Announcement Summary

Entity name

DOCTOR CARE ANYWHERE GROUP PLC

Announcement Type

New announcement

Date of this announcement

28/2/2022

The Proposed issue is:

☑ An offer of securities under a securities purchase plan
☑ A placement or other type of issue

Total number of +securities proposed to be issued for an offer of securities under a securities purchase plan

ASX +security code	+Security description	Maximum Number of +securities to be issued
DOC	CHESS DEPOSITARY INTERESTS 1:1	3,225,806

+Record date

25/2/2022

Offer closing date

21/3/2022

+Issue date

28/3/2022

Total number of +securities proposed to be issued for a placement or other type of issue

ASX +security code	+Security description	Maximum Number of +securities to be issued
DOC	CHESS DEPOSITARY INTERESTS 1:1	36,129,032

Proposed +issue date

7/3/2022

Refer to next page for full details of the announcement

Part 1 - Entity and announcement details

1.1 Name of +Entity

DOCTOR CARE ANYWHERE GROUP PLC

We (the entity named above) give ASX the following information about a proposed issue of +securities and, if ASX agrees to +quote any of the +securities (including any rights) on a +deferred settlement basis, we agree to the matters set out in Appendix 3B of the ASX Listing Rules.
If the +securities are being offered under a +disclosure document or +PDS and are intended to be quoted on ASX, we also apply for quotation of all of the +securities that may be issued under the +disclosure document or +PDS on the terms set out in Appendix 2A of the ASX Listing Rules (on the understanding that once the final number of +securities issued under the +disclosure document or +PDS is known, in accordance with Listing Rule 3.10.3C, we will complete and lodge with ASX an Appendix 2A online form notifying ASX of their issue and applying for their quotation).

1.2 Registered Number Type

ARBN

Registration Number

645163873

1.3 ASX issuer code

DOC

1.4 The announcement is

☑ New announcement

1.5 Date of this announcement

28/2/2022

1.6 The Proposed issue is:

☑ An offer of +securities under a +securities purchase plan
☑ A placement or other type of issue

Part 4 - Details of proposed offer under securities purchase plan

Part 4A - Conditions

4A.1 Do any external approvals need to be obtained or other conditions satisfied before the offer of +securities under the +securities purchase plan issue can proceed on an unconditional basis?

☑ No

Part 4B - Offer details

Class or classes of +securities that will participate in the proposed issue and class or classes of +securities proposed to be issued

ASX +security code and description

DOC : CHESS DEPOSITARY INTERESTS 1:1

Will the proposed issue of this +security include an offer of attaching +securities?

☑ No

Details of +securities proposed to be issued

ASX +security code and description

DOC : CHESS DEPOSITARY INTERESTS 1:1

Maximum total number of those +securities that could be issued if all offers under the +securities purchase plan are accepted

3,225,806

Will the offer be conditional on applications for a minimum number of +securities being received or a minimum amount being raised (i.e. a minimum subscription condition)?

☑ No

Will the offer be conditional on applications for a maximum number of +securities being received or a maximum amount being raised (i.e. a maximum subscription condition)?

☑ No

Will individual security holders be required to accept the offer for a minimum number or value of +securities (i.e. a minimum acceptance condition)?

☑ Yes

Is the minimum acceptance unit based or dollar based?

☑ Dollar based ($)

Please enter the minimum acceptance value

$ 1,000

Will individual security holders be limited to accepting the offer for a maximum number or value of +securities (i.e. a maximum acceptance condition)?

☑ Yes

Is the maximum acceptance unit based or dollar based?

☑ Dollar based ($)

Please enter the maximum acceptance value

$ 30,000

Describe all the applicable parcels available for this offer in number of securities or dollar value

Under the SPP, eligible securityholders may apply for New CDIs in parcels valued between $1,000 and $30,000 (inclusive) in increments of $1,000.

Offer price details

Has the offer price been determined?
☑ Yes

In what currency will the offer be made?	What is the offer price per +security?
AUD - Australian Dollar	AUD 0.31000

Oversubscription & Scale back details

Will a scale back be applied if the offer is over-subscribed?
☑ Yes

Describe the scale back arrangements

If more than $1m worth of applications are received, the Company reserves the right to and at its discretion (a) scale-back applications; or (b) accept oversubscriptions.
In the event of a scale-back, the Company intends to scale back applications having regard to various factors, including the number of CDIs held by applicants as at the SPP closing date

Will these +securities rank equally in all respects from their issue date with the existing issued +securities in that class?
☑ Yes

Part 4C - Timetable

4C.1 Date of announcement of +security purchase plan

28/2/2022

4C.2 +Record date

25/2/2022

4C.3 Date on which offer documents will be made available to investors

7/3/2022

4C.4 Offer open date

7/3/2022

4C.5 Offer closing date

21/3/2022

4C.7 +Issue date and last day for entity to announce results of +security purchase plan offer

28/3/2022

Part 4D - Listing Rule requirements

4D.1 Does the offer under the +securities purchase plan meet all of the requirements of listing rule 7.2 exception 5 or do you have a waiver from those requirements?

☑ Yes

Part 4E - Fees and expenses

4E.1 Will there be a lead manager or broker to the proposed offer?

☑ Yes

4E.1a Who is the lead manager/broker?

Aurenda Partners Pty Ltd and Bell Potter Securities Limited are acting as joint lead managers (Joint Lead Managers)

4E.1b What fee, commission or other consideration is payable to them for acting as lead manager/broker?

DOC has agreed to pay each Joint Lead Manager in its respective proportion, a management and selling fee of 4% of the proceeds of the SPP

4E.2 Is the proposed offer to be underwritten?

☑ No

4E.3 Will brokers who lodge acceptances or renunciations on behalf of eligible +security holders be paid a handling fee or commission?

☑ No

4E.4 Details of any other material fees or costs to be incurred by the entity in connection with the proposed offer

Fees and costs incurred by DOC in connection with the SPP include share registry fees, settlement fees and legal and other external adviser fees

Part 4F - Further Information

4F.01 The purpose(s) for which the entity intends to use the cash raised by the proposed issue

Please refer to DOC's ASX Announcement and investor presentation released to ASX on Monday 28 February 2022

4F.1 Will the entity be changing its dividend/distribution policy if the proposed offer is successful?

☑ No

4F.2 Countries in which the entity has +security holders who will not be eligible to accept the proposed offer

All countries other than Australia and New Zealand

4F.3 URL on the entity's website where investors can download information about the proposed offer

https://doctorcareanywhere.com/investors/

4F.4 Any other information the entity wishes to provide about the proposed offer

Part 7 - Details of proposed placement or other issue

Part 7A - Conditions

7A.1 Do any external approvals need to be obtained or other conditions satisfied before the placement or other type of issue can proceed on an unconditional basis?
☑ No

Part 7B - Issue details

Is the proposed security a 'New class' (+securities in a class that is not yet quoted or recorded by ASX) or an 'Existing class' (additional securities in a class that is already quoted or recorded by ASX)?
☑ Existing class

Will the proposed issue of this +security include an offer of attaching +securities?
☑ No

Details of +securities proposed to be issued

ASX +security code and description

DOC : CHESS DEPOSITARY INTERESTS 1:1

Number of +securities proposed to be issued

36,129,032

Offer price details

Are the +securities proposed to be issued being issued for a cash consideration?
☑ Yes

In what currency is the cash consideration being paid?

AUD - Australian Dollar

What is the issue price per +security?

AUD 0.31000

Will these +securities rank equally in all respects from their issue date with the existing issued +securities in that class?
☑ Yes

Part 7C - Timetable

7C.1 Proposed +issue date

7/3/2022

Part 7D - Listing Rule requirements

7D.1 Has the entity obtained, or is it obtaining, +security holder approval for the entire issue under listing rule 7.1?

No

7D.1b Are any of the +securities proposed to be issued without +security holder approval using the entity's 15% placement capacity under listing rule 7.1?

Yes

7D.1b (i) How many +securities are proposed to be issued without security holder approval using the entity's 15% placement capacity under listing rule 7.1?

36,129,032

7D.1c Are any of the +securities proposed to be issued without +security holder approval using the entity's additional 10% placement capacity under listing rule 7.1A (if applicable)?

No

7D.2 Is a party referred to in listing rule 10.11 participating in the proposed issue?

No

7D.3 Will any of the +securities to be issued be +restricted securities for the purposes of the listing rules?

No

7D.4 Will any of the +securities to be issued be subject to +voluntary escrow?

No

Part 7E - Fees and expenses

7E.1 Will there be a lead manager or broker to the proposed issue?

Yes

7E.1a Who is the lead manager/broker?

Aurenda Partners Pty Ltd and Bell Potter Securities Limited are acting as joint lead managers (Joint Lead Managers).

7E.1b What fee, commission or other consideration is payable to them for acting as lead manager/broker?

DOC has agreed to pay each Joint Lead Manager in its respective proportion, a management and selling fee of 4% of the proceeds of the Placement.

7E.2 Is the proposed issue to be underwritten?

No

7E.4 Details of any other material fees or costs to be incurred by the entity in connection with the proposed issue

Fees and costs incurred by DOC in connection with the Placement include share registry fees, settlement fees and legal and other external adviser fees.

Part 7F - Further Information

7F.01 The purpose(s) for which the entity is issuing the securities

Please refer to DOC's ASX announcement and investor presentation released to ASX on Monday 28 February 2022.

7F.1 Will the entity be changing its dividend/distribution policy if the proposed issue proceeds?

☑ No

7F.2 Any other information the entity wishes to provide about the proposed issue

7F.3 Any on-sale of the +securities proposed to be issued within 12 months of their date of issue will comply with the secondary sale provisions in sections 707(3) and 1012C(6) of the Corporations Act by virtue of:

☑ The publication of a cleansing notice under section 708A(5), 708AA(2)(f), 1012DA(5) or 1012DAA(2)(f)