

5 April 2024

## 2024 Annual General Meeting of Doctor Care Anywhere Group Plc

Doctor Care Anywhere Group PLC (ASX:DOC, “Doctor Care Anywhere” or “the Company”), encloses its Notice of Annual General Meeting (“AGM” or “Meeting”) of Securityholders and Proxy Statement which will be distributed to holders of fully paid ordinary shares and Voting Intention Form which will be distributed to holders of CHESS Depository Interests (“CDIs”) over fully paid ordinary shares, on or about Friday 5 April 2024 (“Notice”).

### Annual General Meeting of Securityholders

Details of the Meeting are set out below:

<b>Date</b>	Monday, 29 April 2024
<b>Time</b>	17:00 (AEST) (being Monday, 29 April 2024 at 08:00 (BST))
<b>Venue</b>	Offices of Crowe LLP, 55 Ludgate Hill, London EC4M 7JW
<b>Virtual Link</b>	<a href="https://meetnow.global/M76JQWZ">https://meetnow.global/M76JQWZ</a>

Using a computer, tablet or smartphone, Securityholders and proxyholders will be required to login at the above link. Online registration will open from 16.30 AEST on Monday, 29 April 2024 (being 07:30 BST on Monday 29 April 2024).

For the purpose of this Notice, holders of fully paid ordinary shares in the Company (“Shareholders”) and holders of CDIs (“CDI Holders”) are together referred to as Securityholders.

### Shareholders – 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 cast votes at the appropriate times while the Meeting is in progress.

### CDI Holders – To attend and participate in the Meeting online

If you participate in the Meeting online as a CDI Holder (and have not been appointed by CHESS Depository Nominees Pty Limited (“CDN”) as CDN’s proxy in respect of your holding), 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 cannot vote online at the Meeting unless they have nominated themselves to be appointed as CDN's proxy prior to the Meeting.

CDI Holders can view the Meeting live and can ask questions orally or via a live text facility at the appropriate times while the Meeting is in progress.

In accordance with ASX Listing Rule 3.17, the following documents are attached to this Notice:

1. Letter to Securityholders;
2. Notice of Meeting;
3. Proxy Form for Shareholders and proxyholders;
4. CDI Voting Form for CDI Holders; and
5. Explanatory Memorandum.

Shareholders are encouraged to complete the Proxy Form and CDI Holders are encouraged to complete the CDI Voting Form and submit the applicable form as soon as possible prior to the Meeting as per the instructions circulated to Securityholders with the enclosed notice.

The Company's 2023 Annual Report will be available on the Investor section of the Company's website at <https://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 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. DOC utilises its relationships with health insurers, healthcare providers and corporate customers to connect with patients to deliver a range of telehealth services.*

#### Further Information

##### Cathy Baxandall

Interim Company Secretary

[company.secretary@doctorcareanywhere.com](mailto:company.secretary@doctorcareanywhere.com)

##### Share Registry

Computershare Investor Services Pty Limited

GPO Box 242

Melbourne

Victoria 3001

Australia

Enquiries (Overseas) +61 (03) 9415 4000

Enquiries (Australia) 1300 850 505



## Letter to Securityholders

5 April 2024

### 2024 Annual General Meeting of Doctor Care Anywhere Group Plc

Dear Doctor Care Anywhere Securityholder,

The Annual General Meeting (“AGM” or “Meeting”) of Doctor Care Anywhere Group PLC (ASX:DOC, “Doctor Care Anywhere” or the “Company”) will be held on Monday, 29 April 2024 at 17:00 (AEST) (being Monday 29 April 2024 at 08:00 (BST)).

The Board and Executive Team are now wholly UK-based. Accordingly, our 2024 AGM will be conducted as a hybrid meeting, whereby Securityholders can attend either in person at the offices of Crowe LLP, 55 Ludgate Hill, London EC4M 7JW or via the online platform provided by Computershare, our share registry (“Share Registry”) at <https://meetnow.global/M76JQWZ>

The timing of the Meeting, whilst not ideal, is necessitated by the time zone differences between the UK and Australia where our Securityholders are primarily based.

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 provided with this Notice. This explains the business of the Meeting and provides voting information along with voting intention forms and how and where these can be lodged.

#### 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 vote in real time. You will need a desktop or mobile/tablet device with internet access, and you will need to provide your details (including SRN or HIN) in order to be verified as a Securityholder or proxyholder of the Company.

Alternatively, you can register as a visitor to the Meeting;

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

Instructions for joining the Meeting will also be published on the Doctor Care Anywhere website at <https://doctorcareanywhere.com/investors/> prior to the Meeting. The webcast will also be archived on the Company’s website for you to access at your convenience.

It should be noted that only Shareholders may vote virtually at the Meeting.

#### 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 16:30 on Monday, 29 April 2024 (AEST) (being 07:30 on Monday 29 April 2024 (BST)).

#### Securityholder questions

Although we will allow Securityholders to submit questions online during the Meeting, Securityholders are encouraged to submit questions, to either the Company or the Auditor, ahead of the Meeting and no later than 17:00 on Friday, 26 April 2024 (AEST) (being 08:00 on Friday 26 April 2024 (BST)). Please submit your advance questions by emailing [company.secretary@doctorcareanywhere.com](mailto:company.secretary@doctorcareanywhere.com). Further details are set out in the mail pack accompanying this Notice.



Securityholders will also be given a reasonable opportunity to ask questions related to the business of the Meeting, the Company's operations or of the Auditor, at the end of the Meeting.

Should you have any questions regarding your security holding or the upcoming Meeting, please submit a question to our Share Registry on [www.investorcentre.com/contact](http://www.investorcentre.com/contact) or contact the Share Registry on 1800 850 505 (within Australia) or +61 3 9415 4000 (outside Australia).

### **Appointing a Proxy**

A Shareholder entitled to attend and vote at the Meeting may appoint a proxy to attend and vote at the Meeting on that Shareholder's behalf. The proxy need not be a member and can be an individual or company. If you wish to appoint a proxy, please complete and submit a Proxy Form (accompanying this Notice) or contact the Share Registry on 1800 850 505 (within Australia) or +61 3 9415 4000 (outside Australia) prior to the Meeting.

The completed Proxy Form needs to be received by the Company at the address shown on the form, by no later than 17.00 AEST (08.00 BST) on Wednesday 24 April 2024 in order for it to be valid.

### **CDI Holders must vote prior to the Meeting**

Please note that CDI Holders will not be able to vote online during the Meeting but will be able to ask questions and will be able to submit a CDI Voting Form ahead of the Meeting.

CDI Holders can indicate their voting preferences to CHESS Depository Nominees Pty Limited ("CDN") in advance of the Meeting by completing the CDI Voting Form attached to this Notice and provide specific instructions on how their vote is to be exercised on each item of business. CDN must follow your instructions. The CDI Voting 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, being no later than 17.00 AEST (08.00 BST) on Tuesday 23 April 2024.

I look forward to welcoming you to our AGM.

Yours faithfully,

DocuSigned by:  
  
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**John Stier**  
**Chair**

5 April 2024



## Notice of Annual General Meeting of Securityholders

Notice is given that the Annual General Meeting of the Securityholders of Doctor Care Anywhere Group Plc (ASX:DOC, "Doctor Care Anywhere" or "the Company") will be held by way of a hybrid meeting on **Monday, 29 April 2024 commencing at 17:00 (AEST) (being Monday 29 2024 at 08:00 (BST))** at the offices of Crowe LLP, 55 Ludgate Hill, London EC4M 7JW and virtually at <https://meetnow.global/M76JQWZ> ("AGM" or "Meeting"). 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, Securityholders will be able to participate, ask questions and Shareholders will be able to cast their vote whilst the Meeting is in progress via the online platform. Shareholders may also cast their vote ahead of the Meeting by completing and returning their Proxy Form in accordance with the instructions provided.

CDI Holders will not be able to vote virtually at the Meeting. CDI Holders are instead strongly encouraged to cast their vote by completing and returning the enclosed Voting Intention Form prior to the Meeting in accordance with the instructions provided to ensure their votes are counted.

**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 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 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 members by 17.00 on Wednesday 24 April 2024 (AEST) (being 08.00 on Wednesday 24 April 2024 (BST)), or, if this Meeting is adjourned, at the close of business on the day two days prior to the adjourned meeting. Changes to entries on that register after that time shall be disregarded in determining the rights of any member to participate and vote at the meeting.

Members who have queries about the Meeting should email [company.secretary@doctorcareanywhere.com](mailto:company.secretary@doctorcareanywhere.com) or submit a question to Computershare on [www.investorcentre.com/contact](http://www.investorcentre.com/contact). If you have a meeting day query, you can also contact the registry standard phone lines (noted on voting intention form) 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 items of business that will be considered at the Meeting:

### 1. Financial Report and Accounts for the Year Ended 31 December 2023

*“To receive the Director’s Report, Financial Report, Remuneration Report and Auditors’ Report for the Company and its wholly owned subsidiaries for the year ended 31 December 2023.”*

Note: There is no requirement for Securityholders to approve the reports.

### 2. Resolution 1 - Appointment of Crowe LLP as Auditors

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

*“That Crowe LLP be appointed 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 the Auditors remuneration.”*

#### Board Recommendation and Chairman’s Voting Intention for Resolution 1

The Directors recommend 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 Resolution 1.

### 3. Resolution 2 Election of Aleksandra Spencer

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

*“That Dr Aleksandra Spencer, having been appointed as a Director of the Board in accordance with the Company’s Articles, being eligible and offering herself for election, be elected as a Director of the Company in accordance with Article 80.1 of the Company’s Articles and ASX Listing Rule 14.4.”*

#### Board recommendation and Chair’s voting intention for Resolution 2

The Directors (Dr Spencer abstaining) recommend 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 Resolution 2.

### 4. Resolution 3 - Election of Ben Kent

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

*“That Ben Kent, having been appointed as a Director of the Board in accordance with the Company’s Articles, being eligible and offering himself for election, be elected as a Director of the Company in accordance with Article 80.1 of the Company’s Articles and ASX Listing Rule 14.4.”*

#### Board recommendation and Chair’s voting intention for Resolution 3

The Directors (Mr Kent abstaining) recommend 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 Resolution 3.

### 5. Resolution 4 - Approval of the Remuneration Report

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

*“That the Directors’ Remuneration Report (including the statement by the Chair of the Remuneration Committee), for the financial year ended 31 December 2023 be received and approved.”*

#### Board Recommendation and Chair’s Voting Intention for Resolution 4

The vote on this Resolution 4 is advisory only and does not bind the Directors of the Company. However, the Board will take the outcome of the vote into account in setting a remuneration policy for further years.

The Directors will abstain, in the interests of good corporate governance, from making a recommendation in relation to this Resolution 4.

### **6. Resolution 5 - Long Term Incentive Plan**

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

*“That, for the purposes of ASX Listing Rule 7.2, exception 13 and for all other purposes, the Company’s Long Term Incentive Plan (“LTIP”), as amended and described in the Explanatory Statement accompanying and forming part of this Notice and the issue of options under the LTIP, be approved.”*

#### Board Recommendation and Chair’s Voting Intention for Resolution 5

The Directors recommend that all eligible Securityholders vote in favour of this Resolution 5. It is the intention of the Chair to vote undirected proxies in favour of this Resolution.

#### Voting exclusions in accordance with ASX Listing Rules

In accordance with ASX Listing Rule 14.11, the Company will disregard any votes cast in favour of Resolution 5 by or on behalf of, a person who is eligible to participate in the LTIP and any of their associates.

However, this does not apply to a vote cast in favour of Resolution 5 by:

- a) a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way;
- b) 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 resolutions as the Chair decides; or
- c) a securityholder 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 securityholder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting on the resolution; and
  - ii. the securityholder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

### **7. Resolution 6 - Company Share Option Plan**

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



*“That, for the purposes of ASX Listing Rule 7.2, exception 13 and for all other purposes, the Company Share Option Plan (“CSOP”), as amended and described in the Explanatory Statement accompanying and forming part of this Notice and the issue of options under the CSOP, be approved.”*

#### Board Recommendation and Chair’s Voting Intention for Resolution 6

The Directors recommend that all eligible Securityholders vote in favour of this Resolution 6. It is the intention of the Chair to vote undirected proxies in favour of this Resolution.

#### Voting exclusions in accordance with ASX Listing Rules

In accordance with ASX Listing Rule 14.11, the Company will disregard any votes cast in favour of Resolution 6 by or on behalf of, a person who is eligible to participate in the CSOP and any of their associates.

However, this does not apply to a vote cast in favour of Resolution 6 by:

- a) a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way;
- b) 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 resolutions as the Chair decides; or
- c) a securityholder 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 the resolution; and
  - ii. the securityholder votes on the resolution in accordance with directions given by the beneficiary to the securityholder to vote in that way.

### **8. Resolution 7 – Save As You Earn Scheme**

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

*“That, for the purposes of ASX Listing Rule 7.2, exception 13 and for all other purposes, the Save As You Earn Scheme (“SAYE”), as described in the Explanatory Statement accompanying and forming part of this Notice, be approved, and the issue of options under the SAYE, be approved.”*

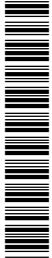
#### Board Recommendation and Chair’s Voting Intention for Resolution 7

The Directors recommend that all eligible Securityholders vote in favour of this Resolution 7. It is the intention of the Chair to vote undirected proxies in favour of this Resolution.

#### Voting exclusions in accordance with ASX Listing Rules

In accordance with ASX Listing Rule 14.11, the Company will disregard any votes cast in favour of Resolution 7 by or on behalf of, a person who is eligible to participate in the SAYE and any of their associates.

However, this does not apply to a vote cast in favour of Resolution 7 by:

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- A vertical barcode is located on the left side of the page.
- a) a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way;
  - b) 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
  - c) a securityholder 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 the resolution; and

the securityholder votes on the resolution in accordance with directions given by the beneficiary to the securityholder to vote in that way.

## Explanatory Memorandum

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

### Purpose

The purpose of this Explanatory Memorandum is to provide Securityholders with an explanation of the business of the Meeting and the resolutions to be proposed and considered at the Meeting to be held on Monday, 29 April 2024 at 17.00 (AEST) (being Monday 29 April 2024 at 08.00 (BST)) and to allow Securityholders to determine how they wish to vote on those resolutions.

Securityholders should read the Notice 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.

### 1. Financial Report and Accounts for the Year Ended 31 December 2023

Section 437 of the Companies Act requires the Company's Annual Report (comprised of the Director's Report, Financial Report, Remuneration Report and Auditors' Report) to be laid before the members in general meeting. Securityholders are not required to vote on the Annual Report. The Chair will give Securityholders a reasonable opportunity to ask questions and make comments on 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.

The Annual Report can be viewed on the Doctor Care Anywhere website:  
<https://doctorcareanywhere.com/investors>.

### 2. Resolution 1 - Appointment of Crowe LLP as Auditors

The Company is required at each general meeting at 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. The Company replaced its auditors during 2023. Grant Thornton (UK) LLP resigned as auditors and Crowe LLP were appointed as the Company's new auditor on 18 October 2023 to carry out the audit of the Company's 2023 Financial Report. Crowe LLP have expressed their willingness to continue in office.

In accordance with the Companies Act 2006 (UK), Securityholders are also asked to authorise the Directors to determine the Auditors' remuneration.

The Directors support the appointment of Crowe LLP as Auditors and recommend Securityholders vote in favour of this Resolution.

The Chair intends to exercise all available proxies in favour of this Resolution 1.

### 3. Resolution 2 - Election of Dr Aleksandra Spencer as Director

Pursuant to Article 77 of the Company's Articles, the Company may appoint a person to act as a Director, either to fill a vacancy or as an addition to the existing Board. Article 80.1 and ASX Listing Rule 14.4 further provides that a Director appointed to fill a casual vacancy or as an addition to the Board, must not hold office (without re-election) past the next annual general meeting of the entity



Dr Spencer was appointed by the Board as a non-executive Director on 3 July 2023, when she also assumed responsibility for chairing the Company's Audit and Risk Management Committee. As such, Dr Spencer is required to stand for election at this year's AGM.

Dr Spencer brings extensive experience in healthcare and life sciences, digital transformation and innovation as well as organisational governance. She holds a PHD in Novel therapies for Paediatric Cancers and a General Medical Degree.

Dr Spencer has a successful record of transforming and growing business through innovation. She gained her experience through working with Fortune 500 companies, including HCA Healthcare, Pfizer and Merck to reshare their strategies; enabling them to transform into patient/consumer experience driven organisations that engage with the Healthcare Providers, Payers and Patients in an innovative, secure and compliant way.

The Directors consider Dr Spencer to be an independent Director based on the ASX Corporate Governance Council's Recommendations and Principles (4<sup>th</sup> edition).

The Directors (Dr Spencer abstaining) support the election of Dr Spencer and recommend Securityholders vote in favour of this Resolution.

The Chair intends to exercise all available proxies in favour of this Resolution 2.

#### 4. Resolution 3 - Election of Ben Kent as Director

Pursuant to clause 77 of the Company's Articles, the Company may appoint a person to act as a Director, either to fill a vacancy or as an addition to the existing Board. Article 80.1 and ASX Listing Rule 14.4 further provides that a Director appointed to fill a casual vacancy or as an addition to the Board, must not hold office (without re-election) past the next annual general meeting of the entity.

Having served as Interim CEO since February 2023, Ben Kent was appointed as Chief Executive of the Company on 7 March 2024 and was also appointed at that time to the Board. As such, Ben Kent is standing for election at this year's AGM.

Ben Kent has nearly 20 years' experience in the health sector, both in the UK and internationally, including as Group Director of Finance at BUPA, and Chief Financial Officer of Simplyhealth. He was employed as Chief Operating Officer and Chief Financial Officer of the Company in 2020-21 at the time of its ASX listing. He has extensive experience of leading businesses in digital health, health insurance and health services in Europe, the Middle East, Asia and Australia as well as in the UK; his recent focus has been in the digital health space working with health tech businesses in diagnostics and virtual health services. He brings a wealth of skill and experience to the Board.

The Directors (Mr Kent abstaining) support the election of Mr Kent and recommend Securityholders vote in favour of this Resolution.

The Chair intends to exercise all available proxies in favour of this Resolution 3.

Under Article 79 of the Company's Articles, no person, other than a retiring director, shall be appointed or re-appointed a Director at any general meeting unless he or she is recommended by the Board; or at least 7 but no more than 42 clear days before the date appointed for the meeting notice has been received from a member entitled to vote nominating a person (other than themselves) for election. The closing date for such notices is 21 April 2024.

#### 5. Resolution 4 - Approval of the Remuneration Report

The Company has elected to prepare and submit a 2023 Remuneration Report to Securityholders. The section of the Remuneration Report that deals with the remuneration of directors and key management personnel of the Company will be put to a vote of securityholders for adoption by way of an advisory vote.



An advisory vote will not bind the Company or its Directors. However, the Board will take the outcome of the vote into consideration when reviewing the Company's future remuneration policies and practices.

The Remuneration Report is included within the Company's Annual Report which is available on the Company's website at the following link: <https://doctorcareanywhere.com/investors/>.

## 6. Resolution 5 – Approval of Long-Term Incentive Plan

### Background

Shortly before its initial public offering and listing on the ASX in 2020, the Company adopted the Long-Term Incentive Plan ("LTIP") to assist in the reward, retention and motivation of the Company's employees.

The Company's remuneration policy seeks to reward its executives and senior managers through a combination of salary, bonus and the opportunity to acquire and hold the Company's securities. The aim is to align the interests of senior employees with those of Securityholders over the longer term through share participation and share price growth. Given its introduction more than 3 years ago, the LTIP is now re-submitted for Securityholder approval. The LTIP continues to be an important element of the Company's overall remuneration strategy.

Resolution 5 seeks Securityholder approval, pursuant to ASX Listing Rule 7.2, Exception 13, to approve the LTIP and to enable options to be issued under the LTIP to eligible employees to be exempted from ASX Listing Rule 7.1 for a period of 3 years from the date on which Resolution 5 is passed.

### ASX Listing Rule 7.1

ASX Listing Rule 7.1 provides that a listed company must not, without prior approval of its shareholders, issue or agree to issue equity securities if the number of equity securities issued or agreed to be issued, or when aggregated with the number of equity securities issued by the company during the 12 months immediately preceding the date of issue or agreement, exceeds 15% of the number of shares on issue at the start of that 12 month period, subject to a number of exceptions under the ASX Listing Rule.

ASX Listing Rule 7.2, Exception 13 provides an exception to ASX Listing Rule 7.1 such that an issue of equity securities under an employee incentive scheme is excluded from the calculation of the company's 15% limit in ASX Listing Rule 7.1, if, within three years before the issue date one of the following occurred:

- in the case of a scheme established before the entity was listed, a summary of the terms of the scheme and a maximum number of equity securities proposed to be issued under the scheme were set out in the prospectus; or
- ordinary shareholders have approved the issue of equity securities under the scheme as an exception to ASX Listing Rule 7.1 in accordance with the ASX Listing Rules.

A summary of the terms of the LTIP was set out in the Company's prospectus dated 30 October 2020 and released to the ASX on 3 December 2020. The Company listed on the ASX on 3 December 2020 and this is the first time since the Company's listing on ASX that Securityholders are being asked to approve the LTIP for the purpose of ASX Listing Rule 7.2, exception 13.

If Securityholders approve Resolution 5, any issue of securities under the LTIP during the three-year period after the Meeting will not use up any of the Company's 15% capacity on issuing securities without shareholder approval. However, notwithstanding this exception, an issue of securities under the LTIP to Directors or their associates will require shareholder approval under ASX Listing Rule 10.14, as such persons are deemed related parties of the Company.

If Securityholders do not approve Resolution 5, the issue of securities under the LTIP will be included in calculating the Company's 15% capacity under ASX Listing Rule 7.1, effectively decreasing the number of securities the Company can issue without shareholder approval over the 12-month period following the issue of the securities.

Any approval under this Resolution 5 is only available to the extent that:

- any issue of equity securities under the LTIP does not exceed the maximum number of securities proposed to be issued as set out in this Notice under this Resolution 5; and
- there is no material change to the terms of the LTIP.

For the purposes of ASX Listing Rule 7.2, Exception 13, the following information is provided:

- a summary of the terms of the LTIP are set out at Attachment A;
- a total of 1,562,591 securities have been issued under the LTIP since the Company listed on the ASX;
- subject to shareholder approval, the maximum number of equity securities proposed to be issued under the LTIP is 16,000,000 securities; and
- a voting exclusion statement is included in the Notice.

The Directors support the approval of the LTIP and recommend Securityholders vote in favour of this Resolution.

The Chair intends to exercise all available proxies in favour of this Resolution 5.

## 7. Resolution 6 – Approval of Company Share Option Plan

### Background

Shortly before its initial public offering and listing on the ASX in 2020, the Company adopted the Company Share Option Plan ("CSOP") to assist in the reward, retention and motivation of the Company's employees.

The CSOP offers a tax-efficient way of rewarding employees through the grant of options over securities of the Company up to a specified financial limit (currently GBP £60,000). The Board expects to use the CSOP for awards to be made to its senior executives and managers who are UK taxpayers, up to the relevant limit. Any awards that exceed the limit or that are made to non-UK taxpayers would normally be made under the LTIP. As such, the CSOP forms part of the overall remuneration strategy to align the interests of the Company's senior management with those of Securityholders. Given its introduction more than 3 years ago, the CSOP is now re-submitted for Securityholder approval.

Resolution 6 seeks Securityholder approval, pursuant to ASX Listing Rule 7.2, Exception 13, to adopt the CSOP and to enable options to be issued under the CSOP to eligible directors and employees to be exempted from ASX Listing Rule 7.1 for a period of 3 years from the date on which Resolution 6 is passed.

### ASX Listing Rule 7.1

ASX Listing Rule 7.1 provides that a listed company must not, without prior approval of its shareholders, issue or agree to issue equity securities if the number of equity securities issued or agreed to be issued, or when aggregated with the number of equity securities issued by the company during the 12 months immediately preceding the date of issue or agreement, exceeds



15% of the number of shares on issue at the start of that 12 month period, subject to a number of exceptions under the ASX Listing Rule.

ASX Listing Rule 7.2, Exception 13 provides an exception to ASX Listing Rule 7.1 such that an issue of equity securities under an employee incentive scheme is excluded from the calculation of the company's 15% limit in ASX Listing Rule 7.1, if, within three years before the issue date one of the following occurred:

- in the case of a scheme established before the entity was listed, a summary of the terms of the scheme and a maximum number of equity securities proposed to be issued under the scheme were set out in the prospectus; or
- ordinary shareholders have approved the issue of equity securities under the scheme as an exception to ASX Listing Rule 7.1 in accordance with the ASX Listing Rules.

A summary of the terms of the CSOP was set out in the Company's prospectus dated 30 October 2020 and released to the ASX on 3 December 2020. The Company listed on the ASX on 3 December 2020 and this is the first time since the Company's listing on ASX that Securityholders are being asked to approve the CSOP for the purpose of ASX Listing Rule 7.2, exception 13.

If Securityholders approve Resolution 6, any issue of securities under the CSOP during the three year period after the Meeting will not use up any of the Company's 15% capacity on issuing securities without shareholder approval. However, notwithstanding this exception, an issue of securities under the CSOP to Directors or their associates will require shareholder approval under ASX Listing Rule 10.14, as such persons are deemed related parties of the Company.

If Securityholders do not approve Resolution 6, the issue of securities under the CSOP will be included in calculating the Company's 15% capacity under ASX Listing Rule 7.1, effectively decreasing the number of securities the Company can issue without shareholder approval over the 12 month period following the issue of the securities.

Any approval under this Resolution 6 is only available to the extent that:

- any issue of equity securities under the CSOP does not exceed the maximum number of securities proposed to be issued as set out in this Notice under this Resolution 6; and
- there is no material change to the terms of the CSOP.

For the purposes of ASX Listing Rule 7.2, exception 13, the following information is provided:

- a summary of the terms of the CSOP are set out at Attachment B;
- a total of 3,501,552 securities have been issued under the CSOP since the Company listed on the ASX;
- subject to shareholder approval, the maximum number of equity securities proposed to be issued under the CSOP is 12,000,000 securities; and
- a voting exclusion statement is included in the Notice.

The Directors support the approval of the CSOP and recommend Securityholders vote in favour of this Resolution.

The Chair intends to exercise all available proxies in favour of this Resolution 6.

## 8. Resolution 7 – Approval and adoption of the Save As You Earn Plan

## Background

The Company's Board recently approved the adoption of a Save As You Earn plan ("SAYE") to assist in the reward, retention and motivation of the Company's employees.

The SAYE offers a tax-efficient way of enabling employees to invest in the Company and thereby benefit from positive share price performance. An individual employee commits to a regular monthly saving, up to a limit set by the UK tax authorities, which is deducted from their salary, and which accumulates over a three-year period. At the end of the three-year period, subject to certain conditions, the employee may use the accumulated savings to acquire the number of equity securities of the Company over which they have been granted options at the price set at the start of the period. The Board expects to make the SAYE available to all employees who meet the criteria set by the UK tax authorities. As such, the SAYE forms part of the overall remuneration strategy to align the interests of the Company's employees with those of Securityholders.

Resolution 7 seeks Securityholder approval, pursuant to ASX Listing Rule 7.2, Exception 13, to adopt the SAYE and to enable options to be issued under the SAYE to all eligible employees to be exempted from ASX Listing Rule 7.1 for a period of 3 years from the date on which Resolution 7 is passed.

### ASX Listing Rule 7.1

ASX Listing Rule 7.1 provides that a listed company must not, without prior approval of its shareholders, issue or agree to issue equity securities if the number of equity securities issued or agreed to be issued, or when aggregated with the number of equity securities issued by the company during the 12 months immediately preceding the date of issue or agreement, exceeds 15% of the number of shares on issue at the start of that 12 month period, subject to a number of exceptions under the ASX Listing Rule.

ASX Listing Rule 7.2, Exception 13 provides an exception to ASX Listing Rule 7.1 such that an issue of equity securities under an employee incentive scheme is excluded from the calculation of the company's 15% limit in ASX Listing Rule 7.1, if, within three years before the issue date one of the following occurred:

- in the case of a scheme established before the entity was listed, a summary of the terms of the scheme and a maximum number of equity securities proposed to be issued under the scheme were set out in the prospectus; or
- ordinary shareholders have approved the issue of equity securities under the scheme as an exception to ASX Listing Rule 7.1 in accordance with the ASX Listing Rules.

The SAYE is a new scheme and as such, this is the first time that Securityholders are being asked to approve the SAYE for the purpose of ASX Listing Rule 7.2, exception 13.

If Securityholders approve Resolution 7, any issue of securities under the SAYE during the three year period after the Meeting will not use up any of the Company's 15% capacity on issuing securities without shareholder approval. However, notwithstanding this exception, an issue of securities under the SAYE to Directors or their associates will require shareholder approval under ASX Listing Rule 10.14, as such persons are deemed related parties of the Company.

If Securityholders do not approve Resolution 7, the issue of securities under the SAYE will be included in calculating the Company's 15% capacity under ASX Listing Rule 7.1, effectively decreasing the number of securities the Company can issue without shareholder approval over the 12-month period following the issue of the securities.

Any approval under this Resolution 7 is only available to the extent that:



- any issue of equity securities under the SAYE does not exceed the maximum number of securities proposed to be issued as set out in this Notice under this Resolution 7; and
- there is no material change to the terms of the SAYE.

For the purposes of ASX Listing Rule 7.2, exception 13, the following information is provided:

- a summary of the terms of the SAYE are set out at Attachment C;
- the SAYE is a new scheme being adopted by the Company and as such, no securities have yet been issued under the SAYE;
- subject to shareholder approval, the maximum number of equity securities proposed to be issued under the SAYE is 16,000,000 securities; and
- a voting exclusion statement is included in the Notice.

The Directors support the approval of the SAYE and recommend Securityholders vote in favour of this Resolution.

The Chair intends to exercise all available proxies in favour of this Resolution 7.

## Glossary

**AGM** means this Meeting.

**Annual Report** means the Director's Report, Financial Report, Remuneration Report and Auditors' Report for the Company and its wholly owned subsidiaries for the year ended 31 December 2023.

**Articles** 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.

**ASX Listing Rules** mean the ASX Listing Rules.

**Auditor** means Crowe LLP.

**Auditor's Report** means the Auditors' Report for the Company and its wholly owned subsidiaries for the year ended 31 December 2023.

**Board of Directors** means the Board of Directors of the Company.

**CDI** means a CHESSE Depositary Interest.

**CDI Holder** means a registered holder of a CDI.

**CDI Voting Form** means the CDI Voting Form accompanying this Notice of Meeting.

**CDN** means the Securityholder of record for all Shares beneficially owned by holders of CDIs.

**Chair** means the Chair of the Meeting.

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

**Company** means Doctor Care Anywhere Group PLC.

**Computershare** means Computershare Investor Services Pty Limited ACN 078 279 277.

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

**CSOP** means the Company Share Option Plan adopted on 15 April 2020.

**Director** means a director of the Company.

**Executive Team** means the Executive Team of this Company.

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

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

**HIN** means Holder Identification Number.

**LTIP** means the Long-Term Incentive Plan adopted on 2 December 2020.

**Meeting** means the 2024 Annual General Meeting of the Company to be held on Monday, 29 April 2024 at 17:00 AEST (being Monday 29 2024 at 08:00 (BST)).



**Notice of Annual General Meeting** means this Notice of Meeting and the accompanying Explanatory Memorandum.

**Proxy Form** means the Proxy Form accompanying this Notice of Meeting.

**Record Date** means Wednesday 24 April 2024 (AEST).

**Remuneration Report** means the remuneration report within the Company's 2023 Annual Report.

**SAYE** means the Save As You Earn plan as referred to in resolution 7

**Securityholder** means a Shareholder and/or CDI Holder.

**Share** means a fully paid ordinary share in the capital of the Company.

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

**SRN** means a Shareholder Reference Number.

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



## Attachment A – LTIP

The LTIP has the following key terms:

Term	Description
Date	2 December 2020
Eligibility	Options may be granted at the Company's discretion to employees of the Company and its subsidiaries.
Grant limit	None
Vesting	Vesting of the Options will occur upon satisfaction (or waiver, where permitted) of the vesting conditions provided in the terms and conditions of the Options. The vesting conditions are determined by the Board at the time of grant. Examples of vesting conditions include time-based conditions and performance-based conditions such as measurement of total shareholder returns against the Company's peers.
Types of awards	Options to acquire Shares and CDIs (on a one for one basis) ( <b>Option</b> ).
Exercise Price	The exercise price is set out in the terms of the grant of the individual Options. The exercise price may be nil.
Terms of the Options	The Board may determine the terms of the Options which may include the exercise price, expiry date, vesting conditions and other terms.
Exercise	An Option holder may only exercise the Option if, and to the extent that, any relevant vesting conditions have been satisfied.
Cessation of employment	<p>If the Option holder gives or receives notice of termination of employment, the Option holder cannot exercise an Option while the notice remains effective unless permitted by the Board.</p> <p>The LTIP contains good leaver and bad leaver provisions and defines the circumstances where a participant may be considered a good leaver or bad leaver. In these circumstances the Board may specify the proportion of the Option that a good leaver may exercise at the next exercise period and the period within which they can be exercised, with the balance lapsing.</p> <p>If the Option holder dies, the Option holder's personal representatives may exercise a proportion of the Option as the Board may specify for a period of 12 months following the Option holder's death.</p>
Change of control	If there is a change in control of the Company (e.g. where there is an offer for all of the Shares / CDIs or there is a negotiation of a sale agreement for a change of control), the Option holder has the right to exercise all of its vested Options plus 50% of its remaining unvested Options (or such higher amount as may be determined by the Board in its discretion).
New issues	An Option holder is not entitled to participate in any new issue of securities without first exercising any vested Options and receiving the Shares prior to the record date for the new issue.

Pro rata issues	If the Company makes a pro rata issue (except a bonus issue) of Shares / CDIs to existing holders of Shares / CDIs, and no Share / CDI has been issued in respect of an Option before the record date for determining entitlements to the pro rata issue, the exercise price of the Option will be reduced according to the formula specified in the ASX Listing Rules.
Bonus issues	If the Company makes a bonus issue of Shares / CDIs to existing holders of Shares / CDIs, and no Share / CDI has been issued in respect of an Option before the record date for determining entitlement to the bonus issue, then the number of underlying Shares / CDIs over which the Option is exercisable will be increased by the number of Shares / CDIs which the Option holder would have received if the Option holder had exercised the Option before the record date for the bonus issue. No adjustment will be made to the exercise price.
Transfer	An Option holder must not transfer or assign or have any charge or other security interest created over an Option (or any right arising under it), otherwise the Option will lapse.
Lapse	An Option will normally lapse on the earliest to occur of (amongst other things): <ul style="list-style-type: none"> <li>• the expiry date;</li> <li>• the transfer of an Option;</li> <li>• where an Option holder becomes bankrupt; or</li> <li>• where an Option holder ceases to be an employee of the Company (see “Cessation of Employment” commentary above).</li> </ul>
Reconstructions	If there is a reorganisation of the issued capital of the Company (including a consolidation, subdivision, reduction or return) then the rights of an Option holder (including the number of Shares and CDIs over which the Option is granted and the exercise price) will be changed to the extent necessary to comply with the ASX Listing Rules applying to a reorganisation of capital at the time of reorganisation.
Shares and CDIs	Shares and CDIs allotted and issued following the exercise of an Option, will rank equally with Shares and CDIs in issue at the date of allotment.
Administration	The Board administers the LTIP.
Governing law	The LTIP is governed by the laws of England and Wales.
Other terms	The LTIP contains customary and usual terms for dealing with administration, amendment, participation rights, notices and termination of any incentive plans.

## Attachment B – CSOP

The CSOP has the following key features:

Term	Description
Date	15 April 2020
Expiry Date of the CSOP	No Options can be granted after 15 April 2030.
Types of securities	Options to acquire Shares/CDIs ( <b>Options</b> ). The Options will be granted under the CSOP as UK tax-advantaged Options.
Grant and terms of Options	An Option will be granted by the Company executing an Option Agreement in a form approved by the Board. Each Option Agreement will include: <ul style="list-style-type: none"> <li>the grant date;</li> <li>the number and class of Shares / CDIs over which the Option is granted;</li> <li>the exercise price;</li> <li>the date when the Option will lapse, if it has not been exercised or lapsed earlier; and</li> <li>the circumstances in which the Option will lapse.</li> </ul>
Eligibility	Options may be granted at any time, at the Company's discretion, to employees or full-time directors of the Company and its subsidiaries, who: <ul style="list-style-type: none"> <li>do not have a material interest (within the meaning given in the applicable UK tax legislation) and have not had such an interest in the last 12 months; and</li> <li>has no associate(s) that has a material interest or had a material interest in the last 12 months.</li> </ul>
Individual grant limit	The total market value (at the dates of the relevant grants) of the Options and existing Options held by the relevant participant, must not exceed £60,000.
Vesting conditions	Vesting of the Options will occur upon satisfaction (or waiver, where permitted) of the vesting conditions provided for in the terms and conditions of the Options. The vesting conditions are determined by the Board at the time of grant.
Exercise Price	No amount will be paid for the grant of the Option. The exercise price per Share/CDI is set out in the Option Agreement and will not be less than the market value of a Share on the grant date (or such earlier date permitted in accordance with the applicable UK tax legislation).
Cessation of employment	The CSOP contains good leaver and bad leaver provisions and defines the circumstances where a participant may be considered a good leaver or bad leaver. If the Option holder is a good leaver, the Option will remain outstanding, and to the extent vested they may be exercised before the relevant expiry date of the Option. If the Option holder is a bad leaver, the Option shall lapse.  If the Option holder dies, the Option holder's personal representatives may exercise the Option during the period of 12 months following the Option holder's death.
Change of control	If there is a change of control (e.g. as a result of an acquisition of all the Shares/CDIs in the Company including by way of compromise or

	arrangement) subject to certain alternative arrangements, an Option may (to the extent vested) be exercised within 6 months of the relevant event and the Board may determine that unexercised Options lapse at the end of that period.
Transfer	An Option holder must not transfer or assign or have any charge or other security interest created over an Option, otherwise the Option will lapse.
Lapse	An Option will normally lapse, among others, on the earliest of: <ul style="list-style-type: none"> <li>• the expiry date;</li> <li>• the transfer of an Option;</li> <li>• where an Option holder becomes bankrupt; or</li> <li>• where an Option holder ceases to be an employee of the Company as a bad leaver (see “Cessation of Employment” commentary above).</li> </ul>
Variation of share capital	In the event of a variation in the share capital of the Company, the number and description of Shares/CDIs comprised in each Option and/or the price payable per Share/CDI will be adjusted in accordance with the ASX Listing Rules, provided that the adjustment meets certain conditions set out in the relevant UK tax legislation.
Shares and CDIs	Shares and CDIs allotted and issued, on exercise of an Option, will rank equally with Shares and CDIs on issue at the date of allotment.
Administration of the CSOP	The Board administers the CSOP. The CSOP will be administered to comply with the requirements of the applicable tax legislation (unless determined that it should no longer comply).
Governing law	The CSOP is governed by the laws of England and Wales.
Other terms	The CSOP contains customary and usual terms for dealing with administration, amendment, participation rights, notices and termination of any incentive plans.

## Attachment C – SAYE

The SAYE has the following key features:

Term	Description
Date	29 April 2024
Expiry Date of the SAYE	No Options can be granted after 29 April 2034.
Types of securities and exercise price	Options to acquire Shares/CDIs ( <b>Options</b> ) will be granted under the SAYE as UK tax-advantaged Options with an exercise price set by reference to the market value of a Share/CDI, subject to a discount of up to 20%, on the date of invitation (or grant, if so decided) as determined by the Company. No amount is payable on grant of an Option.
Saving contract	To participate in the SAYE an employee must enter into a savings contract approved for the purposes of tax-advantaged SAYE plans. The Company intends to offer 3 year savings contract, but may also choose to offer 5-year savings contract (or contracts on such other basis as may be permitted from time to time for the purposes of the relevant UK tax legislation) and employees will agreeing to make the relevant number of monthly savings contributions from their after-tax salary for the duration of the savings contract). Shares subject to an Option may only be purchased with monies up to an amount equivalent to the proceeds due under that savings contract (which may include any interest or bonus paid under the savings contract).
Grant and terms of Options	Eligible Employees (see below) will be invited to participate in the SAYE and may apply for Options linked to the relevant savings contract. The Company will grant Options to each employee making a valid application.  Invitations and applications will include required information in relation to the terms of participation in the SAYE on that occasion including the exercise price (or mechanism for determining the exercise price), the length of the savings contract and relevant limits on monthly contributions.
Eligibility	The SAYE is an “all employee plan”. Each time that the Board decides to operate the plan, broadly all UK resident taxpayers who: <ul style="list-style-type: none"> <li>• are directors or employees of Participating Companies;</li> <li>• satisfy any qualifying period that the Board determines applies (not exceeding a period of 5 years before grant, or such other statutory limit as applies from time to time); and</li> <li>• in the case of directors, are required to work for one or more Participating Companies for more than 25 hours a week in total (excluding meal breaks),</li> </ul> must be invited to participate. Other employees of Participating Companies may be invited to participate, at the discretion of the Board.
Individual grant limit	Individuals will indicate how much they wish to save per month under their savings contract as part of their application. The minimum amount will be £10, unless the Board decides a different amount which is permitted by the relevant UK tax legislation. The maximum amount will be decided by the Board (but must not exceed £500, or such other statutory limit as applies from time to time).

	The Board may set a maximum aggregate number of Shares available for an invitation. If the Board receives valid applications in excess of this, applications may be scaled down.
Exercise	Options will normally only be exercisable during the 6-month period following the maturity of the relevant savings contract, after all the monthly contributions have been made. Options may only be exercised to the extent of the repayment made under the relevant savings contract.
Cessation of employment	If a participant leaves the Group, their Option will normally lapse. However, there are certain specific exceptions, including if leaving for a specified "good leaver" reason (as set out in the applicable tax legislation). In this case, the participant may exercise the Option within 6 months of leaving (or 6 months of the relevant bonus date, if earlier). Where a participant dies, the Option may be exercised within 12 months following death (if death occurred before the bonus date), or within 12 months after the bonus date (if death occurred within 6 months after the bonus date).
Change of control	In the event of a takeover, scheme of arrangement, voluntary winding up of the Company or non-UK company reorganisation (in each case, as envisaged by the relevant UK tax legislation), Options will normally become exercisable for a period of 6 months. In addition, Options will normally become exercisable if a person becomes bound or entitled to acquire shares in the Company under UK law. The Board may determine that Options will also be exercisable within 20 days before a takeover, scheme of arrangement, non-UK company reorganisation or person becoming bound or entitled to acquire shares, conditional on that event taking place. If the relevant event does not occur within 20 days of exercise, then the exercise will not be effective. If, as a result of a change of control of the Company, Shares no longer meet the requirements of the relevant UK tax legislation, an Option may be exercised up to 20 days after the date of the relevant event. In some circumstances, Options may instead be exchanged for substantially equivalent options over shares in an acquiring company, provided the exchange meets certain conditions as set out in the relevant UK tax legislation.
Transfer	An Option holder must not transfer or assign or have any charge or other security interest created over an Option, otherwise the Option will lapse.
Lapse	An Option will lapse, among others, on the earliest of: <ul style="list-style-type: none"> <li>• the expiry date;</li> <li>• the transfer of an Option;</li> <li>• where an Option holder becomes bankrupt; or</li> <li>• where an Option holder ceases to be an employee of the Company, other than as specified, including where leaving as a good leaver.</li> </ul>
Variation of share capital	In the event of a variation in the share capital of the Company, the number and description of Shares/CDIs comprised in each Option and the price payable per Share/CDI will be adjusted in accordance with the ASX Listing Rules, provided that the adjustment meets certain conditions set out in the relevant UK tax legislation.

Shares and CDIs	Shares and CDIs allotted and issued, on exercise of an Option, will rank equally with Shares and CDIs on issue at the date of allotment.
Administration of the SAYE plan	The Board administers the SAYE. The SAYE will be administered to comply with the requirements of the applicable tax legislation (unless determined that it should no longer comply).
Governing law	The SAYE is governed by the laws of England and Wales.
Other terms	The SAYE contains customary and usual terms for dealing with administration, amendment, participation rights, notices and termination of any incentive plans.





**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)

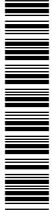


**Online:**

[www.investorcentre.com/contact](http://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 Annual General Meeting

The Doctor Care Anywhere Group PLC Annual General Meeting will be held on Monday, 29 April 2024 at 17:00 (AEST) or 08:00 (BST). You are encouraged to participate in the meeting using the following options:



### MAKE YOUR VOTE COUNT

To lodge your vote, access the Notice of Meeting and other meeting documentation visit [www.investorvote.com.au](http://www.investorvote.com.au) and use the below information:



**Control Number: 999999**

**SRN/HIN: I9999999999**

**PIN: 99999**

For your vote to be effective it must be received by 17:00 (AEST) or 08:00 (BST) Wednesday, 24 April 2024.



### ATTENDING THE MEETING VIRTUALLY

To watch the webcast and ask questions on the day of the meeting, please visit:  
<https://meetnow.global/M76JQWZ>

For instructions refer to the online user guide [www.computershare.com.au/virtualmeetingguide](http://www.computershare.com.au/virtualmeetingguide)



### ATTENDING THE MEETING IN PERSON

The meeting will be held at:  
The Offices of Crowe LLP, 55 Ludgate Hill, London EC4M 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](http://www.investorcentre.com/contact)



## YOUR VOTE IS IMPORTANT

For your vote to be effective it must be received by **17:00 (AEST) or 08:00 (BST) Wednesday, 24 April 2024.**

# CDI Voting Instruction Form

## How to Vote on Items of Business

Each CHESS Depository 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 24 April 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 Depository 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 Depository Nominees Pty Ltd enough time to tabulate all CHESS Depository 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](http://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: I999999999**  
**PIN: 99999**

### 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 ND

# CDI Voting Instruction Form

Please mark  to indicate your directions

## STEP 1 CHESSE Depository Nominees Pty Ltd will vote as directed

XX

### Voting Instructions to CHESSE Depository Nominees Pty Ltd

I/We being a holder of CHESSE Depository Interests of Doctor Care Anywhere Group PLC hereby direct CHESSE Depository 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 at the Offices of Crowe LLP, 55 Ludgate Hill, London EC4M 7JW and virtually on Monday, 29 April 2024, 17:00 (AEST) or 08:00 (BST) and at any adjournment or postponement of that meeting in accordance with the directions below.

By execution of this CDI Voting Form the undersigned hereby authorises CHESSE Depository Nominees Pty Ltd to appoint such proxies or their substitutes to vote in their discretion 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 CHESSE Depository 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 Appointment of Crowe LLP as Auditors	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 Election and re-election of Directors – Dr Aleksandra Spencer	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4 Election and re-election of Directors – Ben Kent	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5 Approval of the Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6 Long Term Incentive Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7 Company Share Option Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8 Save As You Earn Scheme	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

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

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

Contact Name \_\_\_\_\_

Contact Daytime Telephone \_\_\_\_\_

Date \_\_\_\_ / \_\_\_\_ / \_\_\_\_

