote). On a poll every ordinary shareholder (or CUFS holder present as a Nominated Proxy of CDN) shall have one vote for every ordinary share (or CUFS) of which he or she is the holder. All resolutions at the AGM will be determined on a poll. Ordinary Resolutions require to be passed by a simple majority of votes cast by those ordinary shareholders (or CUFS holders) who vote in person or by proxy. Special Resolutions require to be passed by a majority of 75% of votes cast by those ordinary shareholders (or CUFS holders) who vote in person or by proxy.

Questions at the AGM

12. The AGM is an opportunity for members to put questions to the Chairman during the question and answer session. Before the AGM, a member may also submit a question in writing by sending a letter and evidence of their shareholding at least four trading days prior to the AGM by post to the Company Secretary, Patrick Masterson, Block 1, Blackrock Business Park, Carysfort Avenue, Blackrock, Co. Dublin., A94 D2W0, Ireland.

Amendments to resolutions

13. Subject to the Irish Companies Act 2014 and any provision of the Company's Articles of Association, 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 Articles of Association.

EXPLANATORY MEMORANDUM

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

Resolution 1 is asking members to receive and consider the Annual Report and Financial Statements which includes the reports of the Directors and Auditors for the period ended 31 December 2016 and a review of the affairs of the Company.

Resolution 2: Director's Report on Remuneration

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

The Board unanimously recommends that shareholders vote in favour of the Remuneration Report.

The Chairman of the AGM intends to vote all available proxies in favour of this resolution.

Resolution 3: Re-appointment of Directors

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

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

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

John Kelly

CFO

John joined Oneview in 2013 as Chief Financial Officer and has over 20 years' experience in senior management activities.

Previously, John held senior international finance management roles with a number of public and private companies, including Fyffes PLC, Logica PLC and Alltracel PLC.

John is a chartered accountant and trained and qualified with Coopers & Lybrand (now PwC). He is a Fellow of Chartered Accountants Ireland (FCA) and has a business degree from Trinity College Dublin (BSc Mgmt).

The Board supports the re-election of Mr Kelly to the Board and (Mr Kelly abstaining) unanimously recommends that shareholders vote in favour of the re-election of Mr Kelly as a Director.

The Chairman of the AGM intends to vote all available proxies in favour of this resolution.

Daniel Petre

Independent Non-Executive Director

Daniel joined Oneview in 2015. He has been a leading participant in Australia's technology industry for more than 25 years and has held leadership positions in technology-based businesses including Microsoft Corporation as Vice President of Workgroup Applications Director of Advanced Technology. He has also been a successful Venture Capitalist founding three Venture organisations over the last 18 years (ecorp, netus and AirTree Ventures).

Daniel holds a BSc with majors in Computer Science and Statistics from UNSW, an MBA from the University of Sydney and an Hon DBus from UNSW.

The Board supports the re-election of Mr Petre to the Board and (Mr Petre abstaining) unanimously recommends that shareholders vote in favour of the re-election of Mr Petre as a Director.

The Chairman of the AGM intends to vote all available proxies in favour of this resolution.

Mark Cullen

Independent Non-Executive Director

Mark joined Oneview in 2016. He has enjoyed a distinguished career at Deutsche Bank for over 25 years and is currently the Global Head of Group Audit for Deutsche Bank AG.

Mark has held a range of senior management positions at Deutsche Bank including Global Head of Emerging Market Equities, Global Chief Operating Officer Global Equities and Deutsche Asset Management, and most recently was responsible for the Chief Information Security Office (CISO) and Corporate Security and Business Continuity (CSBC).

The Board supports the re-election of Mr Cullen to the Board and (Mr Cullen abstaining) unanimously recommends that shareholders vote in favour of the re-election of Mr Cullen as a Director.

The Chairman of the AGM intends to vote all available proxies in favour of this resolution.

Resolution 4: Confirmation of appointment of Dr. Lyle Berkowitz as a Director

Resolution 4 deals with the confirmation of the appointment by the Directors of Lyle Berkowitz as a Director on 9 September 2016.

Dr. Berkowitz is a director of innovation at Chicago-based Northwestern Memorial HealthCare. He also serves as an associate professor of clinical medicine at Northwestern University's Feinberg School of Medicine in Chicago. He co-authored "Innovation with Information Technologies in Healthcare", the first book exploring the intersection between health IT and innovation. In addition, Dr. Berkowitz is the founder and chairman of healthfinch.com, a software company focused on clinical workflow.

Dr. Berkowitz also serves on the governance board of the Innovation Learning Network (ILN), the Editorial Board of Clinical Innovation and Technology, and the Advisory Boards for the Association of Medical Directors of Information Systems (AMDIS), and the Institute for Health Technology Transformation (IHT2).

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

The Board supports the re-election of Dr. Berkowitz to the Board and (Dr. Berkowitz abstaining) unanimously recommends that shareholders vote in favour of the re-election of Dr. Berkowitz as a Director.

The Chairman of the AGM intends to vote all available proxies in favour of this resolution.

Resolution 5: Approval of issue of options to Dr Lyle Berkowitz under the Oneview Employee Share Option Plan

Resolution 5 approves, for the purposes of ASX Listing Rule 10.14 and for all other purposes, the issue to Dr. Lyle Berkowitz of options over 50,000 ordinary shares in the capital of Oneview Healthcare p.l.c., at an exercise price of €0.001 per share, under the Oneview Employee Share Option Plan. This grant of options is consistent with the options issued to the other Non-Executive Directors of Oneview Healthcare p.l.c. at the time of their appointment as directors.

Voting Exclusions

In accordance with the ASX Listing Rules, the Company will disregard any votes cast on Resolution 5 by any Director of the Company who is eligible to participate in the Oneview Employee Share Option Plan and any associates of such Directors. However, the Company need not disregard a vote if:

- it is cast by a person as a proxy for a person entitled to vote, in accordance with the directions on the proxy form; or
- it is cast by the Chairman of the AGM as a proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

In addition, in accordance with the Corporations Act 2001, Australia, the Company's key management personnel ("KMP") and their closely related parties are not permitted to cast a vote on Resolution 5 as a proxy for another person who is permitted to vote, unless the appointment of proxy either:

- specifies the way the proxy is to vote on Resolution 5; or
- expressly authorises the Chairman of the AGM to exercise the undirected proxies even if the resolution is directly or indirectly connected with the remuneration of a member of the KMP.

Further information

ASX Listing Rule 10.14 provides that a listed company may only permit a director to acquire securities under an employee incentive scheme where that director's participation has been approved by an ordinary resolution of shareholders.

In accordance with the ASX Listing Rules, the following information is provided:

- the maximum number of options for which approval is sought is 50,000 options;
- the options will be issued at no cost to Dr. Lyle Berkowitz and the Board has determined an exercise price of €0.001 per option;
- no approvals under ASX Listing Rule 10.14 have been obtained by the Company, however 50,000 options were issued to Ms Christina Mary Stewart Boyce on her appointment as Non-Executive Director of the Company, in accordance with the disclosures made under the Company's Prospectus dated 19 February 2016.
- each of the directors of the Company is entitled to participate in the Oneview Employee Share Option Plan;
- no loan will be made by the Company in connection with the acquisition of options by Dr. Lyle Berkowitz under the Oneview Employee Share Option Plan;
- no options will be granted under this approval later than 12 months after the date of the AGM; and
- approval of this resolution will result in the grant of options to Dr. Lyle Berkowitz falling within exception 14 in ASX Listing Rule 7.2. If the approval is given for the issue of securities under ASX Listing Rule 10.14, approval is not required under ASX Listing Rule 7.1.

The Board (other than Dr Berkowitz) recommends that shareholders vote in favour of this resolution. The Chairman of the AGM intends to vote all available proxies in favour of this resolution.

Resolution 6: Remuneration of the Auditors

Resolution 6 authorises the Directors to determine the remuneration of the Company's Auditors.

The Board unanimously recommends that shareholders vote in favour of this resolution. The Chairman of the AGM intends to vote all available proxies in favour of this resolution.

Resolution 7: Continuation in office of the Auditors

Section 383 of the Irish Companies Act 2014 provides for the automatic re-appointment of the auditor of an Irish company at a company's annual general meeting unless the auditor has given notice in writing of his unwillingness to be re-appointed or a resolution has been passed at that meeting appointing someone else or providing expressly that the incumbent auditor shall not be re-appointed. The Auditors are willing to continue in office. However, the Directors believe that it is important that shareholders are provided with an opportunity to have a say on the continuation in office of the Auditors and have included Resolution 7.

The Board unanimously recommends that shareholders vote in favour of this resolution. The Chairman of the AGM intends to vote all available proxies in favour of this resolution.

Resolution 8: Board authority to allot shares

Resolution 8 renews the Directors' authority to allot shares up to an amount equal to an aggregate nominal value of €18,081, being approximately 33.3% of the issued share capital as at 28 March 2017 (the latest practicable date prior to the publication of this letter). Other than the issue of options and other share based remuneration pursuant to the authority to be granted under Resolution 9, the Directors have no current intention of exercising this authority.

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

The Board unanimously recommends that shareholders vote in favour of this resolution. The Chairman of the AGM intends to vote all available proxies in favour of this resolution.

Resolution 9: Authority to allot share based remuneration

Resolution 9 renews the Directors' authority to grant options and other share based awards to persons in the service or employment of the Company or any subsidiary of the Company in accordance with the provisions of any share option scheme or restricted share plan of the Company.

The Board unanimously recommends that shareholders vote in favour of this resolution. The Chairman of the AGM intends to vote all available proxies in favour of this resolution.

Resolution 10: Notice of General Meetings

Resolution 10 allows the Directors to call a general meeting (other than the annual general meeting or a meeting for the passing of a special resolution) on 14 clear days' notice where the purpose of the meeting is solely to consider one or more ordinary resolutions. Section 1102 of the Irish Companies Act 2014 envisages that on an annual basis a company may pass a resolution such as this Resolution 10 to preserve its flexibility to call certain extraordinary general meetings, where appropriate, using the shorter notice period (14 clear days). This authority will be effective until the next annual general meeting of the Company, when it is intended that a similar resolution will be proposed. This resolution is a common one at annual general meetings of Irish companies that are listed.

The Board unanimously recommends that shareholders vote in favour of this resolution. The Chairman of the AGM intends to vote all available proxies in favour of this resolution.

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

Resolution 11 is asking members to renew the Directors' authority to disapply the strict statutory pre-emption provisions in certain circumstances, being: (a) rights issues, open offers or other pre-emptive cash offers and subject thereto by way of placing or otherwise of any shares not taken up in such issue or offer; and/or (b) for allotments of equity securities (other than by way of pre-emptive offers) for cash up to an amount equal to an aggregate nominal value of €8,145, which represents approximately 15% of the total nominal value of the Company's issued share capital as at 28 March 2017 (the latest practicable date prior to the publication of this letter). If adopted, this authority will expire on close of business on the date of the next AGM of the Company or within 15 months of the passing of the resolution (whichever is earlier) unless previously varied, revoked or renewed.

The Board unanimously recommends that shareholders vote in favour of this resolution. The Chairman of the AGM intends to vote all available proxies in favour of this resolution.