

**DOCTOR CARE ANYWHERE GROUP PLC
(ASX:DOC)**

PRE-QUOTATION DISCLOSURE

The following information is required to be provided to ASX Limited (**ASX**) for release to the market in connection with the official quotation and trading of CHESS Depositary Interests (**CDIs**) which represent fully paid ordinary shares (**Shares**) in Doctor Care Anywhere Group PLC (ARBN 645 163 873) (**Doctor Care Anywhere** or the **Company**).

Capitalised terms which have not been otherwise defined in this document have the meaning given to them in the prospectus lodged by Doctor Care Anywhere with the Australian Securities and Investments Commission on 30 October 2020 (**Prospectus**).

1 Intended despatch date

The intended date for the despatch of:

- (a) in relation to all holdings on the CHESS sub-register, a notice from Doctor Care Anywhere under ASX Settlement Operating Rule 8.9.1;
- (b) in relation to all other holdings, issuer sponsored holding statements; and
- (c) any refund money,

is Friday, 4 December 2020.

2 Issue of unquoted securities

The following unquoted securities which were not issued prior to application for admission have now been issued:

Holder	Number of securities	Type of security
Bayju Thakar	10,625,818	CEO Options ¹
Jonathan Baines	1,770,970	Chairman Options ²
Bell Potter	885,485	Manager Options ³
Aurenda Partners	885,485	Manager Options

¹ For details of the material terms of the CEO Options, please refer to Section 6.4(b) of the Prospectus. The ASX confirmed that the CEO Options must not have an expiry date extending beyond five years from the date of issue.

² For details of the material terms of the Chairman Options, please refer to Section 6.4(b) of the Prospectus. The ASX confirmed that the Chairman Options must not have an expiry date extending beyond five years from the date of issue.

³ For details of the material terms of the Manager Options, please refer to Section 6.4(c) of the Prospectus.

3 Restricted Securities

The following is a breakdown of the number of Shares and CDIs representing those Shares subject to ASX restrictions and the restriction period applied to those Shares and CDIs representing those Shares.

Number of Shares and CDIs subject to ASX restrictions	14 July 2021 release	4 December 2022 release
139,551,580	129,444	139,422,136

The following is a breakdown of the number of deferred shares (which carry no economic or voting rights) (**Deferred Shares**) subject to ASX restrictions and the restriction period applied to those

Number of Deferred Shares	4 December 2022 release
99,600	99,600

The following is a breakdown of the number of options to acquire Shares (**Options**) subject to ASX restrictions and the restriction period applied to those Options.

Number of Options	4 December 2022 release
19,567,758	19,567,758

4 Voluntary escrow

The following is a breakdown of the number of Shares and CDIs representing those Shares subject to voluntary escrow and the escrow period applied to those Shares and CDIs representing those Shares.

Number of Shares and CDIs subject to voluntary escrow	Escrow period
10,187,352	4 December 2020 (subject to early release mechanism)

The following is a breakdown of the number of Options subject to voluntary escrow and the escrow period applied to those Options.

Number of Options subject to voluntary escrow	Escrow period
8,485,140	4 December 2020 (subject to early release mechanism)

For details of the material terms of the voluntary escrow arrangements, including any exceptions to the restrictions on disposal, please refer to Section 10.12(b) of the Prospectus.

5 Capital Structure

Doctor Care Anywhere's capital structure as at Completion (following completion of the Pre-Offer Restructure) is set out as follows:

Class	Number
Shares	318,371,903
Deferred Shares	99,600
Options	31,500,720

6 Pre-Offer Restructure

Doctor Care Anywhere confirms that the Pre-Offer Restructure, including the following:

- consolidation of existing share classes into a single class of ordinary shares;
- conversion of convertible loan notes granted in 2020 into Shares; and
- sub-division of each existing Share into six new Shares,

has been completed.

Please refer to section 4.2.3 of the Prospectus for further information about the Pre-Offer Restructure.

7 Waiver

ASX has granted Doctor Care Anywhere a waiver from Listing Rule 1.1 condition 12 to the extent necessary to permit Doctor Care Anywhere to have on issue 4,034,274 options with an exercise price of less than \$0.20, on condition that the material terms and conditions of the options are clearly disclosed in DOC's initial public offering prospectus.

8 Further Information

In addition to the documents already described in this announcement, the following documents will be released on the ASX Market Announcements Platform at the same time as this pre-quotation disclosure:

- (a) **Top 20 holders:** an indicative statement of the top 20 CDI holders in the Company (assuming all Shares are held as CDIs);
- (b) **Distribution schedule:** an indicative distribution schedule (assuming all Shares are held as CDIs);
- (c) **ASX listing application:** the Company's Appendix 1A, ASX Listing Application and Agreement and Information Form and Checklist;
- (d) **Prospectus:** the Prospectus lodged with ASIC by the Company and SaleCo on 30 October 2020;
- (e) **Constitution:** the Company's constitution;

- (f) **Audited accounts:** Doctor Care Anywhere's audited consolidated financial statements for FY18 and FY19 and the Company's unaudited interim condensed consolidated financial statements for the six months ended 30 June 2020;
- (g) **Long Term Incentive Plan:** the full terms and conditions of the LTIP;
- (h) **Corporate Governance Statement:** the Company's Corporate Governance Statement; and
- (i) **Securities trading policy:** the Company's Securities trading policy.

NOT FOR DISTRIBUTION IN THE UNITED STATES

This notice does not constitute an offer of securities in the United States or to any person to whom it would not be lawful outside Australia. The securities referred to herein have not been, and will not be, registered under the U.S. Securities Act of 1933, as amended, or under the securities laws of any state or other jurisdiction of the United States, and may not be offered or sold in the United States absent registration or an applicable exemption from registration requirements. This notice must not be distributed or released in the United States, or in any jurisdiction outside of Australia where distribution may be restricted by law.