



Unifying the care experience.

## ASX ANNOUNCEMENT 2024 ANNUAL GENERAL MEETING

7 October 2024 – Melbourne, Australia – Oneview Healthcare PLC (ASX:ONE) a global healthcare technology company, will hold an annual general meeting virtually, on Wednesday 30 October 2024 at 9.00 a.m. Dublin time (8.00 p.m. Sydney time). The following documents have been dispatched to security holders:

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

Each of these documents will be available on the company's website at [www.oneviewhealthcare.com](http://www.oneviewhealthcare.com). This announcement has been approved for release by the board of directors of Oneview Healthcare PLC.

### About Oneview Healthcare

For healthcare systems who lead on exemplary care, Oneview Healthcare provides digital tools for patients, families, and caregivers to improve the care experience. Unifying a facility's systems, content and services into one digital platform with dedicated devices at the point of care, Oneview helps deliver more control for patients and families, more time for care teams, and less complexity for executives and IT teams. Oneview is proud to partner with leading healthcare systems in the US, Australia, the Middle East and Asia. For more information, please visit [www.oneviewhealthcare.com](http://www.oneviewhealthcare.com).

### Investor Contacts

James Fitter, CEO  
Oneview Healthcare  
[jfitter@oneviewhealthcare.com](mailto:jfitter@oneviewhealthcare.com)

Toni Pettit, Company Secretary  
Oneview Healthcare  
[hdarcy@oneviewhealthcare.com](mailto:hdarcy@oneviewhealthcare.com)

**Directors** B Nelson (Chair) | N Asaria | M Cullen | J Fitter | D Lyons | J Rooney

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

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

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# ANNUAL GENERAL MEETING



## ONEVIEW HEALTHCARE PLC

Incorporated and registered in Ireland under the Companies Act 2014 – registered number 513842 and registered under the Corporations Act 2001, Australia – ARBN 610 611 768

**Wednesday 30 October 2024 at 9.00 a.m. Dublin time (8.00 p.m. Sydney time)**

**at 2<sup>nd</sup> Floor, Avoca Court, Temple Road, Blackrock, County Dublin, Ireland**

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

**[www.investorvote.com.au](http://www.investorvote.com.au)**

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Notice of the Annual General Meeting of Oneview Healthcare p.l.c. to be held at 2<sup>nd</sup> Floor, Avoca Court, Temple Road, Blackrock, County Dublin, Ireland on Wednesday, 30 October 2024 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 27 October 2024, in the manner set out in the Notes attached to this Notice.**

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# ONEVIEW HEALTHCARE p.l.c.

(Incorporated and registered in Ireland under the Companies Act 2014 – registered number 513842 and registered under the Corporations Act 2001, Australia – ARBN 610 611 768)

Directors:

Joseph Rooney  
James Fitter  
Darragh Lyons  
Nashina Asaria  
Mark Cullen  
Barbara Nelson

*Independent Interim Non-Executive Chairman*  
*Chief Executive Officer and Executive Director*  
*Chief Financial Officer and Executive Director*  
*Independent Non-Executive Director*  
*Independent Non-Executive Director*  
*Independent Non-Executive Director*

2<sup>nd</sup> Floor,  
Avoca Court,  
Temple Road,  
Blackrock,  
Co. Dublin,  
A94 R7W3

Toni Pettit

*Company Secretary*

27 September 2024

## Interim Chairman's Letter to Members

Dear Member,

The Annual General Meeting ("**AGM**") of Oneview Healthcare p.l.c. (the "**Company**" or "**Oneview**") will be held at 9.00 a.m. Dublin time (8.00 p.m. Sydney time) on Wednesday, 30 October 2024 at 2<sup>nd</sup> Floor, Avoca Court, Temple Road, Blackrock, County Dublin, Ireland.

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

The Company expects to be able to welcome members to attend the AGM in person. In the event that it becomes necessary or appropriate to make alternative arrangements for the holding of the AGM, or it is not possible to hold the AGM either in compliance with public health guidelines or applicable law or where it is otherwise considered that proceeding with the AGM as planned poses an unacceptable health and safety risk, the AGM may be adjourned or postponed or relocated to a different time and/or venue and we will ensure that members are given as much notice as possible via announcement on the Company's website: [www.oneviewhealthcare.com](http://www.oneviewhealthcare.com).

If you choose not to physically attend this year's AGM, we encourage members to avail of the arrangements designed to facilitate participation in the AGM by submitting questions on and listening to the business of the AGM in the manner described 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, [www.oneviewhealthcare.com](http://www.oneviewhealthcare.com), 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 no later than 9.00 a.m. Dublin time (8.00 p.m. Sydney time) on 27 October 2024 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 28 October 2024. 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/10041710-ha9i7w.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 Company's constitution and the Irish legal requirements, 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 27 October 2024.

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 2023 together with the reports of the Directors and Auditors;
- a proposal for the re-election as non-executive Directors, of Joseph Rooney and Nashina Asaria, who both retire by rotation as required under the Constitution;
- confirmation of the appointment of Darragh Lyons as executive Director;
- the approval of terms of and awards under the Group Restricted Share Unit (**RSU**) Plan and the Non-Executive Director (**NED**) 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 RSU Plan is set out in the Appendix to this Notice;
- refresh the Company's placement capacity under the ASX Listing Rules; and
- a proposal to increase the Company's securities allotment limits by 10%, in accordance with the ASX Listing Rules.

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

The Annual Report and Financial Statements for the period ended 31 December 2023 are available to view and download from [www.investorvote.com.au](http://www.investorvote.com.au). The formal Notice of AGM appears on pages 4 to 5 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,

**Joseph Rooney**  
*Interim Chairman*

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## NOTICE OF ANNUAL GENERAL MEETING

### ONEVIEW HEALTHCARE p.l.c.

#### ("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 Wednesday, 30 October 2024 at 2<sup>nd</sup> Floor, Avoca Court, Temple Road, Blackrock, County Dublin, Ireland ("**AGM**") for the following purposes:

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

1. To receive and consider the Annual Report and Financial Statements for the period ended 31 December 2023 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 2023.
3. To re-appoint Joseph Rooney as a Director, who retires by rotation in accordance with the Constitution of the Company and, being eligible, offers himself for re-appointment.
4. To re-appoint Nashina Asaria as a Director, who retires by rotation in accordance with the Constitution of the Company and, being eligible, offers herself for re-appointment.
5. That for the purposes of ASX Listing Rule 14.5 and for all other purposes, the appointment of Darragh Lyons, who was appointed as a Director by the Directors in accordance with Article 108(b) of the Constitution of the Company on 9 September 2024, 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 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 2024 under the Oneview Healthcare plc NED & Consultant RSU Plan in accordance with the terms described in the Explanatory Memorandum.
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, Nashina Asaria in 2024 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, Mark Cullen in 2024 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, Barbara Nelson in 2024 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, James Fitter in 2024 under the Oneview Healthcare plc RSU Plan in accordance with the terms described in the Explanatory Memorandum.
13. That, in connection with the appointment of Darragh Lyons as a Director of the Company and, 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 Darragh Lyons in 2024 under the Oneview Healthcare plc RSU Plan in accordance with the terms described in the Explanatory Memorandum.
14. 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 2,083,333 ordinary shares in the Company and the subsequent issue of 2,083,333 CUFS over ordinary shares in the Company pursuant to ASX Listing Rule 7.1 under the Placement (as defined in Resolution 14) be and it is hereby acknowledged, ratified and approved.

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

15. 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.

By order of the Board



**Toni Pettit**

*Company Secretary*

27 September 2024

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

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# 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 28 October 2024 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 CHES Depository Nominees Pty Limited ("CDN") (the legal holder of all ordinary shares for the purposes of the ASX Settlement Operating Rules) to nominate the Chairman of the 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](http://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 27 October 2024. 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 Chairman, in the event the Nominated Proxy does not attend the AGM,  
  
as proxy to vote the shares underlying your holding of CUFS on behalf of CDN in person at the AGM in Dublin.
- (b) If the Nominated Proxy does not attend the AGM, the Chairman will vote the shares in accordance with the instructions on the Voting Instruction Form or, for undirected proxies, in accordance with the Nominated Proxy's written instructions. If the Nominated Proxy does not provide written instructions to the Chairman care of Computershare Investor Services Pty Limited by facsimile to +61 2 8235 8133 or by e-mail to [sydreturningofficer@computershare.com.au](mailto:sydreturningofficer@computershare.com.au), by 9.00 a.m. Dublin time (8.00 p.m. Sydney time) on 27 October 2024, then the Chairman intends voting in favour of all of the resolutions.

- (c) For your proxy appointment to count, your completed Voting Instruction Form must be received by Computershare no later than 9.00 a.m. Dublin time (8.00 p.m. Sydney time) on 27 October 2024.

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 2.2. 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 27 October 2024. Holders of CUFS who wish to convert their CUFS into ordinary shares should contact Computershare on 1300 300 279 from within Australia or +353 1 447 560961 from outside Australia or by e-mail on [clientservices@computershare.ie](mailto:clientservices@computershare.ie).

To obtain a free copy of CDN's Financial Services Guide, or any Supplementary Financial Services Guide, go to [http://www.asx.com.au/documents/settlement/CHESS\\_Depositary\\_Interests.pdf](http://www.asx.com.au/documents/settlement/CHESS_Depositary_Interests.pdf) or phone 1300 300 279 from within Australia or +353 1 447 5566 from outside Australia to ask to have one sent to you.

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

### Lodgement Instructions

3. Completed Voting Instruction Forms may be lodged with Computershare using one of the following methods:
- 3.1. by post to GPO Box 242, Melbourne VIC 3001, Australia; or
  - 3.2. by delivery in person to Computershare at 6 Hope Street, Ermington, NSW 2115, Australia; or
  - 3.3. online at [www.investorvote.com.au](http://www.investorvote.com.au); or
  - 3.4. for Intermediary Online subscribers only (custodians), online at [www.intermediaryonline.com](http://www.intermediaryonline.com); or
  - 3.5. by facsimile to 1800 783 447 from inside Australia or +61 3 9473 2500 from outside Australia.

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

- (a) by facsimile to +61 3 9473 2500; or
- (b) by email to [sydneyreturningofficer@computershare.com.au](mailto:sydneyreturningofficer@computershare.com.au).

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

A form of certificate may be obtained from Computershare or online at [www.investorcentre.com/au](http://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

5. The total number of issued ordinary shares on the date of this Notice is 676,769,182. 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**

6. The AGM is an opportunity for members to put questions to the Chairman during the question and answer session. We would ask that where a member wishes to use the AGM as an opportunity to put questions to the Chairman 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](mailto: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**

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

**Voting Exclusion in respect of Resolutions, 8, 9, 10 and 11**

8. The Company will disregard any votes cast in favour of Resolutions 8, 9, 10 and 11 by or on behalf of:
- 8.1. 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 RSU Plan; 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 Resolutions 8, 9, 10 or 11 by:
- 9.1. a person as proxy or attorney for a person who is entitled to vote on Resolutions 8, 9, 10 and 11 in accordance with the directions given to the proxy or attorney to vote on the resolution in that way; or
  - 9.2. the Chairman of the meeting as proxy or attorney for a person who is entitled to vote on Resolutions 8, 9, 10 and 11, in accordance with a direction given to the Chairman to vote as the Chairman 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 Resolutions 8, 9, 10 and 11; and
    - b) the holder votes on Resolutions 8, 9, 10 and 11 in accordance with directions given by the beneficiary to the holder to vote in that way.

**Voting Exclusion in respect of Resolution 12**

10. The Company will disregard any votes cast in favour of Resolution 12 by or on behalf:
- 10.1. 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
  - 10.2. any associate of that person or those persons referred to in paragraph 10.1 above.
11. However, this does not apply to a vote cast in favour of Resolution 12 by:
- 11.1. a person as proxy or attorney for a person who is entitled to vote on Resolution 12, in accordance with the directions given to the proxy or attorney to vote on the resolution in that way; or
  - 11.2. the Chairman of the meeting as proxy or attorney for a person who is entitled to vote on Resolution 12, in accordance with a direction given to the Chairman to vote as the Chairman 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 12; and
    - b) the holder votes on Resolution 12 in accordance with directions given by the beneficiary to the holder to vote in that way.

**Voting Exclusion in respect of Resolution 13**

12. The Company will disregard any votes cast in favour of Resolution 13 by or on behalf of:
- 12.1. 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
  - 12.2. any associate of that person or those persons referred to in paragraph 12.1 above.
13. However, this does not apply to a vote cast in favour of Resolution 13 by:
- 13.1. a person as proxy or attorney for a person who is entitled to vote on Resolution 13, in accordance with the directions given to the proxy or attorney to vote on the resolution in that way; or
  - 13.2. the Chairman of the meeting as proxy or attorney for a person who is entitled to vote on Resolution 13, in accordance with a direction given to the Chairman to vote as the Chairman decides; or
  - 13.3. a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
    - c) 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 13; and
    - d) the holder votes on Resolution 13 in accordance with directions given by the beneficiary to the holder to vote in that way.

**Voting Exclusion in respect of Resolution 14**

14. The Company will disregard any votes cast in favour of Resolution 14 by or on behalf of:
- 14.1. any person who participated in the issue or who is a counterparty to the agreement being approved; or
  - 14.2. any associate of that person or those persons referred to in paragraph 14.1 above.
15. However, this does not apply to a vote cast in favour of Resolution 14 by:
- 15.1. a person as proxy or attorney for a person who is entitled to vote on Resolution 14, in accordance with the directions on the proxy or attorney to vote on the resolution in that way; or
  - 15.2. the Chairman of the meeting as proxy or attorney for a person who is entitled to vote on Resolution 14, in accordance with a direction given to the Chairman to vote as the Chairman decides; or
  - 15.3. 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 14; and
    - b) the holder votes on Resolution 14 in accordance with directions given by the beneficiary to the holder to vote in that way.

**Voting Exclusion in respect of Resolution 15**

16. The Company will disregard any votes cast in favour of Resolution 15 by or on behalf of:
- 16.1. a person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue of equity securities under the 10% Additional Capacity (except a benefit solely by reason of being a Shareholder); or
  - 16.2. any associate of that person or those persons referred to in paragraph 16.1 above.
17. However, this does not apply to a vote cast in favour of Resolution 15 by:
- 17.1. a person as proxy or attorney for a person who is entitled to vote on Resolution 15, in accordance with the directions on the proxy or attorney to vote on the resolution in that way; or
  - 17.2. the Chairman 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 Chairman to vote as the Chairman decides; or
  - 17.3. 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.
18. At the date of this Notice, the Company is not proposing to make an issue of securities under ASX Listing Rule 7.1A.2 and as such no votes will be excluded under the voting exclusion.

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

19. 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 of the Company. A proxy need not be a member of the Company.

A Form of Proxy for use by ordinary shareholders is enclosed with the Notice of AGM. To be effective, the Form of Proxy duly completed and executed, must be deposited with the Company by email to [cosec@oneviewhealthcare.com](mailto: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 28 October 2024) 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 8 to 13 in relation to certain members of the Board of Directors).

The Chairman 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 2023 and a review of the affairs of the Company.

### **Resolution 2: Director's Report on Remuneration**

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

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

Resolution 3 and 4 deal with the re-appointment of Directors. Under the Company's Constitution, a director must retire not later than three years following his or her last appointment or re-appointment. Accordingly, Resolution 3 is a proposal for the re-election, as Director, of Joseph Rooney, who retires by rotation as required under the Constitution and offers himself for re-election at the AGM and Resolution 4 is a proposal for the re-election of Nashina Asaria, as Director, who retires by rotation as required under the Constitution and offers herself for re-election at the AGM.

The biographies of Joseph Rooney and Nashina Asaria, 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 Joseph Rooney and Nashina Asaria continue to perform effectively and to demonstrate commitment to their roles.

#### **Joseph Rooney – Independent Non-Executive Officer**

Joseph joined Oneview in 2016. Joseph assumed the role of Interim Chairman in July 2023, subsequent to the retirement of Michael Kaminski. Joseph had taken on this role before, upon the death of our first Chairman, James Osborne. Joseph is also Chair of Fundraising for the Clongowes Wood College Foundation. Until the end of 2012, Joseph 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, including Managing Director, Head of Global Strategy and trustee of their UK pension fund.

#### **Nashina Asaria – Independent Non-Executive Officer**

Nashina is a corporate board member, advisor and C-level global executive with a track record of driving high growth in private and public companies across the health, fintech and mobile industries. She is an advisor to SimBioSys (a spacial biophysics company using AI and data science to drive precision medicine and better outcomes for breast cancer patients), Cyclerity (using AI to provide cash advance and revenue recovery to the healthcare industry), InTech Energy (software and hardware solution for air purification and quality and energy expense management) and Extolabs (applying blockchain and AI into combined hardware and software platform for financial and healthcare inclusion). Nashina was Chief Product & Marketing Officer (CPMO) for Nanthealth. Prior to Nanthealth, she was CPMO of UpHealth Inc. Nashina was Chief Product Officer at Cloudbreak Health LLC, a US telehealth company that was merged into UpHealth Inc. in June 2021. She has held leadership roles with LifeQ, Nantworks, Verifone and Qualcomm. Nashina was appointed to the Board in 2021.

### **Resolution 5: Confirmation of appointment of Darragh Lyons**

Resolution 5 deals with the confirmation of the appointment by the Directors of Darragh Lyons as a Director on 9 September 2024 by re-election at the AGM.

Darragh brings over 20 years of experience in finance, accounting and business leadership to Oneview. He previously served as both the CEO and CFO of Malin Corporation plc, a publicly traded investment company that invests in and supports highly innovative life sciences companies developing exceptional science and technology. Darragh joined Malin as Chief Financial Officer in March 2015 and was appointed Chief Business and Financial Officer in November 2018. He was appointed Chief Executive Officer in September 2019. Prior to joining Malin, he held several senior finance positions in the pharmaceutical group Elan Corporation plc and worked with PwC in Dublin, the United States and Canada. Darragh is a fellow of Chartered

Accountants Ireland and has extensive expertise in supporting growth-stage companies, mergers and acquisitions, capital raising and financial planning and analysis. Darragh holds a BA in accounting and finance from Dublin City University and has completed postgraduate education at Harvard Business School, Cambridge University and University College Dublin.

The material terms of Darragh Lyons' employment agreement which the Company under which he has been engaged as the Company's Chief Financial Officer are as follows:

- (a) **Effective date** – 9 September 2024 – appointment as Chief Financial Officer / 30 October 2024 appointment as Director.
- (b) **Term** – unlimited.
- (c) **Total Fixed Remuneration** – Base salary of €225,000 per annum, exclusive of superannuation and any other statutory payments.
- (d) **Short Term Incentive** – eligible for short term incentives as determined by the Remuneration Committee with an initial cash bonus of €50,000 to be paid in April 2025, subject to an unqualified audit sign-off.
- (e) **Discretionary Incentive** – eligible for an annual cash bonus of up to 100% of base salary calculated based on performance milestones as set by the Remuneration Committee at the start of each year.
- (f) **Long Term Incentive** – eligible to participate in the Company's Restricted Share Unit (**RSU**) Plan, subject to shareholder approval. The award will be 900,000 RSUs that would result in a maximum allocation of 900,000 CUFS, provided the performance conditions are achieved or exceeded. The performance conditions set for this award are based on achievement of revenue targets as set by the Remuneration Committee at the start of each year, for the calendar years 2024, 2025 and 2026. The RSU awards will be granted in equal tranches of up to 300,000 RSUs per annum with a three-year vesting period from grant. Each tranche will vest if the target for the respective calendar year for that tranche is met and Darragh remains in employment throughout the vesting period.
- (g) **Director Appointment Grant** – Eligible to participate in the Company's Restricted Share Unit (**RSU**) Plan, subject to shareholder approval. The initial award will be 3,000,000 RSU awards (with one RSU being in respect of one share / CUFS), vesting in full on the third anniversary of grant, subject to continued employment during the vesting period. This initial award, and any subsequent awards of RSUs granted while Darragh Lyons is a Director, will be subject to shareholder approval.
- (h) **Annual Leave** – 24 days annual leave entitlement.
- (i) **Termination provisions** – Either party may terminate the agreement with 3 months' written notice.
- (j) The terms and conditions of Darragh Lyons' bonuses and any further awards, including targets, vesting and/or exercise (as the case may be), are determined annually by the Remuneration Committee and, where necessary, are subject to shareholder approval.

As Darragh is employed by the Company as CFO, he will not receive directors' fees if he is appointed as a Director.

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

#### **Resolution 8: Approval of issue and grant of RSUs to Joseph Rooney under the NED RSU Plan**

It is proposed that Joseph Rooney, being a non-executive Director and Interim Chairman of the Company, be awarded under the NED 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 and 2023 (and as per Resolutions 9, 10, 11). The vesting period is 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 / CUFS in the Company, subject to meeting the applicable service condition as set out below. 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 related party. Joseph Rooney is a related party of the Company under ASX Listing Rule 10.14.1.

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 the 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;
- (c) the date by which the Company will issue the RSUs is expected to be 7 November 2024 and in any event within 12 months of the meeting;
- (d) no amount is payable by Joseph Rooney on the grant of the RSUs or the issue of shares / CUFS on vesting;
- (e) the RSUs will vest, subject to continued appointment as non-executive Director, at the end of the vesting period;
- (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; and
- (g) Joseph Rooney's fees as a non-executive Director currently amount to A\$71,500 per annum;
- (h) A total of 2,790,191 RSUs have been issued (each for nil consideration) to Joseph Rooney under the Plan. Joseph Rooney holds 3,849,126 CUFS and 470,833 RSUs as at the date of this Notice of AGM; and
- (i) The key terms of the NED RSU Plan are attached to this Notice of AGM.

If this Resolution 8 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.

**Resolution 9: Approval of issue and grant of RSUs to Nashina Asaria under the NED RSU Plan**

It is proposed that Nashina Asaria, being a non-executive Director of the Company, be awarded under the NED 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 and 2023 (and as per Resolutions 8, 10 and 11). The vesting period is 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 condition as set out below. 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 related party. Nashina Asaria is a related party of the Company under ASX Listing Rule 10.14.1.

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 the 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;
- (c) the date by which the Company will issue the RSUs is expected to be 7 November 2024 and in any event within 12 months of the meeting;
- (d) no amount is payable by Nashina Asaria on the grant of the RSUs or the issue of shares / CUFS on vesting;
- (e) the RSUs will vest, subject to continued appointment as non-executive Director, at the end of the vesting period;
- (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; and
- (g) Nashina Asaria's fees as a non-executive Director currently amount to A\$71,500 per annum;
- (h) A total of 1,363,721 RSUs have been issued (each for nil consideration) to Nashina Asaria under the Plan. Nashina Asaria holds 577,984 CUFS and 208,333 RSUs as at the date of this Notice of AGM; and
- (i) The key terms of the NED RSU Plan are attached to this Notice of AGM.

If this Resolution 9 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.

**Resolution 10: Approval of issue and grant of RSUs to Mark Cullen under the NED RSU Plan**

It is proposed that Mark Cullen, being a non-executive Director of the Company, be awarded under the NED 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 (and as per Resolutions 8, 9 and 11). The vesting period is 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 condition as set out below. 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 related party. The Directors listed above are each a related party of the Company under ASX Listing Rule 10.14.1.

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 the 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;
- (c) the date by which the Company will issue the RSUs is expected to be 7 November 2024 and in any event within 12 months of the meeting;
- (d) no amount is payable by Mark Cullen on the grant of the RSUs or the issue of shares / CUFS on vesting;
- (e) the RSUs will vest, subject to continued appointment as non-executive Director, at the end of the vesting period;
- (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; and
- (g) Mark Cullen's fees as a non-executive Director currently amount to A\$71,500 per annum;
- (h) A total of 1,182,065 RSUs have been issued (each for nil consideration) to Mark Cullen under the Plan. Mark Cullen holds 11,537,286 CUFS and 1,182,065 RSUs at the date of this Notice of AGM<sup>1</sup>; and
- (i) The key terms of the NED RSU Plan are attached to this Notice of AGM.

If this Resolution 10 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.

**Resolution 11: Approval of issue and grant of RSUs to Barbara Nelson under the NED RSU Plan**

It is proposed that Barbara Nelson, being a non-executive Director of the Company, be awarded under the NED 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 (and as per Resolutions 8, 9 and 10). The vesting period is 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 condition as set out below. 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 related party. The Directors listed above are each a related party of the Company under ASX Listing Rule 10.14.1.

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

<sup>1</sup> 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.

- (a) Barbara Nelson is a non-executive Director of the Company and is therefore a Director of the Company under the 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;
- (c) the date by which the Company will issue the RSUs is expected to be 7 November 2024 and in any event within 12 months of the meeting;
- (d) no amount is payable by Barbara Nelson on the grant of the RSUs or the issue of shares / CUFS on vesting;
- (e) the RSUs will vest, subject to continued appointment as non-executive Director, at the end of the vesting period;
- (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; and
- (g) Barbara Nelson's fees as a non-executive Director currently amount to A\$71,500 per annum;
- (h) A total of 1,077,898 RSUs have been issued (each for nil consideration) to Barbara Nelson under the Plan. Barbara Nelson does not hold any CUFS and holds 1,077,898 RSUs as at the date of this Notice of AGM; and
- (i) The key terms of the NED RSU Plan are attached to this Notice of AGM.

If this Resolution 11 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.

**Resolution 12: Grants of Restricted Share Units to Executive Director (James Fitter)**

Under this Resolution it is proposed that James Fitter, being an executive Director of the Company, be awarded RSUs under the existing 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 Incentive Grant**). It is also important to ensure that James Fitter's remuneration is competitive and aligned with the market for similar roles.

**3 Year Performance Related Incentive Grant**

Resolution 12 approves, for the purposes of ASX Listing Rule 10.14 and for all other purposes, the grant to James Fitter of an award of 9,000,000 RSUs that would result in a maximum allocation of 9,000,000 CUFS, provided the performance conditions are achieved or exceeded. The performance conditions set for this award, are based on achievement of revenue targets as set by the Remuneration Committee at the start of each year, for the calendar years 2024, 2025 and 2026. The RSU awards will be granted subject to approval at the AGM and will vest in equal tranches of up to 3,000,000 RSUs per annum. Each tranche will vest if the target for the respective calendar year for that tranche is met and James remains in employment throughout the vesting period.

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 described above. 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 related party.

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 the ASX Listing Rule 10.14.1;
- (b) approval is sought to grant 9,000,000 RSUs (each in respect of one share / CUFS) to James Fitter;
- (c) the Company will issue the RSUs subsequent to the AGM and no later than 7 November 2024;
- (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 29,207,707 RSUs have been issued (each for nil consideration) to James Fitter under the Plan. 12,223,684 of RSUs previously issued to James Fitter under the Plan expired without vesting as milestones were not met. James Fitter holds 14,933,090 CUFS and 12,000,000 RSUs as at the date of this Notice of AGM;
- (h) 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 Group Restricted



Share Unit Plan (RSU Plan). The terms and conditions of James's bonus and any further awards, including targets, vesting and/ or exercise (as the case may be), are determined annually by the Remuneration committee; and

- (i) 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 Resolution 12 is not passed, the grant of RSUs which are 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. This may include a cash payment equivalent to the Performance Award Grant subject to the same conditions.

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

### **Resolution 13: Grants of Restricted Share Units to Executive Director (Darragh Lyons)**

Under this Resolution, it is proposed that Darragh Lyons, being an executive Director of the Company, subject to approval of Resolution 5, be awarded RSUs under the existing RSU Plan. Shareholder approval for the grant of RSUs is only required if Darragh Lyons is appointed as a Director. The Board believes that it is in members' interests to provide the Chief Financial Officer with equity-based incentives to ensure that there is significant alignment between satisfactory returns for members and rewards for Darragh Lyons as an executive Director (**Performance Related Incentive Grant**). It is also important to ensure that Darragh Lyons' remuneration is competitive and aligned with the market for similar roles.

#### **Director Appointment Grant**

In connection with Darragh Lyons' appointment as a Director on 9 September 2024, Resolution 12 approves, for the purposes of ASX Listing Rule 10.14 and for all other purposes, the issue to Darragh Lyons of 3,000,000 RSUs, with a 3-year vesting date, under the RSU Plan. These RSUs will vest if Darragh remains in employment throughout the vesting period.

#### **3 Year Performance Related Incentive Grant**

In connection with Darragh Lyons' appointment as a Director, Resolution 13 approves, for the purposes of ASX Listing Rule 10.14 and for all other purposes, the grant to Darragh Lyons of an award of 900,000 RSUs that would result in a maximum allocation of 900,000 CUFS, provided the performance conditions are achieved or exceeded. The performance conditions set for this award are based on achievement of revenue targets as set by the Remuneration Committee at the start of each year, for the calendar years 2024, 2025 and 2026. The RSU awards will be granted in equal tranches of 300,000 RSUs per annum, with a three-year vesting period from date of grant. Each tranche will vest if the target for the respective calendar year for that tranche is met and Darragh remains in employment throughout the vesting period.

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 described above. 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 related party.

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

- (a) Darragh Lyons is the Chief Financial Officer of the Company and, subject to approval of Resolution 5, an executive Director of the Company and is therefore a Director of the Company under the ASX Listing Rule 10.14.1;
- (b) approval is sought to grant 3,900,000 RSUs (each in respect of one share / CUFS) to Darragh Lyons;
- (c) the Company will issue the RSUs subsequent to the AGM and no later than 7 November 2024;
- (d) no amount is payable by Darragh Lyons 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) No RSUs have been issued to Darragh Lyons to date under the Plan. Darragh does not currently hold any shares / CUFS in the Company; and
- (h) Darragh Lyons' current total remuneration package as an Executive Director is as follows: A base salary of €225,000 per annum, a bonus of €50,000 to be paid in April 2025, subject to an unqualified audit sign-off, an annual discretionary bonus of up to 100% of base salary and participation in the Group Restricted Share Unit Plan (RSU Plan). The terms and conditions of Darragh's bonus and any further awards, including targets, vesting and / or exercise (as the case may be), are determined annually by the Remuneration committee.

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 Resolution 13 is not passed, the grant of RSUs which are the subject of this Resolution will not proceed. In these circumstances the Board would need to consider an alternative means of remunerating Darragh Lyons which is competitive and within the company's Remuneration Policy. This may include a cash payment equivalent to the Performance Award Grant subject to the same conditions.

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

### **Further information relating to Resolutions 8 to 13**

Resolutions 8 to 13 relate to various approvals under ASX Listing Rule 10.14. The following statements apply to these resolutions:

- Details of any RSUs issued under the RSU Plan or NED 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 ASX Listing Rule 10.14 who become entitled to participate in an issue of RSUs under the RSU Plan or NED RSU Plan after a resolution is approved and who were not named in this Notice of AGM will not participate until approval is obtained under that rule.
- The fair value of each RSU is calculated using the Black-Scholes valuation model. The model takes into account the exercise price, time to maturity, the share price at grant date and expected price volatility of the underlying instrument, the expected dividend yield and the risk-free interest rate for the vesting term.

### **Resolution 14: Ratification of previous issue of securities in accordance with ASX Listing Rule 7.4**

Resolution 14 seeks to refresh the Company's placement capacity under the ASX Listing Rules.

#### *Background*

On 22 November 2023, the Company announced it had undertaken a placement of 2,083,333 CUFS (the "Placement"). At the time of the 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 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 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 shares issued under the Placement are not calculated towards the Company's future placement capacity limits.

Resolution 14 is seeking the ratification of the previous issue of securities under the Placement which were issued under ASX Listing Rule 7.1. If Resolution 14 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 15 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 14 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.

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:

On 27 November 2023, the Company issued:

- a) 2,083,333 CDIs under ASX Listing Rule 7.1 (**Placement Securities**). The Placement Securities were issued to S3 Consortium Pty Ltd trading as StocksDigital in consideration for the provision of investor awareness services, including the sharing of research, commentary and its investment thesis on the Company. StocksDigital was first engaged by the Company to provide services of this nature in July 2020.
- b) The Placement Securities were issued at a price of A\$0.18 per CUFS.
- c) The Placement Securities rank pari passu with, and on the same terms as, the existing equity securities of the Company on issue.

The Board unanimously recommends that shareholders vote in favour of the approval of Resolution 14 and the Chairman of the meeting intends to vote undirected proxies in favour of Resolution 14.

#### **Resolution 15: 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 capitalization of \$300 million or less. The Company is an eligible entity as it is not in that index and its market capitalisation as at 27 September 2024 is approximately \$216 million.

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 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 15 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 15 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 \$0.16 (50% decrease in issue price)	based on issue price of \$0.32	based on issue price of \$0.64 (100% increase in issue price)
676,769,182 (current as at date of this Notice of AGM*)	67,676,918	A\$ 10,828,307	A\$ 21,656,614	A\$ 43,313,228
1,015,153,773 (50% increase)	101,515,377	A\$ 16,242,460	A\$ 32,484,921	A\$ 64,969,841
1,353,538,364 (100% increase)	135,353,836	A\$ 21,656,614	A\$ 43,313,228	A\$ 86,626,455

\* Does not include any CUFS to be issued following approval of Resolutions 8 to 13.

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

- i) The issue price is \$0.32 based on the closing price of CUFS on 27 September 2024.
- 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 27 September 2024.
- 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 15 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 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:*

$(Ax D) - E$
--------------

**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 with 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 these the ASX Listing Rules to have been approved, under rule 7.1 or 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 rule 7.1 or 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 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 15 is a **special resolution** and therefore requires approval of 75% of the votes cast by Members present and eligible to vote (in person, by proxy, by attorney or, in the case of a corporate Member, 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; 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) While the Company has no specific purpose in mind for the use of funds which may be raised pursuant to this resolution, it considers the additional capacity to be appropriate to ensure it is able to raise capital expeditiously in the future, in furtherance of opportunities consistent with its business objectives, including to ensure it has an appropriate level of working capital.
- iii) If Resolution 15 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 only be issued for cash consideration and 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.
- iv) The Company will issue and allot equity securities approved under Resolution 15 until the first to occur of the following:
  - A. 9.00 a.m. Dublin time (8.00 p.m. Sydney time) on Thursday, 30 October 2025, which is 12 months after the date of the Meeting;
  - 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).
- v) The Company's allocation policy is dependent on the prevailing market conditions at the time of any proposed issue pursuant to the 10% Additional Capacity. 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 situation and solvency of the Company; and
  - D. advice from corporate, financial and broking advisers (if applicable).
- vi) In the 12 months preceding the date of this Notice of AGM the Company did not issue nor agree to issue any securities under Listing Rule 7.1A.2.

**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.

The Company will comply with the disclosure obligations under the 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 15, and the Chairman of the meeting intends to vote undirected proxies in favour of this resolution.

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## Appendix 1

### Oneview Healthcare plc Restricted Share Unit Plan ("RSU Plan") – Summary of Key Terms as at 27 September 2024

#### 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 RSU Plan. It is anticipated that awards will be granted to senior management both at executive Director level and also a certain of key 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.

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## **Oneview Healthcare plc NED & Consultant RSU Plan ("NED RSU Plan") – Summary of Key Terms as at 27 September 2024**

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.

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## Need assistance?

**Phone:**

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

**Online:**

[www.investorcentre.com/contact](http://www.investorcentre.com/contact)

ONE

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



## YOUR VOTE IS IMPORTANT

For your vote to be effective it must be received by **9.00am Dublin time (8.00pm Sydney time) Sunday, 27 October 2024.**

# Voting Instruction Form

## How to Vote on Items of Business

Each CHESS Unit of Foreign Security (CUFS) is equivalent to one ordinary share in the capital of the Company, so that every 1 (one) CUFS registered in your name at 9.00am (Dublin time) / 8.00pm (Sydney time) on Monday, 28 October 2024 entitles you to one vote (provided that you submit this form, validly completed, in accordance with the instructions set out herein).

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

## SIGNING INSTRUCTIONS FOR POSTAL FORMS

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

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

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

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

## Lodge your Form:

**XX**

### Online:

Lodge your vote online at [www.investorvote.com.au](http://www.investorvote.com.au) using your secure access information or use your mobile device to scan the personalised QR code.

Your secure access information is



**Control Number: 999999**

**SRN/HIN: I9999999999**

**PIN: 99999**

For Intermediary Online subscribers (custodians) go to [www.intermediaryonline.com](http://www.intermediaryonline.com)

### By Mail:

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

### By Fax:

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



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



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

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



I 9999999999

I ND

# Voting Instruction Form

Please mark  to indicate your directions

## STEP 1 CHESSE Depository Nominees Pty Ltd (CDN) will vote as directed

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

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

XX

### Option A

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

or

### Option B

CDN to appoint the following Nominated Proxy:

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

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

to attend, speak and vote the shares underlying my/our holding at the Annual General Meeting of Oneview Healthcare p.l.c. to be held at 2nd Floor, Avoca Court, Temple Road, Blackrock, County Dublin, Ireland on Wednesday, 30 October 2024 at 9.00am (Dublin time) / 8.00pm (Sydney time) and at any adjournment or postponement of that meeting.

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

**Chairman authorised to exercise undirected proxies on remuneration related resolutions:** Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman becomes my/our proxy by default), I/we expressly authorise the Chairman to exercise my/our proxy on Items 8 - 13 (except where I/we have indicated a different voting intention in step 2) even though Items 8 - 13 are connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman.

**Important Note:** If the Chairman of the Meeting is (or becomes) your proxy you can direct the Chairman to vote for or against or abstain from voting on Items 8 - 13 by marking the appropriate box in step 2. All Resolutions: The Chairman of the Meeting intends to vote undirected proxies in favour of all Resolutions.

## STEP 2 Items of Business

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

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	For	Against	Abstain		For	Against	Abstain
1. To receive and consider the Annual Report and Financial Statements for the period ended 31 December 2023	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	8. Approval of issue and grant of RSUs to Joseph Rooney under the NED RSU Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. To receive and consider the Directors' Report on Remuneration for the period ended 31 December 2023	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	9. Approval of issue and grant of RSUs to Nashina Asaria under the NED RSU Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. To re-appoint Joseph Rooney as a Director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	10. Approval of issue and grant of RSUs to Mark Cullen under the NED RSU Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. To re-appoint Nashina Asaria as a Director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	11. Approval of issue and grant of RSUs to Barbara Nelson under the NED RSU Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. To confirm the appointment of Darragh Lyons as a Director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	12. Approval of issue and grant of RSUs to James Fitter under the RSU Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6. Remuneration of the Auditors	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	13. Approval of issue and grant of RSUs to Darragh Lyons under the RSU Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7. Continuation in office of the Auditors	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	14. Ratification of previous issue of 2,083,333 securities in accordance with ASX Listing Rule 7.4	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
				15. Approval of 10% placement capacity	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

## SIGN

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

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

Contact Name

Contact Daytime Telephone

Date / /

ONE

3 1 1 7 6 4 A



Computershare +



**All correspondence to:**  
Computershare Investor Services Pty Limited  
GPO Box 2975 Melbourne  
Victoria 3001 Australia  
Enquiries (within Australia) 1300 850 505  
(outside Australia) +61 3 9415 4000  
[www.investorcentre.com/contact](http://www.investorcentre.com/contact)  
[www.computershare.com](http://www.computershare.com)

ONERM

MR RETURN SAMPLE  
123 SAMPLE STREET  
SAMPLE SURBURB  
SAMPLETOWN VIC 3030

Dear Securityholder,

We have been trying to contact you in connection with your securityholding in Oneview Healthcare p.l.c. Unfortunately, our correspondence has been returned to us marked "Unknown at the current address". For security reasons we have flagged this against your securityholding which will exclude you from future mailings, other than notices of meeting.

Please note if you have previously elected to receive a hard copy Annual Report (including the financial report, directors' report and auditor's report) the dispatch of that report to you has been suspended but will be resumed on receipt of instructions from you to do so.

We value you as a securityholder and request that you supply your current address so that we can keep you informed about our Company. Where the correspondence has been returned to us in error we request that you advise us of this so that we may correct our records.

You are requested to include the following;

- > Securityholder Reference Number (SRN);
- > ASX trading code;
- > Name of company in which security is held;
- > Old address; and
- > New address.

Please ensure that the notification is signed by all holders and forwarded to our Share Registry at:

Computershare Investor Services Pty Limited  
GPO Box 2975  
Melbourne Victoria 3001  
Australia

Note: If your holding is sponsored within the CHESSE environment you need to advise your sponsoring participant (in most cases this would be your broker) of your change of address so that your records with CHESSE are also updated.

Yours sincerely

**Oneview Healthcare p.l.c.**

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