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Unifying the care experience

## Oneview Healthcare PLC

IRISH COMPANY REGISTRATION (513842)

ARBN 610 611 768

# Security Purchase Plan Booklet

You should read this SPP Offer Booklet in full.

This is an important document offering Eligible Securityholders the opportunity to apply to purchase up to $30,000 worth of new CDIs without paying brokerage or transaction costs. Details of the SPP offer and how to participate are set out in this Booklet. Applications for new CDIs under the SPP must be received by 5.00pm Sydney time on Tuesday, 14 December 2021. If you are unsure what to do, please contact your professional adviser.

This SPP Offer Booklet is not for release to US wire services or distribution in the United States or, except with the consent of Oneview, elsewhere outside of Australia, New Zealand and Ireland.

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# Key Events and Dates*

| Event | Date |
|---|---|
| Record Date (for determining eligibility to participate in SPP Offer) | 7.00pm Friday, 12 November 2021 |
| Announcement of SPP Offer | Monday, 15 November 2021 |
| SPP Offer Booklet lodged with ASX | Wednesday, 24 November 2021 |
| SPP Offer Opening Date | Wednesday, 24 November 2021 |
| SPP Offer Closing Date | 5.00pm Tuesday, 14 December 2021 |
| Extraordinary General Meeting of Oneview to, amongst other things, approve the proposed issue of New CDIs under the SPP Offer | Friday, 17 December 2021 |
| Announcement of the number of New CDIs to be issued under the SPP Offer and, if applicable, the outcome of any Scale-back | Friday, 17 December 2021 |
| Issue of New CDIs under the SPP Offer | Tuesday, 21 December 2021 |
| Expected date for ASX to grant quotation of New CDIs issued under the SPP Offer | Wednesday, 22 December 2021 |
| Despatch of transaction confirmations and, if applicable, a direct credit deposit or refund cheque | Thursday, 23 December 2021 |

*Oneview reserves the right, in its discretion, to vary these dates by making an announcement to the ASX. All references to a time are to the time in Sydney, Australia.

**Disclaimers**

This SPP Offer Booklet and the accompanying Application Form has been prepared for publication in Australia, New Zealand and Ireland and may not be released or distributed in the United States. This SPP Offer Booklet and the accompanying Application Form is not an offer to sell or a solicitation of an offer to subscribe or purchase, and may not be distributed in the United States or any jurisdiction outside Australia, New Zealand or Ireland, except in accordance with the legal requirements applicable in such jurisdiction. No action has been or will be taken that would permit a public offering of the New CDIs in any jurisdiction. Recipients of this SPP Offer Booklet should inform themselves of the restrictions that apply in their own jurisdiction.

The SPP Offer Booklet and the accompanying Application Form do not constitute an offer to sell, or the solicitation of an offer to buy, securities in any jurisdiction in which, or to any person to whom, it would not be lawful to make such an offer or invitation. In particular, this SPP Offer Booklet does not constitute (i) an offer to sell, or a solicitation of an offer to buy, any securities in the United States, or (ii) an offer of transferable securities to the public in Ireland or elsewhere in the European Economic Area, and no action has been taken to permit such an offer.

The New CDIs to be offered and sold under the SPP have not been, and will not be, registered under the U.S. Securities Act of 1933, as amended (the **U.S. Securities Act**), or the securities laws of any state or jurisdiction of the United States. Accordingly, the New CDIs may not be offered or sold directly or indirectly in the United States or to any person acting for the account of benefit of any person in the United States (to the extent such person is acting for the account or benefit of a person in the United States).

***New Zealand***

The New CDIs are not being offered to the public within New Zealand other than to existing Securityholders of Oneview with registered addresses in New Zealand to whom the SPP Offer is being made in reliance on the Financial Markets Conduct Act 2013 (New Zealand) (**FMC Act**) and the Financial Markets Conduct (Incidental Offers) Exemption Notice 2016 (New Zealand).

This SPP Offer Booklet has not been registered, filed with or approved by any New Zealand regulatory authority. This document is not a product disclosure statement under New Zealand law and is not required to, and may not, contain all the information that a product disclosure statement under New Zealand law is required to contain.

***Ireland***

This SPP Offer Booklet has not been, and will not be, registered with or approved by any securities regulator in Ireland or elsewhere in the European Union. Accordingly, this SPP Offer Booklet may not be made available, nor may the New CDIs be offered for sale, in Ireland except in circumstances that do not require a prospectus under Article 1(4) of Regulation (EU) 2017/1129 of the European Parliament and the Council of the European Union (the **EU Prospectus Regulation**).

In accordance with Article 1(4) of the EU Prospectus Regulation, an offer of New CDIs in Ireland is limited:

- to persons who are "qualified investors" (as defined in Article 2(e) of the EU Prospectus Regulation);
- to fewer than 150 natural or legal persons in Ireland (other than qualified investors); or
- in any other circumstance falling within Article 1(4) of the EU Prospectus Regulation.

This SPP Offer Booklet has been prepared in compliance with Australian law. It is not a prospectus for the purposes of the EU Prospectus Regulations and it has not been submitted to, reviewed or approved by the Central Bank of Ireland or any other European regulatory authority.

**Advice warning**

The information in this SPP Offer Booklet is given in good faith and derived from sources believed to be accurate at this date but no warranty of accuracy or reliability is given and no responsibility arising in any other way, including by reason of negligence for errors or omission herein is accepted by Oneview or its officers.

This SPP Offer Booklet does not provide financial advice and is not a securities recommendation and has been prepared without taking account of any person's investment objectives, financial situation or particular needs. You should consider the appropriateness of participating in the SPP having regard to your investment objectives, financial situation or particular needs. Securityholders should seek independent financial and taxation advice before making any investment decision in relation to these matters.

If you are resident in Ireland, you are recommended to consult immediately your independent professional adviser who is authorised or exempted pursuant to the European Union (Markets in Financial Instruments) Regulations 2017 (as amended) of Ireland or the Investment Intermediaries Act 1995 (as amended) of Ireland.

**In this SPP Offer Booklet, $ refers to Australian dollars.**

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# Letter from the Chairman

24 November 2021

Dear Securityholder

On Monday, 15 November 2021, Oneview Healthcare PLC (**Oneview**) announced that it had successfully conducted a placement to raise $20 million via an institutional placement, representing 74,074,074 million new CDIs to be issued over two tranches:

- a placement of 65,019,787 new CDIs to raise approximately $17.5 million to be issued on or about 22 November 2021; and
- a placement of 9,054,287 new CDIs to raise approximately $2.5 million, subject to Securityholder approval.

Oneview also announced that it would undertake a security purchase plan (**SPP** or **SPP Offer**) to raise up to approximately $3 million. The SPP is not underwritten and Oneview reserves the right to increase the size of the SPP or Scale-back applications under the SPP at its sole discretion. The SPP is subject to Securityholder approval or satisfaction of certain conditions as described further in clause 9 and the notice of meeting sent to Securityholders on or about the date of this document in respect of the extraordinary general meeting proposed to be held on Friday, 17 December 2021.

The net proceeds of the capital raising are intended to be used to:

- extend Oneview's first-mover advantage as a best-in-class cloud based healthcare solution through expansion of sales and marketing capabilities and delivery of new product enhancements;
- fund DevOps investment to deliver operational efficiency and expand scalability of Cloud Enterprise,
- fund working capital requirements, in particular up-front payments for proven OEM hardware for fulfilling new contract requirements, and for possible entry to new markets; and
- provide additional balance sheet flexibility to facilitate growth.

On behalf of the Board, I am pleased to offer you the opportunity to participate in the SPP.

The SPP Offer provides you with the ability to acquire New CDIs for a total subscription value of up to $30,000, the maximum amount permitted for this type of offer. The SPP offers eligible CDI holders who were not able to participate in the Placement an opportunity to reduce dilutionary impacts of the Placement.

The issue price per New CDI under the SPP will be $0.27, being the same price paid by investors under the Placement.

No brokerage, commissions or other transaction costs will be payable in respect of the application for, and issue of, New CDIs under the SPP Offer.

# The SPP Offer

The SPP Offer aims to raise up to approximately $3 million. The Board may decide to accept applications (in whole or in part) that result in the SPP Offer raising more or less than $3 million in its absolute sole discretion. If the total value of applications received is greater than $3 million, Oneview may Scale-back the number of New CDIs that will be issued under this SPP Offer. In the event that a Scale-back is applied, Oneview intends that the Scale-back policy applied would take into account the size of your application and/or the number of CDIs you held on the Record Date, being 7.00pm (Sydney time) on Friday, 12 November 2021.

You may be allocated fewer New CDIs than the number for which you apply, in which case you will receive a corresponding refund of your application money without interest.

The SPP Offer provides Eligible Securityholders with an opportunity to apply to buy a parcel of New CDIs in Oneview valued at $1,000, $2,500, $5,000, $7,500, $10,000, $12,500, $15,000, $20,000, $25,000 or $30,000 at the issue price described above. The SPP Offer is not underwritten.

The SPP Offer is offered to all Eligible Securityholders, being registered holders on the Record Date with a

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registered address in Australia, New Zealand or Ireland, and who are not in the United States or acting for the account or benefit of a person in the United States and who meet certain other conditions as set out in the Terms and Conditions. The SPP Offer is also open to Custodians who may participate on behalf of certain Eligible Beneficiaries on the Terms and Conditions set out in this document.

The SPP Offer opens at Wednesday, 24 November 2021 and is expected to close at 5.00pm (Sydney time) on Tuesday, 14 December 2021.

Participation in the SPP Offer is voluntary. All New CDIs issued under the SPP Offer will rank equally with existing CDIs and will carry the same voting rights and entitlement to receive future distributions. No brokerage or other transaction costs apply to purchases under the SPP Offer. The issue of New CDIs is expected to occur on Tuesday, 21 December 2021.

## How to accept this offer

To apply for New CDIs under the SPP Offer, please follow the instructions in the enclosed personalised Application Form.

To participate, you can either:

1 **Apply by BPAY®:** Apply by making a payment by BPAY®. To do this, you must use the Reference Number shown on the Application Form, which is required to identify your holding. Contact your financial institution to make your payment from your cheque or savings account. If you make your payment with BPAY® you do not need to return your Application Form.

OR

2 **Apply using the enclosed Application Form:** Complete the Application Form, attach a cheque, bank draft or money order and submit your application in accordance with the instructions on the Application Form:

- cheques, bank drafts and money orders should be made payable to "**Oneview Healthcare Plc**" and crossed "**Not Negotiable**"; and
- application forms together with application monies should be submitted in the reply paid envelope enclosed and mailed to:

Oneview Healthcare PLC
C/- Computershare Investor Services Pty Limited
GPO Box 1282
Melbourne VIC 3001

This letter and its attachments set out the details and Terms and Conditions of the SPP Offer. We encourage you to read the enclosed material and seek your own financial advice in relation to the SPP Offer before you decide whether to participate.

If you have any questions about the SPP Offer please contact the Oneview SPP Securityholder Information Line on 1300 855 080 (within Australia) or +61 3 9415 4000 (outside Australia) between 8.30am and 5.00pm (Sydney time) Monday to Friday throughout the Offer Period.

On behalf of the Board, we invite you to participate in the SPP Offer and thank you for your continued support of Oneview.

Yours sincerely



**Michael Kaminski**
Chairman
Oneview Healthcare PLC

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# Security purchase plan Terms and Conditions

Set out below are the terms and conditions of the Oneview SPP Offer which are binding on any Securityholder completing a SPP Application Form or applying by BPAY®. The Application Form forms part of this document.

Capitalised terms used in these Terms and Conditions are both defined in the body of these Terms and Conditions as well as in clause 22.

**Important Notices:**

If you apply to participate in the SPP Offer by making a BPAY® payment or completing and returning the Application Form with a cheque or money order, you are accepting the risk that the market price of CDIs may change between the Record Date, the date on which you send in an Application Form or make a BPAY® payment and the Issue Date. This means it is possible that, up to or after the Issue Date, you may be able to buy CDIs on market at a lower price than the Issue Price.

By submitting your payment for New CDIs via BPAY® you certify and represent to Oneview that the aggregate application money paid by you in any capacity (except as a Custodian) for the New CDIs under your application and any other New CDIs issued to you, or to a Custodian on your behalf and at your instruction, under the SPP or any similar arrangement operated by Oneview in the 12 months before the date your application is received by Oneview, is not more than $30,000.

## 1. The SPP Offer

(a) The SPP Offer is an invitation by Oneview to subscribe for New CDIs at the Issue Price (see clause 5 below) per New CDI.

(b) The SPP is subject to Securityholder approval or satisfaction of certain conditions as described further in clause 9 and the notice of meeting sent to Securityholders on or about the date of this document.

(c) The minimum application amount under the SPP Offer is $1,000, subject to any Scale-back in accordance with clause 16. All applications must be for $1,000 or $2,500 and then in increments of $2,500 up to $15,000 and increments of $5,000 up to $30,000

(d) The maximum amount an Eligible Securityholder can apply for will be restricted to a cumulative total of $30,000.

(e) The SPP Offer is conducted in accordance with the requirements of ASIC Corporations (Share and Interest Purchase plans) Instrument 2019/547 (**ASIC SIPP Instrument**) which grants relief from the requirement to prepare a disclosure document for the SPP subject to certain terms and conditions.

(f) **Participation in the SPP Offer is optional.**

(g) The SPP Offer is made to each Eligible Securityholder on the same terms and conditions.

(h) The offer under the SPP Offer is non-renounceable, which means you may not transfer your right to apply for New CDIs under the SPP Offer to anyone else.

## 2. Opening and Closing Date of the SPP Offer

The SPP Offer opens at 9.00am (Sydney time) on Wednesday, 24 November 2021 and is scheduled to close at 5.00pm (Sydney time) on Tuesday, 14 December 2021. Oneview reserves the right to change the Closing Date of the SPP Offer. No late applications will be accepted.

## 3. Eligible Securityholders

(a) (**General**) You are eligible to participate in the SPP Offer (**Eligible Securityholder**) if you were a registered holder of CDIs in Oneview at the Record Date whose address in the Register of Oneview is in Australia, New Zealand or Ireland unless:

(i) you hold CDIs on behalf of another person who resides outside Australia, New Zealand or Ireland;

(ii) you are in the United States or you are acting for the account or benefit of a person in the United States; or

(iii) you are ineligible to participate in the SPP Offer because of the aggregate limit explained in clause 4 below.

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Oneview has determined that, because of foreign securities laws, it is not practical for holders of CDIs with registered addresses outside Australia, New Zealand or Ireland to participate in the SPP Offer, although reserves the right to do so in specific circumstances.

(b) (**Single Holders**) If you are the only registered holder of CDIs, but you receive more than one offer under the SPP Offer (for example, due to multiple registered holdings), you may only apply for one maximum parcel of New CDIs up to the value of $30,000.

(c) (**Joint Holders**) If you are recorded with one or more other persons as the joint holder of CDIs, that joint holding is considered to be a single registered holding for the purposes of the SPP Offer and, subject to the conditions of eligibility set out in this clause 3, the joint holders are entitled to participate in the SPP Offer in respect of that single holding only. Any agreement, certification or acknowledgement (including under clause 13(f)) by one joint holder will be deemed to be given by each of the other joint holder(s). If the same joint holders receive more than one offer under the SPP Offer due to multiple registered holdings, the joint holders may only apply for New CDIs up to a maximum of $30,000.

(d) (**Custodians, Trustees and Nominees**) Subject to these Terms and Conditions, Eligible Securityholders who are Custodians (as defined in clause 4 of the ASIC SIPP Instrument) may participate in the SPP on behalf of each Eligible Beneficiary on whose behalf the Custodian is holding CDIs. If you are a Custodian within the definition of 'custodian' in the ASIC SIPP Instrument and you apply to acquire New CDIs on behalf of the Beneficiary, you must certify in writing to Oneview a number of matters relating to such Beneficiaries in the form of a Custodian Certificate.

If you are a Custodian, please contact the Registry to obtain the form of Custodian Certificate that you are required to submit.

If you hold CDIs as a trustee or nominee for another person, but are not a 'Custodian', you cannot participate for Beneficiaries in the manner described above. In this case, the rules for multiple single holdings (above) apply.

Nominees and other trustees may not distribute any part of this document, and may not permit any beneficial securityholder to participate in the SPP, in any country outside Australia, New Zealand and Ireland, except, with the consent of Oneview, to beneficial securityholders resident in certain other countries where Oneview may determine it is lawful and practical to make the SPP available.

Nominees and other registered holders of CDIs must not take up any New CDIs on behalf of, or send any documents related to the SPP Offer to, any person in the United States or any person that is acting for the account or benefit of a person in the United States, nor any other country outside Australia, New Zealand and Ireland.

(e) (**Directors and employees of Oneview**) Directors and employees of Oneview who are Eligible Securityholders may participate in the SPP Offer.

(f) (**Compliance with class order**) A registered holder of CDIs will be ineligible to participate in the SPP Offer if their participation would be in breach of the ASIC SIPP Instrument.

## 4. How much can you invest?

(a) The minimum application amount under the SPP Offer is $1,000, subject to any Scale-back. Applications under the SPP Offer may only be made for the following amounts:

(i) $1,000;

(ii) $2,500;

(iii) $5,000;

(iv) $7,500;

(v) $10,000;

(vi) $12,500;

(vii) $15,000;

(viii) $20,000;

(ix) $25,000; and

(x) $30,000.

(b) The SPP Offer must comply with the limit in the ASIC SIPP Instrument. Under that class order, Eligible Securityholders may only acquire a maximum of $30,000 worth of CDIs under a security purchase plan in any 12 month period. This means that you are not permitted to acquire more than $30,000 worth of

CDIs in aggregate, even if you receive more than one Application Form or hold CDIs in more than one capacity (eg if you are both a sole and joint holder of CDIs).

## 5. Issue Price of New CDIs under the SPP Offer

(a) The Issue Price will be $0.27 per New CDI being the same price paid by investors under the Placement.

(b) The Issue Price represents a 20.8% discount to the volume weighted average trading price for the 5 business days before the SPP Offer was announced on Monday, 15 November 2021.

(c) The Issue Price may differ from the market price of CDIs on the day CDIs are issued or allotted to you.

(d) The market price or value of CDIs is subject to market volatility. It may be higher or lower, at any time, than the Issue Price of the CDIs you receive.

(e) The market price may change between the date of this offer and the date when CDIs are issued or allotted to you under the SPP Offer. If you apply to participate in the SPP Offer by completing and returning the Application Form (or otherwise making a valid application in accordance with these Terms and Conditions), you are accepting the risk that the market price of CDIs may change between the time you make your application and the date that the CDIs are allotted. This means it is possible that, up to or after the date when CDIs are issued or allotted to you under the SPP Offer, you may be able to buy CDIs on market at a lower price than the Issue Price. Oneview encourages you to seek your own financial advice regarding your participation in the SPP Offer.

(f) The current CDI price can be obtained from the ASX website at **www.asx.com.au** (ASX code: ONE).

(g) You agree to pay the Issue Price for each New CDI determined under clause 6(c) or, if there is a Scale-back, the number of CDIs calculated under clause 16.

(h) You acknowledge that the market price of New CDIs may rise or fall between the date of this SPP Offer and the Issue Date, and that the effect of this is that the Issue Price you pay for the New CDIs may exceed the market price of CDIs on the Issue Date.

## 6. Applying for New CDIs

(a) Eligible Securityholders may apply to purchase a parcel of New CDIs above a minimum of $1,000 and only for an amount of $1,000, $2,500 and then in increments of $2,500 up to a maximum of $15,000 and increments of $5,000 up to $30,000. If you are an Eligible Securityholder and wish to participate in the SPP Offer, you must follow the instructions on the Application Form and:

(i) make a payment by BPAY® equivalent to the value of the parcel of New CDIs you wish to apply for, by using your customer reference number (which is required to identify your holding) and the biller code, which are both on your personalised Application Form; or

(ii) complete and submit your Application Form (and make each representation in clause 13 incorporated by reference in such Application Form) and provide a cheque or money order made payable to "Oneview Healthcare Plc" and submit it by mail in accordance with the instructions on the Application Form,

so that it is received by the Registry by 5.00pm (Sydney time) on the Closing Date.

If you are an Eligible CDI Holder with a registered address in Ireland please follow the payment instructions provided separately by Oneview.

**Payments must be denominated in Australian dollars only.**

If you pay by BPAY® you do not need to send your completed Application Form as receipt of your BPAY® payment will be taken by Oneview as your application.

Your own financial institution may implement earlier cut off times for electronic payments and you should take this into consideration when paying by BPAY®. Your financial institution may have set a limit on the amount that you can pay by BPAY®.

(b) Receipts for payment will not be issued.

(c) If you apply for New CDIs under the SPP Offer, you will apply for a certain value, rather than a certain number, of New CDIs. Subject to clause 6(e), Oneview will divide the parcel value you select by the Issue Price to determine the number of New CDIs for which you have applied (rounded down to the nearest whole number of New CDIs). Any balance of money sent by you that is remaining as a result of rounding will be refunded to you except where the amount is less than $2.00 (or an amount advised by Oneview) in which instance it will be donated to charity (at Oneview's discretion).

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(d) You will not be charged brokerage, commission or other transaction costs on the acquisition of any New CDIs.

(e) Eligible Securityholders who receive more than one offer under the SPP Offer (eg because they hold CDIs in more than one capacity) may apply on different Application Forms for New CDIs but may not apply for New CDIs with an aggregate value of more than $30,000.

(f) If you are a Custodian, you may apply for up to $30,000 worth of New CDIs for each underlying Eligible Beneficiary subject to you annexing to your Application Form a Custodian Certificate for the total of your application addressed to Oneview with the following information:

(i) confirmation of either or both of the following:

(A) that you hold CDIs on behalf of one or more other persons (each a **Participating Beneficiary**) that are not Custodians provided that each Participating Beneficiary is not in the United States and is not acting for the account or benefit of a person in the United States; or

(B) that another Custodian (**Downstream Custodian**) holds beneficial interests in CDIs on behalf of a Participating Beneficiary, and you hold the CDIs to which those beneficial interests relate on behalf of the Downstream Custodian or another Custodian;

(ii) confirmation that each Participating Beneficiary has subsequently instructed:

(A) if clause 6(f)(i)(A) applies - you, or

(B) if clause 6(f)(i)(B) applies - the Downstream Custodian, to apply for New CDIs on their behalf;

(iii) the number of Participating Beneficiaries and their names and addresses;

(iv) in respect of each Participating Beneficiary:

(A) if clause 6(f)(i)(A) applies – the number of CDIs that you hold on their behalf; or

(B) if clause 6(f)(i)(B) applies – the number of CDIs to which the beneficial interests relate;

(v) in respect of each Participating Beneficiary:

(A) if clause 6(f)(i)(A) applies – the number or the dollar amount of the New CDIs they have instructed you to apply for on their behalf; or

(B) if clause 6(f)(i)(B) applies – the number or the dollar amount of New CDIs they have instructed the Downstream Custodian to apply for on their behalf;

(vi) confirming that there are no Participating Beneficiaries in respect of which the total of the application value for the following exceeds $30,000:

(A) the New CDIs applied for by you in accordance with the instructions referred to in clause 6(f)(vi)(A) above; and

(B) any other CDIs issued to you in the 12 months before the application as a result of an instruction given by them to you or the Downstream Custodian to apply for New CDIs on their behalf under an arrangement similar to the SPP;

(vii) confirmation that a copy of these Terms and Conditions was given to each Participating Beneficiary; and

(A) where clause 6(f)(i)(A) applies – a Custodian Certificate including the name and address of each Custodian who holds beneficial interests in CDIs held by you in relation to each Participating Beneficiary.

(B) If you hold CDIs as a trustee or nominee for another person, but are not a Custodian, you cannot participate for Beneficiaries in the manner described above. In this case, the rules in clause 6(e) apply.

(viii) Custodians wishing to participate on behalf of a Beneficiary or Beneficiaries must provide the certifications required by the ASIC SIPP Instrument and contact the Registry by emailing custodians@computershare.com.au to request a Custodian Certificate that contains these certifications and other details required to be provided by the Custodian.

(g) Oneview may accept or reject your application for New CDIs, either in whole or in part, in its absolute discretion. For example, Oneview may reject your application in any of the following circumstances (among others):

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(i) your application does not comply with the Terms and Conditions;

(ii) it appears that you are applying to purchase a number of New CDIs that will mean that your Aggregate SPP Participation will exceed $30,000;

(iii) if the aggregate amount applied for by all Eligible Securityholders exceeds Oneview's requirements;

(iv) your Application Form is incorrectly completed, incomplete or otherwise determined by Oneview to be invalid;

(v) your cheque is dishonoured or the cheque or money order that you enclose with your Application Form is not made out for the amount corresponding to the value of the parcel of New CDIs for which you have applied; or

(vi) payment of the application monies is not submitted in Australian currency or, if payment is made by cheque, bank draft or money order, the cheque, bank draft or money order is not drawn on an Australian financial institution;

(h) your Application Form or BPAY® payment is received after the Closing Date. Late or otherwise incomplete or invalid payments will be returned or refunded to you; or

(i) Oneview believes you are not an Eligible Securityholder (subject to compliance with any applicable ASIC or ASX requirements).

# 7. Investment Risks

Subscription for New CDIs under the SPP Offer is a speculative investment and the market price may change between the date you apply for New CDIs and the issue of New CDIs to you. Accordingly, the value of New CDIs applied for is likely to rise or fall. Importantly, there is a risk that during the period between when you apply for New CDIs and when the New CDIs are issued to you, the price at which CDIs are traded on the ASX may be less than the Issue Price payable under this SPP Offer.

This document is not a prospectus or product disclosure statement, and has not been lodged with ASIC. The issue of a prospectus or product disclosure statement is not required for the purposes of the SPP Offer. This document does not contain the types of disclosure required to be contained in a prospectus or product disclosure statement. You must rely on your own knowledge of Oneview, previous disclosures made by Oneview to the ASX (including disclosure regarding the risks of making an investment in Oneview) and, if necessary, consult your professional adviser when deciding whether or not to participate in the SPP Offer.

The Business Update presentation released by Oneview to ASX on 10 November 2021 contains a summary of the potential risks associated with its business and an investment in Oneview. If any of the risks eventuate, they could have a material adverse effect on Oneview's business, financial condition, operating and financial performance and return to CDI Holders. The risk factors set out in that presentation are not exhaustive. Additional risks that Oneview is unaware of, or that Oneview currently considers to be immaterial, also have the potential to have a material adverse effect on Oneview's business, financial condition and operating and financial performance. Potential investors should carefully consider all publicly available information (including this announcement and the risk factors set out within) concerning Oneview and whether Oneview CDIs are suitable to acquire having regard to their own investment objectives and financial circumstances.

It is also important to note that the unprecedented uncertainties and risks created by the COVID-19 pandemic could materially change Oneview's risk profile at any point after the date of this SPP Offer Booklet and adversely impact the financial position and prospects of Oneview in the future.

# 8. Number of New CDIs to be issued

If you apply for New CDIs, you will apply for a certain value, rather than a certain number, of New CDIs.

If your application is accepted, Oneview will divide the value of your application monies by the Issue Price (as outlined in clause 5) in order to determine the number of New CDIs which, subject to Scale-back, will be issued to you.

If this calculation produces a fractional number, the number of New CDIs you are issued will be rounded down to the nearest whole number of New CDIs (refer to clause 16(d) for information on rounding in the event of a Scale-back).

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# 9. ASX Listing Rules

The following paragraphs explain the conditions relevant to the conduct of a security purchase plan under the ASX Listing Rules. The relevant sections are as follows -

(a) 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.
(b) The ASX Listing Rules contain an exemption to the 15% rule to permit issuances of securities under certain securities purchase plans like the SPP (being Exception 5 in ASX Listing Rule 7.2, referred to as the **SPP Exception**) however certain conditions must be satisfied for the SPP Exception to be available.
(c) ASX Listing Rule 7.1A permits a company to issue equity securities up to 10% of its issued share capital (**Additional 10% Capacity**, being in addition to the 15% permitted under ASX Listing Rule 7.1) in the 12 month period after obtaining such approval at Annual General Meeting. Oneview has obtained Securityholder approval for the Additional 10% Capacity at its Annual General Meeting on 26 October 2021.

Oneview is seeking Securityholder approval to conduct the SPP as Oneview has used its available headroom under ASX Listing 7.1 for tranche 1 of the Placement and the conditions enabling it to rely on the SPP Exception or the Additional 10% Capacity have not been satisfied at the date of the announcement of the SPP, being Monday, 15 November 2021. This is because the Issue Price was below the level required to rely on or use the SPP Exception or the Additional 10% Capacity in relation to the relevant period up to the date of the announcement of the SPP.

However, depending on the trading of CDIs in the period up to the Issue Date, it is possible that the SPP Exception or Additional 10% Capacity may become available and Securityholder approval may not be required to conduct the SPP.

The SPP Exception will be available if the Issue Price (i.e. $0.27) is at least 80% of the VWAP of CDIs calculated over the last 5 days on which sales in the CDIs were recorded before the Issue Date. Further, Oneview may be able to issue the New CDIs under the SPP using part of its Additional 10% Capacity if the Issue Price is not less than 75% of the VWAP of the CDIs over the 15 trading days on which CDIs are traded immediately before the Issue Date.

Therefore, while there may be two methods in which Oneview is able to issue the New CDIs under the SPP without Securityholder approval, neither will be determinable until immediately before the Issue Date and may therefore not be met in the future. Consequently, Oneview is seeking Securityholder approval at the EGM to ensure it is able to conduct the SPP as planned if one of the above methods is not available to it.

If one or both of the methods referred to above are available to Oneview to issue the New CDIs, Oneview proposes to proceed with the SPP if the SPP Resolution is not passed. However if neither method is available, and the SPP Resolution is not passed, the New CDIs may not be issued and the funding to be raised under the SPP will not be received by Oneview. In these circumstances, Oneview may need to explore alternative sources of funding. If the SPP Resolution is passed and relied on to issue the New CDIs, Oneview's Additional 10% Capacity, and its capacity to issue further CDIs under the SPP Exception, will be preserved.

# 10. Issue

The ability of Oneview to issue New CDIs under the SPP will depend on which method Oneview may rely on as described in clause 9 above. In circumstances where the SPP proceeds, New CDIs will be issued on the Issue Date and will rank equally with existing CDIs as at the Issue Date.

Oneview will apply to ASX for the quotation of New CDIs. It is anticipated that the New CDIs will be quoted on ASX, and that trading of the New CDIs will commence, on Wednesday, 22 December 2021.

The Registry will send you a holding statement, confirming the issue of the New CDIs, on or around Thursday, 23 December 2021.

# 11. Timetable

(a) Subject to clause 11(b):

(i) (**Record Date**) the record date is 7.00pm (Sydney time) on Friday, 12 November 2021;

(ii) (**Opening Date**) the SPP Offer opens at 10.00am (Sydney time) on Wednesday, 24 November 2021;

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(iii) (**Closing Date**) the SPP Offer closes at 5.00pm (Sydney time) on Tuesday, 14 December 2021;

(iv) (**EGM**) EGM to be held by Oneview on Friday, 17 December 2021;

(v) (**SPP Results Announcement**) the number of New CDIs to be issued, the Issue Price and, if applicable, any Scale-back will be announced to the ASX on Friday, 17 December 2021, shortly, after the close of the EGM;

(vi) (**Issue Date**) the Company proposes to issue the New CDIs on Tuesday, 21 December 2021;

(vii) (**Trading Date**) the New CDIs are expected to commence trading on Wednesday, 22 December 2021; and

(viii) (**Despatch Date**) the date on which transaction confirmations are sent to relevant Securityholders and, if applicable, a direct credit deposit to your nominated account is made or refund cheque is dispatched, is expected to be Thursday, 23 December 2021.

(b) Oneview may vary any of the dates in clause 11(a) in its discretion (even if the offer has opened, or BPAY® or Application Forms have been received) by lodging a revised timetable with ASX.

## 12. Refunds

In the event of: (a) Scale-back in accordance with clause 16; or (b) where the unallocated money of an individual application is greater than $2.00 in accordance with clause 6(c), the difference between the value of the New CDIs you are issued (calculated using the Issue Price) and the application money you paid will be refunded to you by Oneview, without interest, following issuance of the New CDIs.

If the SPP Resolution is not passed and on the Issue Date, Oneview cannot rely on the SPP Exception or Additional 10% Capacity to issue New CDIs under the SPP, the SPP will not proceed and no New CDIs will be issued under the SPP Offer. If this is the case, the application money you paid will be refunded to you by Oneview, without interest, as soon as practicable following the proposed Issue Date.

## 13. Effect of Making an Application

If you submit a BPAY® payment or complete and return an Application Form together with a cheque or money order:

(a) you represent, warrant, and acknowledge that you have read and understood the terms and provisions of this SPP Offer Booklet;

(b) you acknowledge that:

(i) the SPP is subject to Securityholder approval or satisfaction of certain conditions as described further in clause 9 and the notice of meeting sent to Securityholders on or about the date of this document;

(ii) if the SPP Resolution is not passed and Oneview cannot rely on the SPP Exception or Additional 10% Capacity to issue New CDIs under the SPP, the SPP will not proceed and all application monies will be refunded to you in accordance with clause 12;

(c) you warrant that you are an Eligible Securityholder and are eligible to participate in the SPP for the amount of your application;

(d) you represent, acknowledge and agree that:

(i) you are not in the United States and are not acting for the account or benefit of a person in the United States (in which case, you will not be eligible to participate in respect of that person);

(ii) the New CDIs have not been, and will not be, registered under the U.S. Securities Act or the securities laws of any state or other jurisdiction of the United States, and accordingly, the New CDIs may not be offered or sold, directly or indirectly in the United States and may only be offered and sold outside of the Unites States in "offshore transactions" (as defined in Rule 902(h) under the U.S. Securities Act in reliance on Regulation S under the U.S. Securities Act;

(iii) if in the future you decide to sell or otherwise transfer the New CDIs, you will only do so in regular way transactions on the ASX where neither you nor any person acting on your behalf know, or has reason to know, that the sale has been pre-arranged with, or that the purchaser is, a person in the United States or acting for the account or benefit of a person in the United States;

(iv) you have not, and will not, send any materials related to the SPP Offer to any person in the United States or to any person acting for the account or benefit of a person in the United States; and

(v) if you are acting as a trustee, nominee or Custodian, each Beneficiary on whose behalf you are participating is resident in Australia, New Zealand or Ireland, and is not in the United States nor acting for the account or benefit of a person in the United States and you have not sent this SPP Offer Booklet, the Application Form or any other materials or information relating to the SPP Offer to any such person;

(e) you will not deposit the New CDIs into any unrestricted depositary receipt facility established or maintained by a depositary bank;

(f) you irrevocably and unconditionally agree to these Terms and Conditions and the terms of the Application Form and agree not to do any act or thing that would be contrary to the spirit, intention or purpose of the SPP Offer or these Terms and Conditions;

(g) you acknowledge your application is irrevocable and unconditional (that is, cannot be withdrawn);

(h) you certify that the total of the application price for the following does not exceed $30,000:

(i) New CDIs under the SPP Offer the subject of this application;

(ii) any other New CDIs under the SPP Offer or any CDIs that you acquired under any similar arrangement in the 12 months before the date of your application;

(iii) any other New CDIs which you have instructed a Custodian to acquire on your behalf under the SPP Offer; and

(iv) any other CDIs issued to a Custodian in the 12 months before the date of your application as a result of an instruction to apply for CDIs on your behalf under an arrangement similar to the SPP Offer given by you to the Custodian or a Downstream Custodian, even though you may have received more than one Application Form or received Application Forms in more than one capacity;

(i) if you are a Custodian, you warrant that you have provided a Custodian Certificate to Oneview (in a form that is true, correct and not misleading) and make additional representations that you:

(i) are a Custodian (as that term is defined in the ASIC SIPP Instrument);

(ii) you held CDIs on behalf of the Eligible Beneficiary as at the Record Date who has instructed you to apply for New CDIs on their behalf under the SPP and that that Eligible Beneficiary has been given a copy of this document;

(iii) you are not applying for New CDIs on behalf of any Eligible Beneficiary with an aggregate application amount of more than $30,000 under the SPP; and

(iv) the information in the Custodian Certificate submitted with your Application Form is true, correct and not misleading;

(j) you warrant that all details and statements in your Application Form are true and complete and not misleading;

(k) you authorise Oneview to correct minor or easily rectified errors in, or omissions from, your Application Form and to complete the Application Form by inserting any missing minor detail;

(l) you acknowledge that Oneview may determine that your Application Form is valid, in accordance with these Terms and Conditions, even if the Application Form is incomplete, contains errors or is otherwise defective;

(m) you accept the risk associated with any refund that may be sent to your address or to your nominated bank account as shown on the Register;

(n) you are responsible for any dishonour fees or other costs Oneview may incur in presenting a cheque for payment that is dishonoured;

(o) you agree that if there is a rounding down of a fractional number of New CDIs, any remaining balance of your payment after your allotment less than $2.00 will not be refunded;

(p) you acknowledge that no interest will be paid on any application money paid in connection with this SPP Offer and that are held pending the issue of the New CDIs or subsequently refunded to you for any reason;

(q) you acknowledge that you have not been provided with investment advice or financial product advice or tax advice by Oneview or the Registry and that neither of them has any obligation to provide this advice

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in relation to your consideration as to whether or not to participate in, or the extent of such participation in, the SPP Offer;

(r) you acknowledge that Oneview and its officers and agents are not liable for any exercise of its discretions referred to in these Terms and Conditions;

(s) you agree to be bound by the constitution of Oneview (as amended from time to time);

(t) you authorise Oneview, and its officers and agents, to do anything on your behalf necessary for New CDIs to be issued to you in accordance with the Terms and Conditions;

(u) declare that you are at least 18 years of age and have full legal capacity and power to perform all your rights and obligations in respect of the SPP Offer; and

(v) you agree that when you have previously provided Oneview or the Registry with bank account details for the purpose of direct credit of Oneview dividends, any refund to be paid to you under these Terms and Conditions may be direct credited into that nominated account.

## 14. Waiver, Amendment, Suspension and Withdrawal

Oneview may, at its discretion, waive compliance with any provision of these Terms and Conditions amend or vary these Terms and Conditions (including the timetable for the SPP) or suspend, withdraw or terminate the offer made under this SPP Offer at any time and in its absolute discretion. Any such waiver, amendment, variation, suspension or withdrawal will be binding on all Eligible Securityholders even where Oneview does not give notice of the event. However, the rights of any Eligible Securityholders in connection with any New CDIs that have been duly issued to that person before the occurrence of any such waiver, amendment, variation, suspension or withdrawal will not be affected as a result of any such occurrence. In the event that the SPP is withdrawn or terminated all of your application monies will be refunded to you. No interest will be paid on any money returned to you.

If you have any questions about the SPP Offer please contact the Oneview SPP Securityholder Information Line on 1300 855 080 (within Australia) or +61 3 9415 4000 (outside Australia) between 8.30am and 5.00pm (Sydney time) Monday to Friday throughout the Offer Period.

## 15. Rights Attaching

The rights and obligations of the New CDIs are contained in the constitution of Oneview and are regulated by the Irish Companies Act, ASX Listing Rules and general law. Any New CDIs under the SPP will be issued on the same terms as all other CDIs and Oneview will apply for those New CDIs to be quoted on the ASX.

## 16. Scale-back

(a) Oneview may, in its absolute discretion, reduce the number of New CDIs issued to each applicant to the extent and in the manner that it sees fit, including if the aggregate amount applied for by all Eligible Securityholders exceeds Oneview's requirements (**Scale-back**). If undertaken, the Scale-back will take into account the application size of each applicant and the number of CDIs held on the Record Date.

(b) If there is a Scale-back, you may receive less than the parcel of New CDIs for which you have applied.

(c) If there is a Scale-back, the difference between the application money received from you, and the number of New CDIs allocated to you multiplied by the Issue Price, will be refunded by Oneview, without interest, following issue.

(d) If a Scale-back produces a fractional number of New CDIs when applied to your parcel, the number of New CDIs you will be issued will be rounded down to the nearest whole number of New CDIs.

## 17. Costs of Participation

No brokerage costs will be payable by Eligible Securityholders in respect of the application for, and issue of, New CDIs under the SPP Offer.

## 18. Privacy

By receiving completed Application Forms, Oneview collects personal information about Securityholders. Oneview will use this information to process the Application Form and update its records. To the extent restricted by law, Oneview will not disclose personal information about a Securityholder to a third party.

To the extent permitted by law, Securityholders are able to access, upon request, personal information about them held by Oneview. A copy of the Oneview Privacy Policy can be obtained from the Oneview website at

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https://www.oneviewhealthcare.com/privacy-policy/ . The Registry's privacy policy is available on its website: www.computershare.com/au/privacy. Each privacy policy contains information about how you may seek access to, and correction of, your personal information and also contains information about how you can complain about a breach of the Privacy Act and how such a complaint will be dealt with.

Your personal information may be disclosed to joint investors, Computershare Investor Services Pty Limited, to securities brokers, to third party service providers, including print and mail service providers, technology providers and professional advisers, to related entities of Oneview and its agents and contractors, and to ASX and other regulatory authorities, and in any case, where disclosure is required or allowed by law (which may include disclosures to the Australian Taxation Office and other government or regulatory bodies or where you have consented to the disclosure). In some cases, the types of organisations referred to above to whom your personal information may be disclosed may be located overseas.

## 19. Dispute Resolution

Oneview may settle in any manner it thinks fit, any difficulties, anomalies or disputes that may arise in connection with or by reason of the operation of the SPP Offer. The decision of Oneview will be conclusive and binding on all participants and other persons to whom the determination relates. Oneview's rights may be exercised by the Board or any delegate of the Board.

Oneview reserves the right to waive strict compliance with any provision of these terms and conditions, either generally or in any particular case, with or without notice, or to amend or vary these terms and conditions and to suspend, withdraw or terminate the SPP at any time. Any such waiver, amendment, variation, suspension, withdrawal or termination will be binding on all Securityholders even where Oneview does not notify you of that event.

The powers of Oneview under these Terms and Conditions may be exercised by the Directors or any delegate or representative of the Directors or senior officers of Oneview.

## 20. Governing Law

These Terms and Conditions are governed by the laws in force in New South Wales. Any dispute arising out of or in connection with these Terms and Conditions, or the offer of New CDIs, will be determined by the courts of New South Wales. By accepting this offer, you agree to submit to the exclusive jurisdiction of the courts in New South Wales. Other terms and conditions, rights and obligations of New CDIs are contained in the constitution of Oneview. The Terms and Conditions prevail to the extent of any inconsistency with the Application Form.

## 21. No Underwriting

The SPP Offer will not be underwritten.

## 22. Definitions

**15% rule** means ASX Listing Rule 7.1 which 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.

**$** means Australian dollars.

**Aggregate SPP Participation** means the aggregate value of CDIs applied for under the SPP Offer.

**Application Form** means the personalised application form under which Eligible Securityholders may apply to participate in the SPP Offer.

**ASIC** means the Australian Securities and Investments Commission.

**ASX** means the Australian Securities Exchange.

**ASX Listing Rules** means the listing rules of ASX, as amended, modified or waived from time to time.

**Beneficiary** means a person on whose behalf a Custodian holds registered CDIs.

**Board** means the board of directors of Oneview.

**CDI** means a CHESS depository interest over fully paid ordinary shares in Oneview.

**Closing Date** means 5.00pm (Sydney time) on Tuesday, 14 December 2021, or such other date determined by Oneview.

**Corporations Act** means Corporations Act 2001 (Cth).

**Custodian Certificate** means the certificate to be provided by Custodians that complies with clause 8(3) of ASIC Corporations (Share and Interest Purchase Plans) Instrument 2019/547. **Custodian** means a custodian as defined in clause 4 of ASIC Corporations (Share and Interest Purchase Plans) Instrument 2019/547.

**Director** means a director of Oneview.

**EGM** means the extraordinary general meeting to be held at 6.00pm on Friday, 17 December 2021(being 7.00am Dublin time).

**Eligible Beneficiary** means a Beneficiary of a Custodian with a registered address in Australia, New Zealand or Ireland as at the Record Date, provided that such Beneficiary is not in the United States and is not acting for the account or benefit of a person in the United States.

**Eligible Securityholder** means a Securityholder eligible to participate in the SPP Offer in accordance with clause 3. For the avoidance of doubt, such Securityholder may not be in the United States and may not be acting for the account or benefit of a person in the United States. **Issue Date** means the date upon which New CDIs will be issue under the SPP Offer, expected to be Tuesday, 21 December 2021

**Issue Price** means $0.27.

**New CDI** means a new CDI issued in accordance with this SPP Offer.

**Offer Period** means the period from the Opening Date until the Closing Date.

**Oneview** means Oneview Healthcare PLC, Irish Company Registration 513842, ARBN 610 611 768.

**Opening Date** means 9.00am (Sydney time) on Wednesday, 24 November 2021.

**Placement** means the CDIs to be issued to investors under the placement over two tranches as announced to the ASX on Monday, 15 November 2021.

**Record Date** means 7.00pm (Sydney time) on Friday, 12 November 2021.

**Register** means the register of Oneview Securityholders maintained by the Registry.

**Registry** means Computershare Investor Services Pty Limited.

**Scale-back** means the right of Oneview, in its absolute discretion, to reduce the number of New CDIs issued to each applicant under clause 16.

**Securityholder** means the registered holder of a CDI.

**SPP** means this security purchase plan offered to Eligible Securityholders by Oneview.

**SPP Exception** means Exception 5 in ASX Listing Rule 7.2 which enables a company to issue securities under a securities purchase plan, which complies with certain conditions, to not count towards the company's capacity under the 15% rule.

**SPP Offer Booklet** means this offer booklet dated Wednesday, 24 November 2021.

**SPP Offer** means the offer of New CDIs in accordance with these Terms and Conditions.

**SPP Resolution** means the resolution to be put to Securityholders at the EGM seeking approval to issue New CDIs under the SPP to Eligible Securityholders at the Issue Price.

**Terms and Conditions** means the terms and conditions of the SPP Offer set out in this document, including the Application Form. **United States** has the meaning given to this term in Rule 902(l) under the U.S. Securities Act.

**U.S. Securities Act** means the U.S. Securities Act of 1933, as amended.

**VWAP** means volume weighted average price.

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