

ASX ANNOUNCEMENT 2021 EXTRAORDINARY GENERAL MEETING

22 March 2021 – Sydney, Australia – Oneview Healthcare PLC (ASX:ONE) a global healthcare technology company, will hold an extraordinary general meeting virtually, on Thursday 15 April 2021 at 8.00 a.m. Dublin time (5.00 p.m. Sydney time).

The following documents will be dispatched to security holders today:

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

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

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

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



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 Union (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 (as amended); and (iii) if you are resident in a territory outside Ireland or the United Kingdom, is otherwise an appropriately authorised independent financial adviser.

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

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

Thursday, 15 April 2021 at 8:00am Dublin time (5:00pm 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 an Extraordinary General Meeting of Oneview Healthcare p.l.c. to be held at Block 2, Blackrock Business Park, Blackrock, County Dublin, Ireland on Thursday, 15 April 2021 at 8:00am Dublin time (5:00pm 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 8:00am Dublin time (5:00pm Sydney time) on Tuesday, 13 April 2021, and the Voting Instruction Form must be returned so as to be received by or on behalf of the Company, not later than 8:00am Dublin time (5:00pm Sydney time) on Sunday, 11 April 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, this year members are asked to comply with certain unprecedented but important recommendations for the EGM and to avail of the proxy voting service 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:

Mike Kaminski
Joseph Patrick Rooney
James Fitter
Dr. Lyle Berkowitz

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

Helena D'Arcy

Company Secretary

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

22 March 2021

Chairman's Letter to Members

Dear Member,

As you are aware, the Board is continuously reviewing the strategic objectives and the capital requirements of Oneview Healthcare plc (the "**Company**") to allow it to pursue its growth strategy. As announced on 12 March 2021 (**Announcement**), the Company entered into an investor awareness agreement with S3 Consortium Pty Ltd. trading as StocksDigital (**StocksDigital**) to share its research, commentary and investment thesis on the Company ("**StocksDigital Agreement**") and the "**Services**". The Company has also agreed to accept a A\$1 million strategic investment from StocksDigital and other investors in StocksDigital's network.

The StocksDigital Agreement between the Company and StocksDigital is for a period of 18 months commencing 12 March 2021 for which the Company is seeking to allot 6,250,000 CUFS over fully paid ordinary shares in the Company to StocksDigital in lieu of the payment of A\$375,000 by the Company for the Services to be provided by StocksDigital under the StocksDigital Agreement ("**StocksDigital Services Allotment**").

In addition to providing the Services, and separately to the StocksDigital Services Allotment, StocksDigital and other potential strategic investors in StocksDigital's network have agreed to contribute A\$1,000,000 to the Company in subscription for 16,666,666 CUFS, equating to an issue price of A\$0.06 (representing a premium of 50% to the price of the CUFS for the Company's most recent capital raise in December 2020 ("**StocksDigital Parties Subscription**").

The Board believes the engagement of StocksDigital to provide the Services and the allotment of CUFS under the StocksDigital Parties Subscription are in the best interests of the Company and the holders of securities in the Company ("**Securityholders**") as part of increasing investor awareness, helping build the Company's profile for potential future investors, in addition to strengthening the balance sheet of the Company. For further information on StocksDigital's expertise and background, and the Board's views in relation to the StocksDigital Agreement, please see the Announcement.

It is envisaged that the StocksDigital Services Allotment and the StocksDigital Parties Subscription will together strengthen the balance sheet of the Company. Further, it is intended that the net cash proceeds from the StocksDigital Parties Subscription will be used by the Company to pursue its strategic objectives pertaining to the sales and marketing initiatives of the Company's new Cloud platform.

Accordingly, the Board has resolved to convene an Extraordinary General Meeting ("**EGM**") at 8.00am Dublin time (5:00pm Sydney time) on **Thursday**, April 15 2021 at Block 2, Blackrock Business Park, Blackrock, County Dublin, Ireland to put certain resolutions to the members of the Company for approval.

If passed, these resolutions will, for the purposes of the ASX Listing Rules, and all other purposes:

- permit the Company to issue securities facilitating the allotment of CUFS at A\$0.06 per CUFS to StocksDigital as payment of A\$375,000 by the Company to StocksDigital for the Services under the StocksDigital Agreement; and
- permit the Company to issue securities facilitating the allotment of CUFS at A\$0.06 per CUFS under the StocksDigital Parties Subscription to raise new cash funds of A\$1,000,000 to support the Company in pursuing its strategic objectives.

The Board recommends that all Securityholders vote in favour of all resolutions as the members of the Board intend to do in respect of the securities held by them.

Attendance at EGM: As with many other businesses at this time, the Company is dealing with disruption as a result of the COVID-19 outbreak. The Board and management of the Company intend to do all in their power to support the public health guidelines issued by Government agencies in respect of mass gatherings, social distancing and other measures mandated to combat the spread of COVID-19. Accordingly, in light of current public health guidelines, and the importance of the health and safety of members, staff and others, this year I am asking members to comply with certain unprecedented but important recommendations for the 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. Therefore it is important that you submit your Form of Proxy by the deadline of 8:00am Dublin time (5:00pm Sydney time) on Tuesday, 13 April 2021 or your Voting Instruction Form not later than 8:00am Dublin time (5:00pm Sydney time) on Sunday, 11 April 2021 to ensure your votes are included.

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 this EGM in person.

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 8:00am Dublin time (5:00pm Sydney time) on Sunday, 11 April 2021. Further details are set out at note 12 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/10013133-no9wat.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 use this facility to vote, raise points or issues or table resolutions. If you wish for your vote to count, you must follow the instructions set out below.

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

In accordance with the Company's Constitution and the Irish legal requirements, the EGM is being held in Ireland. All ordinary shareholders and, subject to the delivery of a validly completed Voting Instruction Form, all CUFS holders, can still vote even if they do not attend the EGM and I would urge all members, regardless of the number of ordinary shares or CUFS that you own, to complete, sign and return their Form of Proxy or Voting Instruction Form as soon as possible but, in any event, by 8:00am Dublin time (5:00pm Sydney time) on Sunday, 11 April 2021 in the case of a Proxy Form, and by 8:00am Dublin time (5:00pm Sydney time) on Tuesday, 13 April 2021 in the case of the Voting Instruction Form.

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

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

In accordance with the Company's Constitution and the requirements of Irish company law, the EGM 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 and where you are located, to complete, sign and return their Proxy Form or Voting Instruction Form as soon as possible but, in any event, by 8:00am Dublin time (5:00pm Sydney time) on Tuesday, 13 April in the case of a Proxy Form, and by 8:00am Dublin time (5:00pm Sydney time) on Sunday, 11 April 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 5 to 8 of this document.

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 11 of this document.

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

Yours faithfully,



Mike Kaminski
Chairman

NOTICE OF EXTRAORDINARY GENERAL MEETING
OF
ONEVIEW HEALTHCARE p.l.c.
("Company")

NOTICE is hereby given that an extraordinary general meeting of the Company will be held at 8:00am Dublin time (5:00pm Sydney time) on Thursday, 15 April 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 Rules 7.1 and 7.2 and for all other purposes, and in addition and without prejudice or limitation to the resolutions passed at the Company's Annual General Meeting held on 12 November 2020, the Directors be and are hereby generally and unconditionally authorised pursuant to Section 1021 of the Companies Act 2014 and otherwise to issue and allot up to 6,250,000 ordinary shares in the capital of the Company (to facilitate the issue of 6,250,000 CUFS over such ordinary shares) credited as fully paid at a price of \$A0.06 per ordinary share (and accordingly, per CUFS) to S3 Consortium Pty Ltd ACN 135 239 968 (trading as StocksDigital) ("**S3 Consortium**") in discharge of an obligation on the part of the Company to pay a cash amount of A\$375,000 to StocksDigital pursuant to and in accordance with an investor awareness services agreement entered into by the Company and StocksDigital, further details of which are set out in the Explanatory Memorandum accompanying the Notice of EGM in which this resolution is published ("**Explanatory Memorandum**"). The authority hereby conferred shall expire at 6:00 p.m. (Dublin time) on 15 July 2021 or such later date as may be approved by ASX 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; and
2. That, for the purposes of ASX Listing Rules 7.1 and 7.2 and for all other purposes, and in addition and without prejudice or limitation to the resolutions passed at the Company's Annual General Meeting held on 12 November 2020, the Directors be and are hereby generally and unconditionally authorised pursuant to Section 1021 of the Companies Act 2014 to issue and allot up to 16,666,666 ordinary shares in the capital of the Company (to facilitate the issue of 16,666,666 CUFS over such ordinary shares) credited as fully paid at a price of \$A0.06 per ordinary share (and accordingly, per CUFS) for cash to S3 Consortium and its nominee strategic investors as approved by the Board in connection therewith, on the terms and conditions contained or referred to in the Explanatory Memorandum. The authority hereby conferred shall expire at 6:00 p.m. (Dublin time) on 15 July 2021 or such later date as may be approved by ASX 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 resolution as a **special resolution**:

3. That, in addition and without prejudice or limitation to the power and authority conferred on the Directors by Resolutions 1 and 2 of this Notice of EGM and the resolutions passed at the Company's Annual General Meeting held on 12 November 2020, the Directors be and are hereby generally and unconditionally authorised, pursuant to Sections 1022 and 1023(4) of the Companies Act 2014, to allot equity securities (within the meaning of the said Section 1023(1)) for cash pursuant to the authorities conferred on the Directors by Resolutions 1 and 2 set out in this Notice of EGM as if Section 1022(1) did not apply to any such allotment, such power being limited to the allotment of equity securities for cash pursuant to and in accordance with such Resolutions 1 and 2, details of which are set out in the Explanatory Memorandum, provided that such power shall expire at 6:00 p.m. (Dublin time) on 15 July 2021 or such later date as may be approved by ASX 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



Helena D'Arcy
Company Secretary

22 March 2021

EGM 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 17 apply to both shareholders and CUFS holders.

The Company will take all appropriate health and/or safety measures as the Directors may in their absolute discretion determine from time to time, and in any individual case, to be necessary or desirable at, during or prior to the 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 unprecedented disruption to business, and significant ongoing risks to public health arising as a result of the COVID-19 outbreak, we strongly urge all ordinary shareholders and CUFS holders to avail of the proxy voting service instead of physically attending the EGM.

SHAREHOLDERS

Entitlement to attend and vote

1. Only those members registered in the register of members of the Company at 8:00am Dublin time (5:00pm Sydney time) on Tuesday, 13 April 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 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 or its 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 an ordinary shareholder from attending, speaking, asking questions and voting at the general meeting should such ordinary shareholder subsequently wish to do so. A proxy shall be bound by the Constitution of the Company. A proxy need not be a member of the Company.
3. A Form of Proxy for use by ordinary shareholders is enclosed with the Notice of EGM. To be effective, the Form of Proxy duly completed and executed, together with any original power of attorney or other authority under which it is executed, or a copy of such authority certified notarially or by a solicitor practising in the Republic of Ireland, must be deposited with the Company, by post to Company Secretary, Block 2, Blackrock Business Park, Carysfort Avenue, Blackrock, Co. Dublin., A94 H2X4, Ireland, so as to be received in any case no later than 48 hours before the time appointed for the EGM 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.
4. Alternatively, subject to the constitution of the Company and provided it is received not less than 48 hours before the time appointed for the holding of the EGM 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, 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 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 of EGM, 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 EGM 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 8:00am Dublin time (5:00pm Sydney time) on Tuesday, 13 April 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 register after that time and date will be disregarded in determining the right of any person to attend and/or vote at the meeting or any adjournment thereof.

Voting by CUFS Holders

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

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

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").

You may lodge a Voting Instruction Form directing CHES 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 EGM 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 8:00a.m. Dublin time (5:00p.m. Sydney time) on Sunday, 11 April 2021. 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 EGM

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.

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 sydneyreturningofficer@computershare.com.au, by 8:00am Dublin time (5:00pm Sydney time) on Tuesday, 13 April 2021, 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 8:00am Dublin time (5:00pm Sydney time) on Tuesday, 13 April 2021.

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 (5:00 p.m. Sydney time) on Tuesday, 13 April 2021. Holders of CUFS who wish to convert their CUFS into Shares should contact Computershare on 1300 300 279 from within Australia or +353 1 447 560961 from outside Australia or by e-mail on clientservices@computershare.ie.

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

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

Lodgement Instructions

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

- 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 3 9473 2555; or
- b) by email to sydneyreturningofficer@computershare.com.au.

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

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

NO VOTING AVAILABLE IN EGM 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 EGM is 399,863,636. 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 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

12. The EGM is an opportunity for members to put questions to the Chairman. 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 such question in writing by sending (i) 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 (ii) an email and evidence of their shareholding to cosec@oneviewhealthcare.com, in each case at least four days prior to the EGM.

Amendments to resolutions

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

Voting Exclusion in respect of Resolution 1

14. The Company will disregard any votes cast in favour of Resolution **1** by or on behalf of:
- a) StocksDigital;
 - b) a person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue of equity securities (except a benefit solely by reason of being a Securityholder); and
 - c) any Associate of a person referred to in paragraphs a) or b) above.
15. 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 Resolution **1**, in accordance with the directions on the proxy or attorney to vote on the resolution in that way; or
 - b) the Chairman of the meeting as proxy or attorney for a person who is entitled to vote on Resolution **1**, in accordance with a direction given to the Chairman to vote as the Chairman decides; or
 - c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on Resolution **1**; and
 - (ii) the holder votes on Resolution **1** in accordance with directions given by the beneficiary to the holder to vote in that way.

Voting Exclusion in respect of Resolution 2

16. The Company will disregard any votes cast in favour of Resolution 2 by or on behalf of:
- a) StocksDigital;
 - b) a person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue of equity securities (except a benefit solely by reason of being a Securityholder); and
 - c) any Associate of a person referred to in paragraphs a) or b) above.
17. 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 Resolution 2, in accordance with the directions on the proxy or attorney to vote on the resolution in that way; or
 - b) the Chairman of the meeting as proxy or attorney for a person who is entitled to vote on Resolution 2 in accordance with a direction given to the Chairman to vote as the Chairman decides; or
 - c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on Resolution 2; and
 - (ii) the holder votes on Resolution 2 in accordance with directions given by the beneficiary to the holder to vote in that way.

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

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.

ASX Listing Rule 7.2, exception 17 enables a company to agree to issue equity securities above the limits set out in Listing ASX Listing Rules 7.1 and 7.1A, where the issue of securities is conditional on shareholder approval being given under ASX Listing Rule 7.1 before the issue of the relevant securities.

On 12 March 2021 the Company entered into an agreement with StocksDigital for the provision of investor awareness services for a period of 18 months for a fee of A\$375,000 (**StocksDigital Agreement**). Under that agreement, the parties have agreed, subject to Securityholder approval, that:

- (a) the Company will pay the fee for the services by way of an issue of 6,250,000 CUFS (**Services Securities**); and
- (b) issue up to 16,666,666 CUFS to StocksDigital and other new strategic investors within StocksDigital's network at an issue price of A\$0.06 to raise up to A\$1,000,000 (**New Securities**).

Resolution 1

Resolution 1 grants the Directors' authority to allot 6,250,000 CUFS over fully paid ordinary shares in the capital of the Company to StocksDigital in discharge of an obligation on the part of the Company to pay a cash amount of A\$375,000 to StocksDigital pursuant to and in accordance with the StocksDigital Agreement. If adopted, this authority will expire at 6:00 p.m. (Dublin time) on Thursday, 15 July 2021 or such later date as may be approved by ASX unless previously varied, revoked or renewed.

StocksDigital and its controlling entities have entered into a deed poll in favour of the Company under which the parties agreed to not deal in the Services Securities on the terms of the deed poll. In particular, for the period commencing on the date of issue of the Services Securities (**Issue Date**) and ending on the earliest to occur of the date:

- a) in respect of:
 - (i) 40% of the Services Securities, 1 month from the Issue Date;
 - (ii) 40% of the Services Securities, 6 months from the Issue Date; and
 - (iii) 20% of the Services Securities, 9 months from the Issue Date;
- b) on which the 5-day volume weighted average price of the CUFS on ASX reaches 20c;
- c) on which it is announced that a takeover offer in respect of all of the securities in the Company has been made and is recommended by the board of the Company;
- d) on which both:
 - (i) the offeror under a takeover offer in respect of all securities in the Company announces that it has achieved acceptances in respect of more than 50% of the securities in the Company; and
 - (ii) that takeover bid has become unconditional; or
- e) the date on which it is announced that Securityholders of the Company have at a court convened meeting of Securityholders voted in favour, by the necessary majority, of a proposed scheme of arrangement under which all shares in the Company are to be either:
 - (i) cancelled; or
 - (ii) transferred to any person or entity (including a Governmental Agency).

If Resolution 1 is not approved the Company must make a cash payment to StocksDigital equal to A\$375,000. This payment must be made no later than 30 April 2021.

Specific information required by ASX Listing Rule 7.3

Pursuant to and in accordance with ASX Listing Rule 7.3, information is provided in relation to the approval of the issue of securities to StocksDigital as follows:

- a) The key material terms the StocksDigital Agreement are as follows:
 - (i) Termination - the StocksDigital Agreement will terminate 3 months after the 18 month term, unless the Services have not been delivered during this period, in which case the Company may extend the term for a further 3 months to allow for the Services to be completed. The StocksDigital Agreement may be terminated by either party for a breach by the other party which is not remedied within 14 days, or immediately for the insolvency of the other party
 - (ii) Warranties and Indemnities - StocksDigital makes no warranty that the Services will be fit for the Company's purpose or will obtain any specific result. The parties agree to indemnify each other in respect of any loss or damage resulting from the negligence, fraud, wilful misconduct or breach of the agreement by each of them, except where that party has contributed to the loss or damage. StocksDigital's liability under the StocksDigital Agreement is limited to the lesser of the fees paid by the Company, and the extent to which a claim can be satisfied by an insurance policy held by StocksDigital.
 - (iii) Intellectual Property - The Company does not transfer ownership in any of its intellectual property in connection with the Services, and grants StocksDigital a royalty-free licence to use and publish the Company's intellectual property for the purpose of performing the Services. Any intellectual property created by StocksDigital as part of performing the Services belongs to StocksDigital, and the Company will be liable for any claim made against the Company or StocksDigital in respect of the Company's intellectual property.
- b) The Company will issue equity securities to facilitate an allotment of a total of 6,250,000 CUFS to StocksDigital. Other than in relation to the escrow obligations as set out above, the CUFS issued to StocksDigital will be issued on the same terms as the existing CUFS, and will rank pari passu with these.
- c) The Company expects to allot the CUFS approved under Resolution 1 by Friday, 14 May 2021, and in any event on a date that is no more than 3 months after the date of the meeting.
- d) The Company will issue the equity securities and allot CUFS under ASX Listing Rule 7.1 in discharge of an obligation on the part of the Company to pay a cash amount of A\$375,000 to StocksDigital pursuant to and in accordance with the StocksDigital Agreement, under which certain services are to be provided to, and for the benefit of, the Company.

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

Resolution 2

As noted above, in connection with the StocksDigital Agreement, the Company has agreed to issue the New Securities to StocksDigital and other new strategic investors within StocksDigital's network. Resolution 2 grants the Directors' authority to issue equity securities and allot a total of 16,666,666 CUFS over fully paid ordinary shares in the capital of the Company. The issue of the New Securities will raise approximately A\$1,000,000. If adopted, this authority will expire at 6:00 p.m. (Dublin time) on 15 July 2021 or such later date as may be approved by ASX unless previously varied, revoked or renewed

Specific information required by ASX Listing Rule 7.3

Pursuant to and in accordance with ASX Listing Rule 7.3, information is provided in relation to the approval of the issue of the New Securities as follows:

- a) In connection with the StocksDigital Agreement, the Company will issue equity securities to facilitate an allotment of a total of 16,666,666 CUFS to StocksDigital and other new strategic investors within StocksDigital's network. There is currently no separate agreement for the issue of the New Securities.
- b) The Company will issue the equity securities approved under Resolution 2 by Friday, 14 May 2021, and in any event on a date that is no more than 3 months after the date of the meeting.
- c) The Company will issue the equity securities under ASX Listing Rule 7.1 for cash consideration of \$0.06 per CUF, representing a premium of 50% to the price of the CUFS for the Company's most recent capital raise in December 2020.
- d) The New Securities will be issued on the same terms as the existing CUFS, and will rank pari passu with these. There are no material terms of the New Securities which have not been disclosed.
- e) The Company intends to use the funds raised to pursue its strategic objectives pertaining to the sales and marketing initiatives of the Company's Cloud Enterprise Solution and to strengthen the balance sheet of the Company.

The Board unanimously recommends that shareholders vote in favour of the approval of Resolution 2, and the Chairman of the meeting intends to vote undirected proxies in favour of this resolution.

Resolution 3: Disapplication of statutory pre-emption rights

Resolution 3 grants the Directors' authority to issue equity securities to facilitate the allotment of CUFS over fully paid ordinary shares pursuant to the StocksDigital Services Allotment and the StocksDigital Parties Subscription (as such terms are defined in the Chairman's Letter to Members), free from the strict statutory pre-emption provisions.

If adopted, this authority will expire at 6:00 p.m. (Dublin time) on Thursday, 15 July 2021 or such later date as may be approved by ASX unless previously varied, revoked or renewed.

If this Resolution 3 is not adopted, the allotments to be made pursuant to Resolutions 1 and 2 above cannot be undertaken.

The Board unanimously recommends that shareholders vote in favour of the approval of Resolution 3, and the Chairman of the meeting intends to vote undirected proxies in favour of this resolution.

The Board believes the engagement of StocksDigital to provide the Services (and the related StocksDigital Services Allotment) and the placement of CUFS under the StocksDigital Parties Subscription are in the best interests of the Company and the holders of securities in the Company as a whole and would be desirable for the current needs of the Company. It is envisaged that the Services as provided by StocksDigital will increase investor awareness and help build the Company's profile for potential future investors. It is also envisaged that the StocksDigital Services Allotment and the StocksDigital Parties Subscription will together strengthen the balance sheet of the Company. Further, it is intended that the net cash proceeds from the StocksDigital Parties Subscription will be used by the Company to pursue its strategic objectives pertaining to the sales and marketing initiatives of the Company's Cloud Enterprise Solution.

In the view of the Directors, the price per CUFS of A\$0.06 for Services as provided by StocksDigital and the price per CUFS of A\$0.06 in relation to the StocksDigital Parties Subscription reflects the current market conditions and the benefits to the Company from the Services to be provided under the StocksDigital Agreement.

This Explanatory Memorandum taken as a whole constitutes the written statement by the Directors setting out such information required for the purposes of section 1023(7) of the Companies Act 2014.



Need assistance?

**Phone:**

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

**Online:**

www.investorcentre.com/contact

ONERM

MR RETURN SAMPLE
123 SAMPLE STREET
SAMPLE SUBURB
SAMPLETOWN VIC 3030



YOUR VOTE IS IMPORTANT

For your vote to be effective it must be received by **5:00pm (Sydney time) Sunday, 11 April 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 8:00am (Dublin time) / 5:00pm (Sydney time) on Tuesday, 13 April 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

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.



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.



IND

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 CUFS 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 Thursday, 15 April 2021 at 8:00am (Dublin time) / 5:00pm (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.

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 Rules 7.1 and 7.2 and for all other purposes, and in addition and without prejudice or limitation to the resolutions passed at the Company's Annual General Meeting held on 12 November 2020, the Directors be and are hereby generally and unconditionally authorised pursuant to Section 1021 of the Companies Act 2014 and otherwise to issue and allot up to 6,250,000 ordinary shares in the capital of the Company (to facilitate the issue of 6,250,000 CUFS over such ordinary shares) credited as fully paid at a price of \$A0.06 per ordinary share (and accordingly, per CUFS) to S3 Consortium Pty Ltd ACN 135 239 968 (trading as StocksDigital) ("S3 Consortium") in discharge of an obligation on the part of the Company to pay a cash amount of A\$375,000 to StocksDigital pursuant to and in accordance with an investor awareness services agreement entered into by the Company and StocksDigital, further details of which are set out in the Explanatory Memorandum accompanying the Notice of EGM in which this resolution is published ("Explanatory Memorandum"). The authority hereby conferred shall expire at 6:00 p.m. (Dublin time) on 15 July 2021 or such later date as may be approved by ASX 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; and

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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2. That, for the purposes of ASX Listing Rules 7.1 and 7.2 and for all other purposes, and in addition and without prejudice or limitation to the resolutions passed at the Company's Annual General Meeting held on 12 November 2020, the Directors be and are hereby generally and unconditionally authorised pursuant to Section 1021 of the Companies Act 2014 to issue and allot up to 16,666,666 ordinary shares in the capital of the Company (to facilitate the issue of 16,666,666 CUFS over such ordinary shares) credited as fully paid at a price of \$A0.06 per ordinary share (and accordingly, per CUFS) for cash to S3 Consortium and its nominee strategic investors as approved by the Board in connection therewith, on the terms and conditions contained or referred to in the Explanatory Memorandum. The authority hereby conferred shall expire at 6:00 p.m. (Dublin time) on 15 July 2021 or such later date as may be approved by ASX 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.

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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3. That, in addition and without prejudice or limitation to the power and authority conferred on the Directors by Resolutions 1 and 2 of this Notice of EGM and the resolutions passed at the Company's Annual General Meeting held on 12 November 2020, the Directors be and are hereby generally and unconditionally authorised, pursuant to Sections 1022 and 1023(4) of the Companies Act 2014, to allot equity securities (within the meaning of the said Section 1023(1)) for cash pursuant to the authorities conferred on the Directors by Resolutions 1 and 2 set out in this Notice of EGM as if Section 1022(1) did not apply to any such allotment, such power being limited to the allotment of equity securities for cash pursuant to and in accordance with such Resolutions 1 and 2, details of which are set out in the Explanatory Memorandum, provided that such power shall expire at 6:00 p.m. (Dublin time) on 15 July 2021 or such later date as may be approved by ASX 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.

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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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 7 4 3 5 2 A



Computershare +