2 April 2025

2025 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, Proxy Form which will be distributed to holders of fully paid ordinary shares and CDI Voting Instruction Form which will be distributed to holders of CHESS Depositary Interests (“CDIs”) over fully paid ordinary shares, on or about 2 April 2025 (“Notice").

Annual General Meeting of Securityholders

Details of the Meeting are set out below:

Date	Wednesday 30 April 2025
Time	17:00 (AEST) (being Wednesday, 30 April 2025 at 08:00 (BST))
Venue	Offices of Crowe LLP, 55 Ludgate Hill, London EC4M 7JW
Virtual Link	https://meetnow.global/MT6Z7MP

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 Wednesday 30 April 2025 (being 07:30 BST on Wednesday 30 April 2025).

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 and proxyholders – To attend and 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 or proxyholder for an Australian Shareholder. If you are an overseas Shareholder or proxyholder for 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 follow the instructions below:

If you participate in the Meeting online as a CDI Holder (and have not been appointed by CHESS Depositary Nominees Pty Limited (“CDN”) as CDN’s proxy in respect of your holding), you can log in to the Meeting as follows:

1. Click on ‘Join Meeting Now’.
2. Select “I am a guest”.
3. Enter 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;
4. CDI Voting Instruction Form; and
5. Explanatory Memorandum.

Shareholders are encouraged to complete the Proxy Form and CDI Holders are encouraged to complete the CDI Voting Instruction 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 2024 Annual Report will be available via the Doctor Care Anywhere Investor Hub at https://investors.doctorcareanywhere.com/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 **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

2 April 2025

2025 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 Wednesday 30 April 2025 at 17:00 (AEST) (being Wednesday 30 April 2024 at 08:00 (BST)).

The Board and Executive Team are wholly UK-based. Accordingly, our 2025 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/MT6Z7MP**.** 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 Shareholders will be able to 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 Investor Hub at https://investors.doctorcareanywhere.com prior to the Meeting. The webcast will also be archived on the Investor Hub for you to access at your convenience.

It should be noted that only Shareholders and holders of CHESS Depositary Interests over fully paid ordinary shares ("CDI Holders") who have nominated themselves to be appointed as CHESS Depositary Nominees Pty Ltd's ("CDN's") proxy prior to the Meeting 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 Share Registry service to be completed. Registration opens from 16:30 on Wednesday 30 April 2025 (AEST) (being 07:30 on Wednesday 30 April 2025 (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 Crowe LLP (the "**Auditor**"), ahead of the Meeting and no later than 17:00 on Thursday 24 April 2025 (AEST) (being 08:00 on Thursday 24 April 2025 (BST)). Please submit your advance questions by emailing 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 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 of Meeting) 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 Monday 28 April 2025 in order for it to be valid.

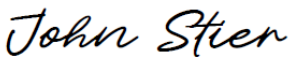
CDI Holders must vote prior to the Meeting

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 Instruction Form 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 CDI Voting Instruction 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 Instruction 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 Thursday 24 April 2025.

I look forward to welcoming you to our AGM.

Yours faithfully,



John Stier
Chair

2 April 2025

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 **Wednesday 30 April 2025 commencing at 17:00 (AEST) (being Wednesday 30 April 2025 at 08:00 (BST))** at the offices of Crowe LLP, 55 Ludgate Hill, London EC4M 7JW and virtually at https://meetnow.global/MT6Z7MP("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 CDI Voting Instruction 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 Explanatory Memorandum appended to this Notice provides information on the matters to be considered at the Meeting. The Explanatory Memorandum, Proxy Form and CDI Voting Instruction 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 Monday 28 April 2025 (AEST) (being 08.00 on Monday 28 April 2025 (BST)), or, if this Meeting is adjourned, at the close of business on the day which is two days prior to the date of the adjourned meeting. Changes to entries on the register of members after that time shall be disregarded in determining the rights of any member to participate and vote at the Meeting.

2. Members who have queries about the Meeting should email company.secretary@doctorcareanywhere.com or submit a question to Computershare on www.investorcentre.com/contact. If you have a meeting day query, you can also contact the Share 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:

Ordinary Business

Financial Report and Accounts for the Year Ended 31 December 2024

"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 2024."

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

Resolution 1 – Re-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 re-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 Securityholders, and to authorise the Directors to determine the Auditor's remuneration*."

Board recommendation and Chair'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.

Resolution 2 - Election of Matthew Addison as a Director

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

"That Matthew Addison, 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 2

The Directors (Matthew Addison 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.

Resolution 3 - Election of Professor Samit Shah as a Director

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

"That Professor Samit Shah, 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 (Professor Shah 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.

Resolution 4 – Re-election of John Stier as a Director

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

"That John Stier, who retires by rotation in accordance with Article 80 of the Company's Articles and ASX Listing Rule 14.4 at this Annual General Meeting, and being eligible and offering himself for re-election, be re-elected as a Director of the Company."

Board recommendation and Chair's voting intention for Resolution 4

The Directors (John Stier 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 4.

Resolution 5 - 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 2024 be received and approved."
Board Recommendation and Chair's Voting Intention for Resolution 5

The vote on this Resolution 5 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.

Directors will abstain, in the interests of good corporate governance, from making a recommendation in relation to this Resolution 5.

Special Business

Resolution 6 – Grant of one-off options to Director under Company Share Option schemes

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

*"That, for the purposes of ASX Listing Rule 10.14 and for all other purposes, the grant of 30,000,000 share options to Laura O'Riordan under the Company's Long Term Incentive Plan ("**LTIP**") on the terms set out in the Explanatory Memorandum and the issue of shares pursuant to such option grants be approved."*

Note: This resolution is subject to voting exclusions which are set out below.

Board recommendation and Chair's voting intention for Resolution 6

The Directors (Laura O'Riordan abstaining) 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 Exclusion Statements

Resolution 6: 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) Laura O'Riordan; or
(b) an associate of Laura O'Riordan.

Additionally, in accordance with ASX Listing Rule 14.11, the Company will also disregard any votes cast in favour of Resolution 6 by or on behalf of a person who is referred to in rule 10.14.1, 10.14.2, or 10.14.3 (or an associate of those persons) who is eligible to participate in the LTIP.

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 Resolution 6, in accordance with the directions given to the proxy or attorney to vote on Resolution 6 in that way; or
(b) the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on Resolution 6, in accordance with a direction given to the Chair to vote on the Resolution as the Chair of the Meeting 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 Resolution 6; and

    ii. the Securityholder votes on Resolution 6 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, and forms part of, 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 Wednesday 30 April 2025 at 17.00 (AEST) (being Wednesday 30 April 2025 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 2024

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://investors.doctorcareanywhere.com

2. Resolution 1 - Appointment of Crowe LLP as Auditors

Under the UK Companies Act 2006, 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. Crowe LLP were appointed as the Company's auditors at the previous AGM held on 29 April 2024 and have expressed their willingness to continue in office.

In accordance with the Companies Act, 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 that 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 Matthew Addison as a 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.

Matthew Addison was appointed by the Board as a non-executive Director on 29 October 2024. He also assumed responsibility for chairing the Company's Remuneration and Nomination Committee on the retirement of Romana Abdin in December 2024. As he was appointed after the previous AGM, he is required to stand for election at this year's AGM.

Matthew Addison is a repeat technology company founder and currently CEO of FinTech Step Ladder Solutions Ltd founded in 2016 with backing from blue-chip growth investors including BBVA, Anthemis, Seedcamp and UK Future Fund. Today, StepLadder is operating in Europe, Africa, MENA and Latin America. His first technology company – now Level Access – was founded while he was a university student and has grown to be a leader in digital accessibility compliance software and services. Prior to founding StepLadder, Matthew had a 15-year career in investment management with hedge funds Och-Ziff, Cheyne Capital, JCAM (formerly Moore Credit Fund) and Platinum Capital Management. He has been an FCA registered person throughout. He specialized in special situations investing – which entails both bespoke financial structuring and direct investment operational oversight, in addition to traditional capital markets investing. In this capacity, Matthew has participated on several boards of portfolio companies undertaking recapitalisations, listings and M&A exits.

In 2023 he advised the Company in relation to the refinancing of existing debt through the issue of its convertible loan note, placing it in a more sustainable position for future growth. He was granted Company share options, with Securityholder approval, by way of remuneration for these services.

The Company has assessed the independence of its Directors having regard to the requirements for independence which are set out in Principle 2 of the ASX Corporate Governance Principles and has determined that Matthew Addison is not an independent Director due to his interest in the Company's securities and previous role as adviser to the Company.

The Directors (Matthew Addison abstaining) support the election of Matthew Addison and recommend that 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 Professor Samit Shah as a 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.

Professor Shah was appointed by the Board as a non-executive Director on 28 January 2025. He has also joined the Company's Remuneration and Nomination Committee and Audit and Risk Management Committee. As his appointment was made after last year's AGM, he is required to stand for election at this year's AGM.

Professor Shah is a public health consultant and specialist in dental public health, with expertise in epidemiology, health regulation and corporate governance. He holds both clinical and legal qualifications and co-founded East Village Clinic Group, an NHS and private healthcare services organisation. Professor Shah is Director of SAS Consultancy Services Limited (The Ivory Clinic) and EVD Group Holdings Limited (East Village Dental) and their respective subsidiaries. He is also a Non-Executive Director of the Private Healthcare Information Network, Director and advisor of Quiddity and Director of Health Data Management, NEOM. He has extensive board level knowledge across the technology, investment, and global health ecosystem; having worked with organisations across Europe, North America, Middle East and Asia.

The Company has assessed the independence of its Directors having regard to the requirements for independence which are set out in Principle 2 of the ASX Corporate Governance Principles and has determined that Professor Shah is an independent Director.

The Directors (Professor Shah abstaining) support the election of Professor Shah and recommend that Securityholders vote in favour of this Resolution.

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

5. Resolution 4 – Re-election of John Stier as Director

Article 80.1 of the Company's Articles and ASX Listing Rule 14.4 provide that a Director must retire from office at the third Annual General Meeting since the Annual General Meeting at which they were last elected or re-elected, but shall be eligible for re-election. John Stier joined the Board in May 2022 and was elected as a Director at the Company's Annual General Meeting in June 2022. He became

Chair of the Board in 2023 on the retirement of Richard Dammery. John Stier accordingly offers himself for re-election at the 2025 Annual General Meeting.

John brings substantial experience in change management, M&A, and scaling businesses plus substantial financial expertise gained in services-based industries. He built an executive career as a financial professional, becoming Group CFO of two technology- enabled services businesses Northgate Information Solutions Plc and Equiniti Plc. Northgate provides technology and outsourced solutions to the UK Government and global HR market, Equiniti is an international share registrar. John worked with these businesses for over twenty years, helping to build them both into FTSE 250 constituents on the London Stock Exchange.
John is also currently the Chair at Shift.MS, a digital charity for MS sufferers; Chair of the Audit and Finance Change Committee and a Board member at Proactis, a SAS procurement business; and Chair of the Audit and Finance Change Committee and a Board member at Keywords Studios, a global gaming firm. John holds a first-class degree in Finance and is a Fellow of the Institute of Chartered Accountants in England and Wales.

The Company has assessed the independence of its Directors having regard to the requirements for independence which are set out in Principle 2 of the ASX Corporate Governance Principles and has determined that John Stier is an independent Director

John Stier will hand over to another Director to chair the meeting when voting on this Resolution 4. The Directors (John Stier abstaining) support the re-election of John Stier and recommend that Securityholders vote in favour of this Resolution.

The Chair intends to exercise all available proxies in favour of this Resolution 4.

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 22 April 2025.

6. Resolution 5 - Approval of the Remuneration Report

The Company has elected to prepare and submit a 2024 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://investors.doctorcareanywhere.com and the Company's ASX announcement platform at www.asx.com.au.

7. Resolution 6 – Grant of one-off options to Director under Company Share Option schemes

Background

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. Securityholders approved the Company's Long Term Incentive Plan ("LTIP") and the Company Share Option Plan ("CSOP") at the 2024 AGM. Both schemes continue to form a key element of the Company's remuneration strategy.

Resolution 6 seeks Securityholder approval, pursuant to ASX Listing Rule 10.14, to approve the grant of options to Laura O'Riordan as the newly appointed Chief Executive Officer of the Company and to enable these options to be issued under the LTIP. The awards, expressed to be conditional on Securityholder approval, form part of the remuneration package offered to Laura O'Riordan on her appointment and were reported in the Company's ASX announcement on 10 December 2024.

Listing Rule 10.14 requires the approval of ordinary shareholders/security holders to issue securities under an employee incentive scheme to a Director of the Company. Accordingly, Securityholder approval for the grant of options to Laura O'Riordan under the Company's LTIP is required.

Approval of this resolution will result in the grant of Options to Laura O'Riordan falling within exception 14 in Listing Rule 7.2 (in addition to exception 13). Therefore, the issue of securities to Laura O'Riordan will not be included in the 15% calculation for the purposes of Listing Rule 7.1. The issue of Shares in the Company on the exercise of the Options will also be excluded from Listing Rule 7.1.

One-Off Award – Key terms of CEO Options

In order to ensure that outstanding performance against stretch targets carries a significant incentive, the Remuneration and Nominations Committee has determined that a one-off award should be made to Laura O'Riordan in respect of up to 30 million shares in aggregate. The CEO Options will be granted as soon as practicable after the AGM (if approved), with vesting occurring at the times and in the proportions set out in the table below.

The calculation of the "strike price" of options to be granted is based on the "base" value of the Company's securities at the date of recruitment (AS$0.07) and in the opinion of the Committee represents a stretching target that is aligned with shareholder interests. The CEO Options that vest may be exercised in the volumes and at the "strike price" set out in the table below: -

Year	**% vesting**	**One-Time Appointment Shares and strike price**	**One-Time Appointment Shares and strike price**
2 (options vesting and exercisable in March 2026)	40%	4 million shares at AS$0.10	8 million shares at AS$0.17
3 (vesting and exercisable in March 2027)	20%	2 million shares at AS$0.10	4 million shares at AS$0.17
4 (vesting and exercisable [in March 2028])	20%	2 million shares at AS$0.10	4 million shares at AS$0.17
5 (vesting and exercisable in March 2029)	20%	2 million shares at AS$0.10	4 million shares at AS$0.17

Once the Options have vested and become exercisable, the "strike price" shown above is the price that would be payable by Laura O'Riordan for the relevant shares if she chooses to exercise. All CEO Options will have an expiry date of 31 December 2031, following which, if not exercised, they will lapse.

The CEO Options are otherwise to be granted subject to the Rules of the LTIP, the key terms of which are set out in Attachment A to this Explanatory Memorandum.

If Securityholders do not approve this Resolution, the proposed grant of CEO Options to Laura O'Riordan cannot proceed, and the Board will need to consider alternative remuneration arrangements. The Board considers that the above awards recognise the interests of Securityholders and align the CEO incentive with those interests at a level where the reward is meaningful. It is important for Doctor Care Anywhere to offer incentives to its executives that are in line with market practice so that it can drive executive performance, attract and retain the right talent and align Laura O'Riordan's interests with those of Securityholders.

Technical information for the purposes of the ASX Listing Rules is provided as follows:

ASX Listing Rule 10.15 contains requirements as to the contents of a Notice sent to Securityholders for the purposes of ASX Listing Rule 10.14 and the relevant information is included in this Explanatory Memorandum for that purpose:

- Laura O'Riordan is the Chief Executive Officer and Managing Director of Doctor Care Anywhere. As Ms O'Riordan is a Director, Securityholder approval for her to acquire securities under an employee incentive scheme is required in accordance with ASX Listing Rule 10.14.1.

- The Company has not previously issued any securities to Laura O'Riordan under the LTIP.
- Ms O'Riordan's total remuneration package for FY2025 comprises:
    - a base salary of GBP 220,000 (equal to AS$439,452 as at the appointment date of 6 January 2025);
    - employer pension contribution of 3% of base salary
    - access to private medical insurance (taxable value £785 p.a., equal to AS$1,568 as at the appointment date)
    - Annual bonus opportunity of up to 100% of base salary, where target pays out at 80% of base salary.

  Further information regarding the remuneration of Ms O'Riordan is set out in the Company's Remuneration Report which forms part of the 2024 Annual Report.
- If Resolution 6 is passed, the CEO Options are expected to be granted by the Company shortly after the date of the Meeting (and will in any event be granted within 3 years of the date of the Meeting), and it is anticipated that all of the proposed CEO Options will be issued on one date.
- A summary of the material terms of the CEO Options is set out further above.
- The Company proposes to issue the CEO Options as part of the overall remuneration package of Ms O'Riordan and there will be a nil cash grant price.
- The Company values the CEO Options at the values set out in the table below using the Black Scholes valuation model. The Company has obtained an independent valuation for the proposed CEO Options.

Description	Option Grant 1	Option Grant 2
Value per Option ($AUD)	0.0301	0.0202
No. of Options (note 1)	10,000,000	20,000,000
Options Value ($AUD)	301,090	404,165
£GBP / $AUD (note 2)	0.4873	0.4873
Options Value (£GBP)	146,721	196,949

Note 1 – assumes 100% of options will vest
Note 2 – Exchange rate (as at the valuation date of 14 March 2025: sourced from S&P Capital IQ)

- No loan is being made by the Company to Ms O'Riordan in relation to the issue or exercise of the CEO Options.
- Details of any securities issued under the Company's LTIP will be published in the Annual Report relating to the period in which they were issued, including a statement that approval was obtained under Listing Rule 10.14.
- If any additional persons covered by Listing Rule 10.14 who become entitled to participate in an issue of securities under the LTIP after the resolution is approved and who were not named in this Notice of Meeting will not participate until approval is obtained under that Rule.

The Directors (Laura O'Riordan abstaining) support the approval of the grant of the CEO Options to Laura O'Riordan and recommend Securityholders vote in favour of this Resolution.

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

Attachment A – LTIP

The LTIP has the following key terms:

Term	Description
Date of initial approval	2 December 2020
Date of last approval	29 April 2024
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) (**Option**).
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	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. 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. 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.
Change of control	If there is a change in control of the Company (e.g. where an offer for all of the Shares / CDIs has been accepted or a sale agreement is agreed resulting in a change of control), the Option holder has the right to exercise all of their vested Options plus 50% of their 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): • the expiry date (10th anniversary of date of grant); • the transfer of an Option; • where an Option holder becomes bankrupt; or • where an Option holder ceases to be an employee of the Company (see "Cessation of Employment" commentary above).
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.

Glossary

AGM means this Meeting.

Annual Report or **2024 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 2024.

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 Corporate Governance Principles means the Corporate Governance Principles and Recommendations (4th edition) published by the ASX Corporate Governance Council in February 2019.

ASX Listing Rules mean the Listing Rules of ASX.

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 2024.

Board or **Board of Directors** means the current board of directors of the Company.

CDI means a CHESS Depositary Interest over an ordinary share in the capital of the Company.

CDI Holder means a registered holder of a CDI.

CDI Voting Instruction Form means the voting instruction form accompanying this Notice of Meeting.

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

CEO Options means the Options proposed to be issued to Laura O'Riordan in accordance with Resolution 6.

Chair means the chair of the Meeting.

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

Company means Doctor Care Anywhere Group Plc ARBN 645 163 873.

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 and last approved by Securityholders on 29 April 2024.

Directors means the current directors of the Company.

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

HIN means Holder Identification Number.

LTIP means the Long-Term Incentive Plan adopted on 2 December 2020 and last approved by Securityholders on 29 April 2024.

Meeting means the 2025 Annual General Meeting of the Company to be held on Wednesday 30 April 2025 at 17:00 AEST (being Wednesday 30 April 2025 at 08:00 (BST)).

Notice or **Notice of Meeting** means this notice of meeting including the Explanatory Memorandum, the Proxy Form and the CDI Voting Instruction Form.

Proxy Form means the proxy form accompanying this Notice of Meeting.

Remuneration Report means the renumeration report of the Company contained in the Directors' Report.

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.

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

YOUR VOTE IS IMPORTANT

For your vote to be effective it must be received by **17:00 (AEST) or 08:00 (BST) Thursday, 24 April 2025.**

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 24 April 2025 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:

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: XXXXX

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.

☐ **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.

CDI Voting Instruction Form

Please mark ☒ to indicate your directions

STEP 1 CHESS Depositary Nominees Pty Ltd will vote as directed

Voting Instructions to CHESS Depositary Nominees Pty Ltd

I/We being a holder of CHESS Depositary Interests of Doctor Care Anywhere Group PLC hereby direct CHESS Depositary Nominees Pty Ltd to vote the shares underlying my/our holding at the Annual General Meeting of Doctor Care Anywhere Group PLC to be held at the Offices of Crowe LLP, 55 Ludgate Hill, London EC4M 7JW and virtually on Wednesday, 30 April 2025, 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 CHESS Depositary 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 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	Re-appointment of Crowe LLP as Auditors	☐	☐	☐
2	Election of Matthew Addison as Director	☐	☐	☐
3	Election of Professor Samit Shah as Director	☐	☐	☐
4	Re-election of John Stier as Director	☐	☐	☐
5	Approval of the Remuneration Report	☐	☐	☐
6	Grant of one-off options to Director under Company Share Option schemes	☐	☐	☐

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** / /

Doctor Care Anywhere Group PLC
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Doctor Care Anywhere Group PLC Annual General Meeting

The Doctor Care Anywhere Group PLC Annual General Meeting will be held on Wednesday, 30 April 2025 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 and use the below information:

Control Number: xxxxx

For your vote to be effective it must be received by 17:00 (AEST) or 08:00 (BST) Thursday, 24 April 2025.

ATTENDING THE MEETING VIRTUALLY

To watch the webcast and ask questions on the day of the meeting, please visit:
https://meetnow.global/MT6Z7MP

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 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.