17 May 2022

Annual General Meeting of Securityholders

Doctor Care Anywhere Group PLC (ASX:DOC, "Doctor Care Anywhere" or "the Company"), encloses its Notice of Annual General Meeting ("AGM").

Annual General Meeting of Securityholders

Details of the meeting are set out below:

Date:	Wednesday 8 June 2022
Time:	5pm AEST, 8am BST
Venue:	Virtual

Included within this release are the Notice of our AGM, details of the business of the meeting and an example voting instruction form. Voting instruction forms will be distributed individually to holders of Common Stock and CDIs in the Company by our registrar on or about 18 May 2022. When voting instruction forms are distributed, an information sheet will be appended providing details of how you can join and participate in the meeting. You are encouraged to complete the voting instruction form and submit it as soon as possible once you have received it.

The Company's 2021 Annual Report is available on the ASX Portal and can also be found on our website at the following link:

https://doctorcareanywhere.com/media/3796/doctor-care-anywhere-2021-annual-report.pdf

The closing date for the receipt of nominations from persons wishing to be considered for election as a Director is 30 May 2022.

This ASX release has been authorised for release by the Board of Directors.

- ENDS –

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:	
Simon Hinsley NWR Communications – Investor Relations +61 401 809 653 simon@nwrcommunications.com.au	**Daniel Curran** Company Secretary company.secretary@doctorcareanywhere.com

Notice of Annual General Meeting of Securityholders

Dear Doctor Care Anywhere Securityholder,

I am pleased to give notice of the forthcoming Annual General Meeting ("AGM") of Doctor Care Anywhere Group PLC. The meeting will be held on 8 June 2022 at 5pm Australian Eastern Standard Time (8am BST). Appended to this Notice you can find details as to the business of the meeting.

Given that our management team, and most of our Directors, are based in the UK, our 2022 AGM will be held virtually.

We recognise the importance of you having the opportunity to communicate your views to us and value your participation. It will be possible to view and take part in the meeting in real time, in person and online. Details of how to do so will be provided in an information sheet that will be appended to your voting instruction form. We will do our utmost to ensure that everyone, who has a right to speak at the meeting, is able to do so.

How you can participate remotely:

1. CDI holders can indicate their voting preferences to CHESS Depositary Nominees Pty Limited ("Chess") in advance of the meeting by completing the voting instruction which will be sent by our registrar on or about 18 May 2022, an example of which is appended to this Notice. The voting instruction form will provide specific instructions on how your vote is to be exercised on each item of business. Chess must follow your instructions. The CDI voting instruction form needs to be received at the address shown on the form by no later than 5 June 2022.

2. Securityholders are encouraged to submit questions ahead of the meeting to either the Company or the Auditor. We will allow securityholders to submit questions online during the meetings. Further details will be set out in the information sheet appended to the voting instruction forms distributed by our registrar.

3. A live webcast will be available which will allow Securityholders to participate in the meeting with written questions and cast their vote. Instructions for joining the AGM will be published on the Doctor Care Anywhere's website prior to the AGM. The webcast will also be archived on Doctor Care Anywhere's website for you to access at your convenience.

The Board looks forward to welcoming you to our AGM on 8 June 2022.

Yours sincerely,

Richard Dammery
Chair
17 May 2022

Business of the Meeting

1. Financial Statements and Reports

To receive and consider the Director's Report, Financial Report and Auditors' Report for the Company and its wholly owned subsidiaries for the year ended 31 December 2021.

2. Adoption of Remuneration Report

To consider and, if thought fit, to pass the following resolution as a non-binding ordinary resolution:

"To adopt the Remuneration Report for the year ended 31 December 2021".

3. Reappointment of Auditors

To consider and, if thought fit, to pass the following as an ordinary resolution:

"*That Grant Thornton UK LLP be reappointed as Auditors of the Company, to hold office until the conclusion of the next general meeting at which the accounts are laid before the Members, and to authorise the Directors to determine their remuneration*".

4. Election of Directors

To consider and, if thought fit, to pass the following as ordinary resolutions:

(a) *"To elect Romana Abdin as a director to hold office until re-election or otherwise as determined by the Board in accordance with the Company's Articles of Association"*

(b) *"To elect Richard Dammery as a director to hold office until re-election or otherwise as determined by the Board in accordance with the Company's Articles of Association"*

(c) *"To elect John Stier as a director to hold office until re-election or otherwise as determined by the Board in accordance with the Company's Articles of Association"*

(d) *"To elect Vanessa Wallace as a director to hold office until re-election or otherwise as determined by the Board in accordance with the Company's Articles of Association"*

(e) *"To re-elect Simon Calver as a director to hold office until the conclusion of the next Annual General Meeting of the Securityholders or otherwise as determined by the Board in accordance with the Company's Articles of Association";*

(f) *"To re-elect David Ravech as a director to hold office until the conclusion of the next Annual General Meeting of the Securityholders or otherwise as determined by the Board in accordance with the Company's Articles of Association".*

5. Alteration to the expiry date of options issued to CEO Dr Bayju Thakar

To consider and, if thought fit, to pass the following as an ordinary resolution:

"That approval be given for the purposes of ASX Listing Rule 6.23.3, 6.23.4 and for all other purposes to amend the terms of 3,541,940 options which have been issued to CEO Dr Bayju Thakar under the Company's Long Term Incentive Plan by extending the expiry date of the options from 2 December 2025 to 31 May 2026".

6. Approval of option issuance to CEO Dr Bayju Thakar

To consider, and if thought fit, pass the following as an ordinary resolution:

"That the issuance to CEO Dr Bayju Thakar of options over 40,171 ordinary securities (under the Company's CSOP scheme) in respect of his performance bonus for the 2021 financial year is approved under and for the purposes of ASX Listing Rule 7.1".

7. Approval security issuances under ASX Listing Rule 7.4 – GP2U Acquisition

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

"That the issuance of 10,668,264 securities in respect of the acquisition of GP2U Telehealth Pty Ltd be approved under and for the purposes of ASX Listing Rule 7.4"

8. Approval security issuances under ASX Listing Rule 7.4 – Placement

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

"That the issuance of 36,129,032 securities in respect of a Placement to institutional investors be approved under and for the purposes of ASX Listing Rule 7.4"

9. Approval security issuances under ASX Listing Rule 7.4 – Company Share Option Plan

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

"That the issuance of options over 928,333 securities in respect of award's to employees under Doctor Care Anywhere's Company Share Option Plan be approved under and for the purposes of ASX Listing Rule 7.4".

By order of the Board

Dan Curran
Company Secretary
17 May 2022

Voting Exclusions

Resolution 2

The Company will disregard any votes cast in favour of this resolution by or on behalf of:

- Any member of Key Management Personnel ("KMP") named in the Remuneration Report; or
- An associate of any member of KMP named in the Remuneration Report.

However, this does not apply to a vote cast in favour of this resolution by:

- A person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with the directions given to the proxy or attorney to vote on the resolution in that way; or
- The Chair of the meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the Chair to vote on the resolution as the Chair decides; or
- A holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
  - The beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and
  - The holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Resolution 3

There are no voting exclusions for this resolution.

Resolutions 4 (a) to (f)

There are no voting exclusions for these resolutions.

Resolutions 5 and 6

The Company will disregard any votes cast in favour of these resolutions by or on behalf of:

- Dr Bayju Thakar; or
- An associate of Dr Bayju Thakar.

However, this does not apply to a vote cast in favour of this resolution by:

- A person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with the directions given to the proxy or attorney to vote on the resolution in that way; or

- The Chair of the meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the Chair to vote on the resolution as the Chair decides; or
- A holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
  - The beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and
  - The holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Resolution 7

The Company will disregard any votes cast in favour of this resolution by or on behalf of:

- Persons who were Securityholders of GP2U Telehealth Pty Ltd prior to its acquisition by the Company; or
- An associate of persons who were Securityholders of GP2U Telehealth Pty Ltd prior to its acquisition by the Company.

However, this does not apply to a vote cast in favour of this resolution by:

- A person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with the directions given to the proxy or attorney to vote on the resolution in that way; or
- The Chair of the meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the Chair to vote on the resolution as the Chair decides; or
- A holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
  - The beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and
  - The holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Resolution 8

The Company will disregard any votes cast in favour of this resolution by or on behalf of:

- Persons who participated in the Placement; or
- An associate of persons who participated in the Placement.

However, this does not apply to a vote cast in favour of this resolution by:

- A person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with the directions given to the proxy or attorney to vote on the resolution in that way; or
- The Chair of the meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the Chair to vote on the resolution as the Chair decides; or
- A holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
  - The beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and
  - The holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Resolution 9

The Company will disregard any votes cast in favour of this resolution by or on behalf of:

- Persons who were granted options over securities under Doctor Care Anywhere's Company Share Option Plan; or
- An associate of persons who were granted options over securities under Doctor Care Anywhere's Company Share Option Plan.

However, this does not apply to a vote cast in favour of this resolution by:

- A person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with the directions given to the proxy or attorney to vote on the resolution in that way; or
- The Chair of the meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the Chair to vote on the resolution as the Chair decides; or
- A holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
  - The beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and
  - The holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Explanatory Notes

Resolution 1 – Financial Statements and Reports

The Companies Act 2006 (UK) requires these reports be considered at our AGM. Securityholders are not required to vote on these reports. The Chair will give Securityholders a reasonable opportunity to ask questions and make comments to the management of the Company. Securityholders will also be given a reasonable opportunity to ask the Auditor questions about the conduct of the audit and the content of the Auditor's Report.

These reports can be viewed on the Company's website at the following link:

https://doctorcareanywhere.com/media/3796/doctor-care-anywhere-2021-annual-report.pdf

Resolution 2 – Remuneration Report

The vote on the Remuneration Report is advisory and will not bind Doctor Care Anywhere or its Directors. However, the Board will take the outcome of the vote into consideration when reviewing the future remuneration policies and practices of Doctor Care Anywhere.

The Remuneration Report is included within Doctor Care Anywhere's Annual Report which is available on Doctor Care Anywhere's website at the following link:

https://doctorcareanywhere.com/media/3796/doctor-care-anywhere-2021-annual-report.pdf

The Board recommends that all eligible voting Securityholders vote in favour of this resolution. It is the intention of the Chair to vote undirected proxies in favour of this item.

Resolution 3 – Reappointment of Auditors

The Company is required at each general meeting, in which financial statements are laid, to appoint auditors who will remain in office until the next general meeting at which the financial statements are laid.

Grant Thornton UK LLP have expressed willingness to continue in office. In acordance with the Companies Act 2006 (UK) Securityholders are also asked to authorise directors to determine the Auditors remuneration.

The Board recommends that all eligible voting Securityholders vote in favour of this resolution. It is the intention of the Chair to vote undirected proxies in favour of this item.

Resolutions 4 (a) to (f) – Election and Re-election of Directors

Background

Roman Abdin, Richard Dammery and Vanessa Wallace, having served as Directors of the Company since its IPO in 2020, offer themselves for election.

John Stier, having been appointed as a Director on 6 May 2022, also offers himself for election.

Simon Calver and David Ravech, having been elected at the 2021 AGM for 12 months, offer themselves for re-election.

Independence of Directors

The Company previously announced its intention to transition to a fully independent Board. It has taken steps towards this through the appointment of Richard Dammery as independent Chair (replacing Executive Chair, Jonathan Baines), and through the recent appointment of John Stier as an independent Non-Executive Director and Chair of the Audit and Risk Management Committee. The Board now has a majority of independent directors.

Given his substantial shareholding in the company, David Ravech is considered to be non-independent for the purposes of service on the Board and Board Committees.

Because of his historic association with BGF (a private equity firm and a shareholder in the Company), Simon Calver has previously been considered as non-independent for the purposes of service on the Board and Board Committees. This will be reviewed by the Board during 2022.

Both David and Simon are seeking re-election for a further 12 months, as set out in the relevant resolutions.

In addition, to allow for the orderly re-election of Directors by rotation, the Board may determine that any Director elected at this Annual General Meeting may be required to stand for re-election at an Annual General Meeting prior to their Re-election Date.

Candidate Details

Romana Abdin

Romana was appointed as a Director of Doctor Care Anywhere in September 2020.

Romana was CEO of Simplyhealth Group, from 2013 to 2021 and transformed the business from a sole focus on healthcare funding towards a diversified health and wellbeing business. Romana was appointed Chairman of Healthcode in February 2022.

Richard Dammery

Richard was appointed as a Director of Doctor Care Anywhere in September 2020 and assumed the role of Interim Chair following the retirement of Jonathan Baines in April 2022. It is intended that Richard serve as Chair until at least the next AGM.

Richard is a professional company director, currently serving on the Boards of Aussie Broadband Limited (ASX:ABB), Australia Post, Wisetech Global (ASX:WTC) and Nexus Day Hospitals. He also chairs Creative Partnerships Australia, the Australian Government's primary body encouraging and facilitating private investment in the arts. He is an Adjunct Professor at Monash Business School, and has held a range of senior leadership roles in major Australian companies.

John Stier

John was appointed as Non-Executive Director of Doctor Care Anywhere on 6 May 2022 and is the Chair of the Audit & Risk Management Committee of the Board.

John is a Fellow of the Institute of Chartered Accountants, with a First-Class degree in Finance. He has been a FTSE250 Group CFO at Equiniti Plc and Northgate Information Solutions Plc over the last twenty years that have both experienced substantial growth and transformation during his tenure. He brings to the Board substantial experience in change management, M&A and growth in services industries as well as a lot of finance expertise. John is currently a Board member and Chair of the Audit and Risk Committee at Redburn, a stockbroker based in London.

Vanessa Wallace

Vanessa was appointed as a Non-Executive Director of Doctor Care Anywhere on 16 September 2020 and is the Chair of Doctor Care Anywhere's Remuneration and Nomination Committee.

Vanessa is an experienced Board Director, strategy management consultant, investor and founder of an innovative, early-stage and digital health and wellbeing company. Her activities include Chairman of Drop Bio Pty Ltd and Ecofibre Ltd as well as being a Board Director of Wesfarmers Ltd and SEEK Ltd and international development company Palladium Pty Ltd.

Simon Calver

Simon was a nominee Director on the Board for BGF Nominees Limited, a major investor in the Company between January 2019 and June 2020. Notwithstanding Simon's resignation from BGF (and therefore cessation of his position as BGF's nominee), he was reappointed as a Non-Executive Director of the Board in October 2020, owing to his significant experience in leading fast-growing technology businesses.

Simon is an experienced Non-Executive Director, investor in technology, chief executive and entrepreneur. He is a Fellow of the Institute of Directors (UK). Simon has won recognition for his work at LOVEFiLM and with Entrepreneurs through the UK. As well as E&Y's Entrepreneur of the Year, he won the Sunday Times Buyout Track for PE backed businesses and the Confederation British Industries (CBI) Growth Company of the Year.

David Ravech

David was a co-founder of Synergix Health Limited, now Doctor Care Anywhere Group PLC. He served as Executive Chairman of Synergix Health until November 2018.

For more than 20 years, David has led and invested in disruptive technology companies. Prior to his involvement with Doctor Care Anywhere, David was the founder and CEO of Overland Health (now part of Slater and Gordon Solutions), a technology-driven provider of rehabilitation services. He also founded, as director and later as Co-CEO, Global Freight Exchange which provided the world's leading airlines and freight forwarders with the first online price and availability comparison engine and transaction system for airfreight (with the company being sold in 2007 to Descartes (Nasdaq: DSGX), a provider of cloud-based logistics and supply chain management solutions).

The Board (other than each candidate in respect of their candidacy) recommends that Securityholders vote in favour of resolutions 4(a) to (f). It is the intention of the Chair to vote undirected proxies in favour of these resolutions.

Resolution 5 – Alteration to the expiry date of options issued to CEO Dr Bayju Thakar

As disclosed in the Company's Prospectus, at the time of the Company's IPO CEO Dr Bayju Thakar was issued options over 10,625,818 securities ("Performance Options") in three equal tranches of 3,541,940 securities, with an exercise price of A$0.80 per share. These options will vest:

a) In three tranches, each 30 days after the release of the Company's Annual Report for the years ended 31 December 2023, 31 December 2024 and 31 December 2025;
b) If the Company's total shareholder return (measured by the 15-day VWAP of DOC CDIs following the release of the Company's annual report in the vesting year) is at least 50% greater than the total share return of the S&P/ASX 200 Healthcare Index; and
c) If the option holder is employed at the relevant test date.

It was originally intended that the Performance Options would have an expiry date of 10 years post grant, however shortly before the IPO the Company was advised by the ASX that the expiry date should not be longer than five years post grant, in line with Guidance Note 19. As a result, the expiry date was changed from 2030 to 2025. This had the unforeseen outcome that the third tranche of the Performance Options cannot be exercised in accordance with their existing terms. This is because the Performance Options will expire prior to the vesting of the third tranche (following the release of the Company's annual report for the year ended 31 December 2025, which is expected to occur in early 2026).

In order to allow the third tranche to vest prior to expiry, the Company seeks Securityholder approval to extend the expiry date of the third tranche 2 December 2025 to 31 May 2026. The terms of the Performance Options will otherwise remain unchanged. Importantly, the Performance Options will remain subject to all existing vesting conditions.

To amend the terms of the Performance Options, the Company is seeking Securityholder approval pursuant to the conditions of a waiver granted by ASX in respect of ASX Listing Rule 6.23.3, and under ASX Listing Rule 6.23.4.

Relevant ASX Listing Rules

ASX Listing Rule 6.23.3 states a change which has the effect of reducing the exercise price, increasing the period for exercise or increasing the number of securities received on exercise cannot be made.

ASX Listing Rule 6.23.4 states a change which is not prohibited under rule 6.23.3 can only be made if holder of ordinary securities approve the change.

Effect of this resolution

If Securityholders approve this resolution, the expiry date of the final tranche of Performance Options issued to CEO Dr Bayju Thakar will be amended from 2 December 2025 to 31 May 2026.

If Securityholders do not approve this resolution, the expiry date of the final tranche of Performance Options issued to CEO Dr Bayju Thakar will not be amended and they will expire before the vesting date.

The Board (other than Bayju Thakar because of his interest in this resolution) recommends that all eligible voting Securityholders vote in favour of this resolution. It is the intention of the Chair to vote undirected proxies in favour of this item.

Resolution 6 – Approval of option issuance to CEO Dr Bayju Thakar

As disclosed in the Remuneration Report of the Company's Annual Report, CEO Dr Bayju Thakar was awarded, subject to Securityholder approval, options over 40,171 ordinary securities with an exercise price of A$0.54 per security in respect of his performance bonus for the 2021 financial year.

Dr Bayju Thakar was eligible to receive a performance bonus of up to 30% of his actual 2021 salary, with 67% being paid in cash and 33% in options. Dr Bayju Thakar was awarded 14.25% of his actual 2021 salary as his performance bonus for the 2021 financial year.

Details as to the targets on which this award was based are disclosed in the Remuneration Report of the Company's Annual Report, which is available on Doctor Care Anywhere's website at the following link:

https://doctorcareanywhere.com/media/3796/doctor-care-anywhere-2021-annual-report.pdf

The key terms of Doctor Care Anywhere's Company Share Option Plan are appended to this notice.

Relevant ASX Listing Rules

Broadly speaking and subject to a number of exemptions, ASX Listing Rule 7.1 prohibits an ASX listed company from issuing or agreeing to issue new securities representing more than 15% of its total ordinary shares during a twelve month period without Securityholder approval.

Effect of this resolution

If Securityholders approve this resolution, CEO Dr Bayju Thakar will be issued options over 40,171 securities (under the Company's CSOP scheme) with an exercise price of A$0.54 per security, in respect of his performance bonus for the 2021 financial year. Such award to be made within one month of the Company's AGM.

If Securityholders do not approve this resolution, CEO Dr Bayju Thakar will not be issued any options in respect of his performance bonus for the 2021 financial year.

The Board (other than Bayju Thakar because of his interest in this resolution) recommends that all eligible voting Securityholders vote in favour of this resolution. It is the intention of the Chair to vote undirected proxies in favour of this item.

Resolution 7 – Approval security issuances under ASX Listing Rule 7.4 – GP2U Acquisition

The Company is seeking Securityholder approval for the issuance of 10,668,264 ordinary securities in respect of the acquisition of GP2U Telehealth Pty Ltd in September 2021, pursuant to ASX Listing Rule 7.4.

The Company acquired GP2U Telehealth Pty Ltd for the equivalent of A$11.0 million, with A$3.3 million being settled in cash and the remaining A$7.7 million being settled in shares, subject to 12 months escrow.

Securities issued were priced at A$0.73 per share, based on the 20 trading day VWAP pre completion of the acquisition. Securities were issued to the persons who were Securityholders of GP2U Telehealth Pty Ltd prior to its acquisition by Doctor Care Anywhere. The securities were issued on 8 September 2021 and 9 September 2021.

Relevant ASX Listing Rules

ASX Listing Rule 7.4 states that an issue of, or agreement to issue, securities made without approval under ASX Listing Rule 7.1 is treated as having been made with approval for the purpose of ASX Listing Rule 7.1 if each of the following apply:

- The issue or agreement did not breach ASX Listing Rule 7.1; and
- The holders of the entity's ordinary securities subsequently approve it.

Broadly speaking and subject to a number of exemptions, ASX Listing Rule 7.1 prohibits an ASX listed company from issuing or agreeing to issue new securities representing more than 15% of its total ordinary shares during a twelve month period without Securityholder approval.

If an entity issues securities without Securityholder approval under ASX Listing Rule 7.1 and subsequently seeks approval for that issuance under ASX Listing Rule 7.4, such securities issued are no longer counted towards the limit to the number of securities that may be issued under ASX Listing Rule 7.1.

Effect of this resolution

If Securityholders approve this resolution, the securities issued in respect of the acquisition of GP2U Telehealth Pty Ltd will no longer count towards the limit on the number of securities that the Company can issue without Securityholder approval under ASX Listing Rule 7.1.

If Securityholders do not approve this resolution, the securities issued in respect of the acquisition of GP2U Telehealth Pty Ltd will continue to count towards the limit on the number of securities that the Company can issue without Securityholder approval under ASX Listing Rule 7.1.

The Board recommends that all eligible voting Securityholders vote in favour of this resolution. It is the intention of the Chair to vote undirected proxies in favour of this item.

Resolution 8 – Approval security issuances under ASX Listing Rule 7.4 – Placement

The Company is seeking Securityholder approval for the issuance of 36,129,032 ordinary securities in respect of a Placement to institutional investors in March 2022, pursuant to ASX Listing Rule 7.4.

The Company completed a Placement raising A$11.2 million, with an offer price of A$0.31 per security. The securities were issued on 7 March 2022.

The use of funds in respect of the placement was:

- A$7.0 million to support organic growth-related initiatives;
- A$3.5 million to support working capital requirements; and
- A$0.7 million to pay for capital raising costs.

Relevant ASX Listing Rules

ASX Listing Rule 7.4 states that an issue of, or agreement to issue, securities made without approval under ASX Listing Rule 7.1 is treated as having been made with approval for the purpose of ASX Listing Rule 7.1 if each of the following apply:

- The issue or agreement did not breach ASX Listing Rule 7.1; and
- The holders of the entity's ordinary securities subsequently approve it.

Broadly speaking, and subject to a number of exemptions, ASX Listing Rule 7.1 prohibits an ASX listed company from issuing or agreeing to issue new securities representing more than 15% of its total ordinary shares during a twelve month period without Securityholder approval.

If an entity issues securities without Securityholder approval under ASX Listing Rule 7.1 and subsequently seeks approval for that issuance under ASX Listing Rule 7.4, such securities issued are no longer counted towards the limit to the number of securities that may be issued under ASX Listing Rule 7.1.

Effect of this resolution

If Securityholders approve this resolution, the securities issued in respect of the A$11.2 million placement to institutional investors will no longer count towards the limit on the number of securities that the Company can issue without Securityholder approval under ASX Listing Rule 7.1.

If Securityholders do not approve this resolution, the securities issued in respect of the A$11.2 million placement to institutional investors will continue to count towards the limit on the number of securities that the Company can issue without Securityholder approval under ASX Listing Rule 7.1.

The Board recommends that all eligible voting Securityholders vote in favour of this resolution. It is the intention of the Chairman to vote undirected proxies in favour of this item.

Resolution 9 – Approval security issuances under ASX Listing Rule 7.4 – Company Share Option Plan

The Company is seeking Securityholder approval for the issuance of options over 928,333 ordinary securities in respect of Doctor Care Anywhere's Company Share Option Plan.

Doctor Care Anywhere issues securities under its Company Share Option Plan to attract, motivate, retain and reward employees.

The following securities were issued:

- 21 December 2021: options over 581,666 securities with an exercise price of A$0.46; and
- 14 February 2022: options over 346,667 securities with an exercise price of A$0.54.

The key terms of Doctor Care Anywhere's Company Share Option Plan are appended to this notice.

Relevant ASX Listing Rules

ASX Listing Rule 7.4 states that an issue of, or agreement to issue, securities made without approval under ASX Listing Rule 7.1 is treated as having been made with approval for the purpose of ASX Listing Rule 7.1 if each of the following apply:

- The issue or agreement did not breach ASX Listing Rule 7.1; and
- The holders of the entity's ordinary securities subsequently approve it.

Broadly speaking, and subject to a number of exemptions, ASX Listing Rule 7.1 prohibits an ASX listed company from issuing or agreeing to issue new securities representing more than 15% of its total ordinary shares during a twelve month period without Securityholder approval.

If an entity issues securities without Securityholder approval under ASX Listing Rule 7.1 and subsequently seeks approval for that issuance under ASX Listing Rule 7.4, such securities issued are no longer counted towards the limit to the number of securities that may be issued under ASX Listing Rule 7.1.

Effect of this resolution

If Securityholders approve this resolution, the securities issued to employees under Doctor Care Anywhere's Company Share Option Plan will no longer count towards the limit on the number of securities that the Company can issue without Securityholder approval under ASX Listing Rule 7.1.

If Securityholders do not approve this resolution, the securities issued to employees under Doctor Care Anywhere's Company Share Option Plan will continue to count towards the limit on the number of securities that the Company can issue without Securityholder approval under ASX Listing Rule 7.1.

The Board recommends that all eligible voting Securityholders vote in favour of this resolution. It is the intention of the Chairman to vote undirected proxies in favour of this item.

Appendix

Company Share Option Plan Key Terms

The Doctor Care Anywhere Group PLC Company Share Option Plan (**CSOP**) is a tax-efficient employee share option scheme established in April 2020 for certain employees of Doctor Care Anywhere Group PLC (**DOC**). Employees are granted options (**Options**) to acquire fully paid ordinary shares for market value at the time of grant, which are transmutable into CDIs on a one-for-one basis upon exercise (**Shares**). Set out below are the key terms of the Options granted in accordance with the CSOP.

Eligibility	The grant of Options under the CSOP is only available to employees of DOC.
Timing	Certain initial awards made under the CSOP provided that the recipients' Options all vested on the date of grant. The current CSOP scheme - as amended on in July 2021 - now contemplates any future awards being subject to staged vesting (25% per annum) of up to 4 years.
Entitlements	The value of Options granted must not be less than the market value of the shares on the grant date. The grant of any Option shall be limited and take effect so that the total market value (at the relevant dates of grant) of securities subject to all existing CSOP Options held by the relevant eligible employee and the new Option does not exceed £30,000 (or any other amount specified in the prevailing applicable tax legislation at the relevant time).
Rights attaching to Options	Each Option confers the right to be delivered one share or CDI (on a one for one basis) on valid exercise. The Options do not confer a right to participate in any general offer or invitation of Shares or other securities to the holders of Shares, including by way of rights issue, unless and until the Options have been exercised. If there is a reorganisation of DOC's issued share capital while an Option remains capable of being exercised, the number of Shares to which the holder is entitled and the Exercise Price payable may be amended by the Board (in its sole discretion) adjusting the number of Options and/or the Exercise Price if it determines that such an adjustment in necessary or appropriate to comply with the applicable law and the ASX Listing Rules. The Options are non-transferrable except in the event of death of the holder (in which case the Options may be transferred to his or her personal representatives).
Exercise Period	Whilst a DOC employee can exercise their Option at any point after it has vested, in order to benefit from the advantaged tax treatment offered by the CSOP, the option should not be exercised less than three years from the date of the grant except in certain specific circumstances such as an employee leaving as a "good leaver". The CSOP Options may not be exercised after the tenth anniversary of the grant date and it will lapse on that date if it has not lapsed or been exercised in full before then.
Cessation of employment	If a holder ceases to be employed by the Group as a defined "Good Leaver" (which includes cessation of employment due to death, ill health or disability, or termination as a result of dismissal or mutual agreement other than where termination is as a result of being a "Bad

	Leaver") then the holder remains entitled to exercise the vested Options after cessation of employment. The permitted period of exercise is: (i) on or before the fifth anniversary of the listing date on the ASX for Options granted prior to listing; or (ii) on or before the fifth anniversary of the grant date for Options granted after the Company's listing. If the Option holder is a Bad Leaver, the Option shall lapse with effect from the date upon which the first of the events that gave rise to the Option holder becoming a Bad Leaver occurred (with Bad Leaver defined as an employee dismissed for gross misconduct, fraud, criminal conviction or an employee who has breached their obligations under their contract for services which causes DOC to terminate that contract).

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

Need assistance?

Phone:
1300 850 505 (within Australia)
+61 3 9415 4000 (outside Australia)

Online:
www.investorcentre.com/contact

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

YOUR VOTE IS IMPORTANT

For your vote to be effective it must be received by **5 pm (AEST) Sunday, 5 June 2022.**

CDI Voting Instruction Form

How to Vote on Items of Business

Each CHESS Depositary Interest (CDI) is equivalent to one share of Company Common Stock, so that every 1 (one) CDI registered in your name at 18 May 2022 entitles you to one vote.

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

SIGNING INSTRUCTIONS FOR POSTAL FORMS

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

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

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

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

Lodge your Form: XX

Online:

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

Your secure access information is

Control Number: 999999
SRN/HIN: I9999999999
PIN: 99999

For Intermediary Online subscribers (custodians) go to www.intermediaryonline.com

By Mail:

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

By Fax:

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

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

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

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

I 9999999999 I ND

CDI Voting Instruction Form

Please mark ☒ to indicate your directions

STEP 1 CHESS Depositary Nominees Pty Ltd will vote as directed

XX

Voting Instructions to CHESS Depositary Nominees Pty Ltd

I/We being a holder of CHESS Depositary Interests of Doctor Care Anywhere Group PLC hereby direct CHESS Depositary Nominees Pty Ltd to vote the shares underlying my/our holding at the Annual General Meeting of Doctor Care Anywhere Group PLC to be held virtually on Wednesday, 8 June 2022 at 5 pm (AEST) (8 am BST) and at any adjournment or postponement of that meeting.
By execution of this CDI Voting Form the undersigned hereby authorises CHESS Depositary Nominees Pty Ltd to appoint such proxies or their substitutes to vote in their discretion on such business as may properly come before the meeting.

Chairman authorised to exercise undirected proxies on remuneration related resolutions: Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman becomes my/our proxy by default), I/we expressly authorise the Chairman to exercise my/our proxy on Items 2, 5 and 6 (except where I/we have indicated a different voting intention in step 2) even though Items 2, 5 and 6 are connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman.
Important Note: If the Chairman of the Meeting is (or becomes) your proxy you can direct the Chairman to vote for or against or abstain from voting on Items 2, 5 and 6 by marking the appropriate box in step 2.

STEP 2 Items of Business

PLEASE NOTE: If you mark the **Abstain** box for an item, you are directing CHESS Depositary Nominees Pty Ltd or their appointed proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority.

		For	Against	Abstain
2	Adoption of Remuneration Report	☐	☐	☐
3	Reappointment of Auditors	☐	☐	☐
4a	Election of Romana Abdin as a Non-Executive Director of the Company	☐	☐	☐
4b	Election of Richard Dammery as a Non-Executive Director of the Company	☐	☐	☐
4c	Election of John Stier as a Non-Executive Director of the Company	☐	☐	☐
4d	Election of Vanessa Wallace as a Non-Executive Director of the Company	☐	☐	☐
4e	Re-election of Simon Calver as a Non-Executive Director of the Company	☐	☐	☐
4f	Re-election of David Ravech as a Non-Executive Director of the Company	☐	☐	☐

		For	Against	Abstain
5	Alteration to the expiry date of options issued to CEO Dr Bayju Thakar	☐	☐	☐
6	Approval of option issuance to CEO Dr Bayju Thakar	☐	☐	☐
7	Approval security issuances under ASX Listing Rule 7.4 – GP2U Acquisition	☐	☐	☐
8	Approval security issuances under ASX Listing Rule 7.4 – Placement	☐	☐	☐
9	Approval security issuances under ASX Listing Rule 7.4 – Company Share Option Plan	☐	☐	☐

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business. In exceptional circumstances, the Chairman of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

SIGN Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1 | **Securityholder 2** | **Securityholder 3**

Sole Director and Sole Company Secretary | **Director** | **Director/Company Secretary**

Contact Name _____ **Contact Daytime Telephone** _____ **Date** / /

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