



Code of Conduct

Doctor Care Anywhere Group PLC

Adopted by the Board on 16th October 2020

Code of Conduct

This Code supports the statement of values of Doctor Care Anywhere Group PLC and its subsidiaries (**Doctor Care Anywhere** or **Company**) and is a guide of the expected behaviours from all Colleagues (defined below) to act in accordance with Doctor Care Anywhere's values and in the best interest of Doctor Care Anywhere.

1 Introduction

- (a) This code of conduct, which has the full endorsement of the board of directors (**Board**) of Doctor Care Anywhere Group PLC (**Company**), sets out the way the Company and its subsidiaries (collectively, **Doctor Care Anywhere**) conducts business (**Code**). Doctor Care Anywhere will carry on business honestly and fairly, acting only in ways that reflect well on Doctor Care Anywhere in strict compliance with all laws and regulations.
 - (b) The purpose of this Code is to guide the behaviour of everyone in Doctor Care Anywhere (including all employees, contractors, consultants, managers and the Board, including temporary employees, contractors and directors of Doctor Care Anywhere) (collectively, **Colleagues**) by clearly stating Doctor Care Anywhere's firm commitment to behaving honestly and fairly.
 - (c) All Colleagues are required to understand and comply with their obligations under this Code.
 - (d) If Colleagues are not sure that a proposed action is appropriate, they should ask their manager or a member of the People Team (**People Team**) for guidance before acting.
 - (e) The Code of Conduct is available in the 'Corporate' section of Doctor Care Anywhere's website (www.doctorcareanywhere.com).
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2 Employee's responsibilities

- (a) Each Colleague is responsible for complying with this Code both in detail and in spirit. Everyone must:
 - (i) act in accordance with Doctor Care Anywhere's values and the best interests of Doctor Care Anywhere;
 - (ii) act with integrity – being honest, ethical, fair and trustworthy in all business dealings and relationships;
 - (iii) comply with all laws and regulations that apply to Doctor Care Anywhere and its operations and avoid any illegal or unethical activity;
 - (iv) act ethically and responsibly;
 - (v) avoid conflicts between Doctor Care Anywhere's interests and personal interests;
 - (vi) treat fellow staff members with respect and not engage in bullying, harassment, discrimination or other forms of detrimental conduct;
 - (vii) deal with customers and suppliers fairly;

- (viii) protect Doctor Care Anywhere's business assets;
 - (ix) not take advantage of the property or information of Doctor Care Anywhere or its customers for personal gain or to cause detriment to Doctor Care Anywhere or its customers;
 - (x) not take advantage of their position or the opportunities arising therefrom for personal gain; and
 - (xi) report breaches of this Code to an appropriate person in Doctor Care Anywhere as set out in section 18 of the Code.
- (b) It is the responsibility of all of Doctor Care Anywhere's people, including managers and other leaders, to ensure ethical conduct is recognised and valued throughout Doctor Care Anywhere.

3 Responsibility and accountability of the Board and Managers

The Board is responsible for the contents of the Code and its periodic updating. The Chief Executive Officer and managers at all levels of Doctor Care Anywhere are responsible for ensuring that all Colleagues understand and follow this Code.

4 Consultants' responsibilities

Individuals or organisations contracting to, consulting for, or representing Doctor Care Anywhere, or both, must comply with this Code in the same way as Doctor Care Anywhere employees. Doctor Care Anywhere Colleagues who engage contractors or consultants should ensure that they are provided with a copy of relevant Doctor Care Anywhere policies, including this Code.

5 Compliance with law

- (a) Doctor Care Anywhere will only conduct business by lawful and ethical means. Legal responsibilities change and Colleagues at all levels must keep themselves informed and comply with all legal responsibilities.
- (b) Depending on their individual responsibilities, Colleagues must be familiar with corporate, competition and consumer, taxation, employment, work health and safety, equal opportunity and discrimination, privacy and environmental laws and regulations as well any of Doctor Care Anywhere's internal policies in relation to such matters.
- (c) All Colleagues have an obligation to understand and work within these requirements. If Colleagues do not understand their responsibilities and Doctor Care Anywhere's obligations, they must seek guidance from their manager or a member of the People Team.

6 Avoiding conflicts of interest

- (a) Colleagues must avoid any situations involving divided loyalty or a conflict between their personal interests and those of Doctor Care Anywhere. Colleagues faced with conflicting interests must report it to their manager or a member of the People Team.

- (b) In particular, Colleagues:
- (i) and any organisation in which they or their family have a significant interest must not compete with, or have business dealings with Doctor Care Anywhere;
 - (ii) must not work or consult for, or have any other key role in, an outside business organisation which has dealings with Doctor Care Anywhere or is a competitor of Doctor Care Anywhere;
 - (iii) must not enter into any arrangement or participate in any activity that conflicts with Doctor Care Anywhere's best interests or is likely to negatively affect Doctor Care Anywhere's reputation;
 - (iv) must not use Doctor Care Anywhere's assets for any purpose other than for Doctor Care Anywhere's business purposes or interests;
 - (v) must not make improper use of their employment with Doctor Care Anywhere, their position or role in Doctor Care Anywhere, or information obtained because of their position, to gain an advantage for themselves or anyone else, to Doctor Care Anywhere's detriment; and
 - (vi) must not buy or sell shares in Doctor Care Anywhere or any other companies at any time when they are aware of price sensitive information about Doctor Care Anywhere, which has not been disclosed to the Australian Securities Exchange (**ASX**). All Colleagues must read and follow Doctor Care Anywhere's Securities Trading Policy.
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7 Potential takeovers, acquisitions or other “change of control” transactions involving Doctor Care Anywhere

- (a) Colleagues must be particularly careful to avoid conflicts of interest and the improper disclosure of confidential information in the case of an approach by a third party (“potential bidder”) in relation to the proposed acquisition of the shares in, or any of the businesses of, Doctor Care Anywhere. Such an approach might be made informally (for example by enquiry or overture) and/or through an intermediary or advisor to the potential bidder and may involve discussions about the employee's potential role in a future merged group.
- (b) The Board must be immediately informed of any approach (no matter what the form of the approach) and will establish protocols for Doctor Care Anywhere's response to the approach.
- (c) Any Colleague who is approached (even informally) by or on behalf of a potential bidder must:
 - (i) immediately notify his or her manager or a member of the People Team of the approach, including the details of any inducement or incentive offered to that colleague or any other colleague;
 - (ii) cease communications with the potential bidder until communication protocols are established and then only if so authorised under those protocols;

- (iii) not provide any corporate information to anyone without the express approval of the Board or the Board's representative and then only on terms approved by the Board; and
- (iv) ensure that the approach is not discussed with customers, suppliers or other Colleagues unless specifically authorised by the Board and then only on terms approved by the Board (which must take into account Doctor Care Anywhere's continuous disclosure obligations, amongst other things).

8 Outside memberships, directorships, employment and public office

- (a) Doctor Care Anywhere supports involvement of its colleagues in community activities and professional organisations. However, outside employment or activity must not conflict with a Colleague's ability to properly perform their work for Doctor Care Anywhere, nor create a conflict (or the appearance of a conflict) of interest.
- (b) Before accepting outside employment or a position on the board of directors of another company or non-profit organisation, you must carefully evaluate whether the position could cause, or appear to cause, a conflict of interest. If there is any question, consult your manager or a member of the People Team.
- (c) You must obtain prior written consent from your manager or the Chief People Officer where the proposed employment or position relates to an outside organisation that has or seeks to have a business relationship with Doctor Care Anywhere company or competes with services provided by Doctor Care Anywhere.
- (d) You may accept public office or serve on a public body in your individual private capacity, but not as a representative of Doctor Care Anywhere. If such public office would require time away from work, you must comply with Doctor Care Anywhere's policies regarding leave of absence and absenteeism.

9 Protection and proper use of Doctor Care Anywhere's assets

- (a) All Colleagues must use their best efforts to protect Doctor Care Anywhere's assets and other resources including equipment, and other valuable property including confidential information and intellectual property such as trademarks, registered designs and copyrighted material, from loss, theft and unauthorised use.
- (b) The use of Doctor Care Anywhere time, materials, or facilities for purposes not directly related to company business, or the removal or borrowing of company property without permission is prohibited. Incidental personal use of such company resources as computers, phones, faxes, copiers and internet access is permitted in accordance with Doctor Care Anywhere's IT policies, but Colleagues must ensure that Doctor Care Anywhere's interests are not harmed.

10 Protecting confidential information

- (a) Information that Doctor Care Anywhere considers private and that is not generally available outside Doctor Care Anywhere, which may include information of third parties to which Doctor Care Anywhere has access (**Confidential Information**) and information that Doctor Care Anywhere owns, develops, pays to have

developed or to which it has an exclusive right (**Proprietary Information**) must be treated by Doctor Care Anywhere employees as follows:

- (i) Colleagues must ensure that they do not disclose any Confidential Information or Proprietary Information to any third party or other Employee who does not have a valid business reason for receiving that information, unless:
 - (A) allowed or required under relevant laws or regulation; or
 - (B) agreed by the person or organisation whose information it is; and
- (ii) if Confidential Information or Proprietary Information is required to be provided to third parties or other Colleagues for valid business purposes, Colleagues must:
 - (A) take adequate precautions to seek to ensure that information is only used for those purposes for which it is provided and it is not misused or disseminated to Doctor Care Anywhere's detriment; and
 - (B) take steps to ensure that the information is returned or destroyed when the purpose is complete.
- (b) These obligations continue to apply to Colleagues after their employment or engagement ceases.
- (c) If you are unsure whether information is of a confidential or proprietary nature, seek advice from your manager or a member of the People Team before disclosure.

11 Control of information

- (a) Colleagues must:
 - (i) return all Doctor Care Anywhere property including any documents or confidential information, on termination or on the request of Doctor Care Anywhere or its representative; and
 - (ii) if requested by Doctor Care Anywhere or its representative, destroy or delete any confidential information stored in electronic, magnetic or optical form so that it cannot be retrieved or reconstructed.
- (b) Colleagues must not make improper disclosure, including inadvertent or careless disclosure, of business strategies and plans, special methods of operation and other information that is confidential to or of competitive value to Doctor Care Anywhere.

12 Public communications and disclosures

- (a) Media statements, responses to questions from any journalist, investor, stockbroker or financial analyst and official announcements may only be made by persons authorised in accordance with the Disclosure Policy. If you receive a request for information and you are not authorised to respond to the enquiry, refer the request to the appropriate person. Unless the Chief Executive Officer has given prior written consent, Colleagues and associated parties must not participate in public forum communications or discussions (including internet-based forums

and social media) where the subject matter is related to Doctor Care Anywhere, its competitors or any industry in which Doctor Care Anywhere operates.

- (b) Doctor Care Anywhere has adopted the Disclosure Policy as a means of ensuring compliance with its disclosure and communication obligations under the *Corporations Act 2001* (Cth) and the ASX Listing Rules. The aim of Doctor Care Anywhere's Disclosure Policy is to keep the market fully informed of information that may have a material effect on the price or value of Doctor Care Anywhere's securities, and to correct any material mistake or misinformation in the market.
- (c) Colleagues should ensure that they are aware of the requirements of the Disclosure Policy and, if it applies to them, they must act in accordance with the policy.

13 Gifts, gratuities and entertainment

- (a) Doctor Care Anywhere does not permit or tolerate giving or taking bribes, kickbacks or gratuities or any other payments or promises for favourable treatment or as an inducement for doing business. However, Doctor Care Anywhere allows the acceptance of token gifts and entertainment provided they are appropriate to the intended business purpose and consistent with local business practice and laws.
- (b) Colleagues should not seek to gain special advantage for Doctor Care Anywhere or themselves through the use of business gifts, favours or entertainment, if it could create even the appearance of impropriety. Business entertainment should be moderately scaled and clearly for business purposes. Gifts and entertainment should not be offered to a customer or supplier whose organisation does not allow this.
- (c) Colleagues may accept or give gifts, favours, or entertainment only if permitted to do so by Doctor Care Anywhere's Anti-Bribery and Corruption Policy which outlines Doctor Care Anywhere's policies relating to gifts, favours and entertainment.
- (d) If Colleagues have any doubts about whether a gift or benefit complies with this Code or Doctor Care Anywhere's Anti-Bribery and Corruption Policy, they should promptly discuss it with their manager or a member of the People Team.

14 Integrity in financial reporting

- (a) Doctor Care Anywhere is committed to providing accurate, timely and clearly understandable disclosures in reports on its results to shareholders, the Australian Securities Exchange, Australian Securities and Investments Commission and other regulators.
- (b) Colleagues responsible for the preparation of such reports are responsible for the integrity of the information contained in, or which forms the basis, such reports and are expected to exercise the highest standard of care in preparing materials for public communications.
- (c) Those reports and communications should:
 - (i) comply with all applicable legal requirements and accounting standards;

- (ii) fairly and accurately reflect the transactions or occurrences to which they relate;
 - (iii) not contain any false or intentionally misleading information, nor intentionally misclassify information; and
 - (iv) be in reasonable detail and recorded in the proper account and in the proper accounting period.
- (d) All material financial information and disclosure must be accurately represented in Doctor Care Anywhere's accounts. No information may be concealed by Employees from either Doctor Care Anywhere's internal or external auditors. No Employee may take any action to influence, coerce, manipulate or mislead Doctor Care Anywhere's external auditors in order to produce misleading financial statements.

15 Responsibility to individuals

- (a) Doctor Care Anywhere is committed to the fair and equal treatment of all its Colleagues and abides by the employment laws of the countries in which it operates. Employees and candidates for employment or engagement shall be judged on the basis of their behaviour and qualifications to carry out their job without regard to race, gender, religion, sexual orientation, disability, age, marital status or political belief or any other aspect protected by law.
- (b) Doctor Care Anywhere does not tolerate discrimination, including sexual, physical or verbal harassment or other demeaning behaviour against any individual or group of people.
- (c) Doctor Care Anywhere does not tolerate bullying, violence or threats of violence.
- (d) Colleagues are required to adhere to any Doctor Care Anywhere policies relating to the treatment of others.

16 Acting responsibly with customers, suppliers, competitors and others

- (a) Colleagues dealing with customers, suppliers, partners, competitors and other third parties must engage with such persons fairly, ethically, honestly and respectfully and in compliance with applicable laws and Doctor Care Anywhere policies. In particular:
 - (i) Colleagues must be fair, honest and open in all business dealings;
 - (ii) Colleagues must not misrepresent Doctor Care Anywhere products, services or prices and must not make false claims about those of Doctor Care Anywhere's competitors;
 - (iii) purchasing decisions must be based on such commercially competitive factors as quality, price, reputation and reliability and a supplier's level of service; and
 - (iv) Colleagues must respect confidential information that is obtained through the business relationships.

- (b) If another Colleagues or outside party suggests acting in a manner contrary to the above, this must be immediately reported to your manager or a member of the People Team.

17 Legal actions

- (a) Any actual, proposed or potential legal action against Doctor Care Anywhere or Colleagues must be notified to your manager a member of the People Team as soon as becoming aware of such an action.
- (b) Any actual, proposed or potential legal action by Doctor Care Anywhere or Colleagues on behalf of Doctor Care Anywhere against another party must be approved in advance by the Chief Executive Officer.

18 Reporting non-compliance with this Code

- (a) Any Colleague who knows or suspects on reasonable grounds a breach of this Code either has occurred, is occurring or might occur should report that information to:
 - (i) a member of the Doctor Care Anywhere Leadership Team; or
 - (ii) the Chief People Officer; or
 - (iii) a member of Doctor Care Anywhere Disclosure Committee established under Doctor Care Anywhere's Disclosure Policy; or
 - (iv) a Whistleblower Protection Officer in accordance with Doctor Care Anywhere's Whistleblower Protection Policy,
- (b) Such reports will be treated confidentially to the extent possible consistent with Doctor Care Anywhere's obligation to deal with the matter openly and according to applicable laws.
- (c) No Colleague will be subject to retaliation or victimisation for reporting a possible violation of this Code and may be protected under Doctor Care Anywhere's Whistleblower Protection Policy.
- (d) Where appropriate, the Board will be informed of material breaches of this code.

19 Consequences for non-compliance with this Code

Adherence to this Code and Doctor Care Anywhere's policies is a condition of employment or engagement at Doctor Care Anywhere. Breaches of the Code may be subject to disciplinary action including termination of employment or engagement, if appropriate.

20 Reviews and changes to this Code

- (a) The Board, in conjunction with the Audit and Risk Management Committee, will review this Code periodically to ensure that it is operating effectively and whether any changes are required.
- (b) The Board may change this Code from time to time by resolution.