12 December 2023

A General Meeting of the Shareholders of Doctor Care Anywhere Group Plc

Doctor Care Anywhere Group PLC (ASX:DOC, "Doctor Care Anywhere" or "the Company") encloses its Notice of a **General Meeting** ("Meeting") of Shareholders and Proxy Form which will be distributed to holders of ordinary shares in the Company (**Shares**) and Voting Intention Form which will be distributed to holders of CHESS Depositary Interests representing underlying Shares (**CDIs**) on or about 12 December 2023.

General Meeting of Shareholders

Details of the Meeting are set out below:

Date:	Thursday, 4 January 2024
Time:	18:30 AEDT, 07:30 GMT
Venue: **Virtual Link:**	The offices of Crowe U.K. LLP, 55 Ludgate Hill, London, EC4M 7JW or Online using the below link: https://meetnow.global/MMYNSG4

The Meeting is a hybrid meeting which gives Securityholders the opportunity to either (a) attend the Meeting in person at the location noted in the table above or (b) attend the Meeting virtually using the link provided in the table above.

Shareholders – How to attend the Meeting virtually

Using a computer, tablet or smartphone, Shareholders and proxyholders will be required to login at the above link. Online registration will open from 18:00 AEDT or 07:00 GMT.

To participate in the Meeting online follow the instructions below.

1. Click on 'Join Meeting Now'.

2. Select "I am a shareholder/proxyholder"

3. Enter your SRN/HIN. Proxyholders will need to contact Computershare on +61 3 9415 4024 one hour prior to the Meeting to obtain their unique email invitation link.

4. Enter your postcode registered to your holding if you are an Australian Shareholder. If you are an overseas Shareholder select the country of your registered holding from the drop-down list.

5. Accept the Terms and Conditions and 'Click Continue'.

You can view the Meeting live, ask questions verbally or via a live text facility and if you are a Shareholder, you can cast votes at the appropriate times while the Meeting is in progress.

CDI Holders – How to attend the Meeting virtually

If you participate in the Meeting online as a CDI Holder (and have not appointed yourself or someone else as CDN's proxy), you can log in to the Meeting by:

1. Click on 'Join Meeting Now'.
2. Select "I am a guest"
3. Entering your name and email address. (Note that CDI Holders may not vote online at the Meeting unless they have nominated themselves to be appointed as CDN's proxy prior to the Meeting.)

In accordance with Listing Rule 3.17, attached is a copy of the following documents:

1. Letter to Securityholders with respect to the General Meeting
2. Notice of Meeting;
3. Voting Intention Form (if applicable);
4. Proxy Form (if applicable): and
5. Guidance Notes

You are encouraged to complete the Proxy Form if you are a Shareholder and the Voting Intention Form if you are CDI Holder, and submit the applicable form as soon as possible as per the instructions circulated to Securityholders with the enclosed notice.

The Company's latest financial reports for 2023 are available on the Investor section of the Company's website at www.doctorcareanywhere.com/investors and on the ASX website.

Further disclosures on the business of the Meeting are also available on the Investor section of the Company's website at www.doctorcareanywhere.com/investors and on the ASX website.

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

- ENDS –

About Doctor Care Anywhere

Doctor Care Anywhere Group PLC is one of the UK's largest private providers of telehealth services. The Company works with insurers, healthcare providers and corporate customers to connect patients to a range of digitally-enabled telehealth services on its proprietary platform. DCA is committed to delivering the best possible patient experience and clinical care through digitally enabled, joined up, evidence-based pathways.

Further Information:
James Warren Acting CFO james.warren@doctorcareanywhere.com **Share Registrar** Computershare Investor Services Pty Limited

GPO Box 242 Melbourne
Victoria 3001 Australia
Enquiries(Overseas) +61 (03) 9415 4000
Enquiries(Australia) 1300 850 505

12 December 2023

A General Meeting of the Shareholders of Doctor Care Anywhere Group Plc

Dear Doctor Care Anywhere Shareholder,

Notice of a General Shareholders' Meeting

NOTICE IS HEREBY GIVEN that a **GENERAL MEETING** (the "Meeting") of Doctor Care Anywhere Group PLC (ASX:DOC, "**Doctor Care Anywhere**" or "**the Company**") will be held on 4 January 2024 at 18:30 AEDT and 07:30 GMT.

Doctor Care Anywhere Group PLC is a UK-based company that is listed on the Australian Securities Exchange. Accordingly, the Meeting will be conducted as a hybrid meeting whereby Securityholders can attend either in person at the offices of Crowe U.K. LLP, 55 Ludgate Hill, London, EC4M 7JW , or via the online platform provided by our share registry at https://meetnow.global/MMYNSG4.

The timing of the Meeting is necessitated by the timezone differences between the UK and Australia where our Securityholders are primarily based. It is intended to allow the participation of Securityholders from both countries.

We recognise the importance of you having the opportunity to communicate your views to us and value your participation, so we have explained how this will work in the information appended to this Notice.

The Notice of Meeting and associated information, along with voting information, the Proxy Form and the Voting Intention Form, contain all the information required.

We will seek to ensure that everyone who has a right to speak at the Meeting is able to do so.

How you can participate virtually

The online platform will allow you to listen to the proceedings of the Meeting, ask questions of the Board and, if you are a Shareholder, vote in real time. You will need a desktop, mobile or tablet device with internet access, and you will need to provide your details (including Shareholder Reference Number (SRN) or Holder Identification Number (HIN)) in order to be verified as a security or proxy holder of the Company.

Alternatively, you can register as a visitor of the Meeting.

We recommend logging in to the online platform 10 minutes before the commencement of the Meeting using the instructions provided in the Notice of the Meeting.

Instructions for joining the Meeting will also be published on the Doctor Care Anywhere website prior to the Meeting. The webcast will also be archived on DOC's website for you to access at your convenience.

Physical Attendance

For Securityholders attending the Meeting in person, we recommend arriving 20 minutes before the commencement of the Meeting to enable registration processes for both our host and registry service to be completed. Registration opens from 18:00 AEDT and 07:00 GMT on the day of the Meeting.

Securityholder questions

Although we will allow Securityholders to submit questions online during the Meeting, Securityholders are encouraged to submit questions, to the Company, ahead of the Meeting and no later than 17:00 AEDT or 17:00 GMT (for UK based securityholders) on 2 January 2024. Please submit your advance questions by emailing company.secretary@doctorcareanywhere.com. Further details are set out in the appended information sheet.

Securityholders will also be given a reasonable opportunity to ask questions related to the business of the Meeting or the Company's operations at the end of the Meeting. If you would like to ask a question during the Meeting, please register as a Securityholder or proxyholder and provide your HIN or SRN and postcode.

Should you have any questions regarding your security holding or the upcoming Meeting, please submit a question to Computershare on www.investorvote.com.au or contact the registry standard phone lines (noted on voting intention form) 1300 850 505 (within Australia) or +61 3 9415 4000 (outside Australia).

Shareholders – How to submit votes ahead of the Meeting

If you are a Shareholder entitled to vote at the Meeting (ie. your name is entered in the Company's register of Shareholders by 18:30 AEDT, 07:30 GMT on 2 January 2024), the Company will provide you with a personalised Proxy Form together with the notice of Meeting. The completed Proxy Form must be received by the Company at the address shown on the Proxy Form not less than 48 hours before the time fixed for the Meeting or an adjournment thereof. As such, for your proxy appointment to be effective, your completed Proxy Form must be received by the Company by no later than 18:30 (AEDT) or 07:30 (GMT) Tuesday, 2 January 2024.

CDI Holders Voting – How to submit votes ahead of the Meeting

CDI Holders can indicate their voting preferences to CHESS Depositary Nominees Pty Limited ("CDN") in advance of the Meeting by completing the Voting Intention Form attached to the Notice and provide specific instructions on how their vote is to be exercised on each item of business. CDN must follow your instructions. The Voting Intention Form needs to be received at the address shown on the form not less than 96 hours (excluding Saturdays, Sundays and holidays) before the time fixed for the Meeting or an adjournment thereof. CDI Holders cannot vote at the Meeting either online or in person during the Meeting.

I look forward to welcoming you to our Meeting on 4 January 2024.

Yours faithfully,

John Stier
Chairman

12 December 2023

Notice of A General Meeting of Shareholders

NOTICE IS HEREBY GIVEN that a **GENERAL MEETING** of the Shareholders of Doctor Care Anywhere Group Plc ("the **Company**") will be held by way of a hybrid Meeting on **Thursday, 4 January 2024 commencing at 18:30 AEDT or 07:30 GMT** at the offices of Crowe U.K. LLP, 55 Ludgate Hill, London, EC4M 7JW and virtually at https://meetnow.global/MMYNSG4. Physical attendees are encouraged to arrive at least 20 minutes before the commencement of the Meeting to enable registration processes for both our host and registry service to be completed.

If attending the Meeting virtually, all Securityholders will be able to participate and ask questions however only Shareholders will be able to cast their vote whilst the Meeting is in progress either in person or via the online platform. CDI Holders are unable to cast their vote during the Meeting either in person or via the online platform.

Securityholders are strongly encouraged to cast their vote by proxy prior to the Meeting in accordance with the instructions provided to ensure their votes are counted. Shareholders can use the Proxy Form and CDI Holders can use the Voting Intention Form, to cast or direct their votes ahead of the Meeting.

All resolutions to be considered at the Meeting will be decided by a poll based on proxy votes received prior to the Meeting and votes cast during the Meeting.

For Securityholders wishing to attend virtually, further information on how to participate and for Shareholders, how to vote during the Meeting, via the online platform is set out in the virtual Meeting guide appended to this Notice.

The Business of the Meeting appended to this Notice provides information on the matters to be considered at the Meeting. The Business of the Meeting, Explanatory Memorandum, Voting Intention Form and Proxy Form are part of this Notice.

Notes

1. To be entitled to vote, a Shareholder must first have their name entered in the Company's register of Shareholders by 18:30 AEDT, 07:30 GMT on 2 January 2024, if this Meeting is adjourned, at the close of business on the day two business days prior to the adjourned Meeting. Changes to entries on that register after that time shall be disregarded in determining the rights of any Shareholder to participate and vote at the Meeting.

2. Shareholders who have queries about the Meeting should email company.secretary@doctorcareanywhere.com or submit a question to Computershare on

www.investorvote.com.au. If you have a Meeting day query, you can also contact Computershare by calling their standard phone number on 1300 850 505 (within Australia) or +61 3 9415 4000 (outside Australia)..

Business of the Meeting

Set out below are the resolutions that will be considered and if thought fit, passed at the Meeting.

1. **Ordinary Resolution to be voted on by eligible Shareholders – Approval authorising the allotment of Shares and Share Rights in connection with the Convertible Loans**

   THAT, in accordance with Section 551 of the Companies Act 2006 (the "Act") the directors of the Company be generally and unconditionally authorised to exercise all powers of the Company to allot shares in the capital of the Company ("Shares"), such Shares having the respective rights and being subject to the conditions set out in the articles of association of the Company from time to time ("Articles"), and/or to grant rights to subscribe for, or to convert any security into Shares ("Share Rights") to be issued pursuant to a convertible loan agreement(s) entered into by the Company on or around the date of this notice of Meeting up to a maximum aggregate nominal amount of approximately £38,708.65 provided that:

   - unless renewed, varied or revoked by the Company, the authority granted under this resolution shall expire five years after the passing of this resolution; and
   - in accordance with section 551(7) of the Act, the Company may, before such expiry as noted above, make an offer or agreement which would require Shares to be allotted or Share Rights to be granted after such expiry and the Directors may allot such Shares or grant such Share Rights (as the case may be) in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired.

   The authority granted under this resolution is in addition to all previous allotment authorities granted to the Company, to the extent they remain un-utilised.

Board Recommendation and Chairman's Voting Intention for Item 1

The Directors recommend that all eligible voting Securityholders vote in favour of this Item 1. It is the intention of the Chairman to vote undirected proxies in favour of this item 1.

2. **Ordinary Resolution to be voted on by eligible Shareholders - Approval of the issue of Convertible Notes under the Convertible Note Placement for the purposes of ASX Listing Rule 7.1.**

   THAT, approval be given for the purposes of ASX Listing Rule 7.1, and for all other purposes, for the agreement to issue, and the issue of, convertible notes by the Company of up to a principal value of approximately £10,600,000 ("Convertible Notes"), and for the issue of

CDIs/Shares on conversion of those Convertible Notes, on the terms and conditions set out in the Explanatory Memorandum.

A voting exclusion statement applies to this resolution. Please see below.

It should be noted that this resolution 2 is conditional on resolution 1 having been approved by Shareholders. If resolution 1 is not approved by Shareholders at the Meeting, then this resolution 2 will also not be approved and will withdrawn as a resolution from the notice of Meeting.

Board Recommendation and Chairman's Voting Intention for Item 2

The Directors recommend that all eligible voting Securityholders vote in favour of this Item 2. It is the intention of the Chairman to vote undirected proxies in favour of this item 2.

3. Ordinary Resolution to be voted on by Shareholders - Approval of the issue of Share Options pursuant to the Consultancy Agreement and allotment of Shares on exercise of those Share Options

THAT:

- in addition to any authority granted under resolution 1, the Directors be and are hereby generally and unconditionally authorised, pursuant to section 551 of the Act, to exercise all the powers of the Company to allot 3,500,000 shares in the Company in connection with the Share Options to be issued as the agreed remuneration structure under the Consultancy Agreement (the "Agreement") and to grant rights to subscribe for said shares in the Company comprising equity securities, as defined in section 560 of the Act, with an aggregate nominal value of up to £584.50, and that the Board may impose any limits or restrictions and make any arrangements which it considers necessary or appropriate to deal with legal, regulatory or practical problems in, or under the laws of, any territory or the requirements of any regulatory body or stock exchange. This authority for the purpose of section 551 of the Act, shall be valid for a period not exceeding five years from the date of this resolution unless renewed before it expires; and

- Shareholders also hereby approve the issue of the Share Options and CDIs/Shares issued on exercise of those Share Options, under and for the purposes of ASX Listing Rule 7.1 and for all other purposes, on the terms and conditions set out in the Explanatory Memorandum.

Board Recommendation and Chairman's Voting Intention for Item 3

The Directors recommend that all eligible voting Securityholders vote in favour of this Item 3. It is the intention of the Chairman to vote undirected proxies in favour of this item 3.

4. Special Resolution to be voted on by Shareholders - The dis-application of pre-emption rights under s.571 of the Companies Act 2006

THAT, if resolution 1 and 3 are passed, the Directors be authorised to grant rights to subscribe for or to convert any equity security (as defined in the Act) into shares in the Company for cash under the authority given by those resolutions as if section 561 of the Act did not apply to any such allotment offer and that such authority is limited to any such allotment and/or sale of equity securities in connection with an offer or issue by way of rights or other pre-emptive offer or issue, open for acceptance for a period fixed by the Directors, to holders of CDIs or Shares (other than the Company) on the register on any record date fixed by the Directors in proportion (as nearly as may be) to the respective number of securities deemed to be held by them, subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements, legal or practical problems arising in any overseas territory, the requirements of any regulatory body or stock exchange or any other matter whatsoever.

Board Recommendation and Chairman's Voting Intention for Item 4

The Directors recommend that all eligible voting Securityholders vote in favour of this Item 4. It is the intention of the Chairman to vote undirected proxies in favour of this item 4.

5. Other Business

To consider any other business which may properly be brought before the Meeting in accordance with the Company's Articles of Association and the Companies Act 2006.

Voting Exclusion Statement for Resolution 2 and 3

In accordance with ASX Listing Rule 14.11, the Company will disregard any votes cast in favour of each of resolution 2 and 3 by or on behalf of any person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company) and any associate of those persons.

However, this does not apply to a vote cast in favour of resolution 2 and 3 by:

a) a person as proxy or attorney for a person who is entitled to vote on resolution 2 or 3, in accordance with the directions given to the proxy or attorney to vote on the applicable resolution in this way;
b) the chair of the Meeting as proxy or attorney for a person who is entitled to vote on resolution 2 or 3, in accordance with a direction given to the chair to vote on the applicable resolution as the chair decides; and
c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
    i. 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 resolution 2 or 3; and
    ii. the holder votes on resolution 2 or 3 in accordance with directions given by the beneficiary to the holder to vote in that way.

EXPLANATORY MEMORANDUM

This Explanatory Memorandum is to be read in conjunction with the accompanying Notice of General Meeting.

Purpose

The purpose of this Explanatory Memorandum is to provide Securityholders with an explanation of the business of the Meeting and of the resolutions to be proposed and considered at the Meeting of the Company to be held on **4 January 2024 at** 18:30 AEDT and 07:30 GMT and to allow Shareholders to determine how they wish to vote on those resolutions.

Shareholder should read the Notice of Meeting and this Explanatory Memorandum in full before deciding how to vote.

Capitalised Terms

Capitalised terms used in this Explanatory Memorandum have the meanings given to them in the Glossary unless otherwise defined.

RESOLUTIONS 1 and 2 – Approval of the issue of Convertible Notes under the Convertible Note Placement and allotment and issue of CDIs/Shares on conversion of the notes

Background

The Company has entered into Convertible Note Agreements (**Convertible Note Placement**) with AXA PPP Healthcare Group Limited (**AXA Health**), Axia Investments Ltd (**Axia**), and certain other investors under which the Company has agreed to issue convertible notes (**Convertible Notes**) worth a total of approximately £10.6m (approximately A$20.3m), subject to Shareholder approval being obtained for this Resolution 1 and 2. The Company will use proceeds raised from the Convertible Note Placement to strengthen its balance sheet by the repayment in full of the Company's existing £10m loan from AXA Health (**AXA Loan**).

Under the Convertible Note Placement, AXA Health has agreed to subscribe for approximately £5.41m worth of Convertible Notes, Axia has agreed to subscribe for approximately £5.2m worth of Convertible Notes and other investors have agreed to subscribe for an aggregate of approximately £0.04m worth of Convertible Notes, to raise a total of approximately £10.6m, with £10.4m being used to repay the AXA Loan including accrued interest. The remaining £0.2m will be used by the Company to pay for transaction costs and working capital.

The Company considers that the refinancing of the AXA Loan as a result of the Convertible Note Placement, has the following benefits:

- the Convertible Notes will extend the term of the Company's debt facilities to 31 December 2027, compared with the current AXA Loan currently becoming repayable from November 2023 and fully repayable on 30 November 2026;
- removes the need for the Company to make quarterly repayments of the AXA Loan; and
- frees up the Company's cash resources which can be invested in the operations and growth of the business. In addition, the Company expands its relationship with AXA, its largest

customer, as AXA becomes a potential significant investor in the Company (if it elects to convert its Convertible Notes), evidencing the strength of our relationship.

Below is a table setting out the effect of the Company's entry into the Convertible Note Agreements on the capital structure of the Company.

	Number on issue on the date of this Notice of Meeting and immediately prior to entry into the Convertible Note Agreements	**Number on issue on completion of the Convertible Note Placement and assuming full conversion of the Convertible Notes (on a fully diluted basis)[1]**
CDIs	366,771,846	598,560,134
Options	12,658,548	16,158,548
Deferred Shares	99,600	99,600
Convertible Notes	0	Approximately 10,640,000 Convertible Notes with a principal value of approximately £10.6m

Note: this table is prepared on the basis that all Shares are held as CDIs
Note 1: assuming Securityholder approval to issue the Convertible Notes and issue the Share Options, has been obtained at the Company's general meeting proposed to be held in January 2024

Further to the above, the below table shows the potential securityholdings that the investors in the Convertible Note Placement may hold as a result of their Convertible Notes.

	Number of CDIs held on date of this Notice of Meeting	**% of CDIs held on the date of this Notice of Meeting**	**Number of Convertible Notes acquired under the Convertible Note Placement**	**Number of CDIs held following completion of the Convertible Note Placement and assuming full conversion of the Convertible Notes (on a fully diluted basis)[1]**	**% of CDIs held following completion of the Convertible Note Placement and assuming full conversion of the Convertible Notes (on a fully diluted basis)[1]**
Axia	0	0	5,194,960	113,174,860	18.9%
AXA Health	0	0	5,407,101	117,796,472	19.7%
Other Convertible Note investors		0	37,500	816,957	0.1%

Note: this table is prepared on the basis that all Shares are held as CDIs
Note 1: assuming Securityholder approval to issue the Convertible Notes and issue of Share Options has been obtained at the Company's general meeting proposed to be held in January 2024

Resolution 1 – Approval of the allotment of Shares and Share Rights in connection with the Convertible Loans for the purpose of the Companies Act 2006 (UK)

Companies Act approval (the "Act")

Under the Companies Act 2006 (UK), shareholder approval must be sought before the Directors of a UK public company can exercise the power of the company to allot shares in company. This authority can be granted by the passing of an ordinary shareholder resolution under Section 551 of the Act.

As such, the Company is seeking Shareholder approval for the purposes of Section 551 of the Act of the allotment and issue of the Shares and Share Rights in connection with the Convertible Notes under the Convertible Note Placement.

Resolution 2 – Approval of the issue of Convertible Notes under the Convertible Note Placement and issue of CDIs/Shares on conversion of the notes for the purpose of ASX Listing Rule 7.1

ASX Listing Rule 7.1

The issue of the Convertible Notes, is conditional on Shareholder approval at this Meeting for the purposes of Listing Rule 7.1.

Broadly speaking, and subject to a number of exceptions, Listing Rule 7.1 limits the amount of equity securities that a listed company can issue or agree to issue without the approval of its shareholders over any 12 month period to 15% of the fully paid ordinary shares it had on issue at the start of that period.

The issue of the Convertible Notes and the CDIs/Shares issued on conversion of those notes, does not fit within any of these exceptions and would exceed the Company's 15% placement capacity available at the date that those Equity Securities are issued.

Accordingly, resolution 2 seeks Shareholder approval to issue the Convertible Notes and the CDIs/Shares that will be issued on conversion of those notes, under and for the purposes of Listing Rule 7.1.

If resolution 2 is passed, the issue of the Convertible Notes may proceed and will not impact the Company's placement capacity going forward.

If resolution 2 is not passed, the issue of the Convertible Notes will not be able to proceed.

Additional information required under ASX Listing Rule 7.3

The Company provides the following information in accordance with ASX Listing Rule 7.3:

a) up to a maximum of approximately £10,600,000 worth of Convertible Notes will be issued to certain institutional investors with allocation of the Convertible Notes determined by the Company in consultation with the Company's corporate advisers including Bell Potter. This includes AXA Health and Axia as noted in the table above;

b) the Convertible Notes will convert to CDIs/Shares issued on the same terms and conditions as the Company's existing CDIs/Shares;
c) a summary of the material terms of the Convertible Notes is set out in Schedule 1 to this Notice of Meeting;
d) the issue of the Convertible Notes may result in the issue of a maximum of 231,788,288 CDIs on full conversion of the Convertible Notes;
e) the issue of the Convertible Notes will raise up to approximately £10,600,000 for the Company;
f) subject to Securityholder approval being obtained at this Meeting, the Convertible Notes will be issued to investors within 5 business days of this Meeting and in any event no later than 3 months of the date of this Meeting;
g) the Company will receive a total of approximately £10,600,000 for the issue of the Convertible Notes which will be used to refinance the AXA Loan, pay for transaction costs in relation to the refinancing and the Convertible Note Placement and working capital;
h) the Convertible Notes will be issued to each investor under a subscription agreement (**Subscription Agreement**) and pursuant to the terms of the Convertible Note Instrument. A summary of the material terms of the Convertible Note Instrument are set out in Schedule 1 to this Notice of Meeting. The Subscription Agreement is on market standard terms; and
i) a voting exclusion statement applies to resolution 2 and is set out earlier in this Notice of Meeting.

It should be noted that this resolution 2 is conditional on resolution 1 having been approved by Shareholders at this Meeting. If resolution 1 is not approved by Shareholders, then this resolution 2 will also not be approved and will be withdrawn as a resolution from the notice of Meeting.

RESOLUTION 3 – Approval of the issue of Share Options and CDI/Share allotment on exercise of those Share Options, pursuant to the Consultancy Agreement.

Background

The Company entered into a Consultancy Agreement with Matthew Addison (**the Consultant**) dated 21 July 2023 for the provision of certain consultancy services to the Company including advice on capital raising and refinancing options (**Consultancy Agreement**). Under the terms of the Consultancy Agreement, the Company has agreed to issue certain share options (**Share Options**) which grant the Consultant a right to acquire Shares in the Company, as part of the remuneration terms outlined in the Consultancy Agreement.

This issue of the Share Options is in lieu of consultancy fees payable by the Company to the Consultant under the Consultancy Agreement. In accordance with the terms of the Consultancy Agreement, the Share Options will be granted in two tranches as noted below and will only be exerciseable if certain corporate financial milestones are met.

Grant Schedule:

- Completion of the Discovery Phase (1 August – 31 October 2023): if the Discovery Phase is completed, the Consultant will, subject to any required Shareholder approval, be issued with

1 million Share Options with an exercise price of A$0.075, exercisable from the grant date and lapsing on 31 December 2025; and

- Completion of the Engagement Phase (est. October – 30 April 2024): if the Engagement Phase is completed, the Consultant will, subject to any required Shareholder approval, be issued with 2.5 million Share Options with an exercise price of A$0.125, exercisable from the grant date and lapsing on 31 December 2025.

Further details of the Consultancy Agreement are set out in Schedule 2 of this Notice of Meeting.

Companies Act approval

Under the Companies Act 2006 (UK), shareholder approval must be sought before the Directors of a UK public company can exercise the power of the company to allot shares in company. This authority can be granted by the passing of an ordinary shareholder resolution under Section 551 of the Act.

As such, the Company is seeking Shareholder approval for the purposes of Section 551 of the Act for the proposed allotment and issue of the Shares to the Consultant pursuant to the Consultancy Agreement on exercise of the Share Options.

If resolution 3 is passed, the Company will be able to proceed with the issue of the Shares to the Consultant should he choose to exercise his options under the terms of the Consultancy Agreement.

Failure to pass resolution 3 will prevent the Company from issuing the Consultant with the Share Options pursuant to the remuneration terms under the Consultancy Agreement. Consequently, the Company would be unable to fulfill its obligations as outlined in the Consultancy Agreement.

ASX Listing Rule 7.1

Broadly speaking, and subject to a number of exceptions, Listing Rule 7.1 limits the amount of equity securities that a listed company can issue or agree to issue without the approval of its shareholders over any 12 month period to 15% of the fully paid ordinary shares it had on issue at the start of that period. The issue of the Share Options does not fit within any of these exceptions.

While the issue of the Share Options does not exceed the 15% limit in Listing Rule 7.1 and can therefore be made without breaching that rule, the Company wishes to retain as much flexibility as possible to issue additional equity securities into the future without having to obtain Shareholder approval under Listing Rule 7.1. To do this, the Company is asking Shareholders to approve the issue of the Share Options and CDIs/Shares issued on exercise of those options under Listing Rule 7.1 so that it does not use up any of the 15% limit on issuing equity securities without Shareholder approval as set out in Listing Rule 7.1.

Accordingly, resolution 3 seeks Shareholder approval to issue the Share Options and CDIs/Shares on exercise of those options, under and for the purposes of Listing Rule 7.1.

If resolution 3 is passed, the issue of the Share Options may proceed and will not impact the Company's placement capacity going forward.

If resolution 3 is not passed, the issue of the Share Options can still proceed under Listing Rule 7.1 but it will reduce, to that extent, the Company's capacity to issue equity securities without Shareholder

approval under Listing Rule 7.1 for 12 months following the issue. However, as noted above, if resolution 3 is not approved by Shareholders for the purpose of UK Companies Act approval, then the Company will not be able to proceed with the issue of the Share Options.

Additional information required under ASX Listing Rule 7.3

The Company provides the following information in accordance with ASX Listing Rule 7.3:

a) a maximum of 3.5 million Share Options may be issued to Matthew Addison with 1 million Share Options to be issued on satisfaction of the Discovery Phase milestones and 2.5 million Share Options to be issued on satisfaction of the Engagement Phase milestones;
b) the Share Options are rights to acquire CDIs/Shares which will be issued on the same terms and conditions as the Company's existing CDIs. The material terms of the Share Options are set out in Schedule 2;
c) subject to Shareholder approval being obtained at this Meeting, the Share Options will be issued to the Consultant shortly after the date of the Meeting and in any event no later than 3 months of the date of this Meeting;
d) the Share Options are being issued in lieu of cash for consulting fees owed by the Company to the Consultant under the terms of a Consultancy Agreement between those parties (**Consultancy Agreement**);
e) the purpose of the issue of the Share Options is not to raise funds but rather to issue to the Consultant Share Options in lieu of fees under the Consultancy Agreement;
f) the Share Options are being issued to the Consultant pursuant to the terms of the Consultancy Agreement, the material terms of which are set out in Schedule 2; and
g) a voting exclusion statement is provided in the Notice of Meeting.

RESOLUTION 4 – The dis-application of pre-emption rights under s.571 of the Companies Act 2006

Background

Shareholders are entitled to the statutory right of pre-emption as outlined in Section 561 of the Act. The requirement of the Act is that no equity securities may be allotted and issued unless they have first been offered to the holders of all the relevant shares in the company in proportion to their existing holdings. Unless disapplied in whole or in part by the Articles, whenever new securities are to be allotted, they must first be offered to existing shareholders in proportion to their existing shareholdings.

To waive this right and permit the allotment of the CDIs / Shares on conversion of Convertible Notes under the Convertible Note Placement and the allotment of CDIs / Shares to the Consultant on exercise of the Share Options pursuant to the terms of the Consultancy Agreement, existing Shareholders must pass a Special Resolution, to disapply Section 561 of the Act.

A Special Resolution must be passed by at least 75% of the votes cast by Shareholders entitled to vote, in favour of the resolution.

These statutory provisions help to safeguard Shareholders' interests and guard against the dilutive impact of unrestricted changes to the share capital of the Company.

If resolution 3 is passed, the Company will be able to proceed with:

- the Convertible Note Placement and the proposed refinancing of the AXA Loan; and
- the issue of the Share Options to the Consultant and CDIs/Shares on exercise of the Share Options under the terms of the Consultancy Agreement.

Failure to pass resolution 3 will result in the Company being unable to implement the Convertible Note Placement and the Share Option allotment and issue pursuant to the Consultancy Agreement to the agreed investors without first offering them to existing Shareholders. This will prevent the Company from issuing the Convertible Notes under the Convertible Note Placement and the Share Options to the Consultant under the Consultancy Agreement pursuant to the terms of each respective contract. Consequently, the Company would:

- be unable to proceed with the proposed refinancing of the AXA Loans and would need to consider alternative refinancing methods; and
- be unable to fulfill its obligations as outlined in the Consultancy Agreement.

GLOSSARY

Act means Companies Act 2006 (UK).

Articles of Association means the articles of association of the Company, as amended or superseded.

ASX means ASX Limited (ABN 98 008 624 691) or the market operated by it as the context requires.

AXA Health means AXA PPP Healthcare Group Limited.

Axia means Axia Investments Ltd.

Board means the Board of Directors of the Company.

CDI means a Chess Depositary Interest.

CDI Holder means a registered holder of a CDI.

Chairman means the Chairman of the Meeting.

Companies Act means *the Companies Act 2006* (UK).

Company means Doctor Care Anywhere Group PLC.

Consultancy Agreement means Doctor Care Anywhere Group plc Consultancy Agreement dated 21 July 2023

Convertible Note Instrument means the convertible loan note instrument dated on or around 12 December 2023.

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

Director means a director of the Company.

Equity Securities has the meaning given in the ASX Listing Rules.

Explanatory Memorandum means the Explanatory Memorandum accompanying this Notice of Meeting.

General Meeting means the meeting convened by this Notice of Meeting.

Meeting means this General Meeting.

Notice of Meeting means this Notice of Meeting and the accompanying Explanatory Memorandum.

Pre-Emption Rights is a statutory right afforded to shareholders under the Companies Act 2006 on the allotment of shares. Pre-emption rights on allotment give protection from dilution in the event of an issue of shares of the same class by requiring that all new shares to be allotted are offered to the existing shareholders pro rata to their existing holding. Any untaken shares can then be offered to external investors.

Securityholder means a Shareholder and/or CDI Holder.

Share means an fully paid ordinary share in the capital of the Company

Shareholder means a registered holder of a Share**.**

Subsidiary has the meaning given in the Companies Act 2006.

Voting Intention Form means the voting intention form accompanying this Notice.

Schedule 1 – Summary of Terms of the Convertible Note Instrument

The following is a broad summary of the terms attaching to the Convertible Notes in the Convertible Note Instrument (**Instrument**).

Term and maturity	The maturity or longstop date is 31 December 2027 (**Longstop Date**).
Total face value	Up to a maximum aggregate amount of approximately £10,600,000.
Interest	The principal amount of the Convertible Notes will not bear interest.
Drawdown fee	There is no drawdown fee to be paid by the Company.
Security and collateral	The Convertible Notes are unsecured and rank equally with all other unsecured obligations of the Company.
Conversion terms	Providing that: a) more than sixty (60) calendar days has passed since a Noteholder previously delivered a Conversion Notice; b) the Notes to be converted have an aggregate value of at least £500,000; and c) all the Convertible Notes held by the Noteholder have not otherwise been converted into Shares or redeemed, or repurchased, a Noteholder may elect, on any date which is at least ten (10) Business Days prior to the Longstop Date, to convert all or some of the Convertible Notes held by it for the time being outstanding into Shares at the Conversion Price on the relevant Conversion Date by delivering a Conversion Notice to the Company. A Conversion Notice must specify the Conversion Date (which must not be later than the Longstop Date) and must be delivered to the Company at least five (5) Business Days prior to the relevant Conversion Date at the registered office of the Company for the time being as notified from time to time to the Noteholders.
Conversion Price	A$0.0875 per CDI (£0.0459 per CDI)
Maximum number of CDIs on conversion	The maximum amount of CDIs that may be issued on conversion of the Convertible Notes is 231,788,288.
Voluntary prepayment	On or after 1 January 2026, the company may redeem all outstanding Convertible Notes in full by repaying to the relevant Noteholder an amount equal to the aggregate of the then outstanding principal amount of the Convertible Notes.
Mandatory redemption	On the Longstop Date the Company will repay in full all outstanding Convertible Notes.
Covenants	The Company has made various covenants to the Noteholders which are largely on market standard terms. For example, the Company will not grant security over its assets other than in certain permitted circumstances of with Noteholder special majority approval. Also, the Company will not issue any options or Shares/CDIs other that those already agreed with Noteholders up to a maximum of 50 million ordinary shares – unless permitted by Noteholder special majority

	approval. Noteholder special majority approval means approval of more the 75% of the principal amount of the Notes outstanding.
Events resulting in immediate redemption	All Convertible Notes on issue shall be immediately redeemed at the principal amount, if: a) the Company does not pay on the date due any amount payable pursuant to the Instrument, unless such failure to pay is caused by an administrative or technical error and payment is made within 30 business days of its due date; b) the Company does not comply with any of its other obligations under the Instrument and such failure (if capable of remedy) is not remedied within 30 business days of the earlier of a Noteholder giving notice to the Company or the Company becoming aware of the failure to comply; c) in relation to any financial indebtedness of the Company: a. such financial indebtedness is not paid when due nor within any originally applicable grace period; b. such financial indebtedness is declared to be or otherwise becomes due and payable before its specified maturity as a result of an event of default (however described); c. any commitment for such financial indebtedness is cancelled or suspended by a creditor of the Company as a result of an event of default (however described); or d. any creditor of the Company becomes entitled to declare such financial indebtedness due and payable before its specified maturity as a result of an event of default (however described), d) provided always that no event of default will occur under c) if the aggregate amount of Financial Indebtedness or commitment for Financial Indebtedness is less than £5,000,000 (or its equivalent in any other currency or currencies); e) the Company gives notice of a de-listing event pursuant to clause 15 of the Instrument and the Company is unable to procure a relisting of the Company's CDIs on ASX within 20 business days of the occurrence of the relevant de-listing event; f) any Conversion Notice delivered by a Noteholder in accordance with Part 2 of Schedule 2 to the Convertible Note Instrument is void as a result of the application of paragraph 2.8 of Part 2 of Schedule 2 to the Convertible Note Instrument and the Company fails to procure that the Shares or CDIs are admitted to trading and/or listing or are to be immediately admitted to trading and/or listing on another internationally recognised, regularly operating and regulated stock exchange approved with the prior approval of the Noteholder special majority so as to allow the conversion notice to take effect as originally intended within 10 business days of the originally intended conversion date;

	g) all or any material part of the to the Convertible Note Instrument becomes invalid, unenforceable, terminated, unlawful, disputed or ceases to have full force and effect; h) any representation or statement made or to be made by the Company in this Instrument or any other document delivered by or on behalf of any such person under or in connection with this Instrument or the issuance of the notes (excluding any commercial, operational or financial information provided to the Noteholders in the ordinary course of business) is or proves to have been incorrect or misleading when made or deemed to be made and such misrepresentation has a material adverse effect; i) the Company rescinds or purports to rescind or repudiates or purports to repudiate this Instrument or any other document in connection to the issuance of the notes, or evidences an intention to so rescind or repudiate; j) any litigation, arbitration, administrative, governmental, regulatory or other investigations, proceedings or disputes are commenced or threatened in writing, or any judgment or order of a court, arbitral body or agency is made, against the Company in relation to this Instrument or in relation to the transactions contemplated under this Instrument or against its assets, in each case which (a) are reasonably likely to be adversely determined and, (b) if adversely determined, are reasonably likely to have a material adverse effect; k) the Company's month end cash balance (as stated in its latest management accounts), aggregated with any amounts or accounts receivable owed to the Company and attributable to AXA (provided that any accounts receivable which are disputed in good faith by AXA shall not be included for the purposes of calculating this threshold) being less than £1,000,000 and such deficiency is not remedied within 30 business days of the earlier of a Noteholder giving notice to the Company of the deficiency or the Company becoming aware of the cash balance deficiency; l) an administration order is made in relation to the Company or any material subsidiary; m) an order is made, or an effective resolution is passed, for the winding-up, liquidation, administration or dissolution of the Company or any material Subsidiary (except for the purpose of a solvent reorganisation or amalgamation of the Company or any material subsidiary); n) an encumbrance holder takes possession or a receiver is appointed of the whole or the major part of the assets or undertaking of the Company or any material subsidiary or if distress, execution or other legal process is levied or enforced or sued out on or against the whole or the major part of the assets of the Company or any material subsidiary and is not discharged, paid out, withdrawn or removed within 20 business days;

	o) the Company or any material subsidiary stops (or threatens to stop) payment of its debts generally or ceases (or threatens to cease) to carry on its business or a substantial part of its business; p) the Company or any material subsidiary is deemed for the purposes of section 123 Insolvency Act 1986 to be unable to pay its debts or compounds or proposes or enters into any reorganisation or special arrangement with its creditors generally; or q) in respect of items h) to g) inclusive, the occurrence of any other analogous proceeding or application of analogous provision under any applicable bankruptcy or similar law in connection with any obligations of the Company. r) the Company or any material subsidiary is deemed for the purposes of section 123 Insolvency Act 1986 (UK) to be unable to pay its debts or compounds or proposes or enters into any reorganisation or special arrangement with its creditors generally.
Assignment and transferability	The Convertible Notes are transferable in accordance with the procedures in the Instrument.
Governing Law	The Convertible Note Instrument and Convertible Notes are governed by the law of England and Wales.

Schedule 2 – Doctor Care Anywhere Group plc Consultancy Agreement

The following is a broad summary of the key terms of the Doctor Care Anywhere Group plc Consultancy Agreement dated 21 July 2023.

Commencement Date	1 August 2023
Termination Date	The earlier of either: (a) 31 October 2023 for the Discovery phase, or (b) if Consultant and the Director both agree on or before the date referred to in (a) above to extend the Engagement from Discovery phase to Engagement phase, then on such date as agreed in writing, or (c) Such date stipulated by either party giving not less than 15 days' notice in writing to the other for cause.
Services	The Consultant has been engaged to provide consultancy, advice and assistance (as required), including representing the Company (subject always to clause 4.6) vis-à-vis external parties in the following areas: (a) to source and engage additional investors for the Company; (b) structuring, executing, and completing a convertible debt or preferred shares transaction (key terms, accounting review and tax issues check); (c) assisting with negotiation of the refinance of the AXA Loan Agreement; (d) assisting with increased investor relations; and (e) supporting on Stock Market liquidity initiatives.
Schedule of Services	Discovery phase (3 August – 31 October 2023). Engagement phase (est. 31 October 2023 – 30 April 2024).
Fees	Discovery phase (1 August – 31 October 2023): 1 million share options at exercise price of A$0.075, exercisable from grant date and lapsing on 31-Dec-25. Cash remuneration for this phase is waived. Engagement phase (est. October – 30 April 2024): 2.5 million share options at exercise price of A$0.125, exercisable from grant date and lapsing on 31-Dec-25. Plus, an advisory fee of 25 days at £900 / day. The share options specified above shall be granted by the Company to the Consultant via Company standard documentation, to follow in due course (the "Option Document").

Governing Law	The Agreement is governed by, and construed in accordance with, the law of England and Wales. The courts of England and Wales shall have exclusive jurisdiction to settle any dispute or claim arising out of or in connection with their agreement.

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

Doctor Care Anywhere Group PLC General Meeting

The Doctor Care Anywhere Group PLC General Meeting will be held on Thursday, 4 January 2024 at 18:30 (AEDT) or 07:30 (GMT). You are encouraged to participate in the meeting using the following options:

MAKE YOUR VOTE COUNT

To lodge a proxy, access the Notice of Meeting and other meeting documentation visit www.investorvote.com.au and use the below information:

Control Number: 999999

SRN/HIN: I9999999999

PIN: 99999

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

For your proxy appointment to be effective it must be received by 18:30 (AEDT) or 07:30 (GMT) Friday, 29 December 2023.

ATTENDING THE MEETING VIRTUALLY

To watch the webcast and ask questions on the day of the meeting, please visit: https://meetnow.global/MMYNSG4

For instructions refer to the online user guide www.computershare.com.au/virtualmeetingguide

ATTENDING THE MEETING IN PERSON

The meeting will be held at:
The offices of Crowe U.K. LLP, 55 Ludgate Hill, London, ECM4M 7JW

You may elect to receive meeting-related documents, or request a particular one, in electronic or physical form and may elect not to receive annual reports. To do so, contact Computershare.

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

Need assistance?

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

Online:
www.investorcentre.com/contact

YOUR VOTE IS IMPORTANT

For your vote to be effective it must be received by **18:30 (AEDT) or 07:30 (GMT) Friday, 29 December 2023.**

CDI Voting Instruction Form

How to Vote on Items of Business

Each CHESS Depositary Interest (CDI) is equivalent to one Ordinary share in the capital of the Company, so that every 1 (one) CDI registered in your name at 2 January 2024 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.

You may elect to receive meeting-related documents, or request a particular one, in electronic or physical form and may elect not to receive annual reports. To do so, contact Computershare.

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 IND

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 General Meeting of Doctor Care Anywhere Group PLC to be held at the offices of Crowe U.K. LLP, 55 Ludgate Hill, London, ECM4M 7JW and virtually on Thursday, 4 January 2024, 18:30 (AEDT) or 07:30 (GMT) and at any adjournment or postponement of that meeting in accordance to the directions below.

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 to vote in accordance with the directions set out below.

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
1	Approval authorising the allotment of Shares and Share Rights in connection with the Convertible Loans	☐	☐	☐
2	Approval of the issue of Convertible Notes under the Convertible Note Placement for the purposes of ASX Listing Rule 7.1.	☐	☐	☐
3	Approval of the issue of Share Options pursuant to the Consultancy Agreement and allotment of Shares on exercise of those Share Options	☐	☐	☐
4	The dis-application of pre-emption rights under s.571 of the Companies Act 2006	☐	☐	☐

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** / /

Computershare