



---

# **Disclosure Policy**

Doctor Care Anywhere Group PLC

Adopted by the Board on 16<sup>th</sup> October 2020

---

## Disclosure Policy

### 1 Introduction

- (a) Under continuous disclosure laws, Doctor Care Anywhere Group PLC (**Doctor Care Anywhere** or **Company**) must immediately notify the Australian Securities Exchange (**ASX**) of materially price sensitive information (unless an exception applies). ASX requires that the share market is kept continuously informed of such information.
- (b) Failure to notify ASX can be a serious criminal offence, exposing Doctor Care Anywhere, its managers and directors to imprisonment, fines and damages.
- (c) For the purposes of this policy, “**Doctor Care Anywhere Person**” has the meaning given to it in Doctor Care Anywhere’s Securities Trading Policy.

---

### 2 Continuous disclosure principle

- (a) ASX listing rule (**LR**) 3.1 requires Doctor Care Anywhere to immediately notify ASX if it has, or becomes aware of, any information concerning Doctor Care Anywhere that a reasonable person would expect to have a material effect on the price or value of Doctor Care Anywhere’s securities were that information to be generally available. This is known as the continuous disclosure obligation. Doctor Care Anywhere is also required by section 674 of the *Corporations Act 2001* (Cth) to comply with this obligation. In this context, ASX has confirmed in Guidance Note 8 that “immediately” means “promptly and without delay”.
- (b) LR 15.7 requires that Doctor Care Anywhere must not release information that is for release to the market to any person until it has given the information to ASX and has received acknowledgment that ASX has released the information to the market.
- (c) The continuous disclosure obligation does not apply if the exception to the obligation outlined in section 3 of this policy applies.
- (d) Any material price sensitive information must be disclosed to ASX in accordance with this policy. All disclosures must be accurate, balanced and expressed in a clear and objective manner that allows investors to assess the impact of the information when making investment decisions.

This policy is available in the ‘Corporate’ section of the Company’s website.

---

### 3 Exception to the continuous disclosure principle

#### 3.1 Availability of the exception

- (a) Disclosure under LR 3.1 is not required if each of the following is satisfied in relation to the information:
  - (i) the information is confidential and ASX has not formed the view that the information has ceased to be confidential; and
  - (ii) one or more of the following applies:
    - (A) it would be a breach of a law to disclose the information;
    - (B) the information concerns an incomplete proposal or negotiation;

- (C) the information comprises matters of supposition or is insufficiently definite to warrant disclosure;
  - (D) the information is generated for the internal management purposes of Doctor Care Anywhere; or
  - (E) the information is a trade secret; and
- (iii) a reasonable person would not expect the information to be disclosed.
- (b) All three elements set out above must be satisfied before the exception to the continuous disclosure obligation applies. Should any of these elements no longer be satisfied, Doctor Care Anywhere must immediately disclose the information to ASX in accordance with this policy.

### 3.2 A false market may cause the exception to be lost

- (a) LR 3.1B provides that if ASX considers that there is, or is likely to be, a false market in Doctor Care Anywhere's securities, and requests information from Doctor Care Anywhere to correct or prevent the false market, Doctor Care Anywhere must give ASX the information needed to correct or prevent the false market.

---

## 4 Disclosure Committee

- (a) Doctor Care Anywhere's board of directors (**Board**) has established a disclosure committee (**Committee**) comprising of:
- (i) The Chair of the Board;
  - (ii) Doctor Care Anywhere's Chief Executive Officer;
  - (iii) Doctor Care Anywhere's Chief Financial Officer; and
  - (iv) Doctor Care Anywhere's Company Secretary (who, for administrative convenience only, is primarily responsible for overseeing and coordinating all communication with ASX, investors, analysts, brokers, the media and the public) (**Disclosure Officer**).
- (b) Except in relation to Reserved Announcements (as described in paragraph (c) below, the Committee's responsibilities include:
- (i) determining what information will be disclosed by Doctor Care Anywhere to ASX;
  - (ii) implementing procedures to ensure that, if required:
    - (A) disclosures to ASX can be made immediately; and
    - (B) trading halt requests can be lodged with ASX immediately;
  - (iii) preparing (or overseeing the preparation of) external announcements (other than categories of routine announcements that the Committee determines may be prepared and released without its prior review, if any);

- (iv) verifying the integrity of “periodic corporate reports”<sup>1</sup> released to the market that are not otherwise audited or audit reviewed, and ensuring a description of the process undertaken to verify the integrity of the report is included in each report, or in the annual report, or published on Doctor Care Anywhere’s website;
  - (v) reviewing and approving proposed external announcements for release to ASX, or, if (f) applies, referring to the Board for approval; and
  - (vi) providing the Board with copies of all material market announcements promptly after they have been made.
- (c) As the Board has ultimate accountability for the company’s compliance with its continuous disclosure obligations, announcements regarding the following matters are ‘Reserved Announcements’ that require Board review and where appropriate, approval:
- (i) Half or Full Year Results, Annual Reports and Quarterly Sales Releases; and
  - (ii) Major financial decisions (including dividends, capital management and trading updates); and
  - (iii) Major transactions or corporate events that contain market sensitive information; and
  - (iv) Applications for voluntary suspension or a trading halt of DOC shares.
- (d) The Committee must consult with the Board, Chief Executive Officer, Leadership Team and external advisers as it considers necessary, including where there is doubt as to whether certain information should be disclosed.
- (e) Following a meeting of the Committee, and prior to disclosure where practicable, the chair of the Committee will consult with the Independent Chairman of the Audit & Risk Management Committee about the Committee’s deliberations.
- (f) If the Chief Executive Officer, the Committee or the Chairman of the Audit & Risk Management Committee considers that an announcement is of such a nature that it ought to be reviewed and approved by the Board or the Board has directed that the nature of such an announcement requires Board approval, then the company secretary must:
- (i) take all steps necessary to convene a Board meeting as soon as practicable to consider and approve the announcement; and
  - (ii) take such other steps as the Committee determines are necessary to comply with Doctor Care Anywhere’s continuous disclosure obligations, including, if necessary, liaising with ASX to request a trading halt or suspension from trading until the Board is able to meet.
- (g) A quorum of the Committee is two members. If a quorum cannot be formed from the Committee members listed in paragraph 4(a), the following will be added as members of the Committee (in the order specified), until a quorum can be formed:
- (i) the chair of the Audit and Risk Management Committee;

---

<sup>1</sup> “Periodic corporate reports” are defined in the *Corporate Governance Principle and Recommendation (4<sup>th</sup> edition)* as the annual directors’ report, annual and half yearly financial statements, quarterly activity report, quarterly cash flow report, integrated report sustainability report or similar period report prepared for the benefit of investors.

- (ii) the chair of the Remuneration and Nomination Committee; and
  - (iii) any other director of the Company.
- (h) Where a continuous disclosure obligation arises, disclosure should not be delayed to accommodate the availability of members of the Committee or, if applicable, the Board. If either the Committee (or, in the case of announcements to be approved by the Board, the Board) is unavailable to make a disclosure decision, the Disclosure Officer must take such other steps as he or she determines is necessary to comply with Doctor Care Anywhere's continuous disclosure obligations, including, if necessary, liaising with ASX to request a trading halt or suspension from trading until the Committee or the Board is able to meet.

---

## 5 Reporting obligations and safeguarding confidentiality

- (a) The Disclosure Officer is responsible for ensuring that all Board decisions that must be disclosed to ASX are dealt with by an appropriate company announcement and that any routine announcement is also accurate, balanced and expressed in a clear and objective manner.
- (b) All Doctor Care Anywhere Persons are required ensure a member of the Committee is immediately advised of any information that they believe may be price sensitive or any issues which could develop into price sensitive information. If a Doctor Care Anywhere Person has doubt as to whether information concerning Doctor Care Anywhere is price sensitive, the Doctor Care Anywhere Person must ensure that information is reported to a member of the Committee. He or she must not disclose that information to anyone outside Doctor Care Anywhere before ASX is notified.
- (c) If any Doctor Care Anywhere Person becomes aware that:
  - (i) there may have been inadvertent disclosure of material price sensitive information (which has not yet been disclosed to ASX) during any communication with external parties; or
  - (ii) confidential Doctor Care Anywhere information may have been leaked (whatever its source),

he or she should ensure a member of the Committee is immediately notified. The Committee will determine the appropriate next steps.

---

## 6 Disclosure

- (a) If the Committee or Board (as applicable) approves the disclosure of information, the Disclosure Officer must immediately lodge that information with ASX in the manner prescribed by ASX Listing Rules.
- (b) Doctor Care Anywhere must not release information that is for release to the market to any person until it has given the information to ASX and has received acknowledgment that ASX has released the information to the market.
- (c) This policy and all information disclosed to ASX in compliance with this policy will be promptly posted on Doctor Care Anywhere's corporate website following receipt of such an acknowledgement from ASX and verification by the Disclosure Officer.

---

## 7 Trading halts

- (a) In exceptional circumstances, it may be necessary for Doctor Care Anywhere to request a trading halt to maintain fair, orderly and informed trading in Doctor Care Anywhere's securities and to manage disclosure issues (for example, if confidential price sensitive information is prematurely or inadvertently disclosed and an immediate release cannot be made).
- (b) Subject to the Board's direction, the Committee is responsible for making recommendations in relation to trading halts. Unless otherwise provided in section 4(h) above, only the Disclosure Officer is authorised to request a trading halt and only in accordance with a decision by the Disclosure Committee or Board (as applicable).

---

## 8 False markets

- (a) In the event that the Board or any member of the Committee is aware that Doctor Care Anywhere is relying on an exception to its continuous disclosure obligations, they must notify each other member of the Committee and the Committee must request the Disclosure Officer (or such other person as the Committee thinks fit) to monitor:
  - (i) the market price of Doctor Care Anywhere's securities;
  - (ii) major national and local newspapers;
  - (iii) if Doctor Care Anywhere (or any advisors of Doctor Care Anywhere working on the particular transaction) has access to them, major news wire services such as Reuters and Bloomberg;
  - (iv) any investor blogs, chat-sites or other social media that Doctor Care Anywhere is aware of that regularly post comments about Doctor Care Anywhere; and
  - (v) enquiries from analysts or journalists,for signs that the information to be covered in a potential announcement may have leaked and, if it detects any such signs, to initiate discussions with ASX as soon as practicable.
- (b) Doctor Care Anywhere's general policy is to respond to market rumours or speculation by stating that "Doctor Care Anywhere Group PLC does not respond to market rumours or speculation". However, if Doctor Care Anywhere Group PLC receives a request from ASX for information to correct or prevent a false market, the Disclosure Officer must (in consultation with the Committee and external advisers, if necessary) immediately provide that information to ASX.

---

## 9 Briefing investors, analysts and the media

- (a) Doctor Care Anywhere Persons must ensure that they do not communicate material that a reasonable person would expect would have a material effect on the entity's securities to an external party except where that information has previously been released publicly through ASX.
- (b) Ahead of any new and substantive investor or analyst presentation, a copy of the presentation materials must be released to ASX (even if the information in the presentation would not otherwise require market disclosure).

- (c) If any Doctor Care Anywhere Person participating in a briefing considers that a matter has been raised that might constitute a previously undisclosed material price or value sensitive matter, they must immediately refer the matter to a member of the Committee.
- (d) The only Doctor Care Anywhere Persons authorised to speak on behalf of Doctor Care Anywhere to investors, potential investors, analysts or the media are:
  - (i) the Chair of the Board;
  - (ii) the Chief Executive Officer; or
  - (iii) such other Doctor Care Anywhere Persons approved by the chair of the Board, or the Chief Executive Officer.
- (e) Authorised spokespersons should clarify information that Doctor Care Anywhere has released publicly through ASX but must not comment on material price or value sensitive issues that have not been disclosed to the market generally.
- (f) If a question is asked in a briefing which can only be answered by disclosing material price sensitive information which has not been publicly released, the relevant Doctor Care Anywhere Person must decline to answer the question or take the question on notice.
- (g) Generally, Doctor Care Anywhere may respond to requests for background information but will not hold meetings or briefings with individual or institutional investors, analysts or media representatives in relation to financial information, unless the Chief Executive Officer decides that it is appropriate for the Company to do so and the meeting or briefing will be the subject of a specific announcement to the market through ASX. Only the Chief Executive Officer or Chief Financial Officer may respond to questions from the financial community during blackout periods.
- (h) All briefing and presentation materials which contain previously undisclosed information will be disclosed to the market through ASX and placed on Doctor Care Anywhere's website.
- (i) Doctor Care Anywhere's Securities Trading Policy also imposes restrictions on certain personnel dealing in the company's securities during specified periods to help ensure that Doctor Care Anywhere does not inadvertently disclose price sensitive information.

---

## 10 Earnings expectations and forecasts

- (a) Comments on expected earnings are confined to Doctor Care Anywhere's annual and half year financial reports and quarterly reporting and forecasts in a bidder's statement or prospectus. Any material change in a disclosed earnings expectation must be immediately announced to ASX before being communicated to anyone outside Doctor Care Anywhere.
- (b) The Chief Financial Officer is responsible for monitoring analyst reports and consensus broker forecasts for Doctor Care Anywhere to determine whether to raise with the Committee and the Board whether an announcement to ASX may be necessary to correct factual inaccuracies or historical matters. If the Chief Financial Officer becomes aware of any such inaccuracies or a material divergence between an analyst's or consensus forecast and Doctor Care Anywhere's own forecasts or earnings expectations, he or she shall liaise with the Committee so that the necessity for an announcement to ASX and/or trading halt can be considered.

- (c) Any correction of factual inaccuracies by Doctor Care Anywhere does not imply an endorsement of the content of the report or forecast.
- 

## **11 Breach of policy**

Doctor Care Anywhere regards its continuous disclosure obligations as very important. Breach of this policy may lead to disciplinary action being taken against the employee, including dismissal in serious cases.

---

## **12 Review and changes to this policy**

- (a) The Committee will review this policy annually or as often as it considers necessary to check it is operating effectively and consider whether changes are required.
- (b) The Board may change this policy (including the responsibilities of the Committee) from time to time by resolution.