7 March 2022

Doctor Care Anywhere Security Purchase Plan

Doctor Care Anywhere Group PLC (ASX:DOC, "DOC", "Doctor Care Anywhere" or "the Company") announced on Monday 28 February 2022 that it would be undertaking a security purchase plan ("SPP"). The SPP is now open to eligible DOC securityholders to apply for up to A$30,000 of new CHESS Depositary Interests ("New CDIs") without incurring brokerage or other transaction costs. The SPP aims to raise up to A$1 million[1] and is not underwritten.

The SPP follows DOC's successfully completed A$11.2 million placement to institutional investors, which was conducted at A$0.31 per CDI (the "Placement Price").

Securityholders are eligible to participate in the SPP if they had a registered address in Australia or New Zealand on DOC's register at 7pm (AEDT) on Friday 25 February 2022 ("Eligible Securityholders").

New CDIs are being offered at the Placement Price of A$0.31 per CDI. This issue price represents a:

- 12.7% discount to the closing price of CDIs of A$0.355 per CDI on 25 February 2022 (the last trading day prior to the announcement of the Placement and SPP); and
- 17.0% discount to the 5-day VWAP of A$0.373 per CDI up to and including 25 February 2022 (being the 5 trading day period ending on the last trading day prior to announcement of the Placement and SPP).

The SPP is not underwritten. Participation in the SPP is voluntary. New CDIs will rank pari passu with existing DOC CDIs on issue from their date of allotment.

The SPP is subject to the terms and conditions set out in a communication to Eligible Securityholders, which is being sent by post/email to Eligible Securityholders today, and the SPP Booklet, which is available for Eligible Securityholders to view at https://DOCSPP.thereachagency.com. A copy of the communication to Eligible Securityholders and the SPP Booklet are attached to this announcement. If you are unable to access the website, please contact DOC's share registry on 1300 850 505 (callers within Australia) or +61 3 9415 4000 (callers outside Australia).

Eligible Securityholders are encouraged to read the SPP Booklet carefully, and if in any doubt about whether or not to apply for New CDIs under the SPP offer, to consult with a financial or other professional adviser.

Securityholders with questions in relation to how to participate in the SPP may contact DOC's share registry from 8.30am to 5.00pm (AEDT) Monday to Friday on 1300 850 505 (callers within Australia) or +61 3 9415 4000 (callers outside Australia).

[1] DOC may decide to accept applications (in whole or in part) that result in the SPP raising more or less than this amount in its absolute discretion.

Key Dates

Date	Event
7:00pm (AEDT) Friday 25 February 2022	Record Date for the SPP
Monday 7 March 2022	SPP offer opens
5:00pm (AEDT) on Monday 21 March 2022	SPP offer closes
Thursday 24 March 2022	Announcement of results of the SPP
Monday 28 March 2022	SPP allotment date
Tuesday 29 March 2022	Commencement of trading of SPP CDIs on the ASX and despatch of holding statements

The above timetable is indicative only and subject to change. The commencement and quotation of CDIs is subject to confirmation from ASX. Subject to the requirements of the Corporations Act 2001 (Cth), the ASX Listing Rules and other applicable rules, DOC reserves the right to amend this timetable at any time, including extending the period for the SPP or accepting late applications, either generally or in particular cases, without notice

- ENDS -

This ASX announcement has been authorised for release by the Chief Financial Officer and Company Secretary.

About Doctor Care Anywhere:

Doctor Care Anywhere Group PLC is a UK-based telehealth company that is committed to delivering the best possible patient experience and clinical care through digitally enabled, joined up, evidence based pathways on its proprietary platform. Doctor Care Anywhere utilises its relationships with health insurers, healthcare providers and corporate customers to connect with patients to deliver a range of telehealth services.

Further Information:
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This announcement is not financial product advice and has not taken into account your objectives, financial situation or needs. This announcement has been prepared for release in Australia. This announcement does not constitute an offer to sell, or the solicitation of an offer to buy, any securities in the United States or in any jurisdiction in which such an offer would be illegal. The New CDIs have not been, nor will be, registered under the U.S. Securities Act of 1933 (the "Securities Act") or the securities laws of any state or other jurisdiction of the United States. Accordingly, the New CDIs may not be offered or sold, directly or indirectly, to any person in the United States except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and applicable U.S. state securities laws.

Doctor Care Anywhere Group PLC
(Company Number 08915336)
(ARBN 645 163 873)

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

SRN WITHHELD DEC

7 March 2022

Dear Securityholder

Security Purchase Plan – Letter to Eligible Securityholders

I write to you as a holder of Doctor Care Anywhere Group PLC (ARBN 645 163 873) (ASX: DOC) (**DOC** or the **Company**) CHESS Depositary Interest (**CDIs**) with a registered address in Australia or New Zealand as at the record date of 7.00pm (AEDT) on 25 February 2022 (**Record Date**).

On behalf of the Directors, I am pleased to offer you the opportunity to participate in DOC's security purchase plan (**SPP**), announced on 28 February 2022 and following shortly after the successful placement of CDIs to institutional, professional and sophisticated investors which raised approximately A$11.2 million (**Placement**) (the Placement and SPP together, the **Capital Raising**).

The SPP aims to raise up to approximately A$1 million[1] and is not underwritten.

DOC intends to use the proceeds of the SPP for additional working capital.

For further information on the Placement, please refer to the investor presentation issued by the Company on 28 February 2022. In particular, please have regard to the 'Risks' section on pages 13 – 16 of the investor presentation released on the ASX on 28 February 2022.

The issue price of CDIs to be issued under the SPP (**SPP CDIs**) is A$0.31 per SPP CDI (**Issue Price**), which is the same price as was paid for each CDIs by investors in the Placement.

This Issue Price represents a:

- 12.7% discount to the closing price of CDIs of A$0.355 per CDI on 25 February 2022 (the last trading day prior to the announcement of the Capital Raising); and
- 17.0% discount to the 5-day VWAP of A$0.373 per CDI up to and including 25 February 2022 (being the 5 trading day period ending on the last trading day prior to announcement of the Capital Raising).

[1] DOC may decide to accept applications (in whole or in part) that result in the SPP raising more or less than this amount in its absolute discretion.

The SPP will allow Eligible Securityholders (as defined below) to apply for up to $30,000 worth of SPP CDIs at the Issue Price, without incurring brokerage or other transaction costs.

An offer booklet in relation to the SPP was lodged with ASX today (**Booklet**). A copy of the Booklet along with information about how to apply under the SPP via BPAY® (or if you are New Zealand securityholder and unable to pay via BPAY®, via electronic funds transfer (**EFT**)) is available at https://DOCSPP.thereachagency.com.

If you are unable to pay by BPAY® or EFT or have any questions in relation to how to participate in the SPP, please contact the Registry from 8.30am to 5.00pm (AEDT) Monday to Friday on 1300 850 505 (callers within Australia) or +61 3 9415 4000 (callers outside Australia).

Unless otherwise defined, capitalised terms used in this letter have the meaning given in the Booklet.

Availability of the Security Purchase Plan

The SPP is available to all Securityholders registered on the Record Date whose registered address is in Australia or New Zealand, provided they are not in the United States or acting for the account or benefit of a person in the United States (**Eligible Securityholders**). The SPP is not being extended to any Securityholders with an address outside Australia and New Zealand.

The SPP is also being offered to Eligible Securityholders who are Custodians or nominees and who wish to apply for SPP CDIs on behalf of certain Eligible Beneficiaries. Custodians and nominees are not required to participate on behalf of their Eligible Beneficiaries. Custodians and nominees may choose whether or not to extend the SPP to their Eligible Beneficiaries.

Key features of the Security Purchase Plan

The SPP allows Eligible Securityholders to apply for a minimum of A$1,000 and a maximum of A$30,000 worth of SPP CDIs at the Issue Price of A$0.31 per SPP CDI.

Applications and payment of funds must be received on or before 5.00pm (AEDT) on 21 March 2022, unless DOC extends the Closing Date for applications.

SPP CDIs issued will be fully paid and rank equally with all existing CDIs on issue.

Key Dates

Record Date (the date that eligibility to participate in the SPP was determined)	7.00pm (AEDT), 25 February 2022
Opening Date for applications	7 March 2022
Closing Date for applications	5.00pm (AEDT), 21 March 2022
Results of SPP announced	24 March 2022
Issue of SPP CDIs	28 March 2022
SPP CDIs commence trading on ASX	29 March 2022
Despatch of holding statements	29 March 2022

This timetable is indicative only and subject to change. DOC reserves the right to alter the dates above at its discretion, subject to the Listing Rules and Corporations Act. All references to times are to Australian Eastern Daylight Time.

Actions required by Eligible Securityholders

Eligible Securityholders may participate in the SPP by applying online at https://DOCSPP.thereachagency.com. If you are unable to access the website, please contact the Registry on 1300 850 505 (callers within Australia) or +61 3 9415 4000 (callers outside Australia). Applications for SPP CDIs can only be made by Eligible Securityholders invited to make an application under the SPP Offer.

DOC reserves the right to close the SPP early or extend the SPP in its discretion.

Participation is entirely voluntary. Before you decide whether to participate in the SPP, DOC recommends you seek independent financial advice from your stockbroker, accountant or other professional adviser. Your right to participate in the SPP is not transferable.

Scale back

The amount that each Eligible Securityholder can apply for under the SPP is capped at A$30,000. The SPP aims to raise up to approximately A$1 million. DOC may decide to accept applications (in whole or in part) that result in the SPP raising more or less than this amount in its absolute discretion.

To the extent it is necessary to scale back the number of SPP CDIs that will be issued to Eligible Securityholders under the SPP, DOC intends to do so in its discretion, having regard to factors including the pro rata holding of Eligible Securityholders (as at the SPP Closing Date) who apply for SPP CDIs.

If there is a scale back you may receive less than the parcel of SPP CDIs for which you apply.

If a scale back produces a fractional number of SPP CDIs when applied to your parcel, the number of SPP CDIs you will be issued will be rounded down to the nearest whole number of SPP CDIs.

If there is a scale back, the difference between the application monies received from you, and the number of SPP CDIs allocated to you multiplied by the Issue Price will be refunded to you (without interest).

Thank you for your continued support of DOC.

Yours sincerely



Jonathan Baines
Chairman
Doctor Care Anywhere Group PLC

Doctor Care Anywhere Group PLC
Security Purchase Plan Booklet

This is an important document and requires your immediate attention. You should read this Booklet in full.

Eligible Securityholders have the opportunity to participate in the Security Purchase Plan offer by applying for up to $30,000 of new CDIs without incurring brokerage or other transaction costs. Details of the offer and how to participate are set out in this Booklet.

Applications for new CDIs under the SPP must be received by 5.00pm (AEDT) on 21 March 2022.

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Important information

This document is intended for use only in connection with the SPP Offer to Eligible Securityholders in Australia or New Zealand. No action has been taken to permit an offering of CDIs in any jurisdiction outside of Australia and New Zealand. The distribution of this document may be restricted by law and persons (including Custodians and nominees) who come into possession of this document should observe any such restrictions.

This document may not be distributed or released in the United States. This document does not constitute an offer to sell, or a solicitation of an offer to buy, any CDIs in the United States or in any jurisdiction in which such an offer would be illegal. The CDIs to be offered and sold under the SPP have not been, and will not be, registered under the U.S. Securities Act or the securities laws of any U.S. state or other jurisdiction of the United States, and may not be offered or sold, directly or indirectly, in the United States or to any person acting for the account or benefit of a person in the United States (to the extent such person is acting for the account or benefit of a person in the United States).

1 Letter to Securityholders

Dear Securityholder

On behalf of the directors of Doctor Care Anywhere Group PLC (**DOC**), I am pleased to offer you the opportunity to participate in a security purchase plan (**SPP**), which allows Eligible Securityholders to subscribe for up to $30,000 worth of new CDIs in DOC (**SPP CDIs**) without incurring brokerage or other transaction costs.

The SPP aims to raise up to $1 million and is not underwritten.[1]

The SPP follows DOC's successful institutional placement announced on 28 February 2022, which raised approximately $11.2 million (**Placement**).

New SPP CDIs are being offered under the SPP at the Issue Price of $0.31, which is the same price as was paid for each CDI by investors in the Placement.

Participation in the SPP

Participation in the SPP is voluntary and open to all Eligible Securityholders, being holders of CDIs in DOC at 7.00pm (AEDT) on 25 February 2022 (**Record Date**) and whose address on the Register is in Australia or New Zealand. The SPP is also being extended to Eligible Securityholders who are Custodians or nominees to participate in the SPP on behalf of certain Eligible Beneficiaries on the terms and conditions set out in this booklet (**Booklet**).

Once issued, SPP CDIs will rank equally with existing CDIs in DOC.

The terms and conditions of the SPP are provided in this Booklet. We urge you to read these materials in their entirety and seek your own financial and taxation advice in relation to the SPP, before you decide whether to participate.

How to apply for SPP CDIs

The SPP opens on 7 March 2022 and is expected to close at 5.00pm (AEDT) on 21 March 2022. SPP CDIs are expected to be issued on 28 March 2022 and to commence trading on ASX on 29 March 2022.

Details of the SPP Offer and how to participate are set out in this document and are also available on https://DOCSPP.thereachagency.com.

To apply for SPP CDIs, you are encouraged to apply online at https://DOCSPP.thereachagency.com and make a payment directly via BPAY®[2] (or if you are a New Zealand securityholder and unable to pay via BPAY®, via electronic funds transfer (**EFT**)) by following the instructions set out on the website. Payment is due by no later than **5.00pm (AEDT) on 21 March 2022**.

Eligible Securityholders who are not able to pay by BPAY® or EFT should contact the Registry on 1300 850 505 (callers within Australia) or +61 3 9415 4000 (callers outside Australia) for alternative payment options.

Questions and further information

This Booklet contains important information about the SPP to assist you in deciding whether to participate in the SPP. You should read this Booklet carefully and in its entirety before deciding whether to apply, and in particular, the 'Risks' section on pages 13 - 16 of DOC's investor presentation released to the ASX on 28 February 2022.

If you have any questions in relation to how to participate in the SPP, please contact the Registry from 8.30am to 5.00pm (AEDT) Monday to Friday on 1300 850 505 (callers

[1] DOC may decide to accept applications (in whole or in part) that result in the SPP raising more or less than this amount in its absolute discretion.

[2] Registered by BPAY Pty Ltd (ABN 69 079 137 518).

within Australia) or +61 3 9415 4000 (callers outside Australia) or consult your financial or other professional adviser.

If you have any questions in relation to whether an investment in DOC through the SPP is appropriate for you, please contact your stockbroker, accountant or other professional adviser.

Thank you for your continued support of DOC.

Yours sincerely



Jonathan Baines
Chairman
Doctor Care Anywhere Group PLC

2 Summary of important dates

Event	Date
Record Date (the date that eligibility to participate in the SPP was determined)	7.00pm (AEDT), 25 February 2022
Opening Date for applications	7 March 2022
Closing Date for applications	5.00pm (AEDT), 21 March 2022
Results of SPP announced	24 March 2022
Issue of SPP CDIs	28 March 2022
SPP CDIs commence trading on ASX	29 March 2022
Despatch of holding statements	29 March 2022

This timetable is indicative only and subject to change. DOC reserves the right to alter the dates above at its discretion, subject to the Listing Rules and Corporations Act. All references to times in this Booklet are to Australian Eastern Daylight Time.

3 Summary of SPP

You should read this section in conjunction with the terms and conditions of the SPP set out in section 4 of this Booklet.

Key SPP details	Summary
SPP offer	Eligible Securityholders of DOC may subscribe for up to $30,000 of SPP CDIs without brokerage or other transaction costs.
Purpose of the SPP	The proceeds of the SPP will be used for additional working capital.
Voluntary participation	Participation in the SPP is entirely voluntary. Before you decide whether to participate in the SPP, DOC recommends you seek independent financial advice from your stockbroker, accountant or other professional adviser. If you do not wish to participate in the SPP, do nothing.
Issue Price of the SPP CDIs	The Issue Price of the SPP CDIs will be $0.31 per SPP CDI, which is the same price as was paid for each CDI by investors in the Placement. In connection with the requirements under *ASIC Corporations (Share and Interest Purchase Plans) Instrument 2019/547*, DOC informs Securityholders that this Issue Price represents a: • 12.7% discount to the closing price of CDIs of $0.355 per CDI on 25 February 2022 (the last trading day prior to the announcement of the Placement and SPP); and • 17.0% discount to the 5-day VWAP of $0.373 per CDI up to and including 25 February 2022 (being the 5 trading day period ending on the last trading day prior to announcement of the Placement and SPP). There is a risk that the market price of CDIs may rise or fall between the date of this Booklet and the time of issue of SPP CDIs under the SPP. This means that the price you pay for the SPP CDIs issued to you may be less than or more than the market price of CDIs at the date of this Booklet or the time of issue of the SPP CDIs. Your application is unconditional and may not be withdrawn even if the market price of CDIs is less than the Issue Price.
Eligible Securityholders	Eligible Securityholders are eligible to participate in the SPP, being Securityholders who were registered holders of CDIs at 7.00pm (AEDT) on 25 February 2022 with a registered address in either Australia or New Zealand as shown on the Register.

Key SPP details	Summary
	The SPP is also being extended to Eligible Securityholders who are Custodians or nominees to participate in the SPP on behalf of Eligible Beneficiaries on the terms and conditions provided in this Booklet. Notwithstanding the foregoing, Securityholders in the United States are not eligible to participate in the SPP. Similarly, Securityholders who hold CDIs on behalf of persons in the United States, or are acting for the account or benefit of persons in the United States, are not eligible to participate in the SPP on behalf of those persons.
Not transferable	The SPP offer cannot be transferred.
Investment amount	Eligible Securityholders may apply for SPP CDIs in parcels valued between $1,000 and $30,000 (inclusive) in increments of $1,000. The number of SPP CDIs issued to an applicant will be rounded down to the nearest whole number after dividing the application monies by the Issue Price. Applications may be scaled back at the discretion of DOC.
How to apply	An electronic copy of the Booklet, along with information with respect to applying for SPP Shares, is accessible at https://DOCSPP.thereachagency.com. If you are unable to access the website, please contact the Registry on 1300 850 505 (callers within Australia) or +61 3 9415 4000 (callers outside Australia). If you wish to participate in the SPP, you need to do one of the following: **Apply via BPAY** To apply via BPAY you will need to: • visit https://DOCSPP.thereachagency.com to access the specific biller code and the customer reference number (**CRN**) that is required to identify your holding. You will need to provide your Securityholder Reference Number (**SRN**) or Holder Identification Number (**HIN**) and follow the instructions provided; • be an account holder with an Australian branch of a financial institution; and • ensure that your payment for the appropriate amount is received by the Registry before **5.00pm (AEDT) on 21 March 2022**. Financial institutions may implement earlier cut-off times with regard to electronic payment, and you should therefore take this into consideration when making payment. **Apply via EFT – Eligible Securityholders in New Zealand only** If you are an Eligible Securityholder in New Zealand, you are encouraged to pay via EFT by: • following the instructions available online at https://DOCSPP.thereachagency.com; and

Key SPP details	Summary
	• ensuring that your payment for the appropriate amount is received by the Registry before **5.00pm (AEDT) on Monday, 21 March 2022**. Financial institutions may implement earlier cut-off times with regard to electronic payment, and you should therefore take this into consideration when making payment. You can only make payment via BPAY if you are the holder of an account with an Australian branch of a financial institution that supports BPAY transactions. Eligible Securityholders who are not able to pay by BPAY® or EFT by should contact the Registry on 1300 850 505 (callers within Australia) or +61 3 9415 4000 (callers outside Australia) for alternative payment options. If you are a Custodian, please contact the Registry for a Custodian Certificate (as described below) from 8.30am to 5.00pm (AEDT) Monday to Friday on 1300 850 505 (callers within Australia) or +61 3 9415 4000 (callers outside Australia).
Rights attached to SPP CDIs	SPP CDIs will rank equally with all other CDIs on issue.
Custodians and nominees	The SPP is being extended to Eligible Securityholders who are Custodians or nominees and who wish to apply for SPP CDIs on behalf of certain Eligible Beneficiaries. The SPP is being offered to Custodians and nominees as the registered Securityholder. Custodians and nominees are not required to participate on behalf of their Eligible Beneficiaries. Custodians and nominees may choose whether or not to extend the SPP to their Eligible Beneficiaries. Notwithstanding the foregoing, Custodians and nominees may not participate in the SPP on behalf of, and may not distribute this Booklet or any documents relating to this SPP to, any person in the United States. In the event that a Custodian or nominee is acting for the account or benefit of a person in the United States, it is not permitted to participate in respect of that person. If you wish to apply as a Custodian or nominee under the SPP to receive SPP CDIs for one or more Eligible Beneficiaries, you must complete and submit an additional '**Custodian Certificate**' that contains further certifications and details (as required under the terms of *ASIC Corporations (Share and Interest Purchase Plans) Instrument 2019/547*) before your application will be accepted. Applications by Custodians or nominees that are not accompanied by a duly completed Custodian Certificate will be rejected. By applying as a Custodian on behalf of Eligible Beneficiaries to purchase SPP CDIs, you certify (amongst other things) that each Eligible Beneficiary has not exceeded the $30,000 limit. To request a Custodian Certificate or for further information about the custodian application process, please contact the Registry from 8.30am to 5.00pm (AEDT) Monday to Friday on 1300 850 505 (callers within Australia) or +61 3 9415 4000 (callers outside Australia).

Key SPP details	Summary
	A Custodian will be ineligible to participate in the SPP if their participation would be in breach of *ASIC Corporations (Share and Interest Purchase Plans) Instrument 2019/547*.
Issue of SPP CDIs	Holding statements are expected to be despatched on or around 29 March 2022.
Oversubscriptions and scale back	The amount that each Eligible Securityholder can apply for under the SPP is capped at $30,000. The SPP aims to raise up to approximately $1 million. DOC may decide to accept applications (in whole or in part) that result in the SPP raising more or less than this amount in its absolute discretion. To the extent it is necessary to scale back the number of SPP CDIs that will be issued to Eligible Securityholders under the SPP, DOC intends to do so in its discretion, having regard to factors including the pro rata holding of Eligible Securityholders (as at the SPP Closing Date) who apply for SPP CDIs. If this happens you may be issued SPP CDIs to a value that is less than the value of SPP CDIs you applied for and the difference will be refunded to you (without interest).
Refunds	Any application monies refunded by DOC will be paid by cheque or direct credit (the payment method will be determined by DOC in its absolute discretion) in Australian currency. By applying for SPP CDIs, each Securityholder authorises DOC to pay any monies to be refunded by using the payment instructions of the Securityholder recorded in the Registry's records if DOC should elect to pay in this manner.
More information	If you have any questions in relation to how to participate in the SPP, please contact the Registry from 8.30am to 5.00pm (AEDT) Monday to Friday on 1300 850 505 (callers within Australia) or +61 3 9415 4000 (callers outside Australia) or consult your financial or other professional adviser. If you have any questions in relation to whether an investment in DOC through the SPP is appropriate for you, please contact your stockbroker, accountant or other professional adviser.

4 Terms and conditions of the SPP

Important notice and disclaimer

This Booklet does not provide financial advice 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.

The offer of SPP CDIs under the SPP Offer is made in accordance with *ASIC Corporations (Share and Interest Purchase Plans) Instrument 2019/547* and *ASIC Class Order [CO 14/827]*, which grants relief from the requirement for DOC to provide prospectus disclosure in relation to the SPP. This Booklet does not constitute 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 purpose of the SPP Offer. You must rely on your own knowledge of DOC, previous disclosure made by DOC to ASX and if necessary, consult with your professional adviser when deciding whether or not to participate in the SPP Offer.

If you participate in the SPP, you are accepting the risk that the market price of CDIs may change between the Record Date, the date on which you make a payment by BPAY or EFT (or where applicable, by any alternative payment method) and the Issue Date. This means that, up to and/or after the Issue Date, you may be able to buy CDIs on ASX at a lower price than the Issue Price.

Please read these terms and conditions carefully, as you will be bound by them in participating in the SPP. Securityholders accepting the SPP Offer will also be bound by the constitution of DOC.

The previous sections of this Booklet and the Application Form form part of these terms and conditions.

4.1 Offer

(a) DOC offers each Eligible Securityholder the opportunity to purchase up to $30,000 worth of SPP CDIs under the SPP subject to and in accordance with the terms and conditions set out below, in the previous sections of this Booklet and the Application Form (**SPP Offer**).

(b) The SPP Offer opens on 7 March 2022 and closes at 5.00pm (AEDT) on 21 March 2022 (or such other date as DOC determines, in its absolute discretion).

(c) Participation in the SPP is voluntary. If you choose not to participate in the SPP, your right to participate lapses at the Closing Date, being 5.00pm (AEDT) on 21 March 2022 (or such other date as DOC determines, in its absolute discretion).

(d) The SPP Offer is non-transferable and, therefore, Eligible Securityholders cannot transfer their right to purchase SPP CDIs to a third party.

(e) The SPP Offer to each Eligible Securityholders (whether as a Custodian or on its own account) is made on the same terms and conditions.

(f) All references to $ or dollars in this Booklet are references to Australian dollars unless otherwise indicated.

4.2 Eligible Securityholders

(a) You are eligible to participate in the SPP Offer if you:

(1) were registered on the Register as a Securityholder at 7.00pm (AEDT) on 25 February 2022 (**Record Date**);

(2) had a registered address in either Australia or New Zealand at that time as shown on the Register; and

(3) are not in the United States and are not acting for the account or benefit of a person in the United States (or, in the event that you are acting for the account or benefit of a person in the United States, you are not participating in the SPP in respect of that person).

(b) The SPP is also extended to Eligible Securityholders who are Custodians or nominees, in accordance with clauses 4.3(b) and 4.4(e) below.

(c) The SPP Offer is not made to Securityholders with a registered address outside of Australia and New Zealand.

Securityholders in the United States are not eligible to participate in the SPP. Similarly, Securityholders who hold CDIs on behalf of persons in the United States, or are acting for the account or benefit of persons in the United States, are not eligible to participate in the SPP on behalf of those persons.

4.3 Joint holders and Custodians and nominees

(a) If two or more persons are registered on the Register as jointly holding CDIs, they are taken to be a single registered holder of CDIs for the purposes of determining whether they are an Eligible Securityholder and a certification given by any of them is taken to be a certification given by all of them.

(b) Subject to these terms and conditions, Eligible Securityholders who are Custodians or nominees may participate in the SPP on behalf of each Eligible Beneficiary on whose behalf the Custodian or nominee is holding CDIs. Due to legal restrictions, Custodians and nominees may not distribute the SPP Booklet to any person in, and may not participate in the SPP on behalf of any beneficial Securityholder in the United States. In the event that a Custodian or nominee is acting for the account or benefit of a person in the United States, it is not permitted to participate in respect of that person.

4.4 Applications for SPP CDIs

(a) Eligible Securityholders may apply for SPP CDIs in parcels valued between $1,000 and $30,000 (inclusive) in increments of $1,000.

(b) No brokerage or other transaction costs will apply to the acquisition of SPP CDIs.

(c) Eligible Securityholders who wish to apply for SPP CDIs must either:

(1) make a payment for the appropriate amount via BPAY or, for Eligible Securityholders in New Zealand, via EFT, in accordance with the instructions at https://DOCSPP.thereachagency.com so that it is received prior to **5.00pm (AEDT) on 21 March 2022**; or

(2) contact the Registry on 1300 850 505 (callers within Australia) or +61 3 9415 4000 (callers outside Australia) for alternative payment options and ensure that their payment is received prior to **5.00pm (AEDT) on 21 March 2022**.

(d) Eligible Securityholders who receive more than one offer under the SPP (for example, because they hold CDIs in more than one capacity or in different

registered holdings) may apply on different Application Forms for SPP CDIs but may not apply for SPP CDIs with an aggregate value of more than $30,000.

(e) If you wish to subscribe for SPP CDIs as a Custodian or nominee for one or more Eligible Beneficiaries, you must also complete and submit an additional Custodian Certificate that contains further certifications and details (required under the terms of *ASIC Corporations (Share and Interest Purchase Plans) Instrument 2019/547)* before your application will be accepted. Applications by Custodians or nominees that are not accompanied by a duly completed Custodian Certificate will be rejected. To request a Custodian Certificate or for further information about the custodian application process, please contact the Registry from 8.30am to 5.00pm (AEDT) Monday to Friday on 1300 850 505 (callers within Australia) or +61 3 9415 4000 (callers outside Australia).

(f) DOC may accept or reject your application for SPP CDIs in whole or in part in its discretion including, without limitation, if:

(1) your application does not comply with these terms and conditions;

(2) it appears you are not an Eligible Securityholder;

(3) your BPAY or EFT payment (or where applicable, payment by any alternative method) is not received by the Closing Date;

(4) it appears that you are applying to purchase more than $30,000 of SPP CDIs in aggregate (including as a result of CDIs you hold directly, jointly or through a Custodian or nominee arrangement) or your application is not for an amount between $1,000 and $30,000 (inclusive) in increments of $1,000.

(5) payment of the application monies is not submitted in Australian currency; or

(6) the amount of your BPAY or EFT payment (or where applicable, payment by any alternative method) is not equal to the amount of your application. If this occurs, DOC will:

(A) refund in full your application monies and not issue any SPP CDIs to you; or

(B) issue to you the number of SPP CDIs that would have been issued had you applied for the highest designated amount that is less than the amount of your payment and refund to you the excess of your application monies (without interest).

(g) If you are entitled to a refund of all or any of your application monies, the refund will be paid to you, without interest, as soon as is practicable by direct credit to your nominated account (as recorded on the Register) or cheque to your registered address (as recorded on the Register) (the payment method will be determined by DOC in its absolute discretion).

4.5 Issue Price

(a) The Issue Price per SPP CDI is $0.31, which is the same price as was paid for each CDI by investors in the Placement. In connection with the requirements under *ASIC Corporations (Share and Interest Purchase Plans) Instrument 2019/547*, DOC informs Securityholders that this Issue Price represents a:

(1) 12.7% discount to the closing price of CDIs of $0.355 per CDI on 25 February 2022 (the last trading day prior to the announcement of the Placement and SPP); and

(2) 17.0% discount to the 5-day VWAP of $0.373 per CDI up to and including 25 February 2022 (being the 5 trading day period ending on the last trading day prior to announcement of the Placement and SPP).

(b) The current CDI price can be obtained from ASX and is listed in the financial and business section of major daily newspapers circulating in Australia.

(c) You agree to pay the Issue Price per SPP CDI for the number of SPP CDIs calculated under clause 4.6(a) or, if there is a scale back, the number of SPP CDIs calculated under clause 4.10.

4.6 Number of SPP CDIs to be issued

(a) If you apply for SPP CDIs, you will apply for a certain value, rather than a certain number, of SPP CDIs. If your application is accepted, DOC will divide the value of your application monies by the Issue Price (as determined under clause 4.5(a)) in order to determine the number of SPP CDIs which, subject to scale back, will be issued to you.

(b) If this calculation produces a fractional number, the number of SPP CDIs issued will be rounded down to the nearest whole SPP CDI.

4.7 Issue of SPP CDIs

(a) SPP CDIs will be issued on the Issue Date.

(b) SPP CDIs will rank equally with existing CDIs as at the Issue Date.

(c) DOC will apply to ASX for the quotation of SPP CDIs. It is anticipated that SPP CDIs will be quoted on ASX the next trading day after their issue.

(d) The Registry will send you a holding statement, confirming the issue of SPP CDIs, on or around 29 March 2022.

4.8 Securityholders outside Australia and New Zealand

(a) The laws of some countries prohibit or make impracticable participation in the SPP by certain overseas Securityholders. Securityholders who are not resident in Australia or New Zealand will not be able to participate in the SPP. The SPP does not constitute an offer of CDIs for sale or issue in any other jurisdiction.

(b) The SPP CDIs are not being offered or sold to the public within New Zealand other than to existing Securityholders of DOC at the Record Date with registered addresses in New Zealand to whom the offer of SPP CDIs is being made in reliance on the Financial Markets Conduct Act 2013 (New Zealand) and the Financial Markets Conduct (Incidental Offers) Exemption Notice 2016 (New Zealand).

(c) This Booklet has not been registered, filed with or approved by any New Zealand regulatory authority. This Booklet 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.

(d) Securityholders in the United States are not eligible to participate in the SPP. Similarly, Securityholders (including Custodians and nominees) who hold CDIs on behalf of persons in the United States, or are acting for the account or benefit of persons in the United States, are not eligible to participate in the SPP on behalf of those persons.

4.9 Acknowledgements

By making a payment via BPAY or EFT (or any other alternative payment method), you:

(a) are deemed to have accepted the SPP Offer and you irrevocably and unconditionally agree to the terms and conditions of the SPP and the terms and conditions 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;

(b) warrant that all details and statements in your application are true and complete and not misleading;

(c) agree that your application will be irrevocable and unconditional (that is, it cannot be withdrawn);

(d) warrant that you are an Eligible Securityholder and are eligible to participate in the SPP;

(e) acknowledge that no interest will be paid on any application monies held pending the issue of SPP CDIs or subsequently refunded to you for any reason;

(f) acknowledge that DOC and its officers and agents, are not liable for any consequences of the exercise or non-exercise of its discretions referred to in these terms and conditions;

(g) agree to pay the Issue Price per SPP CDI up to the maximum of:

  (1) the value you have selected on the Application Form; or

  (2) the maximum value of your payment;

(h) acknowledge and agree that:

  (1) you are not in the United States and are not acting for the account or benefit of a person in the United States (or, in the event that you are acting for the account or benefit of a person in the United States, you are not participating in the SPP in respect of that person);

  (2) the SPP 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 SPP CDIs may not be offered or sold, directly or indirectly in the United States;

  (3) you have not, and will not, send this Booklet or any materials relating to the SPP to any person outside of Australia or New Zealand, including in the United States;

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

  (5) if you are acting as a trustee, nominee or Custodian, each beneficial holder on whose behalf you are participating is resident in Australia or New Zealand (and is not in the United States and is not acting for the account or benefit of a person in the United States), and you have not sent this Booklet, or any materials relating to the SPP to any person outside Australia and New Zealand (including, without limitation, to any person in the United States or to any person acting for the account or benefit of a person in the United States);

(i) if you are applying on your own behalf (and not as a Custodian or nominee), acknowledge and agree that:

(1) you are not applying for SPP CDIs with an application price of more than $30,000 under the SPP (including by instructing a Custodian or nominee to acquire SPP CDIs on your behalf under the SPP); and

(2) the total of the application price for the following does not exceed $30,000:

(A) the SPP CDIs the subject of the application;

(B) any other CDIs issued to you under the SPP or any similar arrangement in the 12 months before the application;

(C) any other SPP CDIs which you have instructed a Custodian or nominee to acquire on your behalf under the SPP; and

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

(j) if you are a Custodian or nominee and are applying on behalf of an Eligible Beneficiary on whose behalf you hold CDIs, acknowledge and agree that:

(1) you are a Custodian (as that term is defined in *ASIC Corporations (Share and Interest Purchase Plans) Instrument 2019/547)* or a nominee;

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

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

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

(k) accept the risk associated with any refund that may be dispatched to you by direct credit or cheque to your address shown on the Register;

(l) agree to be bound by the constitution of DOC;

(m) acknowledge that none of DOC, its advisers or agents, has provided you with any financial product or investment advice or taxation advice in relation to the SPP, or has any obligation to provide such advice;

(n) you authorise DOC, and its officers and agents, to do anything on your behalf necessary for SPP CDIs to be issued to you in accordance with these terms and conditions;

(o) you acknowledge that DOC may at any time irrevocably determine that your application is valid, in accordance with the terms and conditions of the SPP, even if the Application Form is incomplete, contains errors or is otherwise defective; and

(p) you authorise DOC, and its officers and agents, to correct minor or easily rectified errors in, or omissions from, your Application Form and to complete the Application Form by the insertion of any missing minor detail.

4.10 Scale back

(a) To the extent it is necessary to scale back the number of SPP CDIs that will be issued to Eligible Securityholders under the SPP, DOC intends to do so in its discretion, having regard to factors including the pro rata holding of Eligible Securityholders (as at the SPP Closing Date) who apply for SPP CDIs.

(b) If there is a scale back you may receive less than the parcel of SPP CDIs for which you apply.

(c) If a scale back produces a fractional number of SPP CDIs when applied to your parcel, the number of SPP CDIs you will be issued will be rounded down to the nearest whole number of SPP CDIs.

(d) If there is a scale back, the difference between the application monies received from you, and the number of SPP CDIs allocated to you multiplied by the Issue Price will be refunded to you (without interest).

4.11 Dispute resolution

(a) DOC may settle, in any manner it deems appropriate, any difficulties, anomalies, or disputes which may arise in connection with, or by reason of, the operation of the SPP whether generally or in relation to any participant or any application for SPP CDIs, and its decision shall be conclusive and binding on all participants and other persons to whom the determination relates.

(b) The powers of DOC under these terms and conditions may be exercised by the Directors or any delegate or representative of the Directors.

4.12 Variation and termination

(a) DOC reserves the right at any time to:

(1) amend or vary these terms and conditions;

(2) waive strict compliance with any provision of these terms and conditions;

(3) withdraw the SPP Offer or suspend or terminate the SPP;

(4) vary the timetable for the SPP, including the Closing Date; and

(5) not accept an application, not issue SPP CDIs or issue SPP CDIs to a value less than that applied for under the SPP by an Eligible Securityholder (including a Custodian or nominee applying on behalf of its Eligible Beneficiaries).

(b) In the event that the SPP is withdrawn or terminated, all application monies will be refunded. No interest will be paid on any money returned to you.

4.13 Privacy policy

(a) Chapter 2C of the Corporations Act requires information about a securityholder (including your name, address and details of the securities you hold) to be included in the public register of the entity in which you hold securities. This information must continue to be included in the public register if you cease to be a securityholder.

(b) DOC and the Registry may collect personal information to process your application, implement the SPP and administer your holding of CDIs. The personal information contained in the Register is also used to facilitate

payments and corporate communications (including financial results), annual reports and other information to be communicated to Securityholders, and to ensure compliance with legal and regulatory requirements, including Australian taxation laws and the Corporations Act.

(c) Your personal information may be disclosed to joint investors, the Registry, securities brokers, third party service providers (including print and mail service providers, technology providers and professional advisers), related entities of DOC and its agents and contractors, and 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.

(d) A copy of DOC's privacy statement, which describes how we manage your personal information, is available at https://doctorcareanywhere.com/.

4.14 Underwriting

The SPP is not underwritten.

4.15 Governing law

These terms and conditions are governed by the laws in force in Victoria. Any dispute arising out of, or in connection with, these terms and conditions, or the SPP Offer, will be determined by the courts of Victoria. By accepting the SPP Offer, you agree to submit to the exclusive jurisdiction of the courts in Victoria.

5 Glossary

The following definitions apply throughout this Booklet unless the context requires otherwise.

Term	Meaning
$	Australian dollars.
Application Form	your personalised application form.
ASIC	Australian Securities and Investments Commission.
ASX	ASX Limited (ACN 008 624 691), or the market operated by it, as the context requires.
Beneficiary	a person on whose behalf a Custodian or nominee is holding CDIs at 7.00pm (AEDT) on the Record Date.
CDI	a CHESS Depositary Interest issued over a Share in DOC and representing a beneficial interest in the Share (with each CDI representing one Share in DOC).
Closing Date	5:00pm (AEDT) on 21 March 2022 (or such other date as DOC determines, in its absolute discretion).
Corporations Act	the *Corporations Act 2001* (Cth).
Custodian	a custodian as defined in paragraph 4 of *ASIC Corporations (Share and Interest Purchase Plans) Instrument 2019/547*.
Custodian Certificate	a certificate complying with paragraph 8(3) of *ASIC Corporations (Share and Interest Purchase Plans) Instrument 2019/547*.
Directors	the directors of DOC.
DOC	Doctor Care Anywhere Group PLC (ARBN 645 163 873)

Term	Meaning
Eligible Beneficiary	a Beneficiary with a registered address in either Australia or New Zealand, provided that such Beneficiary is not in the United States.
Eligible Securityholder	a Securityholder who is a registered holder of CDIs at 7.00pm (AEDT) on the Record Date with a registered address in either Australia or New Zealand as shown on the Register.
Issue Date	28 March 2022 (or such other date as DOC determines, in its absolute discretion).
Issue Price	the price per SPP CDIs as determined under section 4.5 of the terms and conditions set out in this Booklet.
Opening Date	7 March 2022.
Placement	the placement of CDIs to institutional, sophisticated and professional investors, announced to ASX on 28 February 2022.
Record Date	7.00pm (AEDT) on 25 February 2022.
Register	the register of Securityholders.
Registry	Computershare Investor Services Pty Limited (ACN 078 279 277).
Securityholder	a registered holder of a CDI.
Share	a fully paid ordinary share in DOC.
SPP	the Security Purchase Plan offer made to Eligible Securityholder under the terms of this Booklet.
SPP Offer	the offer in section 4.1 of the terms and conditions set out in this Booklet.
U.S. Securities Act	the U.S. Securities Act of 1933, as amended.

Term	Meaning
VWAP	volume weighted average price.