

Oneview Healthcare – Notice of meeting and unintentional non-compliance with ASX Listing Rule 10.11

Melbourne, Australia – 6 November 2025

Oneview Healthcare plc (ASX:ONE) (**Oneview**) has today dispatched the Notice of Meeting for its 2025 Annual General Meeting (**AGM**), which is to be held on 1 December 2025 at 9.00 a.m. Dublin time (8.00 p.m. Sydney time). A copy of the Notice of Meeting is attached to this announcement.

The Notice of Meeting contains a resolution relating to non-compliance with ASX Listing Rule 10.11 that Oneview has identified occurred in respect of certain CHESS Depositary Interests in Oneview (**CDIs**) issued to a substantial CDI holder, Manderrah Pty Ltd as trustee of the GJJ Family Trust (**Investor**), through broader capital raisings conducted by Oneview.

ASX Listing Rule 10.11.2 states that a listed entity must not issue or agree to issue securities without the approval of the entity's securityholders to a person who is, or was at any time in the 6 months before the issue or agreement to issue, a substantial holder of 30% or more of the entity's ordinary securities.

Oneview completed placements through bookbuild processes to various sophisticated and institutional investors on 21 November 2024 and 2 August 2023, each raising A\$20 million to support Oneview's growth (each a **Placement**). It has come to Oneview's attention that Oneview issued to the Investor 33,333,333 CDIs under the first placement (at A\$0.18 per CDI at a time when the Investor held approximately 30.66% of CDIs), and 20,862,070 CDIs under the second placement to the Investor (at A\$0.29 per CDI at a time when the Investor held approximately 35.38% of CDIs), without CDI holder approval in breach by Oneview of ASX Listing Rule 10.11. The non-compliance with the ASX Listing Rules by placing these CDIs was unintentional and arose because the Company was not aware of the application of the rule, and the matter was not drawn to its attention by its professional advisers. ASX Listing Rule 10.11.2 did not apply to the Investor in the circumstances of Oneview's previous placement in 2021.

The Investor is a valued long-term Oneview CDI holder. The Investor was not a related party of Oneview, nor an associate of a related party of Oneview, at the time of the Placement, nor did it have any additional rights to appoint a director or observer to the board of directors of Oneview or other rights to control the affairs of Oneview.

Oneview is reviewing its compliance systems with its newly appointed professional advisers as a result of this issue and is actively taking steps to ensure that this type of non-compliance or similar incident does not occur again.

Following consultation with ASX, the CDIs issued to the Investor under the Placements have been placed in a holding lock and Oneview will seek the approval of its CDI holders at the forthcoming AGM for the release of that holding lock. The attached Notice of Meeting includes a resolution for the release of the holding lock, details of the unintentional non-compliance with ASX Listing Rule 10.11, an appropriate voting exclusion statement (which will apply to the Investor and its associates as required by the ASX Listing Rules). If the resolution is not passed, the holding lock will remain in place until the CDIs are bought back, disposed of, or otherwise dealt with, in each case in accordance with arrangements satisfactory to ASX. Further information in this regard is contained in the attached Notice of Meeting.

This release has been approved by the Board of Oneview Healthcare plc.

About Oneview Healthcare

Serving hospitals and healthcare systems, academic medical centers, and pediatric hospitals worldwide, Oneview Healthcare's Care Experience Platform (CXP) provides a unified set of digital tools in a single bedside solution. Oneview's CXP connects patients, families and care teams with services, education, and information during hospital stays. Fully automated, integrated, and personalized, hospitals using Oneview positively impact safe and timely discharges while streamlining nursing workflows.

For more information, please visit www.oneviewhealthcare.com.

Investor Contacts

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Darragh Lyons, CFO
Oneview Healthcare
dlyons@oneviewhealthcare.com

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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.

ANNUAL GENERAL MEETING



ONEVIEW HEALTHCARE PLC

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

1st December 2025 at 9:00 a.m. Dublin time (8:00 p.m. Sydney time)

at 2nd Floor, Avoca Court, Temple Road, Blackrock, County Dublin, Ireland

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

www.investorvote.com.au

Notice of the Annual General Meeting of Oneview Healthcare p.l.c. to be held at 2nd Floor, Avoca Court, Temple Road, Blackrock, County Dublin, Ireland on 1 December 2025 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 November 2025, in the manner set out in the Notes attached to this Notice.

ONEVIEW HEALTHCARE p.l.c.

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

Directors:

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

Independent Non-Executive Chair
Chief Executive Officer and Executive Director
Chief Financial Officer and Executive Director
Independent Non-Executive Director
Independent Non-Executive Director
Independent Non-Executive Director

2nd Floor,
Avoca Court,
Temple Road,
Blackrock,
Co. Dublin,
A94 R7W3

Toni Pettit

Company Secretary

5 November 2025

Chair's Letter to Members

Dear Member,

Annual General Meeting

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 1 December 2025 at 2nd 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 ("**Directors**") and to vote on the business of the meeting.

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

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

All resolutions will be put to a poll, the result of which will be made available on the Company's website, <https://www.oneviewhealthcare.com/investors>, following the conclusion of the AGM. As all of our ordinary shares are held through the ASX CUFS system, investors will all have received Voting Instruction Forms (rather than Forms of Proxy). Therefore, it is important that you submit your Voting Instruction Form by not later than 9.00 a.m. Dublin time (8.00 p.m. Sydney time) on 27 November 2025 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 November 2025. Further details are set out at Note 6 of the Notes to this Notice.

to listen to the business of the AGM: please register for the AGM by navigating to: <https://s1.c-conf.com/diamondpass/10050695-01hq5b.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.

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

In accordance with the constitution of the Company ("**Constitution**"), the AGM is being held in Ireland. All CUFS holders, subject to the delivery of a validly completed Voting Instruction Form, can still vote even if they do not attend the AGM and I would urge all members, regardless of the number of CUFS that you own, to complete, sign and return their Voting Instruction Form as soon as possible but, in any event, by 9.00 a.m. Dublin time (8.00 p.m. Sydney time) on 27 November 2025.

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 2024 together with the reports of the Directors and Auditors;
- a proposal for the re-election as non-executive director, of Mark Cullen, who retires by rotation as required under the Constitution and, being eligible, offers himself for re-appointment;
- a proposal for the re-election as non-executive director, of Barbara Nelson, who retires by rotation as required under the Constitution and, being eligible, offers herself for re-appointment;
- 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;
- the approval for Manderrah Pty Ltd (ACN 111 080 356 as trustee of the GJJ Family Trust) to continue to hold certain CUFS issued under previous placements (this is Resolution 14);
- a proposal to increase the Company's securities allotment limits by 10%, in accordance with the ASX Listing Rules; and
- a proposal to approve amendments to the Company's articles of association to facilitate the conducting of general meeting wholly or partly by the use of electronic communications technology in accordance with the new arrangements in the Companies Act 2014 allowing for same.

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

Importance of the approval of Resolution 14:

As set out in further detail on page 19 of the Explanatory Memorandum, and in the announcement issued to the market by the Company on 6 November 2025, this Notice of Meeting contains a resolution relating to non-compliance by the Company with ASX Listing Rule 10.11. This non-compliance arose in connection with two placements completed by the Company in 2023 and 2024 respectively, pursuant to which a substantial CDI holder of the Company, Manderrah Pty Ltd (as trustee of the GJJ Family Trust) (the "**Investor**") was issued 54,195,403 CUFS without prior shareholder approval. These CUFS represent an aggregate total of 7% of the total number of CUFS in issue.

The non-compliance with the ASX Listing Rules was unintentional and arose because the Company was not aware of the application of the relevant rule, and the matter was not drawn to the attention of the Company by its long-term professional advisers.


The Investor has been a valued long-term shareholder in the Company throughout its development since the IPO in 2016. The Investor has supported all of the Company's equity fund raisings since 2016, but the Investor's equity stake was marginally diluted through the placement transactions in both 2023 and 2024. The Investor was unaware that a breach of the ASX Listing Rules had occurred. The Investor has at all times acted in good faith and in reliance on compliance by the Company with applicable laws and regulations.

The Company considers the approval of Resolution 14 to be aligned with the objectives of the Company as articulated to shareholders at the time of each of the placements, and to be in the best interests of the Company and the shareholders as a whole. If Resolution 14 is not approved by shareholders, then this could have severe negative financial and other consequences for the Company and shareholders. In particular, if Resolution 14 is not passed, the Company would need to explore the available options to acquire or find an acquiror of the relevant CUFS, which could involve a sale by the Investor of the relevant CUFS in the market, or a share buyback by the Company, each of which could have negative consequences for CDI Holders, and would involve materially worse outcomes for the Company and its shareholders as a whole than if Resolution 14 is approved.

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

The Annual Report and Financial Statements for the period ended 31 December 2024 are available to view and download from www.investorvote.com.au. The formal Notice of AGM appears on pages 4 and 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.

A handwritten signature in black ink, appearing to read 'Barbara Nelson', with a stylized flourish at the end.

Yours faithfully,

Barbara Nelson
Chair

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 a.m. Dublin time (8 p.m. Sydney time) on 1 December 2025 at 2nd 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 2024 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 2024.
3. To re-appoint Mark Cullen as a Director, who retires by rotation in accordance with the Constitution and, being eligible, offers himself for re-appointment.
4. To re-appoint Barbara Nelson as a Director, who retires by rotation in accordance with the Constitution and, being eligible, offers herself for re-appointment.
5. To authorise the Directors to determine the remuneration of the Auditors.
6. 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.
7. That issues of Awards under the Oneview Healthcare plc RSU Plan as described in the Explanatory Memorandum be approved as an exception to ASX Listing Rule 7.1 pursuant to Exception 13 in ASX Listing Rule 7.2.
8. That issues of Awards under the Oneview Healthcare plc NED & Consultant RSU Plan as described in the Explanatory Memorandum be approved as an exception to ASX Listing Rule 7.1 pursuant to Exception 13 in ASX Listing Rule 7.2.
9. That for the purposes of ASX Listing Rule 10.14 and for all other purposes, approval be and it is hereby given for the issue of RSUs to, or for the benefit of, Barbara Nelson in 2025 under the Oneview Healthcare plc NED & Consultant RSU Plan in accordance with the terms described in the Explanatory Memorandum.
10. That for the purposes of ASX Listing Rule 10.14 and for all other purposes, approval be and it is hereby given for the issue of RSUs to, or for the benefit of, Nashina Asaria in 2025 under the Oneview Healthcare plc NED & Consultant RSU Plan in accordance with the terms described in the Explanatory Memorandum.
11. That for the purposes of ASX Listing Rule 10.14 and for all other purposes, approval be and it is hereby given for the issue of RSUs to, or for the benefit of, Mark Cullen in 2025 under the Oneview Healthcare plc NED & Consultant RSU Plan in accordance with the terms described in the Explanatory Memorandum.
12. That for the purposes of ASX Listing Rule 10.14 and for all other purposes, approval be and it is hereby given for the issue of RSUs to, or for the benefit of, Joseph Rooney in 2025 under the Oneview Healthcare plc NED & Consultant RSU Plan in accordance with the terms described in the Explanatory Memorandum.
13. 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, Darragh Lyons in 2025 under the Oneview Healthcare plc RSU Plan in accordance with the terms described in the Explanatory Memorandum.
14. That approval be and is hereby given for Manderrah Pty Ltd ACN 111 080 356 as trustee of the GJJ Family Trust ("**Manderrah**") to continue to hold 54,195,403 CUFS in accordance with the terms described in the Explanatory Memorandum.¹

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

¹ **Note to CUFS Holders:** The CUFS the subject of this Resolution 14 were issued to Manderrah under the Placements along with CUFS issued to other participants under those Placements. The issuance to Manderrah was an unintentional breach by the Company of ASX Listing Rule 10.11.2. A holding lock was placed on these CUFS. Resolution 14 seeks approval from the Company's securityholders for Manderrah Pty Ltd ACN 111 080 356 as trustee of the GJJ Family Trust to continue to hold these CUFS, in accordance with the terms described in the Explanatory Memorandum. If this Resolution 14 is not passed, the holding lock will remain in place and the CUFS will need to be bought back, disposed of, or otherwise dealt with in a manner satisfactory to ASX, having regard to the issues outlined in the explanatory notes to Resolution 14.

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.
16. That the articles of association of the Company be amended in the following manner:
- a) the addition of the new definition of “electronic communications technology” in Article 1(d) of the articles of association which *“has the meaning given to it in Section 176A of the Companies Act 2014”*;
 - b) Article 52 of the articles of association of the Company be amended as follows:
 - a. that the existing language of Article 52(a) be deleted in its entirety and replaced by the following *“The Directors may convene general meetings whenever they think fit. Without prejudice to the provisions of the 2014 Act regarding the convening of general meetings, extraordinary general meetings may also be convened on such requisition, or in default may be convened by such requisitionists, and in such manner as may be provided by the 2014 Act. The Company may hold a general meeting exclusively at a physical venue or wholly by the use of electronic communications technology or by a combination of a physical venue and by the use of electronic communications technology. For the purposes of these Articles, a reference (howsoever expressed) to a physical venue at which a general meeting is held shall be disregarded in the context of a general meeting held wholly by the use of electronic communications technology.”*
 - b. the addition of the following two new paragraphs (b) and (c):

“(b) For the purposes of these Articles, a person who participates in a general meeting by the use of electronic communications technology in accordance with such procedures as contemplated by the 2014 Act shall be regarded as being present at the meeting, and for that purpose, a reference in these Articles (howsoever expressed) to a member present in person or by proxy at a meeting shall be construed as including a reference to any member who participates, including by proxy, in that meeting by the use of electronic communications technology in accordance with such procedures as contemplated by the 2014 Act.

“(c) If at any time there are not sufficient Directors capable of acting to form a quorum for a Board meeting, any Director or, if there are no Directors, any two Members of the Company may convene an extraordinary general meeting in the same manner as nearly as possible as that in which general meetings may be convened by the Directors. All general meetings of the Company shall be held in the State unless otherwise determined by ordinary resolution of the members.”
 - c. the existing language of Article 52 (b) and (c) will become Article 52 (d) and (e) respectively.

By order of the Board



Toni Pettit

Company Secretary
5 November 2025

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

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 27 November 2025 or if the AGM is adjourned, at the time that is 48 hours before the time appointed for the adjourned meeting shall be entitled to attend, speak, ask questions and, subject to valid submission of a Voting Instruction Form in respect of the number of CUFS registered in their name, vote at the meeting, or if relevant, any adjournment thereof. Changes in the CUFS register after that time and date will be disregarded in determining the right of any person to attend and/or vote at the meeting or any adjournment thereof.

Voting (and non-attendance) by CUFS Holders

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

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

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

If you lodge the Voting Instruction Form in accordance with these instructions, you will be taken to have signed it.
- (d) For your vote to count, your completed Voting Instruction Form must be received by Computershare no later than 9.00 a.m. Dublin time (8.00 p.m. Sydney time) on 27 November 2025. You will not be able to vote your CUFS over Shares by way of teleconference.

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

- (a) If you would like to attend the AGM or appoint a Nominated Proxy to attend the AGM on your behalf, and vote in person, you may use a Voting Instruction Form to direct CDN to nominate:
 - (i) you or another person nominated by you (who does not need to be a member of the Company) as a Nominated Proxy; and
 - (ii) the Chair, in the event the Nominated Proxy does not attend the AGM,

as proxy to vote the Shares underlying your holding of CUFS on behalf of CDN in person at the AGM in Dublin.
- (b) If the Nominated Proxy does not attend the AGM, the Chair will vote the shares in accordance with the instructions on the Voting Instruction Form or, for undirected proxies, in accordance with the Nominated Proxy's written instructions. If the Nominated Proxy does not provide written instructions to the Chair care of Computershare Investor Services Pty Limited by facsimile to +61 3 9415 2555 or by e-mail to sydneyreturningofficer@computershare.com.au, by 9.00 a.m. Dublin time (8.00 p.m. Sydney time) on 27 November 2025, then the Chair 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 November 2025.

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 2.3. 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 November 2025. Holders of CUFS who wish to convert their CUFS into ordinary shares should contact Computershare on 1300 855 080 from within Australia or +353 1 447 560961 from outside Australia or by e-mail on clientservices@computershare.ie.

To obtain a free copy of CDN's Financial Services Guide, or any Supplementary Financial Services Guide, go to <https://www.asx.com.au/content/dam/asx/participants/cash-market/bonds/chess-depository-interests.pdf> or phone 1300 855 080 from within Australia or +353 1 447 560961 from outside Australia to ask to have one sent to you.

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

Lodgement Instructions

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

- 3.1. by post to GPO Box 242, Melbourne VIC 3001, Australia; or
- 3.2. by delivery to Computershare at Level 4, 44 Martin Place, Sydney, NSW, Australia; or
- 3.3. online at www.investorvote.com.au; or
- 3.4. by facsimile to 1800 783 447 from inside Australia or +61 3 9473 2555 from outside Australia.

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

- (a) by facsimile to +61 3 9473 2555; or
- (b) by email to 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 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 765,338,861. 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 Chair on the business of the AGM during the question and answer session. We would ask that where a member wishes to use the AGM as an opportunity to put questions to the Chair and is not attending the AGM in person, such member should in advance of the AGM submit a question by email (with evidence of their shareholding) to cosec@oneviewhealthcare.com, so as to be received in either case no later than 48 hours before the time appointed for the AGM.

Amendments to resolutions

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

Voting Exclusions in respect of Resolution 7

8. The Company will disregard any votes cast in favour of Resolutions 7 by or on behalf of a person who is eligible to participate in the Oneview Healthcare plc RSU Plan or any of their Associates.
9. However, this does not apply to a vote cast in favour of Resolution 7 by:
- 9.1. a person as proxy or attorney for a person who is entitled to vote on Resolution 7, in accordance with the directions given to the proxy or attorney to vote on the resolution in that way; or
 - 9.2. the Chair of the meeting as proxy or attorney for a person who is entitled to vote on Resolution 7, in accordance with a direction given to the Chair to vote as the Chair decides; or
 - 9.3. a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - a) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on Resolution 7; and
 - b) the holder votes on Resolution 7 in accordance with directions given by the beneficiary to the holder to vote in that way.

Voting Exclusions in respect of Resolution 8

10. The Company will disregard any votes cast in favour of Resolution 8 by or on behalf of a person who is eligible to participate in the Oneview Healthcare plc NED & Consultant RSU Plan or any of their Associates.
11. However, this does not apply to a vote cast in favour of Resolution 8 by:
- 11.1. a person as proxy or attorney for a person who is entitled to vote on Resolution 8, in accordance with the directions given to the proxy or attorney to vote on the resolution in that way; or
 - 11.2. the Chair of the meeting as proxy or attorney for a person who is entitled to vote on Resolution 8, in accordance with a direction given to the Chair to vote as the Chair decides; or
 - 11.3. a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - a) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on Resolution 8; and
 - b) the holder votes on Resolution 8 in accordance with directions given by the beneficiary to the holder to vote in that way.

12. **Voting Exclusion in respect of Resolution 9, 10, 11, and 12** The Company will disregard any votes cast in favour of Resolution 9, 10, 11 and 12 by:

- 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 NED & Consultant 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 9, 10, 11 and 12 by:

- 13.1. a person as proxy or attorney for a person who is entitled to vote on Resolution 9, 10, 11 and 12 in accordance with the directions given to the proxy or attorney to vote on the resolution in that way; or
- 13.2. the Chair of the meeting as proxy or attorney for a person who is entitled to vote on Resolution 9, 10, 11 and 12, in accordance with a direction given to the Chair to vote as the Chair 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:
- a) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on Resolutions 9, 10, 11 and 12; and
 - b) the holder votes on Resolution 9, 10, 11 and 12 in accordance with directions given by the beneficiary to the holder to vote in that way.

Voting Exclusion in respect of Resolution 13

14. The Company will disregard any votes cast in favour of Resolution 13 by or on behalf of:
- 14.1. 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
 - 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 13 by:
- 15.1. 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
 - 15.2. the Chair 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 Chair to vote as the Chair 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 13; and
 - b) 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

16. The Company will disregard any votes cast in favour of Resolutions 14 by Manderrah Pty Ltd ACN 111 080 356 or any of their Associates.
17. However, this does not apply to a vote cast in favour of Resolution 14 by:
- 17.1. 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
 - 17.2. the Chair 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 Chair to vote as the Chair 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 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

18. The Company will disregard any votes cast in favour of Resolution 15 by or on behalf of:
- 18.1. 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
 - 18.2. any associate of that person or those persons referred to in paragraph 18.1 above.
19. However, this does not apply to a vote cast in favour of Resolution 15 by:

- 19.1. a person as proxy or attorney for a person who is entitled to vote on Resolution 1515, in accordance with the directions on the proxy or attorney to vote on the resolution in that way; or
- 19.2. the Chair of the meeting as proxy or attorney for a person who is entitled to vote on Resolution 15, in accordance with a direction given to the Chair to vote as the Chair decides; or
- 19.3. 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 15; and
 - d) the holder votes on Resolution 15 in accordance with directions given by the beneficiary to the holder to vote in that way.
20. 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

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

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

A Form of Proxy for use by ordinary shareholders is enclosed with the Notice of AGM. To be effective, the Form of Proxy duly completed and executed, must be deposited with the Company by email to cosec@oneviewhealthcare.com, so as to be received in either case no later than 48 hours before the time appointed for the AGM (being in respect of the AGM, 9.00 a.m. Dublin time (8.00 p.m. Sydney time) on 29 November 2025) or adjourned AGM or (in the case of a poll taken otherwise than at or on the same day as the AGM or adjourned AGM) at least 48 hours before the taking of the poll at which it is to be used. Any alteration to the Form of Proxy must be initialled by the person who signs it.

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

EXPLANATORY MEMORANDUM

The Board of Directors is satisfied that each of the resolutions set out in the Notice of AGM is in the best interests of the Company and its members as a whole. Accordingly, your Board of Directors unanimously recommends that you vote in favour of each of these resolutions to be proposed at the AGM (without prejudice to the voting exclusions for Resolutions 9 to 13 in relation to certain members of the Board of Directors).

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

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

Resolution 1 is asking members to receive and consider the Annual Report and Financial Statements which includes the reports of the Directors and Auditors for the period ended 31 December 2024 and a review of the affairs of the Company.

Resolution 2: Directors' Report on Remuneration

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

Resolution 3 & 4: Re-appointment of Directors

Resolution 3 and 4 deal with the re-appointment of Directors. Under the Constitution, a director must retire not later than three years following his or her last appointment or re-appointment. In the event that no Director is subject to retirement by rotation, the Constitution provides that a minimum number of one third of the Directors for the time being are subject to retirement by rotation. The Constitution provides that the Directors to retire by rotation shall be those who have been longest in office since their last appointment or reappointment. For clarity, Executive Directors are not required to retire by rotation under the Company's Constitution. Accordingly, Resolution 3 is a proposal for the re-election as Director of Mark Cullen, 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 Barbara Nelson, who retires by rotation as required under the Constitution and offers herself for re-election at the AGM.

The biographies of Mark Cullen and Barbara Nelson, 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 Mark Cullen and Barbara Nelson continue to perform effectively and to demonstrate commitment to their roles.

Mark Cullen – Independent Non-Executive Officer

Mark was a non-executive Director and Chair of the Audit Committee at Oneview Healthcare from December 2015 until January 2019. Mark rejoined the Board in October 2023 after retiring from a distinguished 30-year career with Deutsche Bank and DWS Asset Management, most recently as CEO of DWS Americas & COO of DWS Group GmbH & Co. Mark is currently BlackRock's Head of Strategic Ecosystem Partnerships & Head of Index & Data Solutions division based in London and New York.

Barbara Nelson – Independent Non-Executive Officer and Chair

Barbara was appointed as Chair of the Board in October 2024, having been appointed as a non-executive Director in October 2023. Barbara is a C-level technology leader, who has been CEO twice and led global P&Ls as large as US\$3 billion in revenue in companies ranging from Fortune 500 leaders to VC-funded companies. Barbara has scaled from concept to over US\$100M – US\$200M, four times in three companies, while delivering profitability. She brings extensive board, P&L and general management experience in AI, SaaS/cloud services, IaaS, cybersecurity, biotech/healthcare, mobile, video, data management, storage, IT infrastructure, and semiconductors. Barbara currently serves on the boards of Backblaze, a NASDAQ-listed innovator in cloud storage, and o8t (Omniscient Neurotechnology), a privately-held company at the forefront of applying AI to decode the human brain. Barbara holds a B.S. in Electrical Engineering from Stanford University.

Resolution 5: Remuneration of the Auditors

Resolution 5 authorises the Directors to determine the remuneration of the Company's Auditors.

Resolution 6: 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 6.

Background to Resolutions 7 and 8

The Company has adopted various incentive plans to enhance employee engagement and align interests of employees and executive Directors with Oneview's performance and the interests of shareholders.

The Board is seeking approval of future grants of restricted share units ("**RSUs**") under the Oneview Healthcare plc Restricted Share Unit Plan ("**RSU Plan**") and the sub-plan to the RSU Plan, Oneview Healthcare plc NED & Consultant RSU Plan ("**NED & Consultant RSU Plan**"), for the purposes of ASX Listing Rule 7.2, Exception 13.

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

Under ASX Listing Rule 7.2 exception 13, shareholders may approve issues of securities under an employee incentive scheme as an exception to the 15% rule.

This means that any future issues of RSUs under the RSU Plan and the NED & Consultant RSU Plan will not be considered for the purposes of calculating the capacity of the Company to issue securities under the 15% rule.

Shareholder approval will continue for three years, at which time it must be renewed, or it will expire. Shareholder approval was previously obtained at the annual general meeting held on 22 November 2022 ("**2022 Approval**").

In the absence of such an approval, issues of such securities may be made, but must fall within and be permitted by the 15% rule at the time of issue.

By seeking the approvals, the Company is seeking flexibility in being able to satisfy the vesting of RSUs by either, or a mixture of, the issue of new shares or the acquisition on market of existing shares, depending on what may be in the best interests of Oneview at the relevant time.

Whether or not the resolutions are passed, Oneview may purchase, or arrange the purchase, on market of existing shares to satisfy RSUs under the RSU Plan and NED & Consultant RSU Plan without shareholder approval.

The aggregate number of securities which may be issued under the RSU Plan and including the NED & Consultant RSU sub-plan in reliance on Exception 13 (without subsequently being refreshed) will not exceed 75,000,000 and 10,000,000 securities, respectively. The Board has not determined that securities in respect of all of those shares will in fact be granted.

Resolution 7: Restricted Share Unit Plan

The Company adopted the RSU Plan, for executive Directors and employees in 2019. This Plan enables the Group to continue to grant long term incentive arrangements in accordance with its remuneration policy.

Under the RSU Plan, the Board intends to grant awards of RSUs to senior management employees including executive Directors of the Group. RSUs are unfunded unsecured rights to shares at a pre-determined vesting date in the future and the vesting of such awards may be subject to the attainment of performance or other conditions.

All awards to executive Directors and senior management under the RSU Plan will be subject to performance conditions. Further, shareholder approval will be obtained prior to granting any awards to executive Directors under the RSU Plan. A summary of the key terms of the RSU Plan are set out in the Appendix to this Notice.

The Board is seeking approval of shareholders for future issues of RSUs under the RSU Plan for the purposes of ASX Listing Rule 7.2, Exception 13, as discussed above.

If shareholders approve this Resolution 7, any RSUs granted under the RSU Plan and Shares issued on vesting of those RSUs, up to a maximum of 75,000,000 securities during the three-year period for which this shareholder approval will remain valid, will not be counted in the 15% rule calculation. This maximum cap of 75,000,000 securities includes any securities that may be issued to Directors, even where such issues are separately approved by shareholders under ASX Listing Rule 10.14 or other applicable requirements.

If this Resolution 7 is not passed, any issues of RSUs under the RSU Plan will be subject to the 15% rule and the securities issued under the RSU Plan will count towards the Company's 15% placement capacity over a twelve-month period, potentially limiting the Company's ability to issue other securities without shareholder approval.

The RSUs issued under the RSU Plan since the 2022 Approval and as at the date of this Notice of AGM are summarised as follows:

Issue date	RSUs
RSUs outstanding at 2022 Approval	26,060,708
RSUs issued since the 2022 Approval	53,613,180
RSUs exercised since the 2022 Approval	(19,296,773)
RSUs forfeited since the 2022 Approval	(23,912,906)
RSUs currently outstanding	36,464,209

On the dates below, the Company issued the following CUFS pursuant to the vesting of RSUs under the RSU Plan:

Directors	Date Issued	CUFS	Total
James Fitter	2 November 2022	244,737	
James Fitter	17 November 2023	664,286	
James Fitter	11 March 2025	1,600,000	
Darragh Lyons	11 March 2025	150,000	2,659,023
Other employees			
	2 November 2022	416,403	
	2 March 2023	2,666	
	3 August 2023	457,500	
	4 September 2023	3,154,377	
	21 September 2023	1,316,667	
	12 November 2023	106,666	
	17 November 2023	4,332	
	13 March 2024	1,308,334	
	22 April 2024	2,154,380	
	15 May 2024	29,332	
	2 July 2024	29,998	
	4 September 2024	345,336	
	20 September 2024	625,001	
	25 September 2024	683,333	
	3 December 2024	2,264,166	
	11 March 2025	1,141,229	
	16 May 2025	1,138,697	
	18 June 2025	109,166	
	1 September 2025	531,000	
	1 October 2025	819,167	16,637,750
TOTAL			19,296,773

The number of securities issued under the RSU Plan since the 2022 approval detailed in the above tables do not include any RSUs to be issued following approval of Resolution 13.

Shareholder approval was obtained at the Company's 2022 Annual General Meeting for the issue of up to 50,000,000 RSUs under the RSU Plan in reliance on ASX Listing Rule 7.2, Exception 13. The Company advises that, as at the date of this Notice, it has issued an additional 3,613,180 RSUs under the RSU Plan in excess of the approved cap, and these RSUs were issued within the Company's placement capacity under ASX Listing Rule 7.1.

The Board, other than James Fitter and Darragh Lyons, recommends that shareholders vote in favour of Resolution 7.

The Chair intends to exercise all available proxies in favour of Resolution 7.

Resolution 8: Sub-Plan for Directors & Consultants

In 2019 the Company adopted a sub-plan to the RSU Plan, through which awards may be made to non-executive Directors and consultants of the Group, known as the NED & Consultant RSU Plan. The terms and conditions of the NED & Consultant RSU Plan are substantially the same as the RSU Plan except that awards to non-executive Directors will not normally be subject to performance conditions, will be made annually subject to shareholder approval, and will generally have a one-year vesting period. A summary of the key terms of the NED & Consultant RSU Plan are set out in the Appendix to this Notice.

All of the non-executive Directors of the Company are entitled to participate in the NED & Consultant RSU Plan.

The Board is seeking approval of shareholders for future issues of RSUs under the NED & Consultant RSU Plan for the purposes of ASX Listing Rule 7.2, Exception 13, as discussed above.

If shareholders approve this Resolution 8 any RSUs granted under the NED & Consultant RSU Plan and shares issued on vesting of those RSUs, up to a maximum of 10,000,000 securities during the three-year period for which this shareholder approval will remain valid will not be counted in the 15% rule calculation.

If this Resolution 8 is not passed, any issues of RSUs under the NED & Consultant RSU Plan will be subject to the 15% rule and the securities issued under the RSU Plan will count towards the Company's 15% placement capacity over a twelve-month period, potentially limiting the Company's ability to issue other securities without shareholder approval.

The RSUs issued under the NED & Consultant RSU Plan since the 2022 Approval and as at the date of this Notice of AGM are summarised as follows:

Issue date	No.
RSUs outstanding at 2022 Approval	1,874,361
RSUs issued since the 2022 Approval	7,325,157
RSUs exercised since the 2022 Approval	(5,808,602)
RSUs forfeited since the 2022 Approval	(714,286)
RSUs currently outstanding	2,676,630

Directors	Date Issued	CUFS	Total
Nashina Asaria	2 November 2022	131,579	
Joe Rooney	2 November 2022	131,579	
Joe Rooney	17 November 2023	535,714	
Nashina Asaria	17 November 2023	357,143	
Lyle Berkowitz	17 November 2023	535,714	
Nashina Asaria	15 May 2024	666,666	
Barbara Nelson	11 March 2025	208,333	
Nashina Asaria	11 March 2025	208,333	
Joe Rooney	11 March 2025	470,833	
Mark Cullen	18 June 2025	312,500	3,558,394

Contractors

2 March 2023	184,800	
2 March 2023	365,000	
4 March 2024	948,000	
4 March 2024	474,000	
2 July 2024	97,865	
16 May 2025	94,091	
1 October 2025	86,452	2,250,208

The details in the above tables do not include any RSUs to be issued following approval of Resolutions 9 to 12.

James Fitter and Darragh Lyons recommend that shareholders vote in favour of Resolution 8.

The Chair intends to exercise all available proxies in favour of Resolution 8.

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

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

Each RSU award is a conditional right to one fully paid share in the Company, subject to meeting the applicable service conditions as set out below. 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. Barbara Nelson 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) 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. For example, if the CUFS open price on the day of grant is A\$0.20, Barbara Nelson would be granted 500,000 RSUs. If the price is A\$0.25, she would be granted 400,000 RSUs. The "CUFS open price" refers to the price at which CUFS first trades on the ASX on the day of the grant;
- (c) The RSUs are expected to be granted on or around 3 December 2025 and in any event within 12 months of the meeting;
- (d) no amount is payable by Barbara Nelson on the grant of the RSUs;
- (e) the RSUs will vest, subject to continued appointment as non-executive Director, at the end of the vesting term;
- (f) the Shares / CUFS issued on vesting of the RSUs will be on the same terms as, and will rank equally with, all other shares / CUFS, from the time of issue;
- (g) Barbara Nelson's fees as a non-executive Director currently amount to A\$71,500 per annum;
- (h) A total of 1,390,398 RSUs have been issued (each for nil consideration) to Barbara Nelson under the Plan. Barbara Nelson holds 354,525 CUFS and 1,182,065 RSUs as at the date of this Notice of AGM; and
- (i) The key terms of the NED & Consultant 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 Barbara Nelson which may include an increase in cash fees payable to non-executive Directors.

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

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

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

It is proposed that Nashina Asaria, being a non-executive Director of the Company, be awarded under the NED Consultant RSU Plan the equivalent of A\$50,000 of RSUs, on an annual basis, based on the open price of CUFS on the day of the grant, following shareholder approval at that AGM, as was the case in 2021, 2022, 2023 and 2024 (and as per Resolutions 9, 11

and 12). The vesting period is approximately 12 months from date of the grant subject to continuing services as a non-executive Director throughout the vesting period.

Each RSU award is a conditional right to one fully paid share in the Company, subject to meeting the applicable service conditions as set out below. 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. For example, if the CUFS open price on the day of grant is A\$0.20, Nashina Asaria would be granted 250,000 RSUs. If the price is A\$0.25, she would be granted 200,000 RSUs. The "CUFS open price" refers to the price at which CUFS first trades on the ASX on the day of the grant;
- (c) the RSUs are expected to be granted on or around 3 December 2025 and in any event within 12 months of the meeting;
- (d) no amount is payable by Nashina Asaria on the grant of the RSUs;
- (e) the RSUs will vest, subject to continued appointment as non-executive Director, at the end of the vesting term;
- (f) the Shares / CUFS issued on vesting of the RSUs will be on the same terms as, and will rank equally with, all other shares / CUFS, from the time of issue;
- (g) Nashina Asaria's fees as a non-executive Director currently amount to A\$71,500 per annum;
- (h) A total of 1,519,971 RSUs have been issued (each for nil consideration) to Nashina Asaria under the Plan. Nashina Asaria holds 684,234 CUFS and 156,250 RSUs as at the date of this Notice of AGM; and
- (i) The key terms of the NED RSU & Consultant 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 Nashina Asaria which may include an increase in cash fees payable to non-executive Directors.

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

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

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

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

Each RSU award is a conditional right to one fully paid share in the Company, subject to meeting the applicable service conditions as set out below. 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. Mark Cullen 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) 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. For example, if the CUFS open price on the day of grant is A\$0.20, Mark Cullen would be granted 375,000 RSUs. If the price is A\$0.25, he would be granted 300,000 RSUs. The "CUFS open price" refers to the price at which CUFS first trades on the ASX on the day of the grant;
- (c) the RSUs are expected to be granted on or around 3 December 2025 and in any event within 12 months of the meeting;
- (d) no amount is payable by Mark Cullen on the grant of the RSUs;
- (e) the RSUs will vest, subject to continued appointment as non-executive Director, at the end of the vesting term;
- (f) the Shares / CUFS issued on vesting of the RSUs will be on the same terms as, and will rank equally with, all other shares / CUFS, from the time of issue;
- (g) Mark Cullen's fees as a non-executive Director currently amount to A\$71,500 per annum;
- (h) A total of 1,416,440 RSUs have been issued (each for nil consideration) to Mark Cullen under the Plan. Mark Cullen holds 11,743,536 CUFS and 1,103,940 RSUs at the date of this Notice of AGM²; 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 Mark Cullen which may include an increase in cash fees payable to non-executive Directors.

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

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

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

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

Each RSU award is a conditional right to one fully paid share in the Company, subject to meeting the applicable service conditions as set out below. 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. For example, if the CUFS open price on the day of grant is A\$0.20, Joseph Rooney would be granted 375,000 RSUs. If the price is A\$0.25, he would be granted 300,000 RSUs. The "CUFS open price" refers to the price at which CUFS first trades on the ASX on the relevant trading day;
- (c) the RSUs are expected to be granted on or around 3 December 2025 and in any event within 12 months of the meeting;
- (d) no amount is payable by Joseph Rooney on the grant of the RSUs;
- (e) the RSUs will vest, subject to continued appointment as non-executive Director, at the end of the vesting term;

² 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.

- (f) the Shares / CUFS issued on vesting of the RSUs will be on the same terms as, and will rank equally with, all other shares / CUFS, from the time of issue;
- (g) Joseph Rooney's fees as a non-executive Director currently amount to A\$71,500 per annum;
- (h) A total of 3,024,566 RSUs have been issued (each for nil consideration) to Joseph Rooney under the Plan. Joseph Rooney holds 4,070,418 CUFS and 234,375 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 12 is not passed, the Company will need to consider alternate means of retaining and motivating Joseph Rooney which may include an increase in cash fees payable to non-executive Directors.

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

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

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, be awarded RSUs under the RSU Plan. 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 Grant). It is also important to ensure that Darragh Lyons's remuneration is competitive and aligned with the market for similar roles.

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 3,000,000 RSUs that would result in a maximum allocation of 3,000,000 CUFS, provided the performance conditions are achieved or exceeded. The RSUs will vest upon the satisfaction of performance conditions determined by the Remuneration Committee following the Board's formal approval of the 2026 financial budget in December 2025. Such conditions will be based on the achievement of key strategic initiatives that support the Company's long-term growth and shareholder value creation. These may include, but are not limited to, commercial, operational, or financial milestones. The RSU awards will be granted subject to approval at the AGM and will vest in equal tranches of 1,000,000 RSUs per annum, over a three-year vesting period from date of grant, if the performance conditions have been met and if 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 set out below. 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 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 3,000,000 RSUs (each in respect of one share / CUFS) to Darragh Lyons;
- (c) the date by which the Company will issue the RSUs is expected to be on or around 3 December 2025 and in any event within 12 months of the meeting;
- (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) A total of 3,900,000 RSUs have been issued (each for nil consideration) to Darragh Lyons under the Plan. No RSUs previously issued to Darragh Lyons under the Plan expired without vesting. Darragh Lyons holds 938,604 CUFS and 3,750,000 RSUs as at the date of this Notice of AGM;
- (h) Darragh Lyons's current total remuneration package as an executive Director is as follows: A base salary of €225,000 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 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; 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 13 is not passed, the grant of RSUs the subject of this Resolution will not proceed. In these circumstances the Board would need to consider an alternative means of remunerating 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.

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

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

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

Resolution 14: Approval for Manderrah to continue to hold certain placement CUFS

Background

The Company completed placements through broadly marketed bookbuild processes managed by lead managers to various sophisticated and institutional investors on 21 November 2024 and 2 August 2023, each raising A\$20 million, to support the Company's growth (each a **Placement**). Under the 21 November 2024 Placement, 68,965,518 CUFS were issued to all investors at A\$0.29 per CUFS. Under the 2 August 2023 Placement, 111,111,111 CUFS were issued to all investors at A\$0.18 per CUFS. In connection with each Placement, the Company also invited the Company's eligible securityholders to participate in a securities purchase plan.

Manderrah participated in the bookbuild processes for each Placement and was allocated (by the Company and the lead managers) 33,333,333 CUFS in the 2023 Placement and 20,862,070 CUFS in the 2024 Placement (together the **Manderrah CUFS**). Manderrah is not a related party (as defined in the ASX Listing Rules) of the Company, nor an associate of any related parties of the Company and had no role in allocations under either of the Placements. Other than by virtue of being a holder of CUFS, Manderrah does not have any board nomination rights or other additional rights to influence the composition of the Company's board of directors or other rights to information that are not afforded to other holders of CUFS. The Manderrah CUFS have not been sold or transferred and remain held by Manderrah.

However, it has come to the Company's attention that the Company issued the Manderrah CUFS at a time when Manderrah held more than 30% of the Company's CUFS on issue (30.66% and 35.38% at the time of the 2023 and 2024 Placements respectively) without the approval of holders of CUFS in breach by the Company of ASX Listing Rule 10.11. Breaching the ASX Listing Rules by placing the Manderrah CUFS was unintentional. (For completeness, ASX Listing Rule 10.11.2 did not apply to Manderrah in the circumstances of the Company's previous placement in 2021.)

With a view to addressing this unintentional compliance issue, the Board is asking shareholders to approve Resolution 14.

ASX Listing Rule 10.11.2

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

10.11.1 a related party;

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

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

10.11.4 an associate of a person referred to in the above; or

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

Manderrah was a holder of more than 30% of the CUFS in the Company at the time of each Placement and would have fallen under ASX Listing Rule 10.11.2. The exceptions set out in ASX Listing Rule 10.12 do not apply in the circumstances surrounding the Placements and therefore prior securityholder approval was required for the issuance of the Manderrah CUFS to Manderrah under each Placement. Prior shareholder approval could readily have been sought and likely obtained in light of the wide shareholder support for each Placement, but unfortunately that did not happen. This non-compliance was unintentional and arose because the Company was not aware of the application of the rule, and the matter was not drawn to its attention by its professional advisers.

Approval to Continued Holding of CUFS by Manderrah

After becoming aware of the Company's unintentional breach of ASX Listing Rule 10.11.2, the Company placed the Manderrah CUFS in a holding lock, meaning that Manderrah is currently unable to transfer them. The Company is now seeking approval from the Company's securityholders under this Resolution for Manderrah to continue to hold these CUFS, noting that Manderrah proceeded in reliance on the Company's compliance with all applicable rules at the time the Manderrah CUFS were issued, and supported the Placements in good faith as it had supported all previous capital raisings. The Manderrah CUFS were fully paid for by Manderrah at the time of each Placement in the same way as all other CUFS issued under each Placement, and approval of Resolution 14 by shareholders will simply confirm the existing position.

If Resolution 14 is passed, the Company will proceed to remove the holding lock currently in place in respect of the Manderrah CUFS.

If Resolution 14 is not passed, the Company will not release the holding lock and it will remain in place until the Manderrah CUFS have been disposed of, bought back or otherwise dealt with, in each case in accordance with arrangements satisfactory to ASX. Achieving any of these alternative outcomes would involve significant challenges for the Company, particularly given that its balance sheet reflects the growth stage the Company is at with ongoing constraints on financial resources. The Board believes it is in the best interests of the Company and its shareholders to support Resolution 14.

Further information regarding the position if Resolution 14 is not passed

In this regard, if Resolution 14 is not passed, the Company would seek an undertaking from Manderrah to sell the Manderrah CUFS, with any overall profit from such a sale (which is unlikely at current share prices) being donated to an entity registered with the Australian Charities and Not-for-profits Commission as a charity. However, the Company is not aware of a legal basis for forcing Manderrah to agree to such a course, and if such a course were adopted it would likely place downward pressure on the Company's share price (and if executed on-market could create a disorderly market in the Company's securities for reasons unconnected with the Company's business or operations).

If Resolution 14 is not passed and the Company is unable to obtain an undertaking from Manderrah to sell the Manderrah CUFS or otherwise determines not to proceed with procuring the sale of the Manderrah CUFS, the Company may need to seek to undertake a selective buy-back of the Manderrah CUFS.

If pursued, this would involve the Company deploying cash in an amount which would need to be agreed with Manderrah, and would therefore likely need to at least equal the funds which Manderrah invested for those securities, which was \$0.18 per security for the first Placement and \$0.29 per security for the second Placement (compared to the current trading price of \$0.195 per CUFS as at close of business on 31 October 2025, being the trading day prior to the date of this Notice of Meeting). This deployment of cash is not currently provided for in the Company's budgeting and planned expenditure and would not be possible from the Company's current cash reserves.

Under Irish law, in addition to the requirement to have available cash to fund a buy-back, a company must have and deploy sufficient distributable profits equal to the buy-back amount. The Company does not have any distributable profits. Therefore, before undertaking any buy-back the Company would first need to undertake a share capital / premium reduction to generate sufficient distributable reserves to make up the Company's current accumulated losses, together with the proposed amount of any such buy-back. Regardless of additional complexities set out below, in commercial terms this would involve an elimination of all or substantially all of the Company's share premium account from its capital reserves. The Board does not believe that this reduction in its capital and reserves at this time is an appropriate deployment of the Company's financial resources and would only do so if necessitated in the event that shareholders do not support Resolution 14 and the Company is unable to procure the sale of the Manderrah CUFS or otherwise determines not to proceed with procuring the sale of the Manderrah CUFS.

The additional matters to be addressed in the event of a capital reduction and share buy-back would involve:

- i) negotiation and agreement of a buy-back contract with Manderrah;
- ii) special resolutions of shareholders seeking approval of both the capital reduction and the buy-back contract;
- iii) an application to the High Court of Ireland seeking an order sanctioning the reduction (the Court will be concerned to understand the impact of the capital reduction and related measures on the position of creditors and will specify various public advertising requirements); and
- iv) updated financial statements in annual reporting format prepared out of cycle and filed with the Companies Registration Office (except where the buy-back and its funding were to occur after a financial reporting date).

The Company expects the shareholder and court approval processes necessary to conduct the capital reduction and the buy-back, along with the implementation of the buy-back (including any capital raising), would take approximately 4 to 5 months from the time a notice of meeting was issued for an extraordinary general meeting, and the process could cost in excess of \$230,000 in transaction costs.

The Board believes that both of the fall-back approaches canvassed above (namely seeking a disposal of the Manderrah CUFS or seeking to buy them back, with the attendant complexity and damage to the Company's financial position) would involve significant potential damage to the Company and its shareholders, and therefore believes that the approval of Resolution 14 is in the best interests of the Company and its shareholders as a whole. Failing a disposal or buy-back as referred to above, the Company would maintain the holding lock over the Manderrah CUFS pending identification of other arrangements satisfactory to ASX.

The Company considers the approval of Resolution 14 to be aligned with the objectives of the Company as articulated to shareholders at the time of each of the Placements and to be a materially better outcome for the Company and its shareholders, and to be in the best interests of the Company and the shareholders as a whole. Accordingly, the Board unanimously recommends that shareholders vote in favour of the approval of Resolution 14. The Chair 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 31 October 2025 is approximately \$149 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 \$0.0975 (50% decrease in issue price)	based on issue price of \$0.195	based on issue price of \$0.390 (100% increase in issue price)
765,338,861 (current as at date of this Notice of AGM*)	76,533,886	\$7,462,054	\$14,924,108	\$29,848,216
1,148,008,291 (50% increase)	114,800,829	\$11,193,081	\$22,386,162	\$44,772,323
1,530,677,721 (100% increase)	153,067,772	\$14,924,108	\$29,848,216	\$59,696,431

* Does not include any CUFS to be issued following approval of Resolutions 9 to 13.

The table has been prepared on the following assumptions:

- The issue price is \$0.195 based on the closing price of CUFS on 31 October 2025. Prices are illustrative only. Actual issue prices would be determined in accordance with market pricing conventions and ASX tick size requirements.
- 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 31 October 2025.
- The Company issues the maximum number of equity securities available under the share issue mandate under ASX Listing Rule 7.1A.
- No options are exercised or converted into Shares.
- 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:

$$(A \times D) - E$$

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 securityholders present and eligible to vote (in person, by proxy, by attorney or, in the case of a corporate securityholder, by a corporate representative).

c) Specific information required by ASX Listing Rule 7.3A

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

- i) The equity securities will be issued at an issue price of not less than 75% of the VWAP for the Company's equity securities in that class over the 15 trading days on which trades were recorded immediately before:
 - A. the date on which the price at which the equity securities are to be issued is agreed by the entity and the recipient of the securities; or
 - B. if the equity securities are not issued within 10 trading days of the date in paragraph (A) above, the date on which the equity securities are issued.
- ii) If Resolution 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 be issued at a price that is at a discount to the market price for the Company's equity securities on the issue date or the equity securities are issued as part of the consideration for the acquisition of a new asset, which may have an effect on the amount of funds raised by the issue of the equity securities.
- iii) The Company will issue and allot equity securities approved under Resolution 15 until the first to occur of the following:
 - A. 9.00 a.m. Dublin time (8.00 p.m. Sydney time) on Tuesday 1 December 2026, 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).
- iv) The Company may consider raising funds during the 12-month period following shareholder approval of the mandate, depending on its capital requirements, market conditions, and strategic priorities at the time. The Company's allocation policy will be determined at the time of any proposed issue, having regard to prevailing market conditions and the Company's capital requirements. There is currently no intention to offer securities under the mandate to existing shareholders or any specific class of existing shareholders, although this may be reconsidered depending on market conditions and strategic objectives at the time of any issue. The identity of the allottees of the equity securities will be determined on a case-by-case basis having regard to the factors including but not limited to the following:
 - A. the methods of raising funds that are available to the Company, including but not limited to, rights issues or other issues in which existing members can participate;
 - B. the effect of the issue of the equity securities on the control of the Company;
 - C. the financial position and funding needs of the Company;
 - D. advice from corporate, financial and broking advisers (if applicable);
 - E. The number and timing of issues under the mandate, which may occur as a single placement or in multiple tranches depending on market conditions and capital needs; and
 - F. The potential to offer securities to new investors, including institutional and sophisticated investors who have not previously been shareholders of the Company, in order to aid in broadening the shareholder base and supporting liquidity.

d) Previous Approval under ASX Listing Rule 7.1A

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

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

Resolution 16: Amendment to the Company's articles of association

Resolution 16 proposes a change to the Company's articles of association to facilitate the conducting of general meetings wholly or partly by the use of electronic communications technology in accordance with the new arrangements in the Companies Act 2014 allowing for same.

Resolution 16 is proposed as a **special resolution**.

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

Appendix 1

Oneview Healthcare plc Restricted Share Unit Plan ("RSU Plan") – Summary of Key Terms as at 31 October 2025

Eligibility

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

Commencement and Termination of RSU Plan

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

Vesting of Awards

The Remuneration Committee has discretion to impose such conditions as it deems appropriate.

Lapse of Awards / Cessation of Employment

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

Clawback

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

Change in Control

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

Reconstruction and Winding Up

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

Variation of Capital

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

Amendment

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

Plan Limits

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

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Oneview Healthcare plc NED & Consultant RSU Plan ("NED RSU Plan") – Summary of Key Terms as at 31 October 2025

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 855 080 (within Australia)
+61 3 9415 4000 (outside Australia)

**Online:**

www.investorcentre.com/contact

ONE

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



YOUR VOTE IS IMPORTANT

For your vote to be effective it must be received by **9.00am Dublin time (8.00pm Sydney time) Thursday, 27 November 2025.**

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 Thursday, 27 November 2025 entitles you to one vote (provided that you submit this form, validly completed, in accordance with the instructions set out herein).

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

SIGNING INSTRUCTIONS FOR POSTAL FORMS

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

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

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

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

Lodge your Form:

XX

Online:

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

Your secure access information is



Control Number: 999999

SRN/HIN: I9999999999

PIN: 99999

By Mail:

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

By Fax:

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



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

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

☐

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



I 9999999999

I ND

Voting Instruction Form

Please mark ☒ to indicate your directions

STEP 1 CHESS Depositary 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 CUFS holder of the company, hereby instruct:

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Option **A**

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

or

Option **B**

CDN to appoint the following Nominated Proxy:

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

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

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 Monday, 1 December 2025 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 CHESS Depositary Nominees Pty Ltd to appoint such proxies or their substitutes to vote in their discretion on such business as may properly come before the meeting.

Chair authorised to exercise undirected proxies on remuneration related resolutions: Where I/we have appointed the Chair of the Meeting as my/our proxy (or the Chair becomes my/our proxy by default), I/we expressly authorise the Chair to exercise my/our proxy on Items 9 - 13 (except where I/we have indicated a different voting intention in step 2) even though Items 9 - 13 are connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chair.

Important Note: If the Chair of the Meeting is (or becomes) your proxy you can direct the Chair to vote for or against or abstain from voting on Items 9 - 13 by marking the appropriate box in step 2. All Resolutions: The Chair 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 CHESS Depositary Nominees Pty Ltd or their appointed proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority.

	For	Against	Abstain
1. To receive and consider the Annual Report and Financial Statements for the period ended 31 December 2024	<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 2024	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. To re-appoint Mark Cullen as a Director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. To re-appoint Barbara Nelson as a Director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. Remuneration of the Auditors	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6. Continuation in office of the Auditors	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7. Issues of Awards under RSU Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8. Issues of Awards under NED & Consultant RSU Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
9. Approval of issue and grant of RSUs to Barbara Nelson under the NED RSU Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
10. Approval of issue and grant of RSUs to Nashina Asaria under the NED RSU Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

	For	Against	Abstain
11. Approval of issue and grant of RSUs to Mark Cullen under the NED RSU Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
12. Approval of issue and grant of RSUs to Joseph Rooney under the NED RSU Plan	<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"/>
14. Approval for Manderrah to continue holding the Manderrah CUFS	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
15. Approval of 10% placement capacity	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
16. Amendments to the Company's articles of association	<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 / /

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3 1 9 4 3 2 A



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