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

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

# ANNUAL GENERAL MEETING

## ONEVIEW HEALTHCARE PLC

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

**25 November 2026 at 9:00 a.m. Dublin time (8:00 p.m. Sydney time)**

**at 2nd Floor, Avoca Court, Temple Road, Blackrock, County Dublin, A94 R7W3, 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 plc to be held at 2nd Floor, Avoca Court, Temple Road, Blackrock, County Dublin, A94 R7W3, Ireland on 25 November 2026 at 9:00 a.m. Dublin time (8:00 p.m. Sydney time), is set out in this document, accompanied by a Voting Instruction Form, in connection with the resolutions to be proposed at the meeting.

**To be valid, the Voting Instruction Form must be returned so as to be received by or on behalf of the Company, not later than 9:00 a.m. Dublin time (8:00 p.m. Sydney time) on 23 November 2026, in the manner set out in the Notes attached to this Notice.**

# 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)

Directors:

| | | |
|---|---|---|
| Barbara Nelson | *Independent Non-Executive Chair* | 2nd Floor, |
| James Fitter | *Chief Executive Officer and Executive Director* | Avoca Court, |
| Darragh Lyons | *Chief Financial Officer and Executive Director* | Temple Road, |
| Nashina Asaria | *Independent Non-Executive Director* | Blackrock, |
| Mark Cullen | *Independent Non-Executive Director* | Co. Dublin, |
| Joseph Patrick Rooney | *Independent Non-Executive Director* | A94 R7W3 |
| Michael Dowling | *Independent Non-Executive Director* | |
| Toni Pettit | *Company Secretary* | |

30 October 2026

## Chair's Letter to Members

Dear Member,

**Annual General Meeting**

The Annual General Meeting ("**AGM**") of Oneview Healthcare plc (the "**Company**" or "**Oneview**") will be held at 9:00 a.m. Dublin time (8:00 p.m. Sydney time) on 25 November 2026 at 2nd Floor, Avoca Court, Temple Road, Blackrock, County Dublin, A94 R7W3, Ireland.

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

The Company looks forward to welcoming members to attend the AGM in person.

If you choose not to physically attend this year's AGM, we encourage you to participate by submitting questions and listening to the business of the meeting as outlined below, and to avail of the proxy voting service to ensure your vote on the resolutions is represented at the AGM.

All resolutions will be put to a poll, the result of which will be made available on the Company's website, https://www.oneviewhealthcare.com/investors/, following the conclusion of the AGM. As all of our ordinary shares are held through the ASX CUFS system, investors will all have received Voting Instruction Forms (rather than Forms of Proxy). Therefore, it is important that you submit your Voting Instruction Form by not later than 9:00 a.m. Dublin time (8:00 p.m. Sydney time) on 23 November 2026 to ensure your votes are included.

To participate in the AGM:

1. **to raise questions:** you may submit any questions that you would like to raise by forwarding these to the Company via post or email to be received before 9:00 a.m. Dublin time (8:00 p.m. Sydney time) on 23 November 2026. Further details are set out at Note 6 of the Notes to this Notice.

2. **to listen to the business of the AGM:** please register for the AGM by navigating to: https://s1.c-conf.com/diamondpass/10057723-ggz8bx.html. Once registered you will receive a calendar invite with a dial-in number, passcode, and pin to enter the call. At the time of the meeting, dial the number, enter the passcode and pin as prompted. You will be placed on hold until the event begins. Once started your line will be on mute.

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

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

   In accordance with the constitution of the Company ("**Constitution**"), the AGM is being held in Ireland. All CUFS holders, subject to the delivery of a validly completed Voting Instruction Form, can still vote even if they do not attend the AGM and I would urge all members, regardless of the number of CUFS that you own, to complete, sign and return their Voting Instruction Form as soon as possible but, in any event, by 9:00 a.m. Dublin time (8:00 p.m. Sydney time) on 23 November 2026.

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

The business of the meeting will comprise the various matters required by law and/or addressed at an annual general meeting, and will also include:

- consideration of the Annual Report and Financial Statements for the period ended 31 December 2025 together with the reports of the Directors and Auditors;

- a proposal for the re-election as non-executive director, of Nashina Asaria, who retires by rotation as required under the Constitution and, being eligible, offers herself for re-appointment;

- a proposal for the re-election as non-executive director, of Joseph Rooney, who retires by rotation as required under the Constitution and, being eligible, offers himself for re-appointment;

- a proposal for the confirmation of the appointment of Michael Dowling as a non-executive director following his appointment by the Board on 2 December 2025;

- resolutions authorising the Directors to allot securities generally and, in the circumstances described in this Notice, free of Irish statutory pre-emption rules but subject always to the ASX Listing Rules. In reviewing our approach to Board share capital issuance authorities, we have reflected on the fact that, while the Company may be an Irish registered incorporated company, its equity capital has been predominantly in Australia – which is also the sole venue of its stock market listing. For that reason, in these resolutions we have sought to bring better alignment of the Irish law governed Board share capital issuance authorities with those commonly seen for Australian companies listed on the ASX;

- the approval of awards under the Group Restricted Share Unit ("**RSU**") Plan and the Non-Executive Director and Consultant ("**NED & Consultant**") RSU Plan together with the terms of those plans (further details of which are set out in the explanatory memorandum to this Notice ("**Explanatory Memorandum**")). A summary of the key features of the RSU Plan and NED & Consultant RSU Plan is set out in the Appendix to this Notice;

- a proposal to refresh the Company's placement capacity under the ASX Listing Rules;

- a proposal to increase the Company's securities allotment limits by 10%, in accordance with the ASX Listing Rules;

- a proposal to approve the previous issue and allotment by the Directors of CUFS in the Company pursuant to the capital raising conducted by the Company in March 2026 ("**Capital Raising**") under the ASX Listing Rules. Further details of the Capital Raising are set out in the Explanatory Memorandum;

- a proposal to approve a placement of CUFS in the Company to Manderrah Pty Ltd (as trustee of the GJJ Family Trust) ("**Manderrah**") ("**Tranche 2 Placement**") under the Capital Raising. Further details of the Tranche 2 Placement and the Capital Raising are set out in the Explanatory Memorandum;

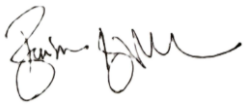
- a proposal to increase the authorised (but unissued) share capital of the Company (authorised share capital being a statutory requirement under Irish law – but not under Australian law); and

- a proposal to approve amendments to the Company's articles of association and memorandum of association to increase the Company's authorised share capital.

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

The Annual Report and Financial Statements for the period ended 31 December 2025 are 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,

**Barbara Nelson**
*Chair*

## NOTICE OF ANNUAL GENERAL MEETING

## ONEVIEW HEALTHCARE PLC

## ("Company")

**NOTICE** is hereby given that the Annual General Meeting of the Company will be held at 9:00 a.m. Dublin time (8:00 p.m. Sydney time) on 25 November 2026 at 2nd Floor, Avoca Court, Temple Road, Blackrock, County Dublin, A94 R7W3, 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 2025 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 2025.

3. To re-appoint Nashina Asaria as a Director, who retires by rotation in accordance with the Constitution and, being eligible, offers herself for re-appointment.

4. To re-appoint Joseph Rooney as a Director, who retires by rotation in accordance with the Constitution and, being eligible, offers himself for re-appointment.

5. That, for the purposes of ASX Listing Rule 14.5 and for all other purposes, the appointment of Michael Dowling, who was appointed as a Director by the Board in accordance with Article 108(b) of the Constitution on 2 December 2025, be confirmed by way of his re-election in accordance with the requirements of Article 108(b).

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. That the Directors be and they 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 for the time being and from time to time being the authorised but unissued share capital of the Company for the time being and from time to time or, if lower, any maximum aggregate nominal amount thereof as the Directors may issue and/or allot, for the time being and from time to time, in compliance with the ASX Listing Rules in force for the time being and from time to time (such aggregate nominal amount being the "**Permitted Amount**"). The authority hereby conferred shall expire at midnight (Dublin time) on 25 November 2031, 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 8 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 8 had not expired.

9. That, for the purposes of ASX Listing Rule 10.14 and for all other purposes, approval be and it is hereby given for the issue of RSUs to, or for the benefit of, Barbara Nelson in 2026 under the Oneview Healthcare plc NED & Consultant RSU Plan in accordance with the terms described in the Explanatory Memorandum.

10. That, for the purposes of ASX Listing Rule 10.14 and for all other purposes, approval be and it is hereby given for the issue of RSUs to, or for the benefit of, Nashina Asaria in 2026 under the Oneview Healthcare plc NED & Consultant RSU Plan in accordance with the terms described in the Explanatory Memorandum.

11. That, for the purposes of ASX Listing Rule 10.14 and for all other purposes, approval be and it is hereby given for the issue of RSUs to, or for the benefit of, Mark Cullen in 2026 under the Oneview Healthcare plc NED & Consultant RSU Plan in accordance with the terms described in the Explanatory Memorandum.

12. That, for the purposes of ASX Listing Rule 10.14 and for all other purposes, approval be and it is hereby given for the issue of RSUs to, or for the benefit of, Joseph Rooney in 2026 under the Oneview Healthcare plc NED & Consultant RSU Plan in accordance with the terms described in the Explanatory Memorandum.

13. That, subject to the passing of Resolution 5 and in connection with the appointment of Michael Dowling as a Director of the Company, for the purposes of ASX Listing Rule 10.14 and for all other purposes, approval be and it is hereby given for the issue of RSUs to, or for the benefit of, Michael Dowling under the Oneview Healthcare plc NED & Consultant RSU Plan in accordance with the terms described in the Explanatory Memorandum.

14. That, subject to the passing of Resolution 5, for the purposes of ASX Listing Rule 10.14 and for all other purposes, approval be and it is hereby given for the issue of RSUs to, or for the benefit of, Michael Dowling in 2026 under the

Oneview Healthcare plc NED & Consultant RSU Plan in accordance with the terms described in the Explanatory Memorandum.

15. That, for the purposes of ASX Listing Rule 10.14 and for all other purposes, approval be and it is hereby given for the issue of RSUs to, or for the benefit of, James Fitter in 2026 under the Oneview Healthcare plc RSU Plan in accordance with the terms described in the Explanatory Memorandum.

16. That, for the purposes of the ASX Listing Rules (in particular ASX Listing Rule 7.4) and refreshing thereunder the Company's placement capacity of new ordinary shares / CUFS following the date of this resolution, the previous issue and allotment by the Directors of 63,157,895 ordinary shares in the Company and the subsequent issue of 63,157,895 CUFS over ordinary shares in the Company pursuant to ASX Listing Rule 7.1 under the Capital Raising (as defined in the Chair's Letter and further described in the Explanatory Memorandum as it relates to Resolution 16) be and it is hereby acknowledged, ratified and approved.

17. That, for the purposes of ASX Listing Rule 10.11 and for all other purposes, approval be and it is hereby given for the issue of 36,842,105 CUFS to Manderrah under the Tranche 2 Placement, on the terms described in the Explanatory Memorandum.

18. That the authorised share capital of the Company be and is hereby increased from €1,000,000 divided into 1,000,000,000 ordinary shares of €0.001 each to €1,500,000 divided into 1,500,000,000 ordinary shares of €0.001 each by the creation of 500,000,000 ordinary shares of €0.001 each.

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

19. That, pursuant to and in accordance with ASX Listing Rule 7.1A and for all other purposes, approval be and it is hereby given for the Company to issue equity securities of up to 10% of the issued capital of the Company (at the time of any such issue and/or allotment) calculated in accordance with the formula prescribed in ASX Listing Rule 7.1A.2 over a 12-month period, as described in the Explanatory Memorandum.

20. That, without prejudice to the generality of the approvals and the powers conferred on the Directors by Resolutions 8 to 15 (inclusive) above and the Constitution of the Company:

    a. subject to paragraph (c) of this Resolution 20, the Directors be and are hereby authorised to grant from time to time (and for so long as the Directors remain authorised to allot relevant securities under the authority set out in Resolution 8 of this Notice) 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 under the Oneview Healthcare plc NED & Consultant RSU Plan and the Oneview Healthcare plc RSU Plan;

    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 paragraph (a) of this Resolution 20 as if Section 1022(1) of the Companies Act 2014 did not apply to any such allotment; and

    c. options and other share-based awards granted pursuant to the authorisations referred to in paragraph (a) of this Resolution 20, when taken together with all options and other share-based awards granted by the Company under any share incentive plan, may only be issued up to and in accordance with the limitations determined for the time being by the Directors having regard to the ASX Listing Rules in force for the time being and applicable law.

21. That, subject to and conditional upon the passing of Resolution 8 and without prejudice or limitation to and notwithstanding any other powers and authorities conferred upon the Directors, the Directors be and are hereby empowered, pursuant to Sections 1022 and 1023(3) of the Companies Act 2014, from time to time 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, up to the Permitted Amount (as defined in Resolution 8) as if Section 1022(1) did not apply to any such allotment or allotments. The power hereby conferred shall expire at midnight (Dublin time) on 25 November 2031, unless previously renewed, varied or revoked; provided that the Company may before the expiry of such power 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 by this Resolution 21 had not expired.

22. That, subject to and conditional upon the passing of Resolution 18, the Constitution of the Company be amended in the following manner:

    a. That clause 5 of the Memorandum of Association be deleted and replaced in its entirety with the following:

        "*The Share Capital of the company is €1,500,000 divided into 1,500,000,000 ordinary shares of €0.001 each*."

    b. That clause 4 of the Articles of Association be deleted and replaced in its entirety with the following:

        "*The share capital of the Company is €1,500,000 divided into 1,500,000,000 ordinary shares of €0.001 each."*

By order of the Board



**Toni Pettit**

Company Secretary
30 October 2026

Registered Office:
2nd Floor,
Avoca Court,
Temple Road,
Blackrock,
Co. Dublin,
A94 R7W3,
Ireland

# AGM Notice: Notes

**Entitlement to attend and vote – CUFS Holders**

1. Only those persons registered as holders of CUFS over shares of the Company at 9:00 a.m. Dublin time (8:00 p.m. Sydney time) on 23 November 2026 or if the AGM is adjourned, at the time that is 48 hours before the time appointed for the adjourned meeting shall be entitled to attend, speak, ask questions and, subject to valid submission of a Voting Instruction Form in respect of the number of CUFS registered in their name, vote at the meeting, or if relevant, any adjournment thereof. Changes in the CUFS register after that time and date will be disregarded in determining the right of any person to attend and/or vote at the meeting or any adjournment thereof.

**Voting (and non-attendance) by CUFS Holders**

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

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

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

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

(c) You can submit your Voting Instruction Form as follows:

(i) Complete the hard-copy Voting Instruction Form accompanying this Notice of AGM and lodge it using the "Lodgement Instructions" set out at Note 3 below.

(ii) Complete a Voting Instruction Form using the internet:
Go to www.investorvote.com.au
You will need:
(A) your Control Number (located on your Voting Instruction Form); and
(B) your SRN or HIN for your holding; and
(C) your postcode (or country of residence if outside Australia) as recorded in the Company's register.

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

(d) For your vote to count, your completed Voting Instruction Form must be received by Computershare no later than 9:00 a.m. Dublin time (8:00 p.m. Sydney time) on 23 November 2026. You will not be able to vote your CUFS over Shares by way of teleconference.

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

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

(i) you or another person nominated by you (who does not need to be a member of the Company) as a Nominated Proxy; and

(ii) the Chair, in the event the Nominated Proxy does not attend the AGM,

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

(b) If the Nominated Proxy does not attend the AGM, the Chair 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 Chair care of Computershare Investor Services Pty Ltd by facsimile to +61 3 9473 2555 or by e-mail to sydreturningofficer@computershare.com.au, by 9:00 a.m. Dublin time (8:00 p.m. Sydney time) on 23 November 2026, then the Chair intends to vote in favour of all of the resolutions.

(c) For your proxy appointment to count, your completed Voting Instruction Form must be received by Computershare no later than 9:00 a.m. Dublin time (8:00 p.m. Sydney time) on 23 November 2026.

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

(a) Holders of CUFS may convert their CUFS into a holding of ordinary shares and vote these at the meeting as set out at Note 16. However, if thereafter, the former CUFS holder wishes to sell their investment on ASX it would be necessary to convert the ordinary shares back to CUFS. In order to vote in person, the conversion must be completed prior to 9:00 a.m. Dublin time (8:00 p.m. Sydney time) on 23 November 2026. Holders of CUFS who wish to convert their CUFS into ordinary shares should contact Computershare on 1300 855 080 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 https://www.asx.com.au/content/dam/asx/participants/cash-market/bonds/chess-depositary-interests.pdf or phone 1300 855 080 from within Australia or +353 1 447 560961 from outside Australia to ask to have one sent to you.

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

**Lodgement Instructions**

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

(a) by post to GPO Box 242, Melbourne VIC 3001, Australia; or

(b) by delivery to Computershare at Level 4, 44 Martin Place, Sydney, NSW, Australia; or

(c) online at www.investorvote.com.au; or

(d) by facsimile to 1800 783 447 from inside Australia or +61 3 9473 2555 from outside Australia.

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

(a) by facsimile to +61 3 9473 2555; or

(b) by email to sydreturningofficer@computershare.com.au.

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

A form of certificate may be obtained from Computershare or online at www.investorcentre.com/au under the help tab and then click 'Printable Forms'.

**No voting available In AGM teleconference**

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

**Total number of issued shares**

1. The total number of issued ordinary shares on the date of this Notice is 839,533,894. Each ordinary share (or each CUFS in respect of such ordinary share in respect of which voting instructions have been received in accordance with Notes 2 to 4) carries one vote. On a vote on a show of hands, every ordinary shareholder present in person and every proxy (including CUFS holders present as a Nominated Proxy of CDN) has one vote (but no individual shall have more than one vote). On a poll, every ordinary shareholder (or CUFS holder present as a Nominated Proxy of CDN) shall have one vote for every ordinary share (or CUFS) of which he or she is the holder. **However, all resolutions at the 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**

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

**Amendments to resolutions**

3. Subject to the Irish Companies Act 2014 and any provision of the 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 Chair in her 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 Constitution.

**Voting Exclusion in respect of Resolution 9, 10, 11, 12, 13 and 14**

4. The Company will disregard any votes cast in favour of Resolution 9, 10, 11, 12, 13 and 14 by:

4.1. any person referred to in ASX Listing Rules 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the NED & Consultant RSU Plan; or

4.2. any associate of that person or those persons referred to in paragraph 4.1 above.

5. However, this does not apply to a vote cast in favour of Resolution 9, 10, 11, 12, 13 and 14 by:

5.1. a person as proxy or attorney for a person who is entitled to vote on Resolution 9, 10, 11, 12, 13 and 14 in accordance with the directions given to the proxy or attorney to vote on the resolution in that way; or

5.2. the Chair of the meeting as proxy or attorney for a person who is entitled to vote on Resolution 9, 10, 11, 12, 13 and 14, in accordance with a direction given to the Chair to vote as the Chair decides; or

5.3. a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:

a) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on Resolutions 9, 10, 11, 12, 13 and 14; and

b) the holder votes on Resolution 9, 10, 11, 12, 13 and 14 in accordance with directions given by the beneficiary to the holder to vote in that way.

**Voting Exclusion in respect of Resolution 15**

6. The Company will disregard any votes cast in favour of Resolution 15 by or on behalf of:

6.1. any person referred to in ASX Listing Rules 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the RSU Plan; or

6.2. any associate of that person or those persons referred to in paragraph 6.1 above.

7. However, this does not apply to a vote cast in favour of Resolution 15 by:

7.1. a person as proxy or attorney for a person who is entitled to vote on Resolution 15, in accordance with the directions given to the proxy or attorney to vote on the resolution in that way; or

7.2. the Chair of the meeting as proxy or attorney for a person who is entitled to vote on Resolution 15, in accordance with a direction given to the Chair to vote as the Chair decides; or

7.3. a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:

a) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on Resolution 15; and

b) the holder votes on Resolution 15 in accordance with directions given by the beneficiary to the holder to vote in that way.

**Voting Exclusion in respect of Resolution 16**

8. The Company will disregard any votes cast in favour of Resolution 16 by or on behalf of:

   8.1. any person who participated in the issue or who is a counterparty to the agreement being approved; or

   8.2. any associate of that person or those persons referred to in paragraph 8.1 above.

9. However, this does not apply to a vote cast in favour of Resolution 16 by:

   9.1. a person as proxy or attorney for a person who is entitled to vote on Resolution 16, in accordance with the directions on the proxy or attorney to vote on the resolution in that way; or

   9.2. the Chair of the meeting as proxy or attorney for a person who is entitled to vote on Resolution 16, in accordance with a direction given to the Chair to vote as the Chair decides; or

   9.3. a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:

      a) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on Resolution 16; and

      b) the holder votes on Resolution 16 in accordance with directions given by the beneficiary to the holder to vote in that way.

**Voting Exclusions in respect of Resolution 17**

10. The Company will disregard any votes cast in favour of Resolution 17 by or on behalf of Manderrah and any other person who will obtain a material benefit as a result of the proposed issue of CUFS to Manderrah under the Tranche 2 Placement (except a benefit solely by reason of being a shareholder in the Company) or any of their associates.

11. However, this does not apply to a vote cast in favour of Resolution 17 by:

   11.1. a person as proxy or attorney for a person who is entitled to vote on Resolution 17, in accordance with the directions given to the proxy or attorney to vote on the resolution in that way; or

   11.2. the Chair of the meeting as proxy or attorney for a person who is entitled to vote on Resolution 17, in accordance with a direction given to the Chair to vote as the Chair decides; or

   11.3. a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:

      a) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on Resolution 17; and

      b) the holder votes on Resolution 17 in accordance with directions given by the beneficiary to the holder to vote in that way.

**Entitlement to attend and vote – Ordinary Shareholders**

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

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

A Form of Proxy for use by ordinary shareholders is enclosed with the Notice of AGM. To be effective, the Form of Proxy duly completed and executed, must be deposited with the Company by email to cosec@oneviewhealthcare.com, so as to be received in either case no later than 48 hours before the time appointed for the AGM (being in respect of the AGM, 9:00 a.m. Dublin time (8:00 p.m. Sydney time) on 23 November 2026) or adjourned AGM or (in the case of a poll taken otherwise than at or on the same day as the AGM or adjourned AGM) at least 48 hours before the taking of the poll at which it is to be used. Any alteration to the Form of Proxy must be initialled by the person who signs it.

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

**EXPLANATORY MEMORANDUM**

The Board of Directors is satisfied that each of the resolutions set out in the Notice of AGM is in the best interests of the Company and its members as a whole. Accordingly, your Board of Directors unanimously recommends that you vote in favour of each of these resolutions to be proposed at the AGM (without prejudice to the voting exclusions for Resolutions 9 to 15 in relation to certain members of the Board of Directors).

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

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

Resolution 1 is asking members to receive and consider the Annual Report and Financial Statements which includes the reports of the Directors and Auditors for the period ended 31 December 2025 and a review of the affairs of the Company.

**Resolution 2: Directors' Report on Remuneration**

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

**Resolution 3 & 4: Re-appointment of Directors**

Resolution 3 and 4 deal with the re-appointment of Directors. Under the ASX Listing Rules, a director must not hold office (without re-election) past the third annual general meeting following the director's appointment or three years, whichever is longer. In the event that no Director is subject to retirement by rotation, the ASX Listing Rules require that an entity hold an election of directors at each annual general meeting. The Constitution provides that the Directors to retire by rotation shall be those who have been longest in office since their last appointment or reappointment. For clarity, Executive Directors are not required to retire by rotation under the ASX Listing Rules. Accordingly, Resolution 3 is a proposal for the re-election as Director of Nashina Asaria, who retires by rotation as required under the Constitution and offers herself for re-election at the AGM and Resolution 4 is a proposal for the re-election of Joseph Rooney, who retires by rotation as required under the Constitution and offers himself for re-election at the AGM.

The biographies of Nashina Asaria and of Joseph Rooney, together with a detailed description of their skills, expertise and experience are set out below.

The Board regularly reviews the performance of Directors and is satisfied that both Nashina Asaria and Joseph Rooney continue to perform effectively and to demonstrate commitment to their roles.

**Nashina Asaria – Independent Non-Executive Director**

Nashina currently serves as a Non-Executive Director at Oneview Healthcare and a Trustee and Director at Ashinaga Foundation UK. She is on the Advisory Boards of several HealthTech and FinTech AI-related companies including Cylerity, Symbiosis and Simplici.io. Nashina has held significant roles, including Chief Product Officer at Nanthealth, Chief Product and Marketing Officer at Cloudbreak Health and Chief Commercial Officer at Newfire Global Partners, where she led substantial revenue growth, strategic partnerships and ventures. Her expertise spans product strategy, commercialisation and technology leadership, with a focus on improving health outcomes and financial inclusion. Nashina holds a BSc in Economics from the London School of Economics and Political Science.

**Joseph Rooney – Independent Non-Executive Director**

Joe joined Oneview in 2016 as an Independent Director. He assumed the role of Interim Chairman on two occasions, first from August 2017 to November 2019, and then again from June 2023 to October 2024. He resigned voluntarily on both occasions and remains on the board as an Independent Director and Chair of the Remuneration Committee. Joe is currently an advisor to the Clongowes Wood College Foundation. Until the end of 2012, Joe was a partner and global strategist at Autonomy Capital Research LLP, a global macro hedge fund. Prior to this, he held a number of senior positions at Lehman Brothers Inc, where, as a Managing Director, he was the Head of Global Equity Strategy and a trustee of their UK pension fund.

**Resolution 5: Confirmation of appointment of Michael Dowling**

Resolution 5 deals with the confirmation of the appointment by the Board of Michael Dowling as a Director on 2 December 2025 by re-election at the AGM.

Michael Dowling, CEO Emeritus of Northwell Health, is a globally recognised healthcare leader, ranked No. 1 on Modern Healthcare's "100 Most Influential People in Healthcare" and featured in TIME's "100 Most Influential People in Global Health". Over three decades, he has championed patient-focused reforms, public health advocacy, and innovation in medical research and education. Michael is known for a highly visible, principled leadership style, championing innovation, advocating for social

issues, and inspiring teams through a commitment to compassion, lifelong learning, and bold action in the face of complex challenges. An Irish native, Michael's career spans academia, government and industry, earning numerous honours for his visionary contributions to healthcare and society.

**Resolution 6: Remuneration of the Auditors**

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

**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 its unwillingness to be re-appointed or a resolution has been passed at that meeting appointing someone else or providing expressly that the incumbent auditor shall not be re-appointed. The Auditors are willing to continue in office. However, the Directors believe that it is important that shareholders are provided with an opportunity to have a say on the continuation in office of the Auditors and have accordingly included Resolution 7.

**Resolution 8: Board authority to allot shares**

Under Irish law, directors of an Irish public limited company must have specific authority from shareholders to issue shares, even if such shares are part of the company's authorised but unissued share capital. Resolution 8 gives the Directors authority to allot shares up to an amount equal to an aggregate nominal value of the authorised but unissued capital of the Company for the time being and from time to time or, if lower, any maximum aggregate nominal amount as the Directors may issue and/or allot in compliance with the ASX Listing Rules (the "**Permitted Amount**") – see Resolution 21 below. If adopted, this authority will expire approximately 5 years following the date of the 2026 AGM, unless previously varied, revoked or renewed. 5 years is the maximum period permitted by Irish law, and the amount which may be allotted during that period is subject to ASX Listing Rules for as long as the Company is listed on the ASX.

**Resolution 9: Approval of issue and grant of RSUs to Barbara Nelson under the NED & Consultant RSU Plan**

It is proposed that Barbara Nelson, being a non-executive Director and Chair of the Company, be awarded under the NED & Consultant RSU Plan the equivalent of A$100,000 of RSUs, on an annual basis, based on the open price of CUFS on the day of the grant, following shareholder approval at that AGM, as was the case in 2023, 2024 and 2025 (and as per Resolutions 10, 11, 12 and 14). The vesting period is approximately 12 months from date of the grant subject to continuing services as a non-executive Director throughout the vesting period.

Each RSU award is a conditional right to one fully paid share in the Company, subject to meeting the applicable service conditions as set out below. Each RSU award granted will be on terms consistent with the rules of the NED & Consultant RSU Plan. The key terms of the NED & Consultant RSU Plan are included in Appendix 1. RSU awards are issued by the Company to attract, retain, and motivate non-executive Directors, to recognise individual contributions and to promote the creation of long-term value for shareholders by aligning the interests of such persons with those of shareholders.

As noted above, ASX Listing Rule 10.14 requires the approval of shareholders to be sought where the company intends to issue securities under an employee incentive scheme to a director.

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

(a) Barbara Nelson is a non-executive director of the Company and is therefore a director of the Company under ASX Listing Rule 10.14.1;

(b) the number of RSUs (each in respect of one share / CUFS) proposed to be granted to Barbara Nelson under this award will be calculated by the formula: A$100,000 divided by the CUFS open price on the day of the grant. For example, if the CUFS open price on the day of grant is A$0.20, Barbara Nelson would be granted 500,000 RSUs. If the price is A$0.25, she would be granted 400,000 RSUs. The "CUFS open price" refers to the price at which CUFS first trades on the ASX on the day of the grant;

(c) the RSUs are expected to be granted on or around 26 November 2026 and in any event within 12 months of the meeting;

(d) no amount is payable by Barbara Nelson on the grant of the RSUs;

(e) the RSUs will vest, subject to continued appointment as a non-executive Director, at the end of the vesting term;

(f) the shares / CUFS issued on vesting of the RSUs will be on the same terms as, and will rank equally with, all other shares / CUFS, from the time of issue;

(g) Barbara Nelson's fees as a non-executive Director currently amount to A$71,500 per annum;

(h) a total of 1,718,266 RSUs have previously been issued (each for nil consideration) to Barbara Nelson under the NED & Consultant RSU Plan. Barbara Nelson holds 510,775 CUFS and 1,197,433 RSUs as at the date of this Notice of AGM;

(i) no loan is provided under the terms of grant; and

(j) the key terms of the NED & Consultant RSU Plan are attached to this Notice of AGM.

If this Resolution 9 is approved by shareholders, RSUs will be granted to Barbara Nelson. If this Resolution 9 is not passed, the Company will need to consider alternate means of retaining and motivating Barbara Nelson which may include an increase in cash fees payable to non-executive Directors.

Details of any securities issued to Barbara Nelson under the NED & Consultant RSU Plan will be published in the annual report of the Company relating to the period in which they were issued, along with a statement that approval for the issue was obtained under ASX Listing Rule 10.14.

Any additional persons covered by Listing Rule 10.14 who become entitled to participate in an issue of securities under the scheme after the resolution is approved and who were not named in the notice of meeting will not participate until approval is obtained under that rule unless an exception applies.

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

**Resolution 10: Approval of issue and grant of RSUs to Nashina Asaria under the NED & Consultant RSU Plan**

It is proposed that Nashina Asaria, being a non-executive Director of the Company, be awarded under the NED & Consultant RSU Plan the equivalent of A$50,000 of RSUs, on an annual basis, based on the open price of CUFS on the day of the grant, following shareholder approval at that AGM, as was the case in 2021, 2022, 2023, 2024 and 2025 (and as per Resolutions 9, 11, 12 and 14). The vesting period is approximately 12 months from date of the grant subject to continuing services as a non-executive Director throughout the vesting period.

Each RSU award is a conditional right to one fully paid share in the Company, subject to meeting the applicable service conditions as set out below. Each RSU award granted will be on terms consistent with the rules of the NED & Consultant RSU Plan. The key terms of the NED & Consultant RSU Plan are included in Appendix 1. RSU awards are issued by the Company to attract, retain, and motivate non-executive Directors, to recognise individual contributions and to promote the creation of long-term value for shareholders by aligning the interests of such persons with those of shareholders.

As noted above, ASX Listing Rule 10.14 requires the approval of shareholders to be sought where the company intends to issue securities under an employee incentive scheme to a director.

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

(a) Nashina Asaria is a non-executive director of the Company and is therefore a director of the Company under ASX Listing Rule 10.14.1;

(b) the number of RSUs (each in respect of one share / CUFS) proposed to be granted to Nashina Asaria under this award will be calculated by the formula: A$50,000 divided by the CUFS open price on the day of the grant. For example, if the CUFS open price on the day of grant is A$0.20, Nashina Asaria would be granted 250,000 RSUs. If the price is A$0.25, she would be granted 200,000 RSUs. The “CUFS open price” refers to the price at which CUFS first trades on the ASX on the day of the grant;

(c) the RSUs are expected to be granted on or around 26 November 2026 and in any event within 12 months of the meeting;

(d) no amount is payable by Nashina Asaria on the grant of the RSUs;

(e) the RSUs will vest, subject to continued appointment as a non-executive Director, at the end of the vesting term;

(f) the shares / CUFS issued on vesting of the RSUs will be on the same terms as, and will rank equally with, all other shares / CUFS, from the time of issue;

(g) Nashina Asaria’s fees as a non-executive Director currently amount to A$71,500 per annum;

(h) a total of 1,683,905 RSUs have previously been issued (each for nil consideration) to Nashina Asaria under the NED & Consultant RSU Plan. Nashina Asaria holds 762,359 CUFS and 163,934 RSUs as at the date of this Notice of AGM;

(i) no loan is provided under the terms of grant; and

(j) the key terms of the NED & Consultant RSU Plan are attached to this Notice of AGM.

If this Resolution 10 is approved by shareholders, RSUs will be granted to Nashina Asaria. If this Resolution 10 is not passed, the Company will need to consider alternate means of retaining and motivating Nashina Asaria which may include an increase in cash fees payable to non-executive Directors.

Details of any securities issued to Nashina Asaria under the NED & Consultant RSU Plan will be published in the annual report of the Company relating to the period in which they were issued, along with a statement that approval for the issue was obtained under ASX Listing Rule 10.14.

Any additional persons covered by Listing Rule 10.14 who become entitled to participate in an issue of securities under the scheme after the resolution is approved and who were not named in the notice of meeting will not participate until approval is obtained under that rule unless an exception applies.

The Board (other than Nashina Asaria) unanimously recommends that shareholders vote in favour of the approval of Resolution 10, and the Chair of the meeting intends to vote undirected proxies in favour of this Resolution.

**Resolution 11: Approval of issue and grant of RSUs to Mark Cullen under the NED & Consultant RSU Plan**

It is proposed that Mark Cullen, being a non-executive Director of the Company, be awarded under the NED & Consultant RSU Plan the equivalent of A$75,000 of RSUs, on an annual basis, based on the open price of CUFS on the day of the grant, following shareholder approval at that AGM, as was the case in 2023, 2024 and 2025 (and as per Resolutions 9, 10, 12 and 14). The vesting period is approximately 12 months from date of the grant subject to continuing services as a non-executive Director throughout the vesting period.

Each RSU award is a conditional right to one fully paid share in the Company, subject to meeting the applicable service conditions as set out below. Each RSU award granted will be on terms consistent with the rules of the NED & Consultant RSU Plan. The key terms of the NED & Consultant RSU Plan are included in Appendix 1. RSU awards are issued by the Company to attract, retain, and motivate non-executive Directors, to recognise individual contributions and to promote the creation of long-term value for shareholders by aligning the interests of such persons with those of shareholders.

As noted above, ASX Listing Rule 10.14 requires the approval of shareholders to be sought where the company intends to issue securities under an employee incentive scheme to a director.

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

(a) Mark Cullen is a non-executive director of the Company and is therefore a director of the Company under ASX Listing Rule 10.14.1;

(b) the number of RSUs (each in respect of one share / CUFS) proposed to be granted to Mark Cullen under this award will be calculated by the formula: A$75,000 divided by the CUFS open price on the day of the grant. For example, if the CUFS open price on the day of grant is A$0.20, Mark Cullen would be granted 375,000 RSUs. If the price is A$0.25, he would be granted 300,000 RSUs. The “CUFS open price” refers to the price at which CUFS first trades on the ASX on the day of the grant;

(c) the RSUs are expected to be granted on or around 26 November 2026 and in any event within 12 months of the meeting;

(d) no amount is payable by Mark Cullen on the grant of the RSUs;

(e) the RSUs will vest, subject to continued appointment as a non-executive Director, at the end of the vesting term;

(f) the shares / CUFS issued on vesting of the RSUs will be on the same terms as, and will rank equally with, all other shares / CUFS, from the time of issue;

(g) Mark Cullen’s fees as a non-executive Director currently amount to A$71,500 per annum;

(h) a total of 1,662,341 RSUs have previously been issued (each for nil consideration) to Mark Cullen under the NED & Consultant RSU Plan. Mark Cullen holds 11,860,723 CUFS and 1,115,466 RSUs at the date of this Notice of AGM[1];

(i) no loan is provided under the terms of grant; and

(j) the key terms of the NED & Consultant RSU Plan are attached to this Notice of AGM.

If this Resolution 11 is approved by shareholders, RSUs will be granted to Mark Cullen. If this Resolution 11 is not passed, the Company will need to consider alternate means of retaining and motivating Mark Cullen which may include an increase in cash fees payable to non-executive Directors.

Details of any securities issued to Mark Cullen under the NED & Consultant RSU Plan will be published in the annual report of the Company relating to the period in which they were issued, along with a statement that approval for the issue was obtained under ASX Listing Rule 10.14.

Any additional persons covered by Listing Rule 10.14 who become entitled to participate in an issue of securities under the scheme after the resolution is approved and who were not named in the notice of meeting will not participate until approval is obtained under that rule unless an exception applies.

[1] Mark Cullen is a beneficiary of a trust, Golden Growth Limited as trustee for MCI Trust. References to Mark Cullen in this paragraph include holdings of this trustee.

The Board (other than Mark Cullen) unanimously recommends that shareholders vote in favour of the approval of Resolution 11, and the Chair of the meeting intends to vote undirected proxies in favour of this Resolution.

**Resolution 12: Approval of issue and grant of RSUs to Joseph Rooney under the NED & Consultant RSU Plan**

It is proposed that Joseph Rooney, being a non-executive Director of the Company, be awarded under the NED & Consultant RSU Plan the equivalent of A$75,000 of RSUs, on an annual basis, based on the open price of CUFS on the day of the grant, following shareholder approval at that AGM, as was the case in 2020, 2021, 2022, 2023, 2024 and 2025 (and as per Resolutions 9, 10, 11 and 14). The vesting period is approximately 12 months from date of the grant subject to continuing services as a non-executive Director throughout the vesting period.

Each RSU award is a conditional right to one fully paid share in the Company, subject to meeting the applicable service conditions as set out below. Each RSU award granted will be on terms consistent with the rules of the NED & Consultant RSU Plan. The key terms of the NED & Consultant RSU Plan are included in Appendix 1. RSU awards are issued by the Company to attract, retain, and motivate non-executive Directors, to recognise individual contributions and to promote the creation of long-term value for shareholders by aligning the interests of such persons with those of shareholders.

As noted above, ASX Listing Rule 10.14 requires the approval of shareholders to be sought where the company intends to issue securities under an employee incentive scheme to a director.

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

(a) Joseph Rooney is a non-executive director of the Company and is therefore a director of the Company under ASX Listing Rule 10.14.1;

(b) the number of RSUs (each in respect of one share / CUFS) proposed to be granted to Joseph Rooney under this award will be calculated by the formula: A$75,000 divided by the CUFS open price on the day of the grant. For example, if the CUFS open price on the day of grant is A$0.20, Joseph Rooney would be granted 375,000 RSUs. If the price is A$0.25, he would be granted 300,000 RSUs. The “CUFS open price” refers to the price at which CUFS first trades on the ASX on the relevant trading day;

(c) the RSUs are expected to be granted on or around 26 November 2026 and in any event within 12 months of the meeting;

(d) no amount is payable by Joseph Rooney on the grant of the RSUs;

(e) the RSUs will vest, subject to continued appointment as a non-executive Director, at the end of the vesting term;

(f) the shares / CUFS issued on vesting of the RSUs will be on the same terms as, and will rank equally with, all other shares / CUFS, from the time of issue;

(g) Joseph Rooney’s fees as a non-executive Director currently amount to A$71,500 per annum;

(h) a total of 3,270,467 RSUs have previously been issued (each for nil consideration) to Joseph Rooney under the NED & Consultant RSU Plan. Joseph Rooney holds 4,187,605 CUFS and 245,901 RSUs as at the date of this Notice of AGM;

(i) no loan is provided under the terms of the grant; and

(j) the key terms of the NED & Consultant RSU Plan are attached to this Notice of AGM.

If this Resolution 12 is approved by shareholders, RSUs will be granted to Joseph Rooney. If this Resolution 12 is not passed, the Company will need to consider alternate means of retaining and motivating Joseph Rooney which may include an increase in cash fees payable to non-executive Directors.

Details of any securities issued to Joseph Rooney under the NED & Consultant RSU Plan will be published in the annual report of the Company relating to the period in which they were issued, along with a statement that approval for the issue was obtained under ASX Listing Rule 10.14.

Any additional persons covered by Listing Rule 10.14 who become entitled to participate in an issue of securities under the scheme after the resolution is approved and who were not named in the notice of meeting will not participate until approval is obtained under that rule unless an exception applies.

The Board (other than Joseph Rooney) unanimously recommends that shareholders vote in favour of the approval of Resolution 12, and the Chair of the meeting intends to vote undirected proxies in favour of this Resolution.

**Resolution 13: Approval of issue and grant of RSUs to Michael Dowling under the NED & Consultant RSU Plan**

In connection with Michael Dowling's appointment as a Director on 2 December 2025, Resolution 13 approves (subject to the passing of Resolution 5), for the purposes of ASX Listing Rule 10.14 and for all other purposes, the issue to Michael Dowling of 1,428,571 RSUs, with a 3-year vesting date, under the NED & Consultant RSU Plan. This grant is consistent with the inherent value of RSUs issued to other non-executive Directors of the Company at the time of their appointment as Directors.

Each RSU award is a conditional right to one fully paid share in the Company, subject to meeting the applicable service conditions as set out below. Each RSU award granted will be on terms consistent with the rules of the NED & Consultant RSU Plan. The key terms of the NED & Consultant RSU Plan are included in Appendix 1. RSU awards are issued by the Company to attract, retain, and motivate non-executive Directors, to recognise individual contributions and to promote the creation of long-term value for shareholders by aligning the interests of such persons with those of shareholders.

As noted above, ASX Listing Rule 10.14 requires the approval of shareholders to be sought where the company intends to issue securities under an employee incentive scheme to a director.

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

(a) Michael Dowling is a non-executive director of the Company and is therefore a director of the Company under ASX Listing Rule 10.14.1;

(b) the number of RSUs (each in respect of one share / CUFS) proposed to be granted to Michael Dowling under this award is 1,428,571 RSUs, with a 3-year vesting date, under the NED & Consultant RSU Plan;

(c) the date by which the Company will issue the RSUs set out below is expected to be 26 November 2026 and in any event within 12 months of the meeting;

(d) no amount is payable by Michael Dowling on the grant of the RSUs or the issue of shares or CUFS on vesting;

(e) the RSUs will vest, subject to continued appointment as a non-executive Director, at the end of the vesting term;

(f) the shares / CUFS issued on vesting of the RSUs will be on the same terms as, and will rank equally with, all other shares / CUFS, from the time of issue;

(g) Michael Dowling's fees as a non-executive Director currently amount to A$71,500 per annum;

(h) a total of 0 RSUs have been previously issued to Michael Dowling under the NED & Consultant RSU Plan. Michael Dowling holds 0 CUFS and 0 RSUs as at the date of this Notice of AGM;

(i) the Company attributes a maximum face value to the 1,428,571 RSUs equal to the number of RSUs multiplied by the market price of a CUFS on the relevant valuation date. Based on a CUFS price of A$0.140 as at 23 October 2026 the maximum face value of the award is A$200,000 (being 1,428,571 × A$0.140). This valuation reflects the value of the CUFS that may be issued if the service condition is satisfied. The actual value ultimately realised by Michael Dowling may be lower, including nil, depending on the market price of CUFS when the RSUs vest;

(j) no loan is provided under the terms of grant; and

(k) the key terms of the NED & Consultant RSU Plan are attached to this Notice of AGM.

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

Any additional persons covered by Listing Rule 10.14 who become entitled to participate in an issue of securities under the scheme after the resolution is approved and who were not named in the notice of meeting will not participate until approval is obtained under that rule unless an exception applies.

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

The Board (other than Michael Dowling) unanimously recommends that shareholders vote in favour of the approval of Resolution 13, and the Chair of the meeting intends to vote undirected proxies in favour of this Resolution.

**Resolution 14: Approval of issue and grant of RSUs to Michael Dowling under the NED & Consultant RSU Plan**

It is proposed that Michael Dowling, being a non-executive Director of the Company (subject to the passing of Resolution 5), be awarded under the NED & Consultant RSU Plan the equivalent of A$50,000 of RSUs, on an annual basis, based on the open price of CUFS on the day of the grant, following shareholder approval at that AGM (and as per Resolutions 9, 10, 11 and 12). The vesting period is approximately 12 months from date of the grant subject to continuing services as a non-executive Director throughout the vesting period.

Each RSU award is a conditional right to one fully paid share in the Company, subject to meeting the applicable service conditions as set out below. Each RSU award granted will be on terms consistent with the rules of the NED & Consultant RSU

Plan. The key terms of the NED & Consultant RSU Plan are included in Appendix 1. RSU awards are issued by the Company to attract, retain, and motivate non-executive Directors, to recognise individual contributions and to promote the creation of long-term value for shareholders by aligning the interests of such persons with those of shareholders.

As noted above, ASX Listing Rule 10.14 requires the approval of shareholders to be sought where the company intends to issue securities under an employee incentive scheme to a director.

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

(a) Michael Dowling is a non-executive director of the Company and is therefore a director of the Company under ASX Listing Rule 10.14.1;

(b) the number of RSUs (each in respect of one share / CUFS) proposed to be granted to Michael Dowling under this award will be calculated by the formula: A$50,000 divided by the CUFS open price on the day of the grant. For example, if the CUFS open price on the day of grant is A$0.20, Michael Dowling would be granted 250,000 RSUs. If the price is A$0.25, he would be granted 200,000 RSUs. The "CUFS open price" refers to the price at which CUFS first trades on the ASX on the relevant trading day;

(c) the RSUs are expected to be granted on or around 26 November 2026 and in any event within 12 months of the meeting;

(d) no amount is payable by Michael Dowling on the grant of the RSUs;

(e) the RSUs will vest, subject to continued appointment as a non-executive Director, at the end of the vesting term;

(f) the shares / CUFS issued on vesting of the RSUs will be on the same terms as, and will rank equally with, all other shares / CUFS, from the time of issue;

(g) Michael Dowling's fees as a non-executive Director currently amount to A$71,500 per annum;

(h) a total of 0 RSUs have been previously issued to Michael Dowling under the NED & Consultant RSU Plan. Michael Dowling holds 0 CUFS and 0 RSUs as at the date of this Notice of AGM;

(i) no loan is provided under the terms of grant; and

(j) the key terms of the NED & Consultant RSU Plan are attached to this Notice of AGM.

If this Resolution 14 is approved by shareholders, RSUs will be granted to Michael Dowling. If this Resolution 14 is not passed, the Company will need to consider alternate means of retaining and motivating Michael Dowling which may include an increase in cash fees payable to non-executive Directors.

Details of any securities issued to Michael Dowling under the NED & Consultant RSU Plan will be published in the annual report of the Company relating to the period in which they were issued, along with a statement that approval for the issue was obtained under ASX Listing Rule 10.14.

Any additional persons covered by Listing Rule 10.14 who become entitled to participate in an issue of securities under the scheme after the resolution is approved and who were not named in the notice of meeting will not participate until approval is obtained under that rule unless an exception applies.

The Board (other than Michael Dowling) unanimously recommends that shareholders vote in favour of the approval of Resolution 14, and the Chair of the meeting intends to vote undirected proxies in favour of this Resolution.

**Resolution 15: Approval of issue and grant of RSUs to an Executive Director (James Fitter) under the RSU Plan**

Under this Resolution it is proposed that James Fitter, being an executive Director of the Company, be awarded RSUs under the RSU Plan. The Board believes that it is in members' interests to provide the Chief Executive Officer with equity-based incentives to ensure that there is significant alignment between satisfactory returns for members and rewards for James Fitter as an executive director ("**Performance Related Grant**"). It is also important to ensure that James Fitter's remuneration is competitive and aligned with the market for similar roles.

Resolution 15 seeks shareholder approval, for the purposes of ASX Listing Rule 10.14 and all other purposes, for the grant to James Fitter of 18,000,000 Restricted Share Units (RSUs), which may result in the issue of up to 18,000,000 CUFS, subject to the achievement of the applicable performance conditions. The RSUs will vest in three equal annual tranches of 6,000,000 RSUs over a 3-year period from the date of grant, provided the relevant performance conditions are satisfied and James Fitter remains continuously employed with the Company through each applicable vesting date. The performance conditions for each vesting tranche will be determined by the Remuneration Committee at the commencement of the relevant performance period and will be aligned to key strategic initiatives that support the Company's long-term growth and shareholder value creation. These conditions may include commercial, operational and financial milestones. The RSU award is conditional upon shareholder approval being obtained at the AGM.

Each RSU award is a conditional right to one fully paid share / CUFS in the Company subject to meeting the applicable service and performance conditions as set out below. Each RSU award granted will be on terms consistent with the rules of the RSU Plan. The key terms of the RSU Plan are included in Appendix 1. RSU awards are issued by the Company to attract, retain,

and motivate executive Directors, to recognise individual contributions and to promote the creation of long-term value for shareholders by aligning the interests of such persons with those of shareholders.

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

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

(a) James Fitter is an executive director of the Company and is therefore a director of the Company under ASX Listing Rule 10.14.1;

(b) approval is sought to grant 18,000,000 RSUs (each in respect of one share / CUFS) to James Fitter;

(c) the date by which the Company will issue the RSUs is expected to be 26 November 2026 and in any event within 12 months of the meeting;

(d) no amount is payable by James Fitter on the grant of his RSUs or the issue of shares / CUFS on vesting;

(e) the RSUs will vest, only if performance milestones are met, and subject to continued employment, at the time of vesting;

(f) the shares / CUFS issued on vesting of the RSUs will be on the same terms as, and will rank equally with, all other shares / CUFS, from the time of issue;

(g) a total of 38,207,707 RSUs have previously been issued (each for nil consideration) to James Fitter under the RSU Plan. 21,623,684 RSUs previously issued to James Fitter under the RSU Plan expired without vesting. James Fitter holds 18,533,090 CUFS and 8,000,000 RSUs as at the date of this Notice of AGM;

(h) the Company attributes a maximum face value to the 18,000,000 RSUs equal to the number of RSUs multiplied by the market price of a CUFS on the relevant valuation date. Based on a CUFS price of A$0.140 as at 23 October 2026, the maximum face value of the award is A$2,520,000 (being 18,000,000 × A$0.140). This valuation reflects the value of the CUFS that may be issued if all applicable performance and service conditions are satisfied. The actual value ultimately realised by James Fitter may be lower, including nil, depending on the extent to which the applicable performance conditions are achieved and the market price of CUFS when the RSUs vest. No adjustment has been made to the maximum face value for the probability of vesting;

(i) James Fitter's current total remuneration package as an executive Director is as follows: a base salary of €300,000 per annum, an annual discretionary bonus of up to 100% of base salary and participation in the RSU Plan. The terms and conditions of James Fitter's bonus and any further awards, including targets, vesting and/or exercise (as the case may be), are determined annually by the Remuneration Committee;

(j) no loan is provided under the terms of the grant; and

(k) the key terms of the RSU Plan are attached to this Notice of AGM.

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

If this Resolution 15 is approved by shareholders, RSUs will be granted to James Fitter. If Resolution 15 is not passed, the grant of RSUs the subject of this Resolution will not proceed. In these circumstances the Board would need to consider an alternative means of remunerating James Fitter which is competitive and within the Company's Remuneration Policy, which may include a cash payment equivalent to the Performance Related Grant subject to the same conditions.

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

Any additional persons covered by Listing Rule 10.14 who become entitled to participate in an issue of securities under the scheme after the resolution is approved and who were not named in the notice of meeting will not participate until approval is obtained under that rule unless an exception applies.

The Board (other than James Fitter) unanimously recommends that shareholders vote in favour of the approval of Resolution 15, and the Chair of the meeting intends to vote undirected proxies in favour of this Resolution.

**Resolution 16: Ratification of previous issue of securities in accordance with ASX Listing Rule 7.4**

Resolution 16 seeks to refresh the Company's placement capacity under the ASX Listing Rules by approving for the purposes of ASX Listing Rule 7.4 a past securities issuance which utilised the Company's placement capacity.

*Background*

On 16 March 2026, the Company announced the Capital Raising, which comprised:

- a placement of CUFS to institutional and sophisticated investors, which raised approximately A$12 million ("**Tranche 1 Placement**"). 63,157,895 CUFS were issued pursuant to the Tranche 1 Placement, which CUFS commenced trading on ASX on or about 25 March 2026;

- a placement of CUFS to Manderrah to further raise approximately A$7 million ("**Tranche 2 Placement**"). The CUFS which relate to the Tranche 2 Placement have not been issued as such issue remains subject to shareholder approval (this is Resolution 17); and

- a security purchase plan to eligible securityholders in Australia, New Zealand and Ireland, which raised approximately A$0.3 million ("**SPP**"). 1,644,708 CUFS were issued pursuant to the SPP, which CUFS commenced trading on ASX on or about 20 April 2026. The CUFS issued pursuant to the SPP were issued under Exception 5 of ASX Listing Rule 7.2.

The Tranche 1 Placement Securities were issued to various institutional and sophisticated investors. The investors in the Tranche 1 Placement were identified by the Company and the lead manager (namely MST Financial Services Pty Ltd). The investors were introduced by the lead manager, or were existing contacts already known to the Company (including existing substantial shareholders (including FIL Limited) and other shareholders). The investors were identified through a book building process, which involved the lead manager seeking expressions of interest from institutional and sophisticated investors to participate in the Tranche 1 Placement. There were no related parties of the Company, members of the Company's key management personnel, substantial shareholders of the Company (other than as described above), advisers of the Company or any of their respective associates that were issued more than 1% of the Company's issued capital under the Tranche 1 Placement.

The purpose of the Capital Raise (including the Tranche 1 Placement) was to raise proceeds to fund the Company's operations as deployments continue across new and existing customers and to convert signed pipeline into live, revenue-generating endpoints. The proceeds are also supporting the advancement of the new AI-powered virtual patient assistant, Ovie, as well as enabling the continued improvement of the AI software development life cycle and other automation and AI initiatives to drive business efficiency.

At the time of the Tranche 1 Placement, the Company had sufficient placement capacity under the capacity limitations set out in ASX Listing Rule 7.1 and the Board had sufficient authorities from shareholders following the last AGM, to undertake and execute the Tranche 1 Placement without shareholder approval.

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

The CUFS issued pursuant to the SPP were issued pursuant to an exception (Exception 5 of ASX Listing Rule 7.2). The CUFS issued pursuant to the Tranche 1 Placement were not issued pursuant to an exception. Accordingly, the Tranche 1 Placement has partly depleted the Company's 15% capacity under ASX Listing Rule 7.1. The Company is seeking approval to refresh the Company's placement capacity under the ASX Listing Rules whereby the securities issued under the Tranche 1 Placement are not calculated towards the Company's future placement capacity limits.

Resolution 16 is seeking the ratification of the previous issue of securities under the Tranche 1 Placement which were issued under ASX Listing Rule 7.1. If Resolution 16 is approved, the Company will have the ability to issue securities to the equivalent of 15% of the current issued share capital without shareholder approval. If Resolution 19 is also approved, the Company will have the ability to issue securities in the next 12 months from the date of the AGM to the equivalent of 25% of the current issued share capital without further shareholder approval.

If Resolution 16 is not passed, the Company's placement capacity under the ASX Listing Rules will not be refreshed, which will limit the Company's ability to undertake future capital raisings and the Company may need to consider different avenues in order to raise funds. There can be no assurance that additional finance will be available when needed or, if available, that the terms of the financing will be favourable to the Company.

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

*Specific information required by ASX Listing Rule 7.5*

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

a) On 25 March 2026, the Company issued 63,157,895 CUFS under ASX Listing Rule 7.1 (the "**Tranche 1 Placement Securities**").

b) The Tranche 1 Placement Securities were issued to eligible institutional and sophisticated investors on the basis described above.

c) The Tranche 1 Placement Securities were issued at a price of A$0.19 per CUFS.

d) The Tranche 1 Placement Securities rank pari passu with, and on the same terms as, the existing equity securities of the Company on issue.

e) The Company intends to use the funds raised by the issue of the Tranche 1 Placement Securities as described above.

f) A voting exclusion statement is included in the Notice.

The Board unanimously recommends that shareholders vote in favour of the approval of Resolution 16 and the Chair of the meeting intends to vote undirected proxies in favour of Resolution 16.

**Resolution 17: Approval of issue of CUFS to Manderrah under the Tranche 2 Placement**

On 16 March 2026, the Company announced the Capital Raising, which included the Tranche 2 Placement. Further details of the Capital Raising and the Tranche 2 Placement are provided in Resolution 16 of the Explanatory Memorandum.

The issue price under the Tranche 2 Placement was A$0.19 per CUFS.

Resolution 17 seeks securityholder approval pursuant to ASX Listing Rule 10.11 for the issue of 36,842,105 CUFS to Manderrah under the Tranche 2 Placement.

*ASX Listing Rule 10.11*

ASX Listing Rule 10.11 provides that unless one of the exceptions in ASX Listing Rule 10.12 applies, a listed entity must not issue or agree to issue equity securities to the following categories of persons without the approval of the holders of its ordinary securities:

10.11.1 a related party;

10.11.2 a person who is, or was at any time in the 6 months before the issue or agreement, a substantial (30%+) holder in the entity;

10.11.3 a person who is, or was at any time in the 6 months before the issue or agreement, a substantial (10%+) holder in the entity and who has nominated a director to the board of the entity pursuant to a relevant agreement which gives them a right or expectation to do so;

10.11.4 an associate of a person referred to in ASX Listing Rules 10.11.1 to 10.11.3; or

10.11.5 a person whose relationship with the entity or a person referred to above is such that, in ASX's opinion, the issue or agreement should be approved by securityholders.

The proposed issue of CUFS to Manderrah under the Tranche 2 Placement falls within ASX Listing Rule 10.11.2 as Manderrah held 40.69% of the Company's CUFS on issue as at the date of announcement of the Capital Raising.

The proposed issue of CUFS to Manderrah under the Tranche 2 Placement does not fall within any of the exceptions in ASX Listing Rule 10.12 and therefore securityholder approval is required under ASX Listing Rule 10.11 for the issue of the CUFS to Manderrah.

The effect of approving Resolution 17 will be to allow Manderrah to participate in the Tranche 2 Placement and for the Company to issue 36,842,105 CUFS to Manderrah, which will give Manderrah a 39.83% interest in the issued share capital of the Company on an undiluted basis.

Proceeds raised will be used alongside the Tranche 1 Placement proceeds to fund the Company’s operations as deployments continue across new and existing customers and to convert signed pipeline into live, revenue-generating endpoints. Funds will also support the advancement of the new AI-powered virtual patient assistant, Ovie, as well as enabling the continued improvement of the AI software development life cycle and other automation and AI initiatives to drive business efficiency.

If this Resolution 17 is passed, then:

a) securityholder approval is not required under ASX Listing Rule 7.1 as contemplated by ASX Listing Rule 7.2 exception 14 and the issue of the CUFS to Manderrah will not use up any of the Company’s 15% limit under ASX Listing Rule 7.1 or additional 10% placement capacity (to be approved pursuant to Resolution 19);

b) the Company will be able to proceed with the issue of CUFS to Manderrah; and

c) based on the issue of 36,842,105 CUFS to Manderrah, the Company will raise approximately A$7 million.

If this Resolution 17 is not passed, the Company will not be able to proceed with the issue of CUFS to Manderrah and may need to seek other avenues to raise additional funds. There can be no assurance that additional finance will be available when needed or, if available, that the terms of the financing will be favourable to the Company.

*Specific information required by ASX Listing Rule 10.13*

The following information is provided in relation to the proposed issue of CUFS to Manderrah for the purposes of ASX Listing Rule 10.13:

a) the CUFS will be issued to Manderrah;

b) as at the date of the announcement of the Capital Raising (16 March 2026), Manderrah held 40.69% of the Company's CUFS on issue and accordingly is a substantial (30%+) holder in the Company (and therefore falls into the category stipulated by ASX Listing Rule 10.11.2);

c) the number and class of securities to be issued to Manderrah is 36,842,105 CUFS;

d) the CUFS will be underpinned by ordinary shares and will rank equally in all respects with the Company's existing CUFS on issue;

e) the CUFS will be issued to Manderrah no later than one month after the date of the AGM (or such later date to the extent permitted by any ASX waiver or modification of the ASX Listing Rules);

f) the issue price will be A$0.19 per CUFS, being the same issue price as all other CUFS under the Capital Raising;

g) the Company intends to use the funds raised from the issue of CUFS to Manderrah (together with the other funds raised under the Capital Raising) as described above;

h) there are no additional material terms with respect to the agreement for the proposed issue of CUFS to Manderrah; and

i) a voting exclusion statement is included in the Notice.

The Board unanimously recommends that securityholders vote in favour of Resolution 17. The Chair of the meeting intends to vote undirected proxies in favour of Resolution 17.

**Resolution 18: Increase in authorised share capital**

Irish incorporated public companies are required by law to specify an authorised share capital in their Constitutions. For the avoidance of doubt, Resolution 18 is not seeking approval for the issuance of shares. Resolution 18 proposes an increase in the Company's authorised (but unissued) share capital by the creation of 500,000,000 ordinary shares of €0.001 each. The authorised share capital increase proposal is fundamental to our business and capital management because the Company needs to maintain a greater reserve of authorised but unissued ordinary shares to potentially raise capital and for general corporate purposes. If approved, such an increase will give greater capacity for the Directors to issue shares in the future, in accordance with applicable requirements.

**Resolution 19: Approval of 10% placement capacity**

ASX Listing Rule 7.1A enables eligible entities to issue equity securities up to 10% of its issued share capital in the 12-month period after the Annual General Meeting ("**10% Additional Capacity**"). The 10% Additional Capacity is in addition to the Company's 15% capacity under ASX Listing Rule 7.1.

An eligible entity for the purposes of ASX Listing Rule 7.1A is an entity that is not included in the S&P/ASX 300 Index and has a market capitalisation of A$300 million or less. The Company is an eligible entity as it is not in that index and its market capitalisation as at 23 October 2026 is approximately A$117,534,745.

The Company is seeking approval by way of a **special resolution** to have the ability to issue equity securities under the 10% Additional Capacity. The exact number of equity securities to be issued under the 10% Additional Capacity will be determined in accordance with the formula prescribed in ASX Listing Rule 7.1A.2 (refer below).

*Description of ASX Listing Rule 7.1A*

The ability to issue equity securities under the 10% Additional Capacity is subject to approval by way of a special resolution at an annual general meeting.

Any equity securities issued under the 10% Additional Capacity must be in the same class as an existing quoted class of equity securities of the Company. As at the date of the Notice, the Company has on issue one class of quoted equity securities i.e. CUFS.

**a) ASX Listing Rule 7.1 and ASX Listing Rule 7.1A**

The ability of an entity to issue equity securities under ASX Listing Rule 7.1A is in addition to the entity's 15% capacity under ASX Listing Rule 7.1.

The actual number of equity securities that the Company will have capacity to issue under ASX Listing Rule 7.1A will be calculated at the date of issue of the equity securities in accordance with the formula prescribed in ASX Listing Rule 7.1A.2. This formula is set out below. Any securities issued under ASX Listing Rule 7.1A must be issued for cash consideration only.

Any issue of equity securities under the 10% Additional Capacity will dilute the interests of members who do not receive their pro-rata proportion of the equity securities under the issue.

If Resolution 19 is approved and the Company issues the maximum number of equity securities available under the 10% Additional Capacity, the economic and voting dilution of existing CUFS would be as shown in the table below. If Resolution 19 is not approved, the Company will not be able to issue securities under the 10% Additional Capacity which may limit the Company's ability to undertake future capital raisings.

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

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

| **Number of CUFS on issue** | **Number of CUFS that may be issued under 10% Additional Capacity** | **Funds raised** | | |
|---|---|---|---|---|
| | | **based on issue price of A$0.0700 (50% decrease in issue price)** | **based on issue price of A$0.1400** | **based on issue price of A$0.2800 (100% increase in issue price)** |
| 839,533,894 (current as at date of this Notice of AGM*) | 83,953,389 | $5,876,737 | $11,753,475 | $23,506,949 |
| 1,259,300,841 (50% increase) | 125,930,084 | $8,815,106 | $17,630,212 | $35,260,424 |
| 1,679,067,788 (100% increase) | 167,906,779 | $11,753,475 | $23,506,949 | $47,013,898 |

** Does not include any CUFS to be issued following approval of Resolutions 9 to 15.*

**The table has been prepared on the following assumptions:**

i) Various issue prices have been chosen for illustrative purposes.
ii) The current variable 'A' under Listing Rule 7.1A.2 has been calculated in accordance with the formula in ASX Listing Rule 7.1A.2 as at 23 October 2026.
iii) The Company issues the maximum number of equity securities available under the share issue mandate under ASX Listing Rule 7.1A.
iv) No options are exercised or converted into Shares.
v) The table shows only the effect of issues of the Company's equity securities under the 10% Additional Capacity, not under the Company's 15% capacity.

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

The effect of Resolution 19 will be to allow the Board to issue the equity securities under ASX Listing Rule 7.1A during the 10% Additional Capacity Period without using the Company's 15% capacity under ASX Listing Rule 7.1.

ASX Listing Rule 7.1A.2 states that:

*In addition to issues under ASX Listing Rule 7.1, an eligible entity which has obtained the approval of the holders of its ordinary securities under ASX Listing Rule 7.1A may issue or agree to issue during the period of the approval a number of equity securities calculated in accordance with the following formula:*

| |
|---|
| *(AxD)-E* |

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

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

***D** = 10%.*

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

This Resolution 19 is a **special resolution** and therefore requires approval of 75% of the votes cast by securityholders present and eligible to vote (in person, by proxy, by attorney or, in the case of a corporate securityholder, by a corporate representative).

**c) Specific information required by ASX Listing Rule 7.3A**

Pursuant to and in accordance with ASX Listing Rule 7.3A, information is provided in relation to the approval of the 10% Additional Capacity as follows:

i) The equity securities will be issued at an issue price of not less than 75% of the VWAP for the Company's equity securities in that class over the 15 trading days on which trades were recorded immediately before:
   A. the date on which the price at which the equity securities are to be issued is agreed by the entity and the recipient of the securities; or
   B. if the equity securities are not issued within 10 trading days of the date in paragraph (A) above, the date on which the equity securities are issued.

ii) If Resolution 19 is approved and the Company issues equity securities under the 10% Additional Capacity, the existing members' voting power in the Company will be diluted as shown in the above table (in the case of listed options, only if the listed options are exercised). There is a risk that:
   A. the market price for the Company's equity securities may be significantly lower on the date of the issue of the equity securities than on the date of the meeting; and
   B. the equity securities may be issued at a price that is at a discount to the market price for the Company's equity securities on the issue date, which may have an effect on the amount of funds raised by the issue of the equity securities.

iii) The Company will issue and allot equity securities approved under Resolution 19 until the first to occur of the following:
   A. 9:00 a.m. Dublin time (8:00 p.m. Sydney time) on 25 November 2027, which is 12 months after the date of the AGM;
   B. the time and date of Oneview's next annual general meeting; or
   C. the time and date that members approve a transaction under ASX Listing Rule 11.1.2 (a significant change to the nature or scale of activities) or 11.2 (disposal of main undertaking).

iv) The Company may consider raising funds during the 12-month period following shareholder approval of the mandate, depending on its capital requirements, market conditions, and strategic priorities at the time. The Company's allocation policy will be determined at the time of any proposed issue, having regard to prevailing market conditions and the Company's capital requirements. There is currently no intention to offer securities under the mandate to existing shareholders or any specific class of existing shareholders, although this may be reconsidered depending on market

conditions and strategic objectives at the time of any issue. The identity of the allottees of the equity securities will be determined on a case-by-case basis having regard to the factors including but not limited to the following:

A. the methods of raising funds that are available to the Company, including but not limited to, rights issues or other issues in which existing members can participate;
B. the effect of the issue of the equity securities on the control of the Company;
C. the financial position and funding needs of the Company;
D. advice from corporate, financial and broking advisers (if applicable);
E. the number and timing of issues under the mandate, which may occur as a single placement or in multiple tranches depending on market conditions and capital needs; and
F. the potential to offer securities to new investors, including institutional and sophisticated investors who have not previously been shareholders of the Company, in order to aid in broadening the shareholder base and supporting liquidity.

**d) Previous Approval under ASX Listing Rule 7.1A**

The Company previously obtained, at last year's AGM, member approval under ASX Listing Rule 7.1A. No securities have been issued under that 7.1A mandate to date.

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

The Board unanimously recommends that shareholders vote in favour of the approval of Resolution 19, and the Chair of the meeting intends to vote undirected proxies in favour of this resolution.

**Resolution 20: Authority to allot share-based remuneration**

Resolution 20 is a **special resolution** and renews the Directors' authority to grant options and other share-based awards to employees, Directors and consultants of the Company or any subsidiary of the Company in accordance with the provisions of any share incentive plan of the Company.

**Resolution 21: Disapplication of Irish statutory pre-emption rights in certain circumstances**

Under Irish law, unless otherwise authorised by shareholders, when an Irish public limited company issues shares for cash (including rights to subscribe for or otherwise acquire any shares) to new shareholders, it is required first to offer those shares on the same or more favourable terms to existing shareholders of the company on a pro-rata basis (commonly referred to as the statutory pre-emption right). The statutory pre-emption right, if not disapplied, affords existing shareholders the right to purchase any new shares that the Company proposes to issue for cash in order to maintain their proportionate ownership interests in the Company following the issuance of those shares. The authority sought in this Resolution 21 is fundamental to our business and capital management initiatives because it facilitates our ability to issue shares, including, when appropriate, in connection with capital-raising activities.

Resolution 21 is a **special resolution** and is asking members to grant the Directors' authority to disapply the strict statutory pre-emption provisions for allotments of equity securities for cash up to the Permitted Amount (see Resolution 8). If adopted, this authority will expire at the same time as the Directors' general allotment in Resolution 8, unless previously varied, revoked or renewed.

If Resolution 19 above is not passed, the Permitted Amount will be approximately 15% of the Company's issued share capital. If Resolution 19 above is passed, the Permitted Amount will be approximately 25% of the Company's issued share capital. In both cases subject to any other limitations or exceptions under the ASX Listing Rules. See above for further information on the dilutionary impact of the passing of Resolution 19.

**Resolution 22: Amendment to the Company's Constitution**

Resolution 22 proposes certain amendments to the constitution of the Company to reflect the increase in authorised (but unissued) share capital of the Company pursuant to Resolution 18. Resolution 22 is subject to and conditional upon the approval by the shareholders of Resolution 18.

Resolution 22 is proposed as a **special resolution**.

A copy of the memorandum and articles of association incorporating the proposed changes, together with a comparison against the existing memorandum and articles of association is available (and will be so available until the conclusion of the AGM) on the Company's website (www.oneviewhealthcare.com) and at the Company's registered office and will also be available at the AGM for at least fifteen minutes before, and for the duration of, the AGM.

**Appendix 1**

**Oneview Healthcare plc Restricted Share Unit Plan ("RSU Plan") – Summary of Key Terms as at 30 October 2026**

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

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

**Vesting of Awards**
The Remuneration Committee has discretion to impose such conditions as it deems appropriate.

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

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

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

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

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

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

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

**Oneview Healthcare plc NED & Consultant RSU Plan ("NED RSU Plan") – Summary of Key Terms as at 30 October 2026**

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

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

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

**Vesting of Awards**
The Remuneration Committee has discretion to impose such conditions as it deems appropriate.

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

**Expiry date**
The Plan does not prescribe a fixed expiry date for individual RSU awards. Vesting and settlement timings are determined by the Remuneration Committee and set out in the relevant Award Agreement. Awards are subject to earlier lapse or forfeiture under the RSU Plan, including where applicable performance conditions are not satisfied or become incapable of satisfaction, or on termination of service, subject to the RSU Plan's exceptions and Remuneration Committee discretion.