

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

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**SCHEDULE 14A  
Proxy Statement Pursuant to Section 14(a) of the  
Securities Exchange Act of 1934  
(Amendment No. )**

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Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
  - Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))
  - Definitive Proxy Statement
  - Definitive Additional Materials
  - Soliciting Material under §240.14a-12
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**DocGo Inc.**

(Name of Registrant as Specified in Its Charter)

**(Name of Person(s) Filing Proxy Statement, if Other Than the Registrant)**

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Payment of Filing Fee (Check all boxes that apply):

- No fee required.
  - Fee paid previously with preliminary materials.
  - Fee computed on table in exhibit required by Item 25(b) per Exchange Act Rules 14a-6(i)(1) and 0-11.
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35 West 35th Street, Floor 6, New York, New York 10001

**NOTICE OF THE 2022 ANNUAL MEETING OF STOCKHOLDERS  
TO BE HELD ON JUNE 20, 2022**

To the Stockholders of DocGo Inc.:

DocGo Inc. (the "Company") will hold its 2022 Annual Meeting of Stockholders (the "Annual Meeting") on Monday, June 20, 2022 at 12:00 p.m. Eastern Time. The Annual Meeting will be a virtual meeting conducted exclusively online via live audio webcast at [www.virtualshareholdermeeting.com/DCGO2022](http://www.virtualshareholdermeeting.com/DCGO2022). The Annual Meeting will be held for the following purposes, as more fully described in the accompanying proxy statement (the "Proxy Statement"):

- (1) To elect the three Class I director nominees named in the Proxy Statement to serve until the 2025 Annual Meeting of Stockholders or until their successors are duly elected and qualified;
- (2) To ratify the appointment of Urish Popeck & Co., LLC as the Company's independent registered public accounting firm for the year ending December 31, 2022; and
- (3) To transact any other matters that may properly come before the Annual Meeting or any adjournments or postponements thereof.

The Board of Directors has fixed April 25, 2022 as the record date. Only stockholders of record at the close of business on that date will be entitled to notice of, and to vote at, the Annual Meeting or any adjournment or postponement thereof. As permitted by the U.S. Securities and Exchange Commission ("SEC"), we are providing access to our proxy materials online under the SEC's "notice and access" rules. As a result, unless stockholders previously requested electronic or paper delivery on an ongoing basis, we are mailing to our stockholders a Notice of Internet Availability of Proxy Materials (the "Notice") instead of a paper copy of our Proxy Statement, our Annual Report on Form 10-K and 10-K/A for the fiscal year ended December 31, 2021 (the "Annual Report") and our form of proxy card or voting instruction card (together, the "proxy materials"). The Notice contains instructions on how to access the proxy materials online. The Notice also contains instructions on how stockholders can receive a paper copy of our proxy materials. If you elect to receive a paper copy, our proxy materials will be mailed to you. This distribution process is more resource- and cost-efficient. The Notice is first being mailed, and the proxy materials are first being made available, to our stockholders on or about April 29, 2022.

All stockholders are cordially invited to attend our Annual Meeting, conducted virtually via live audio webcast at [www.virtualshareholdermeeting.com/DCGO2022](http://www.virtualshareholdermeeting.com/DCGO2022). Specifically, to attend the Annual Meeting, vote, submit questions or view the list of stockholders of record during the Annual Meeting, stockholders of record will be required to visit the meeting website listed above and log in using their 16-digit control number included on their proxy card or Notice. Beneficial owners whose Notice or voting instruction form indicates that such beneficial owner may vote shares through the [www.proxyvote.com](http://www.proxyvote.com) website, may access, attend/participate in, and vote at the Annual Meeting with the 16-digit access code indicated on that voting instruction form or Notice. Otherwise, beneficial owners should contact their bank, broker or other nominee (preferably at least five days before the Annual Meeting) and obtain a "legal proxy" in order to be able to attend, participate in or vote at the Annual Meeting. When accessing our Annual Meeting, please allow ample time for online check-in, which will begin at 11:45 a.m. Eastern Time on Monday, June 20, 2022.

In the event of a technical malfunction or other situation that the meeting chair determines may affect the ability of the Annual Meeting to satisfy the requirements for a meeting of stockholders to be held by means of remote communication under the Delaware General Corporation Law, or that otherwise makes it advisable to adjourn the Annual Meeting, the meeting chair or secretary will convene the meeting at 1:00 p.m. Eastern Time on the date specified above and at the Company's address specified above solely for the purpose of adjourning the meeting to reconvene at a date, time and physical or virtual location announced by the meeting chair or secretary. Under either of the foregoing circumstances, we will post information regarding the announcement on the Investors page of the Company's website at <https://ir.docgo.com/>.

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Your vote is important. Whether or not you expect to participate in the virtual Annual Meeting, please vote as promptly as possible in order to ensure your representation at the Annual Meeting. You may vote online or, if you requested printed copies of the proxy materials, by telephone or by using the proxy card or voting instruction form provided with the printed proxy materials.

By Order of the Board of Directors,

/s/ Stan Vashovsky

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Stan Vashovsky  
Chairman and Chief Executive Officer

New York, New York

April 29, 2022

**IMPORTANT NOTICE REGARDING THE AVAILABILITY OF PROXY MATERIALS FOR THE  
ANNUAL MEETING OF STOCKHOLDERS TO BE HELD ON JUNE 20, 2022**

The Notice, the Proxy Statement and the Company's Annual Report are available at [www.proxyvote.com](http://www.proxyvote.com).

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## LEGAL MATTERS

**Forward-Looking Statements.** The Proxy Statement may contain “forward-looking statements” within the meaning of the “safe harbor” provisions of the Private Securities Litigation Reform Act of 1995, which statements are subject to substantial risks and uncertainties and are based on estimates and assumptions. All statements other than statements of historical facts included in the Proxy Statement are forward-looking statements. In some cases, you can identify forward-looking statements by terms such as “may,” “will,” “expect,” “intend,” “plan,” “potential,” “believe,” “seek,” “could,” “estimate,” “judgment,” “targeting,” “should,” “anticipate,” “predict,” “project,” “aim,” “goal,” “outlook,” “guidance,” and similar words, phrases or expressions. These statements involve known and unknown risks, uncertainties and other factors that could cause our actual results to differ materially from the forward-looking statements expressed or implied in the Proxy Statement. Such risks, uncertainties and other factors include those risks described in “Risk Factors” and “Management’s Discussion and Analysis of Financial Condition and Results of Operations” in the Company’s most recent Annual Report on Form 10-K filed with the U.S. Securities and Exchange Commission (“SEC”) and other subsequent documents we file with the SEC. The Company expressly disclaims any obligation to update or alter any statements whether as a result of new information, future events or otherwise, except as required by law.

**Website References.** Website references throughout this document are inactive textual references and provided for convenience only, and the content on the referenced websites is not incorporated herein by reference and does not constitute a part of the Proxy Statement.

**Business Combination and Merger.** As previously disclosed, on November 5, 2021 (the “Closing Date”), DocGo Inc., a Delaware corporation (formerly known as Motion Acquisition Corp. or “Motion”), consummated a business combination (the “Closing”) pursuant to an Agreement and Plan of Merger dated March 8, 2021 (the “Merger Agreement”), by and among Motion Acquisition Corp., a Delaware corporation (“Motion”), Motion Merger Sub Corp., a Delaware corporation and a direct wholly owned subsidiary of Motion (“Merger Sub”), and Ambulnz, Inc., a Delaware corporation (“Ambulnz”). In connection with the Closing, the registrant changed its name from Motion Acquisition Corp. to DocGo Inc. and began trading under the “DCGO” ticker on The Nasdaq Stock Market LLC (“Nasdaq”).

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35 West 35th Street, Floor 6, New York, New York 10001

**PROXY STATEMENT  
FOR THE 2022 ANNUAL MEETING OF STOCKHOLDERS**

**QUESTIONS AND ANSWERS ABOUT THE PROXY MATERIALS AND VOTING**

**1. What Is the Purpose of These Proxy Materials?**

We are making these proxy materials available to you in connection with the solicitation of proxies by the Board of Directors (the "Board") of DocGo Inc. ("we," "us," "our," the "Company" or "DocGo") for use at the 2022 Annual Meeting of Stockholders (the "Annual Meeting") to be held virtually on June 20, 2022 at 12:00 p.m. Eastern Time, or at any other time following adjournment or postponement thereof. You are invited to participate in the Annual Meeting and to vote on the proposals described in this Proxy Statement. The proxy materials are first being made available to our stockholders on or about April 29, 2022.

**2. Why Did I Receive a Notice of Internet Availability?**

Pursuant to U.S. Securities and Exchange Commission ("SEC") rules, we are furnishing the proxy materials to our stockholders primarily via the Internet instead of mailing printed copies. This process allows us to expedite our stockholders' receipt of proxy materials, lower the costs of printing and mailing the proxy materials and reduce the environmental impact of our Annual Meeting. If you received a Notice of Internet Availability of Proxy Materials (the "Notice"), you will not receive a printed copy of the proxy materials unless you request one. The Notice provides instructions on how to access the proxy materials for the Annual Meeting via the Internet, how to request a printed set of proxy materials and how to vote your shares.

**3. Why Are We Holding a Virtual Annual Meeting?**

We have adopted a virtual meeting format for the Annual Meeting to provide a consistent experience to all stockholders regardless of geographic location. We believe this expands stockholder access, improves communications and lowers our costs while reducing the environmental impact of the meeting. Utilizing a virtual meeting format also helps to protect our stockholders and employees in light of the public health and safety considerations posed by the ongoing coronavirus (COVID-19) pandemic. In structuring our virtual Annual Meeting, our goal is to enhance rather than constrain stockholder participation in the meeting, and we have designed the meeting to provide stockholders with the same rights and opportunities to participate as they would have at an in-person meeting. Stockholders of record will be able to submit questions online during the meeting. Questions must comply with the meeting rules of conduct; the rules of conduct will be posted on the virtual meeting website.

**4. Who Can Vote?**

Only stockholders of record at the close of business on April 25, 2022 (the "Record Date") are entitled to notice of the Annual Meeting and to vote on the proposals described in this Proxy Statement. At the close of business on the Record Date, 100,345,233 shares of our common stock were issued and outstanding.

**5. What Is the Difference between Holding Shares as a Registered Stockholder and as a Beneficial Owner?**

*Registered Stockholder: Shares Registered in Your Name*

If your shares of common stock are registered directly in your name with our transfer agent, Continental Stock Transfer & Trust Company, you are considered to be, with respect to those shares of common stock, the registered stockholder, and these proxy materials are being sent directly to you by us.

*Beneficial Owner: Shares Registered in the Name of a Broker, Fiduciary or Custodian*

If your shares of common stock are held by a broker, fiduciary, custodian or another nominee, you are considered the beneficial owner of shares of common stock held in "street name," and these proxy materials are being forwarded to you from that broker, fiduciary, custodian or another nominee.

**6. How Can I Participate in the Virtual Annual Meeting?**

Stockholders of record as of the close of business on the Record Date are entitled to participate in and vote at the Annual Meeting. To participate in the Annual Meeting, including to vote, ask questions and view the list of registered stockholders as of the Record Date during the meeting, stockholders of record should go to the meeting website at [www.virtualshareholdermeeting.com/DCGO2022](http://www.virtualshareholdermeeting.com/DCGO2022), enter the 16-digit control number found on your proxy card or Notice, and follow the instructions on the website. If your shares are held in street name and your voting instruction form or Notice indicates that you may vote those shares through [www.proxyvote.com](http://www.proxyvote.com), then you may access, participate in and vote at the Annual Meeting with the 16-digit access code indicated on that voting instruction form or Notice. Otherwise, stockholders who hold their shares in street name should contact their bank, broker or other nominee (preferably at least five days before the Annual Meeting) and obtain a “legal proxy” in order to be able to attend, participate in or vote at the Annual Meeting.

We will endeavor to answer as many stockholder-submitted questions as time permits that comply with the Annual Meeting rules of conduct. We reserve the right to edit profanity or other inappropriate language and to exclude questions regarding topics that are not pertinent to meeting matters or Company business. If we receive substantially similar questions, we may group such questions together and provide a single response to avoid repetition.

The meeting webcast will begin promptly at 12:00 p.m. Eastern Time. Online check-in will begin approximately 15 minutes before then, and we encourage you to allow ample time for check-in procedures. If you experience technical difficulties during the check-in process or during the meeting, please call the number listed on the meeting website for technical support. Additional information regarding the rules and procedures for participating in the Annual Meeting will be set forth in our meeting rules of conduct, which stockholders can view during the meeting at the Annual Meeting’s website.

**7. What Am I Voting on?**

The proposals to be voted on at the Annual Meeting are as follows:

- (1) Election of three Class I director nominees named in the Proxy Statement to serve until the 2025 Annual Meeting of Stockholders or until their successors are duly elected and qualified (“Proposal 1”); and
- (2) Ratification of the appointment of Urish Popeck & Co., LLC as the Company’s independent auditor for 2022 (“Proposal 2”).

**8. How Does the Board Recommend That I Vote?**

The Board recommends that you vote your shares “FOR” each director nominee named in Proposal 1 and “FOR” the ratification of the appointment of Urish Popeck & Co., LLC as our independent auditor in Proposal 2.

**9. How Many Votes Do I Have?**

Each share of common stock is entitled to one vote on each proposal to be voted on at the Annual Meeting.

**10. What Does It Mean If I Receive More Than One Set of Proxy Materials?**

If you receive more than one set of proxy materials, your shares may be registered in more than one name or held in different accounts. Please cast your vote with respect to each set of proxy materials that you receive to ensure that all of your shares are voted.

## **11. How Do I Vote?**

Even if you plan to attend the Annual Meeting, we recommend that you also submit your vote as early as possible in advance so that your vote will be counted if you later decide not to, or are unable to, virtually attend the Annual Meeting.

### *Registered Stockholder: Shares Registered in Your Name*

If you are the registered stockholder, you may vote your shares online during the virtual Annual Meeting (see “How Can I Participate in the Virtual Annual Meeting?” above) or by proxy in advance of the Annual Meeting by Internet (at [www.proxyvote.com](http://www.proxyvote.com)) or, if you requested paper copies of the proxy materials, by completing and mailing a proxy card or by telephone (at 1-800-690-6903).

### *Beneficial Owner: Shares Registered in the Name of a Broker, Fiduciary, Custodian or Another Nominee*

If you are the beneficial owner, you may vote your shares online during the virtual Annual Meeting (see “How Can I Participate in the Virtual Annual Meeting?” above) or you may direct your broker, fiduciary, custodian or another nominee how to vote in advance of the Annual Meeting by following the instructions they provide.

## **12. What Happens If I Do Not Vote?**

### *Registered Stockholder: Shares Registered in Your Name*

If you are the registered stockholder and do not vote in one of the ways described above, your shares will not be voted at the Annual Meeting and will not be counted toward the quorum requirement.

### *Beneficial Owner: Shares Registered in the Name of a Broker, Fiduciary or Custodian*

If you are the beneficial owner and do not direct your broker, fiduciary, custodian or another nominee how to vote your shares, your broker, fiduciary or custodian will only be able to vote your shares with respect to proposals considered to be “routine” (which, at this Annual Meeting, is only expected to be Proposal 2). Your broker, fiduciary, custodian or another nominee is not entitled to vote your shares with respect to “non-routine” proposals (which, at this Annual Meeting, is expected to be Proposal 1). In the latter case, we will have what we refer to as a “broker non-vote.” Whether a proposal is considered routine or non-routine is subject to stock exchange rules and final determination by the stock exchange. Even with respect to routine matters, some brokers are choosing not to exercise discretionary voting authority. As a result, we urge you to direct your broker, fiduciary, custodian or another nominee how to vote your shares to ensure that your vote is counted.

## **13. What If I Sign and Return a Proxy Card or Otherwise Vote but Do Not Indicate Specific Choices?**

### *Registered Stockholder: Shares Registered in Your Name*

The shares represented by each signed and returned proxy will be voted at the Annual Meeting by the persons named as proxies in the proxy card in accordance with the instructions indicated on the proxy card. However, if you are the registered stockholder and sign and return your proxy card without giving specific instructions, the persons named as proxies in the proxy card will vote your shares in accordance with the recommendations of the Board. Your shares will be counted toward the quorum requirement.

### *Beneficial Owner: Shares Registered in the Name of a Broker, Fiduciary or Custodian*

If you are the beneficial owner and sign and return your voting instruction form without giving specific instructions, your broker, fiduciary, custodian or another nominee will only be able (but is not going to be required) to vote your shares with respect to proposals considered to be “routine.” As mentioned above, your broker, fiduciary, custodian or another nominee is not entitled to vote your shares with respect to “non-routine” proposals, resulting in broker non-votes with respect to such proposals.

**14. Can I Change My Vote after I Submit My Proxy?**

*Registered Stockholder: Shares Registered in Your Name*

If you are the registered stockholder, you may revoke your proxy at any time before the final vote at the Annual Meeting in any one of the following ways:

- (1) You may complete and submit a new proxy card, but it must bear a later date than the original proxy card;
- (2) You may submit new proxy instructions via telephone or the Internet; or
- (3) You may vote by attending the Annual Meeting virtually. However, your virtual attendance at the Annual Meeting will not, by itself, revoke your proxy.

Your last submitted vote is the one that will be counted.

*Beneficial Owner: Shares Registered in the Name of a Broker, Fiduciary or Custodian*

If you are the beneficial owner, you must follow the instructions you receive from your broker, fiduciary, custodian or another nominee with respect to changing your vote.

**15. What Is the Quorum Requirement?**

The holders of a majority of the shares of common stock outstanding and entitled to vote at the Annual Meeting must be present at the Annual Meeting, either virtually or represented by proxy, to constitute a quorum. A quorum is required to transact business at the Annual Meeting.

Your shares will be counted toward the quorum only if you submit a valid proxy (or a valid proxy is submitted on your behalf by your broker, fiduciary, custodian or another nominee) or if you attend the Annual Meeting virtually and vote. Abstentions and broker non-votes will be counted toward the quorum requirement. If there is no quorum, the chairman of the Annual Meeting or the holders of a majority of shares of common stock virtually present at the Annual Meeting, either personally or by proxy, may adjourn the Annual Meeting to another time or date.

**16. How Many Votes Are Required to Approve Each Proposal and How Are Votes Counted?**

Votes will be counted by Broadridge Financial Solutions, the Inspector of Elections appointed for the Annual Meeting.

*Proposal 1: Election of Directors*

A nominee will be elected as a director at the Annual Meeting if the nominee receives a plurality of the votes cast "FOR" his election. "Plurality" means that the individuals who receive the largest number of votes cast "FOR" are elected as directors. Broker non-votes and votes that are withheld will not be counted as votes cast on the matter and will have no effect on the outcome of the election. Stockholders do not have cumulative voting rights for the election of directors.

*Proposal 2: Ratification of Independent Auditor Appointment*

The affirmative vote of at least a majority of the voting power of the stock present in person or represented by proxy at the Annual Meeting and entitled to vote on the subject matter is required for the ratification of the appointment of Urish Popeck & Co., LLC as our independent auditor. Abstentions will have the same effect as a vote "AGAINST" the matter. Broker non-votes, if any, will have no effect on the outcome of the matter.

**17. What If Another Matter Is Properly Brought before the Annual Meeting?**

As of the date of filing this Proxy Statement, the Board knows of no other matters that will be presented for consideration at the Annual Meeting. If any other matters are properly brought before the Annual Meeting, it is the intention of the persons named as proxies in the proxy card to vote on such matters in accordance with their best judgment.

**18. Who Is Paying for This Proxy Solicitation?**

We will pay the costs associated with the solicitation of proxies, including the preparation, assembly, printing and mailing of the proxy materials. We may also reimburse brokers, fiduciaries or custodians for the cost of forwarding proxy materials to beneficial owners of shares of common stock held in “street name.” Proxies may be solicited on our behalf by our directors, officers and other selected Company employees telephonically, electronically or by other means of communication, and by Morrow Sodali LLC, 333 Ludlow Street, Fifth Floor, South Tower, Stamford, Connecticut 06902 whom we have hired to assist in the solicitation of proxies. Morrow Sodali LLC will receive a fee of \$7,500, plus reasonable out-of-pocket costs and expenses, for its services. Brokerage houses, nominees, fiduciaries and other custodians will be requested to forward soliciting materials to beneficial owners and will be reimbursed for their reasonable out-of-pocket expenses incurred in sending the materials to beneficial owners.

Our employees, officers and directors may solicit proxies in person or via telephone or the Internet. We will not pay additional compensation for any of these services.

**19. How Can I View the List of Stockholders?**

To view the list of stockholders as of the Record Date during the Annual Meeting, stockholders of record should go to the Annual Meeting website at [www.virtualshareholdermeeting.com/DCGO2022](http://www.virtualshareholdermeeting.com/DCGO2022), enter the 16-digit control number found on your proxy card or Notice, and follow the instructions on the website.

If your shares are held in street name and your Notice or voting instruction form indicates that you may vote those shares through the [www.proxyvote.com](http://www.proxyvote.com) website, then you may view the list of stockholders of record with the 16-digit access code indicated on that voting instruction form or Notice. Otherwise, stockholders who hold their shares in street name should contact their bank, broker or other nominee (preferably at least five days before the Annual Meeting) and obtain a “legal proxy” in order to be able to view the list of stockholders of record during the Annual Meeting.

In addition, during the ten days prior to the Annual Meeting, a list of stockholders of record will be available at our principal executive offices located at 35 West 35th Street, Floor 6, New York, New York 10001. If, as a result of the COVID-19 pandemic, our offices are not generally open to access by the public during the ten days prior to the Annual Meeting, stockholders may request to review a list of stockholders of record as of April 25, 2022 for any purpose germane to the Annual Meeting by contacting Investor Relations at [ir@docgo.com](mailto:ir@docgo.com).

**20. How Can I Find out the Voting Results?**

We expect to announce preliminary voting results at the Annual Meeting. Final voting results will be published in a Current Report on Form 8-K to be filed with the SEC within four business days after the Annual Meeting.

**PROPOSAL 1: ELECTION OF DIRECTORS**

In accordance with our Bylaws, the Board has fixed the number of directors constituting the Board at six. At the Annual Meeting, the stockholders will vote to elect the three Class I director nominees named in this Proxy Statement to serve until the 2025 Annual Meeting of Stockholders, in all cases until their successors have been duly elected and qualified or until their earlier resignation or removal. Our Board has nominated Stan Vashovsky, Ira Smedra and Ely D. Tendler as Class I directors for election to our Board. Messrs. Vashovsky, Smedra and Tendler previously served on the board of directors of Ambulnz, Inc. prior to our Business Combination.

Our director nominees have indicated that they are willing and able to serve as directors. However, if any of them becomes unable or, for good cause, unwilling to serve, proxies may be voted for the election of such other person as shall be designated by our Board, or the Board may decrease the size of the Board or leave a vacancy.

**Information Regarding Director Nominees and Continuing Directors**

Our Board currently consists of six directors and is divided into three classes, with members of each class holding office for staggered three-year terms. There are currently three Class I directors, who are up for election at this Annual Meeting for a term expiring at the 2025 Annual Meeting of Stockholders; one Class II director, whose term expires at the 2023 Annual Meeting of Stockholders; and two Class III directors, whose terms expire at the 2024 Annual Meeting of Stockholders. Mr. Chris Fillo, who served as our second Class II director, resigned from the Board, effective April 1, 2022.

Biographical and other information regarding our director nominees and directors continuing in office, including the primary skills and experiences considered by our Nominating and Corporate Governance Committee (the “Nominating Committee”) in determining to recommend them as nominees, is set forth below.

Name	Class	Age (as of April 29)	Position	Committee Membership		
				AC	CC	NCGC
Stan Vashovsky	Class I	49	Chairman and Chief Executive Officer			
Michael Burdick*	Class III	62	Director	M		
Steven Katz*	Class III	74	Director	C**	M	M
Ira Smedra*	Class I	73	Director	M	C	C
Ely D. Tendler	Class I	54	Director, General Counsel & Secretary			
James M. Travers*	Class II	70	Director			

AC: Audit Committee

M – Member

CC: Compensation Committee

C – Chairperson

NCGC: Nominating and Corporate Governance Committee

\* Independent Director

\*\* Audit Committee Financial Expert

**Class I Director Nominees**

**Stan Vashovsky.** Mr. Vashovsky has served as our Chief Executive Officer and Chairman of the Board since November 2021. He previously co-founded and served as the Chief Executive Officer and Chairman of the board of directors of Ambulnz since its inception in 2015 until our Business Combination. Prior to Ambulnz, Mr. Vashovsky served as Chairman of the board of directors and Chief Executive Officer of Health Systems Solutions, a technology and services company, until its sale to a private equity firm in 2011. Mr. Vashovsky founded Medcare, a medical technology company, and served as its Chief Executive Officer and Founder until its acquisition by Philips Healthcare, a healthcare company, in 2005. After its acquisition, he served as Vice President of Software Innovation at Philips Healthcare from 2001 to 2007. Mr. Vashovsky is qualified to serve on our Board because of his 25 years of healthcare technology experience and his 20 years as a volunteer paramedic.

**Ira Smedra.** Mr. Smedra has served as a member of our Board since November 2021. He previously served as a director of Ambulnz from 2015 until our Business Combination. Mr. Smedra founded and has previously served as President of the ARBA Group, a real estate investment company with a healthcare portfolio including

more than 200 skilled nursing facilities located in eight states and two acute care hospitals. Mr. Smedra earned his B.A. in Psychology from the University of California, Los Angeles. Mr. Smedra is qualified to serve on our Board because of his extensive experience in the healthcare industry.

**Ely D. Tendler.** Mr. Tendler has served as a member of our Board and as our General Counsel since November 2021. Mr. Tendler previously served as General Counsel of Ambulnz from 2015 and as a director since 2019, holding both positions until our Business Combination. Mr. Tendler also serves as Principal of Ely D. Tendler Strategic and Legal Services and has over 25 years of experience as an attorney, combining the law with extensive transactional, operational and managerial experience. In addition to DocGo and his private practice, Mr. Tendler has held various senior legal and executive positions, including as Special Counsel and interim General Counsel for Oscar Insurance Corporation, an insurance company, from 2013 to 2017, Managing Member of the Olympia Group, a C-level advisory firm, from 2008 to 2018, and General Counsel and Chief Legal Officer for IDT Telecom and IDT Corporation (NYSE: IDT), a communications and payment services company, from 2003 to 2008. Previously, Mr. Tendler was an Associate at Kramer Levin Naftalis & Frankel LLP, a law firm, where he was involved with over \$50 billion of mergers and acquisitions and securities offerings. He earned his J.D. from Yale Law School. Mr. Tendler is qualified to serve on our Board because of his extensive senior corporate leadership and legal experience.

#### ***Class II Director Continuing in Office***

**James M. Travers.** Mr. Travers has served as a member of our Board since November 2021. He previously served as Chairman of the board of Motion from its formation in August 2020 until our Business Combination. Mr. Travers served as Chairman of the board of Fleetmatics Group PLC (NYSE: FLT), a global provider of mobile workforce solutions for service-based businesses of all sizes delivered as software-as-a-service, from 2013 to 2016 and served as its Chief Executive Officer from 2006 to 2016, where he was responsible for the company's global operations and strategic direction. Prior to joining Fleetmatics, he served as Senior Vice President of the Americas of GEAC Computer Corporation Limited (Nasdaq: GEAC), a software company, where he helped grow the company through a series of successful acquisitions in addition to delivering strong organic revenue growth. Prior to that, Mr. Travers served as Chief Executive Officer and Chief Operating Officer of Harbinger Corporation (Nasdaq: HRBC), a leading provider of e-commerce software and services. Mr. Travers previously held senior level positions in sales, marketing and general management at Texas Instruments Inc. (Nasdaq: TXN), a semiconductor company. Mr. Travers earned his Business Administration degree from East Stroudsburg University of Pennsylvania and his Executive M.B.A. from the McCombs School of Business at the University of Texas in Austin, Texas. Mr. Travers is qualified to serve on our Board because of his 30 years of industry experience leading multinational companies selling and marketing high technology products and services, and his diverse experience successfully building high growth companies in the public and private sectors.

#### ***Class III Directors Continuing in Office***

**Michael Burdiek.** Mr. Burdiek has served as a member of our Board since November 2021. He previously served as Motion's Chief Executive Officer and as a member of its board from its formation in August 2020 until our Business Combination. Mr. Burdiek has served as an advisor to CalAmp Corp. (Nasdaq: CAMP), an SaaS technology company providing wireless communications solutions, since March 2020. Since joining the CalAmp Corp. in June 2006, he has served in various leadership roles, including most recently as President, Chief Executive Officer and director from 2011 to March 2020. Prior to joining CalAmp, Mr. Burdiek served as President and Chief Executive Officer of Telenetics Corporation, a manufacturer of data communications products, from 2003 to 2006. From 1987 to 2003, Mr. Burdiek held a variety of technical and executive management roles at Comarco, Inc., a provider of test solutions to the wireless industry. Mr. Burdiek began his career as a design engineer with Hughes Aircraft Company. He currently serves as a member of the board of directors of Five9, Inc. (Nasdaq: FIVN), an SaaS cloud-based contact center software company. Mr. Burdiek earned his B.S. in Electrical Engineering from Kansas State University and his M.B.A. and M.S.E.E. from California State University — Fullerton. Mr. Burdiek is qualified to serve on our Board because of his extensive experience leading software and technology companies.

**Steven Katz.** Mr. Katz has served as a member of our Board since November 2021. Mr. Katz has served as the President of Steven Katz & Associates, Inc., a life sciences/healthcare and technology-based management consulting firm focusing on strategic planning, products and services, licensing/strategic alliances and raising capital, since 1982. He has led 13 corporate turnaround assignments as a Chief Executive Officer or Chief

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Operating Officer and has served on 15 public boards and six private boards, including NYSE, Nasdaq, AMEX and Bulletin Board companies. Since 2014, Mr. Katz has served as a member of the board of directors of Tiffen Holdings, Inc., a private company primarily engaged in the production and distribution of imaging accessories for the motion picture industry and the photography market. From 1983 to 1984, Mr. Katz served as Co-Founder and Executive Vice President of S.K.Y. Polymers, Inc., a bio-materials company. From 1981 to 1982, he served as Vice President and General Manager of a non-banking business unit of Citicorp (now Citigroup (NYSE: C)). From 1976 to 1980, Mr. Katz held various senior management positions at National Patent Development Corporation, a holding company, including serving as President of three subsidiaries. Earlier in his career, he worked at Revlon, Inc., a cosmetics company, and Price Waterhouse & Co. (now PricewaterhouseCoopers LLP). Mr. Katz has also advised many large non-profit healthcare entities and their boards. Mr. Katz earned his B.B.A. in Accounting from the City College of New York. Mr. Katz is qualified to serve on our Board because of his extensive experience leading and advising life sciences and healthcare companies and his financial expertise.

**Board Recommendation**

The Board recommends a vote **“FOR”** the election of each of the Class I director nominees set forth above.

**PROPOSAL 2: RATIFICATION OF APPOINTMENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2022**

Our Audit Committee has appointed Urish Popeck & Co. LLC (“Urish”) as the Company’s independent registered public accounting firm for the year ending December 31, 2022. In this Proposal 2 we are asking stockholders to vote to ratify this appointment. Urish has served as our independent auditor since November 2021 and has served as auditor of Ambulnz, Inc. since April 2021. Representatives of Urish are expected to be present at the Annual Meeting. They will have the opportunity to make a statement, if they desire to do so, and will be available to respond to appropriate questions from stockholders.

Stockholder ratification of the appointment of Urish as the Company’s independent auditor is not required by law or our bylaws. However, we are seeking stockholder ratification as a matter of good corporate practice. If our stockholders fail to ratify the appointment of Urish, the committee will reconsider its selection. Even if the appointment is ratified, the committee, in its discretion, may direct the selection and appointment of a different independent auditor at any time during the year if it determines that such a change would be in the best interests of the Company and our stockholders.

Urish served as our independent auditor for the year ended December 31, 2021, and as the independent auditor for Ambulnz prior to the Business Combination. WithumSmith+Brown, PC (“Withum”) served as Motion’s independent auditor prior to the Business Combination and, as disclosed in greater detail below, was dismissed as DocGo’s independent auditor in connection with the Business Combination. The following table summarizes the audit fees billed and expected to be billed by Urish and Withum for the indicated fiscal years and the fees billed by Urish and Withum for all other services rendered during the indicated fiscal years. All services associated with such fees were pre-approved by our Audit Committee in accordance with the “Pre-Approval Policies and Procedures” described below.

Fee Category	Year Ended December 31,	
	2021	2020
Audit Fees <sup>(1)</sup>	\$413,868	\$161,000
Audit-Related Fees <sup>(2)</sup>	14,500	2,500
Tax Fees <sup>(3)</sup>	86,000	82,600
All Other Fees <sup>(4)</sup>	0	0
<b>Total Fees</b>	<b>\$514,368</b>	<b>\$246,100</b>

(1) Audit fees are the aggregate fees billed or expected to be billed for professional services rendered by the principal accountant for the audit of our annual financial statements for fiscal 2021 and 2020, for the review of our quarterly financial statements and for services that are normally provided by the accountant in connection with statutory and regulatory filings or engagements for those fiscal years. Audit fees for fiscal 2020 included fees for the audits of our fiscal 2020 and fiscal 2019 financial statements, which were prepared in connection with the Business Combination.

(2) Audit-related fees are the aggregate fees billed or expected to be billed for each of fiscal 2021 and 2020 for assurance and related services by the principal accountant that are reasonably related to the performance of the audit or review of our financial statements.

(3) Tax fees are the fees for professional services related to tax compliance, tax advice and tax planning.

(4) All other fees are the aggregate fees billed or expected to be billed for each of fiscal 2021 and 2020 for products and services provided by the principal accountant.

**Pre-Approval Policies and Procedures**

Our Audit Committee has adopted procedures requiring the pre-approval of all audit and non-audit services performed by our independent auditor in order to assure that these services do not impair the auditor’s independence. These procedures generally approve the performance of specific services subject to a cost limit for all such services. This general approval is reviewed, and if necessary modified, at least annually. The committee does not delegate its responsibility to approve services performed by our auditor to any member of management. The committee has delegated authority to the committee chair to pre-approve any audit and non-audit services to be provided to us by our auditor, provided that the fees for such services do not exceed \$250,000. Any approval of services by the committee chair pursuant to this delegated authority must be reported to the committee at its next regularly scheduled meeting.

## **Recent Changes in Independent Registered Public Accounting Firm**

### *Dismissal of Withum*

As previously reported on the Current Report on Form 8-K filed with the SEC on November 12, 2021, following our Business Combination, the Audit Committee on November 10, 2021 dismissed Withum as the Company's independent auditor, effective as of that date. Withum's audit report on Motion's financial statements for the fiscal year ending December 31, 2020, its year of formation and sole reporting fiscal year, did not contain an adverse opinion or a disclaimer of opinion, and was not qualified or modified as to uncertainties, audit scope or accounting principles, except that such audit report emphasized the restatement of Motion's financial statements due to its change in accounting for warrants. During the period from August 11, 2020 ( Motion's inception) through December 31, 2020, and the subsequent interim period through November 5, 2021, there were no disagreements between Motion and Withum on any matter of accounting principles or practices, financial disclosure or auditing scope or procedure, which disagreements, if not resolved to the satisfaction of Withum, would have caused it to make reference to the subject matter of the disagreements in its reports on Motion's financial statements for such year. During the period from August 11, 2020 (Motion's inception) through December 31, 2020, and the subsequent interim period through November 5, 2021, there were no "reportable events" (as defined in Item 304(a)(1)(v) of Regulation S-K under the Exchange Act), except for a material weakness in Motion's pre-Business Combination internal control over financial reporting related to the accounting for warrants issued by Motion. Representatives of Withum are not expected to be present at the Annual Meeting.

### *Appointment of Urish*

The Audit Committee, on and effective as of November 10, 2021, appointed Urish as DocGo's independent auditor for the year ended December 31, 2021. During the fiscal year ending December 31, 2020, and the subsequent interim period through November 10, 2021, neither DocGo, nor any party on behalf of DocGo, consulted with Urish with respect to either (i) the application of accounting principles to a specified transaction, either completed or proposed, or the type of the audit opinion that might be rendered with respect to DocGo's consolidated financial statements, and no written report or oral advice was provided to DocGo by Urish that was an important factor considered by Urish in reaching a decision as to any accounting, auditing or financial reporting issue, or (ii) any matter that was subject to any disagreement (as that term is defined in Item 304(a)(1)(iv) of Regulation S-K and the related instructions) or a reportable event (as that term is defined in Item 304(a)(1)(v) of Regulation S-K).

## **Report of the Audit Committee**

The Audit Committee has reviewed and discussed the audited financial statements for the year ended December 31, 2021 with the Company's management and with Urish, the Company's independent registered public accounting firm. The Audit Committee has discussed with Urish the matters required to be discussed by the applicable standards of the Public Company Accounting Oversight Board ("PCAOB") and the SEC. The Audit Committee has also received the written disclosures and the letter from Urish pursuant to applicable PCAOB requirements regarding its communications with the Audit Committee concerning independence, and the Audit Committee has discussed with Urish its independence. Based on the foregoing, the Audit Committee recommended to the Board that the audited financial statements be included in the Company's Annual Report on Form 10-K for the year ended December 31, 2021 for filing with the SEC.

This report is provided by the following directors, who serve on the Audit Committee:

Steven Katz (Chair)  
Michael Burdick  
Ira Smedra

## **Board Recommendation**

The Board recommends a vote "**FOR**" the ratification of the appointment of Urish to serve as our independent auditor.

## CORPORATE GOVERNANCE

Our business affairs are managed under the direction of our Board. Our Board has adopted a set of Principles of Corporate Governance as a framework for the governance of the Company, which is posted on our website located at <https://ir.docgo.com/>, under “Governance.”

### Board Composition

#### *Director Nomination Process*

The Nominating Committee is responsible for, among other things, overseeing succession planning for directors and building a qualified board to oversee management’s execution of the Company’s strategy and safeguard the long-term interests of stockholders. In this regard, the committee is charged with developing and recommending Board membership criteria to the Board for approval, evaluating the composition of the Board annually to assess the skills and experience that are currently represented on the Board and the skills and experience that the Board may find valuable in the future, and identifying, evaluating and recommending potential director candidates.

In identifying potential candidates for Board membership, the Nominating Committee considers recommendations from directors, stockholders, management and others, including, from time to time, third-party search firms to assist it in locating qualified candidates. The Board intends to select at least one additional independent director. As part of that search, the Board is committed to actively seeking out women and minority candidates to include in the pool from which Board nominees are chosen, and has committed to interviewing at least one woman or minority candidate. Once potential director candidates are identified, the committee, with the assistance of management, undertakes a vetting process that considers each candidate’s background, independence and fit with the Board’s priorities. As part of this vetting process, the committee, as well as other members of the Board and the CEO, may conduct interviews with the candidates. If the committee determines that a potential candidate meets the needs of the Board and has the desired qualifications, it recommends the candidate to the full Board for appointment or nomination and to the stockholders for election at the annual meeting.

#### *Criteria for Board Membership*

In assessing potential candidates for Board membership and in assessing Board composition, the Nominating Committee considers a wide range of factors and generally seeks to balance the following skills, experiences and backgrounds on the Board:

- **Industry Knowledge:** Experience within the healthcare industry, particularly in healthcare transportation and mobile healthcare services.
- **Financial Expertise:** Experience or expertise in finance, accounting, investment analysis, financial reporting processes and capital markets.
- **Leadership Experience:** Leadership roles at various organizations, including driving strategy execution, organizational growth and managing human capital.
- **Diverse Background:** Diversity of occupational and personal backgrounds, including diversity with respect to demographics such as gender, race, ethnic and national background, geography, age and sexual orientation.

In addition, the committee generally believes it is important for all Board members to possess the highest personal and professional ethics, integrity and values, an inquisitive and objective perspective, a sense for priorities and balance, the ability and willingness to devote sufficient time and attention to Board matters, and a willingness to represent the long-term interests of all our stockholders.

#### *Board Diversity*

As discussed above, the Board and the Nominating Committee actively seek to achieve a diversity of occupational and personal backgrounds on the Board, including diversity with respect to demographics such as gender, race, ethnic and national background, geography, age and sexual orientation. The Board intends to select at least one additional independent director. As part of that search, the Board has committed to actively seeking

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out women and minority candidates to include in the pool from which Board nominees are chosen, and has committed to interviewing at least one woman or minority candidate. The Nominating Committee assesses its effectiveness in balancing these considerations in connection with its annual evaluation of the composition of the Board.

In accordance with Nasdaq’s recently adopted board diversity listing standards, we are disclosing aggregated statistical information about our Board’s self-identified gender and racial characteristics and LGBTQ+ status, as voluntarily confirmed to us by each of our directors.

**Board Diversity Matrix (As of April 29, 2022)**

Total Number of Directors	6			Did Not Disclose Gender
	Female	Male	Non-Binary	
<b>Part I: Gender Identity</b>				
Directors	—	6	—	—
<b>Part II: Demographic Background</b>				
African American or Black	—	—	—	—
Alaskan Native or Native American	—	—	—	—
Asian	—	—	—	—
Hispanic or Latinx	—	—	—	—
Native Hawaiian or Pacific Islander	—	—	—	—
White	—	6	—	—
Two or More Races or Ethnicities	—	—	—	—
LGBTQ+			—	
Did Not Disclose Demographic Background			—	

### *Stockholder Recommendations for Directors*

It is the Nominating Committee’s policy to consider written recommendations from stockholders for nominees for director. The committee considers nominees recommended by our stockholders in the same manner as a nominee recommended by our Board members or management. Any such recommendations should be submitted to the committee as described in the section titled “Stockholder Communications” below and should include the following information: (i) all information about the nominee that is required to be disclosed pursuant to Regulation 14A of the Securities Exchange Act of 1934, as amended (the “Exchange Act”); (ii) such person’s written consent to serving as a director, if elected, for the full term for which such person is standing for election; (iii) the name(s) and address(es) for each stockholder of record and beneficial owner of shares of common stock held in “street name” making the nomination and the number of shares of common stock that are owned beneficially and of record by each such stockholder and beneficial owner of shares of common stock held in “street name;” and (iv) such stockholder’s representation that he or she (or a qualified representative) intends to appear at the meeting to make such nomination.

### **Board Leadership Structure**

We do not have a policy regarding whether the roles of the Chairman of the Board and the CEO should be separate or combined, and our Board believes that there is no single, generally accepted board leadership structure that is appropriate across all circumstances, and that the right structure may vary as circumstances change. As such, the Board periodically reviews its leadership structure to evaluate whether the structure remains appropriate for the Company, and may modify this structure from time to time as and when appropriate to best address the Company’s unique circumstances and advance the best interests of all stockholders. At any time when the Chairman is not independent, the independent directors of the Board may designate an independent director to serve as lead independent director.

Currently, Stan Vashovsky, our CEO, also serves as Chairman of the Board. Our Board believes that this is the appropriate board leadership structure for us at this time. Combining the roles of CEO and Chairman provides unified leadership whereby the person responsible for driving strategy and agenda setting at the board level is also responsible for executing on that strategy as CEO.

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The independent directors have the opportunity to meet in executive session without management present at every regular Board meeting. The purpose of these executive sessions is to encourage and enhance communication among independent directors.

The Board believes that its programs for overseeing risk, as described in the “Board Risk Oversight” section below, would be effective under a variety of leadership frameworks. Accordingly, the Board’s risk oversight function did not significantly impact its selection of the current leadership structure.

### **Director Independence**

Nasdaq listing rules require a majority of a listed company’s board of directors to be comprised of independent directors who, in the opinion of the board of directors, do not have a relationship that would interfere with the exercise of independent judgment in carrying out the responsibilities of a director. Subject to specified exceptions, each member of a listed company’s audit, compensation and nominating committees must be independent, and audit and compensation committee members must satisfy additional independence criteria under the Exchange Act.

Our Board undertook a review of its composition and the independence of each director. Based upon information requested from and provided by each director concerning his background, employment and affiliations, including the beneficial ownership of our capital stock by each non-employee director, our Board has determined that each of Messrs. Burdick, Katz, Smedra and Travers qualifies as an “independent director” as defined by the Nasdaq listing rules. The Board also determined that Mr. Fillo was independent during the period he served on the Board until his resignation, effective as of April 1, 2022. Messrs. Vashovsky and Tendler are not deemed to be independent under Nasdaq listing rules by virtue of their roles as officers of the Company.

Our Board also determined that each of the directors currently serving on the Audit Committee (Messrs. Burdick, Katz and Smedra) and the Compensation Committee (Messrs. Katz and Smedra) satisfy the heightened independence standards for audit committees and compensation committees, as applicable, established by the SEC and Nasdaq listing rules.

### **Board Committees**

Our Board has a separately designated Audit Committee, Compensation Committee and Nominating Committee, each of which is comprised solely of independent directors as required under the applicable Nasdaq listing rules and, if applicable, SEC rules, with the membership and responsibilities described below. Members serve on these committees until their resignation or until otherwise determined by our Board. Each of these committees is empowered to retain outside advisors as it deems appropriate, regularly reports its activities to the full Board and has a written charter, which is posted on our website located at <https://ir.docgo.com/>, under “Governance.”

Name	Audit Committee	Compensation Committee	Nominating Committee
Stan Vashovsky			
Michael Burdick	Member		
Steven Katz	Chair	Member	Member
Ira Smedra <sup>(1)</sup>	Member	Chair	Chair
Ely D. Tendler			
James M. Travers			
# of Meetings in 2021	3	1	0

(1) Ira Smedra joined the Audit Committee, effective March 31, 2022. Mr. Chris Fillo resigned from the Audit Committee, effective April 1, 2022, when he stepped down from the Board.

**Audit Committee.** The primary responsibility of our Audit Committee is to exercise primary financial oversight on behalf of the Board. The Company’s management team is responsible for preparing financial statements, and the Company’s independent auditor is responsible for auditing those financial statements. The Audit Committee is directly responsible for the selection, engagement, compensation, retention and oversight of the Company’s independent auditor. The Audit Committee is also responsible for the review of any proposed related persons transactions.

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Mr. Katz qualifies as an “audit committee financial expert,” as that term is defined in the rules and regulations established by the SEC, and all members of the Audit Committee are financially literate in that each of them is able to read and understand fundamental financial statements, including the Company’s balance sheet, income statement and statement of cash flows, as required under the Nasdaq listing rules.

**Compensation Committee.** The primary responsibilities of our Compensation Committee are to approve the compensation, including performance bonuses, payable to our executive officers and to administer the Company’s equity compensation plans. The Compensation Committee also acts on behalf of and in conjunction with the Board to establish or recommend the compensation of our executive officers and to provide oversight of our overall compensation programs and philosophy.

The Compensation Committee may delegate its authority to one or more subcommittees or to one member of the committee. The committee may also delegate authority to review and approve the compensation of our employees to certain of our executive officers. The committee has the authority to engage outside advisors, such as compensation consultants, to assist it in carrying out its responsibilities. The committee engaged Compensia in 2021 to provide advice regarding the amount and form of executive and director compensation.

**Nominating Committee.** The primary responsibilities of our Nominating Committee are to assist the Board in identifying and recommending individuals qualified to become members of the Board. The Nominating Committee is also responsible for evaluating the composition, size and governance of the Board and its committees; establishing a policy for considering stockholder nominees; reviewing the Principles of Corporate Governance and making recommendations to the Board regarding possible changes; and reviewing and monitoring compliance with our Code of Business Conduct and Ethics.

### **Board Risk Oversight**

We believe that risk management is an important part of establishing and executing on the Company’s business strategy. Our Board, as a whole and at the committee level, focuses its oversight on the most significant risks facing the Company and on its processes to identify, prioritize, assess, manage and mitigate those risks. The committees oversee specific risks within their purview, as follows:

- **The Audit Committee** has overall responsibility for overseeing the Company’s practices with respect to risk assessment and management. Additionally, the committee is responsible for overseeing management of risks related to our financial statements and financial reporting processes, compliance, information technology and cybersecurity.
- **The Compensation Committee** is responsible for overseeing management of risks related to our compensation policies and programs.
- **The Nominating Committee** is responsible for overseeing management of risks related to director succession planning and corporate governance.

Our Board and its committees receive regular reports from members of the Company’s senior management on areas of material risk to the Company, including strategic, operational, financial, legal and regulatory risks. While our Board has an oversight role, management is principally tasked with direct responsibility for management and assessment of risks and the implementation of processes and controls to mitigate their effects on the Company.

### **Other Corporate Governance Practices and Policies**

#### *Director Attendance*

The Board met one time during the year ended December 31, 2021, since we became a publicly traded company in November 2021. During 2021, each current member of the Board attended at least 75% of the aggregate number of meetings of the Board and the committees on which he served during the period in which he was on the Board or committee.

Directors are expected to attend the Annual Meeting of Stockholders absent unusual circumstances. The 2022 Annual Meeting will be our first annual meeting of stockholders as a public company.

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### *Stockholder Communications*

Stockholders and other interested parties may communicate with our Board or a particular director by sending a letter addressed to the Board or a particular director to our Corporate Secretary at the address set forth on the first page of this Proxy Statement. These communications will be compiled and reviewed by our Corporate Secretary, who will determine whether the communication is appropriate for presentation to the Board or the particular director. The purpose of this screening is to allow the Board to avoid having to consider irrelevant or inappropriate communications (such as advertisements, solicitations and hostile communications).

### *Code of Conduct*

Our Board has adopted a Code of Business Conduct and Ethics that establishes the standards of ethical conduct applicable to all our directors, officers and employees, including our principal executive officer, principal financial officer, principal accounting officer or controller, or persons performing similar functions. It addresses, among other matters, compliance with laws and policies, conflicts of interest, corporate opportunities, regulatory reporting, external communications, confidentiality requirements, insider trading, proper use of assets and how to report compliance concerns. A copy of the Code is available on our website located at <https://ir.docgo.com/>, under "Governance." We intend to disclose any amendments to the Code, or any waivers of its requirements, on our website to the extent required by applicable rules.

### *Anti-Hedging Policy*

We have a policy that prohibits our employees, officers, directors, consultants and contractors and certain of their family members from engaging in (a) short-term trading; (b) short sales; (c) transactions involving publicly traded options or other derivatives, such as trading in puts or calls with respect to Company securities; and (d) hedging transactions.

### *Compensation Committee Interlocks*

None of the members of our Compensation Committee has at any time during the prior three years been one of our officers or employees. None of our executive officers currently serves, or in the past fiscal year has served, as a member of the board or compensation committee of any entity that has one or more executive officers serving on our Board or Compensation Committee.

### **2021 Director Compensation**

Prior to the consummation of the Business Combination, there were no other formal arrangements under which Ambulnz directors received compensation for service on the board of directors or any of its committees.

Following the Business Combination, in consultation with Compensia, we established total annual cash retainers for Mr. Katz, chair of the Audit Committee, equal to \$81,250, consisting of a \$50,000 annual cash retainer for service on our Board, \$20,000 additional annual cash retainer for service as chair of the Audit Committee, \$6,250 for service on the Compensation Committee and \$5,000 for service on the Nominating Committee. During 2021, Mr. Katz was the only director who received cash compensation. On December 7, 2021, in consultation with Compensia, each director received a grant of 79,208 stock options which vest and become exercisable in three equal annual installments on each of December 7, 2022, December 7, 2023 and December 7, 2024.

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Mr. Vashovsky did not receive any compensation for his service as our Chairman. The compensation received by Mr. Vashovsky for his services to us as our Chief Executive Officer is presented in the 2021 Summary Compensation Table below.

### *Fiscal Year 2021 Director Compensation Table*

Name	Fees Earned or Paid in Cash (\$)	Option Awards (\$) <sup>(1)(2)</sup>	All Other Compensation (\$) <sup>(3)</sup>	Total (\$)
Michael Burdick	—	\$320,000	—	\$320,000
Chris Fillo	—	\$320,000	—	\$320,000
Alan Freedman <sup>(4)</sup>	—	—	—	—
Steven Katz	\$13,542	\$320,000	\$18,857	\$352,399
Ira Smedra	—	\$320,000	—	\$320,000
Ely D. Tendler	—	\$637,373	—	\$637,373
James Travers	—	\$320,000	—	\$320,000

- (1) Amounts in this column represent the aggregate grant date fair value of options granted during fiscal 2021, calculated in accordance with FASB ASC Topic 718. For additional information regarding the assumptions underlying this calculation, please read Note 13 to our consolidated financial statements for the fiscal year ended December 31, 2021 located in our Annual Report on Form 10-K for such fiscal year.
- (2) As of December 31, 2021, each director held the following outstanding options: (i) for each of Messrs. Burdick, Fillo, Katz, Travers and Smedra, 79,208 options, (ii) for Mr. Freedman, 0 options, and (iii) for Mr. Tendler, 145,013 options.
- (3) The amounts in this column reflect consulting fees received by Mr. Katz prior to the Business Combination and his appointment as a director.
- (4) Alan Freedman resigned as a director of DocGo, effective as of March 9, 2021.

### **Indemnification Agreements**

We have entered into indemnification agreements with our officers and directors. The indemnification agreements and our amended and restated bylaws require us to indemnify these individuals to the fullest extent permitted by Delaware law.

**EXECUTIVE OFFICERS**

Biographical and other information regarding our executive officers is set forth below. There are no family relationships among any of our directors or executive officers.

<b>Name</b>	<b>Age (as of April 29)</b>	<b>Position</b>
Stan Vashovsky <sup>(1)</sup>	49	Chairman and Chief Executive Officer
Anthony Capone	34	President
Lee Bienstock	38	Chief Operating Officer
Andre Oberholzer	63	Chief Financial Officer
Norman Rosenberg	52	Chief Financial Officer (Ambulnz Holdings, LLC)
Stephen Sugrue	50	Chief Compliance Officer
Ely D. Tendler <sup>(1)</sup>	54	Director, General Counsel & Secretary
Dr. Mark Merlin	55	Chief Medical Officer (Ambulnz Holdings, LLC)

(1) For Messrs. Vashovsky’s and Tendler’s biographical information, see “Information Regarding Director Nominees and Continuing Directors” above.

**Anthony Capone.** Mr. Capone has served as our President since November 2021. He is an operational lead for our COVID-19 response across the U.S., including our work with FEMA’s New York State COVID-19 deployment. Mr. Capone previously served as Amblunz’s President, Chief Technology Officer and Chief Product Officer from 2017 until our Business Combination. Prior to Ambulnz, Mr. Capone served as the Chief Executive Officer, Chief Technology Officer and Head of Sales at Fundbase, an investment platform, from 2015 to 2017. From 2011 to 2013, Mr. Capone served as the lead software engineer at Constant Contact, Inc., an online marketing company. Mr. Capone also founded the largest free developer conference in the U.S., Engineers4Engineers. Mr. Capone earned his undergraduate degree from the State University of New York College at Potsdam and his M.S. in Computer Science from Clarkson University.

**Lee Bienstock.** Lee Bienstock has served as our Chief Operating Officer since March 2022. Previously, he has served at Alphabet Inc., a multinational technology and internet services company, in a variety of roles since 2011, including most recently as the Global Head of Business Development at Google Devices and Services between June 2019 and March 2022 and as the Head of Partnerships at Google Fiber from 2014 to 2019. Mr. Bienstock received his M.B.A. from the Wharton School of Business at the University of Pennsylvania and his B.S. in Policy Analysis & Management with distinction from Cornell University.

**Andre Oberholzer.** Mr. Oberholzer has served as our Chief Financial Officer since November 2021. He has more than 30 years of senior financial and operational experience, and he manages our corporate, financing and strategic projects. He previously served as Chief Financial Officer of Ambulnz from 2015 until our Business Combination. From 2006 to 2012, Mr. Oberholzer served as Chief Financial Officer at a division of Altegrity Risk International, a consulting and information services company, where he was responsible for restructuring and strategic projects. From 2005 to 2006, he served as Chief Financial Officer at WageWorks, Inc., a benefits administration company, where he was responsible for M&A integration and SOX readiness. From 2001 to 2005, Mr. Oberholzer served as Chief Financial Officer of Philips Electronics (EES) and Philips Healthcare (Customer Service), where his responsibilities included new business modeling, restructuring, M&A integration and maximization of earnings. He started his professional career at PricewaterhouseCoopers and has 13 years of experience in audit as a Chartered Accountant and a C.P.A. Mr. Oberholzer earned his B. Comm. in Accounting, Economics and Audit from the University of Johannesburg.

**Norman Rosenberg.** Mr. Rosenberg has served as the Chief Financial Officer of Ambulnz Holdings, LLC since January 2020. From January 2015 to December 2019, Mr. Rosenberg served in a variety of roles at AmTrust Financial, Inc., an insurance company, including as President of the Direct-to-Consumer Division and Chief Financial Officer of AmTrust’s global fee companies. He previously served as Chief Financial Officer of KDDI Global, a telecommunications company and a division of Japan’s KDDI Corporation, from March 2009 to December 2014, as Chief Financial Officer of the Americas for the Marsh, Inc., an insurance company and a division of Marsh & McLennan Companies, from August 2007 to October 2008, and as Chief Financial Officer of IDT Telecom (NYSE: IDT), a telecommunications company, from April 2001 to July 2007. Mr. Rosenberg

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also previously served as Vice President of Capital Markets at IDT Telecom from October 1999 to March 2001. From 1995 to 1999, Mr. Rosenberg worked as an equity analyst for Standard & Poor's Corporation. Mr. Rosenberg earned his M.S. from Johns Hopkins University and he is a Chartered Financial Analyst.

**Stephen Sugrue.** Mr. Sugrue has served as our Chief Compliance Officer since March 2022, where he is responsible for the oversight of the Company's compliance and ethics functions. Prior to his appointment, Mr. Sugrue served, from January 2021 to March 2022, as DocGo's Vice President of Compliance & Counsel. He came to DocGo from Garnet Health, a medical center, where he served as Chief Compliance Officer and Counsel, from July 2007 to January 2021. From November 2005 to July 2007, he worked at St. Vincent's Midtown Hospital, a hospital in New York City, where he was Associate General Counsel and Compliance Officer. Mr. Sugrue has also worked as an attorney at several healthcare litigation firms and in the Office of the New York State Attorney General. He has a clinical background; he has worked as an EMT, Paramedic, Director of Operations for a large ambulance company and as a hospital critical care RN. Mr. Sugrue is a registered nurse and certified emergency nurse, and received his law degree and Health Law & Policy Certificate from the Pace University School of Law.

**Dr. Mark Merlin.** Dr. Mark Merlin has served as the Chief Medical Officer of Ambulnz Holdings, LLC since February 2019. He has also served as the Chief Executive Officer of MD1, a non-profit national in-field physician response program, since March 2019. Dr. Merlin is an international lecturer on prehospital physician response and the founder and former program director of the largest EMS fellowship in the U.S. He has provided medical direction for Angel MedFlight, an ambulance service, since 2020 and Medway Air-Medical Transport, an ambulance service, since 2018. Dr. Merlin has consulted on numerous legal cases involving malpractice and intellectual property, and he is a national medical consultant for FOX, NBC and CBS. Previously, he served as the Chief Medical Officer of MONOC, New Jersey's largest EMS system, from 2015 to 2020. He earned his Medical Degree from Philadelphia College of Osteopathic Medicine in Philadelphia and is trained in Emergency Medicine and Internal Medicine. He has published over 100 peer reviewed papers and is an NIH-funded researcher.

**EXECUTIVE COMPENSATION**

As an emerging growth company, DocGo has opted to comply with the executive compensation rules applicable to “smaller reporting companies,” when detailing the executive compensation of DocGo’s executives, as such term is defined under the Securities Exchange Act of 1934, as amended (the “Exchange Act”). This section discusses the material elements of compensation awarded to, earned by or paid to the principal executive officer of DocGo and the two next most highly compensated executive officers of DocGo. These individuals are referred to as DocGo’s “Named Executive Officers” or “NEOs.” For 2021, DocGo’s Named Executive Officers and the positions each held as of December 31, 2021 were:

- Stan Vashovsky, our Chief Executive Officer and Chairman;
- Anthony Capone, our President; and
- Andre Oberholzer, our Chief Financial Officer.

**2021 Summary Compensation Table**

The following table summarizes the compensation awarded to, earned by or paid to our NEOs for 2021 and 2020.

Name	Year	Salary (\$)	Bonus (\$) <sup>(1)</sup>	Option Awards (\$) <sup>(2)</sup>	Total (\$)
Stan Vashovsky <i>Chief Executive Officer</i>	2021	\$383,861	\$2,700,000	\$4,198,000	\$7,281,861
	2020	\$385,585	\$1,000,000	—	\$1,385,585
Anthony Capone <i>President</i>	2021	\$318,211	\$1,300,000	\$4,198,000	\$5,816,211
	2020	\$307,102	\$ 250,000	—	\$ 557,102
Andre Oberholzer <i>Chief Financial Officer</i>	2021	\$329,249	\$1,425,000	\$1,469,000	\$3,223,249
	2020	\$335,585	\$ 250,000	—	\$ 585,585

- (1) The amounts reported in this column reflect (i) bonuses earned for 2021 performance which were paid in April 2022 and (ii) bonuses of \$1,000,000 for Mr. Vashovsky, \$500,000 for Mr. Capone, and \$650,000 for Mr. Oberholzer in lieu of the Closing Grants described under “—Narrative Disclosure to Summary Compensation Table—2021 Compensation Following the Business Combination—Employment Agreements” below.
- (2) The amounts reported in this column represent the grant date fair value computed in accordance with FASB ASC Topic 718 of stock options granted under the DocGo, Inc. 2021 Stock Incentive Plan (the “2021 Plan”). These stock options were granted to the NEOs on December 9, 2021 and vest and become exercisable in four equal annual installments on the first four anniversaries thereof. For additional information regarding the assumptions underlying this calculation, please read Note 13 to our consolidated financial statements for the fiscal year ended December 31, 2021 located in our Annual Report on Form 10-K for such fiscal year.

**Narrative Disclosure to the Summary Compensation Table**

*2021 Compensation Prior to the Business Combination*

Certain of the compensation paid to Messrs. Vashovsky, Capone and Oberholzer reflected in the 2021 Summary Compensation Table was provided prior to the Business Combination pursuant to compensation arrangements with Ambulnz, which are summarized below.

Base Salary.

It was Ambulnz’s historical practice to ensure that base salary was fair to the executive officers, competitive within the industry and reasonable in light of Ambulnz’s cost structure. Base salary was determined on an annual basis by Ambulnz’s board of directors. Ambulnz had not historically engaged any third-party consultant to make such determination and instead relied on the expertise of the board, historical market practice, and a review of each executive officer’s prior performance based on metrics established by the board and management.

Annual Cash Bonuses

Annual cash-based incentive compensation was historically paid on an annual basis, after the close of the fiscal year and after determination by Ambulnz’s board of directors of (i) the level of achievement of the applicable individual and corporate performance targets, metrics and/or management objectives, and (ii) the

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amount of the annual incentive compensation earned (if any). Annual incentive compensation was not guaranteed and, in addition to the other conditions for earning such compensation, executives must have remained an employee in good standing on the scheduled annual incentive compensation payment date in order to be eligible for any annual cash-based incentive compensation. Annual cash-based incentive compensation for Ambulnz's non-CEO executive officers historically ranged from 10-50% of such individual's base salary, but was subject to the discretion of the board of directors. Annual cash-based incentive compensation for Ambulnz's CEO was not subject to a range based on base salary and was established annually by the board of directors.

### Long-Term Equity Compensation

Ambulnz maintained the Ambulnz, Inc. 2017 Equity Incentive Plan (the "2017 Plan"), pursuant to which the NEOs received stock options to acquire shares of Ambulnz Common Stock. When determining the number of stock options granted to an NEO, Ambulnz's board of directors considered such executive's expertise, level of responsibilities and future contributions to the success of Ambulnz. In addition to rewarding the NEOs based on the performance of Ambulnz, these stock options also served to retain the services of such executives since such stock options were subject to time-based vesting conditions. The stock options granted to the NEOs typically vested over a three-to-five-year period based on such executive's continued employment or engagement by Ambulnz. Other than stock options granted under the 2017 Plan, the NEOs did not receive any other equity awards or equity-based compensation from Ambulnz. No stock options were issued to NEOs under the 2017 Plan for fiscal year 2021.

### *2021 Compensation Following the Business Combination*

In connection with the consummation of the Business Combination, in consultation with Compensia, DocGo developed an executive compensation program that is consistent with the prior compensation policies and philosophies of Ambulnz, which were designed to align compensation with DocGo's business objectives and the creation of stockholder value, while enabling DocGo to attract, motivate and retain individuals who contribute to the long-term success of DocGo.

Decisions regarding executive compensation reflect our belief that the executive compensation program must be competitive in order to attract and retain our executive officers. The Compensation Committee seeks to implement our compensation policies and philosophies by linking a significant portion of our executive officers' cash compensation to performance objectives and by providing a portion of their compensation as long-term incentive compensation in the form of equity awards. Compensation for our executive officers has three primary components: base salary, an annual cash incentive bonus and long-term incentive compensation.

### Base Salary

Consistent with Ambulnz's historical practice, we believe that base salary should be fair to the executive officers, competitive within the industry and reasonable in light of our cost structure. Following the Business Combination, our Compensation Committee recommends base salaries to the Board and manages the base salary review process, subject to existing employment agreements.

### Annual Bonuses

DocGo may use annual cash incentive bonuses for the executive officers to tie a portion of their compensation to financial and operational objectives achievable within the applicable fiscal year. Annual cash bonuses are administered by the Compensation Committee and, at beginning of each year, the Compensation Committee selects the performance targets, target amounts, target award opportunities and other terms and conditions of annual cash bonuses for the executive officers, subject to the terms of any employment agreement. Following the end of each year, the Compensation Committee determines the extent to which the performance targets were achieved and the amount of the award that is payable to the executive officers.

For 2021, the annual cash incentive performance was based on the Company's achievement of revenue and adjusted EBITDA goals established at the beginning of 2021. Following the end of 2021, the Compensation Committee reviewed the Company's performance against the goals and approved bonuses for the NEOs of \$1,700,000 for Mr. Vashovsky, \$800,000 for Mr. Capone and \$775,000 for Mr. Oberholzer.

### Long-Term Equity Compensation

DocGo intends to use restricted stock unit awards and stock options to reward long-term performance of the executive officers. DocGo believes that providing a meaningful portion of the total compensation package in the

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form of long-term equity awards will align the incentives of its executive officers with the interests of its stockholders and serve to motivate and retain the individual executive officers. Long-term equity awards are granted under the 2021 Plan.

On December 9, 2021, Messrs. Vashovsky, Capone and Oberholzer received grants of 1,018,932, 1,018,932 and 356,553 stock options, respectively, with a per share exercise price of \$8.97. Each option vests and becomes exercisable in four equal annual installments beginning on December 9, 2022 through December 9, 2025.

### Employment Agreements

In connection with DocGo's executive compensation program, each of Messrs. Vashovsky, Capone and Oberholzer entered into employment agreements with DocGo, effective upon consummation of the Business Combination (the "Employment Agreements"). As further described below, the Employment Agreements provide for an annual base salary, annual performance bonus eligibility, participation in DocGo's benefit plans, eligibility to receive annual equity incentive grants beginning in fiscal year 2022 pursuant to the 2021 Plan and a one-time grant of restricted stock units pursuant to the 2021 Plan (the "Closing Grant"). In lieu of the Closing Grant, in December 2021, each NEO received a one-time cash bonus of \$1,000,000 for Mr. Vashovsky, \$500,000 for Mr. Capone, and \$650,000 for Mr. Oberholzer.

The Employment Agreements provide for an initial term commencing on the closing date of the Business Combination and continuing for an initial term of 36 months, which will automatically renew for successive one-year terms thereafter unless either party gives written notice of non-extension to the other party at least 60 days prior to such renewal date. Under the Employment Agreements, the base salary for each of Messrs. Vashovsky, Oberholzer, and Capone is equal to \$571,000, \$412,000, and \$425,000, respectively, and the target bonus for each of Messrs. Vashovsky, Oberholzer, and Capone is 100% of base salary, 60% of base salary, and 73% of base salary, respectively.

The Employment Agreements contain customary confidentiality, non-competition, customer non-solicitation and non-interference, and employee non-solicitation and non-interference covenants.

### **Outstanding Equity Awards at 2021 Fiscal-Year End Table**

The following table sets forth information regarding outstanding equity awards as of December 31, 2021 for each of our NEOs.

Name	Option Awards			
	Number of Securities Underlying Unexercised Options Exercisable (#)	Number of Securities Underlying Unexercised Options Unexercisable (#)	Option Exercise Price (\$)	Option Expiration Date
Stan Vashovsky	—	1,018,923 <sup>(1)</sup>	\$8.97	12/7/2031
Anthony Capone	—	1,018,923 <sup>(1)</sup>	\$8.97	12/7/2031
	516,116	129,029 <sup>(2)</sup>	\$2.26	1/22/2027
Andre Oberholzer	—	356,553 <sup>(1)</sup>	\$8.97	12/7/2031

(1) These stock options vest and become exercisable in four equal annual installments beginning on December 9, 2022 through December 9, 2025.

(2) These stock options vested on January 23, 2022.

### **Additional Narrative Disclosure**

#### Employee Benefits

The NEOs are eligible to participate in our employee benefit plans, including medical, dental, vision, life, disability, health and dependent care flexible spending accounts and accidental death and dismemberment benefit plans, in each case on the same basis as all of its other employees. During 2021, Ambulnz did not maintain a tax-qualified retirement plan, nonqualified retirement plan, or other pension or retirement plan.

Potential Payments Upon Termination or Change in Control

*Employment Agreements*

The Employment Agreements provide for the following severance benefits in connection with an “involuntary termination without cause” or a resignation for “good reason” (each a “Covered Termination” and as defined in the Employment Agreements) which does not occur during the period beginning three months prior to a “change in control” (as defined in the 2021 Plan) and ending 12 months after a change in control: (i) a cash payment equal to 12 months of the executive’s base salary payable in equal instalments over 12 months, (ii) a pro rata portion of the executive’s annual bonus for the fiscal year of termination based on actual achievement of the bonus objectives and the number of days the executive was employed during the fiscal year, (iii) payment or reimbursement for the premium for the executive and the executive’s covered dependents to maintain continued health coverage pursuant to the provisions of COBRA through the earlier of (A) the 12-month anniversary of the date of the executive’s termination of employment and (B) the date the executive and the executive’s covered dependents, if any, become eligible for healthcare coverage under another employer’s plan(s) and (iv) accelerated vesting of the unvested portion of the Closing Grant that would have vested assuming that the executive remained employed by the Company through the date that is 12 months following the date of the executive’s termination of employment. In connection with a Covered Termination during the period beginning three (3) months prior to a Change in Control and ending 12 months after a Change in Control, each executive would be entitled to: (i) a lump sum cash payment equal to the sum of (A) the executive’s base salary and (B) the executive’s target bonus, (ii) a pro rata portion of the executive’s annual bonus for the fiscal year of termination based on actual achievement of the bonus objectives and the number of days the executive was employed during the fiscal year, (iii) the amount of any annual bonus earned, but not yet paid, for the fiscal year prior to the executive’s termination, (iv) payment or reimbursement for the premium for the executive and the executive’s covered dependents to maintain continued health coverage pursuant to the provisions of COBRA through the earlier of (A) the 12-month anniversary of the date of the executive’s termination of employment and (B) the date the executive and the executive’s covered dependents, if any, become eligible for healthcare coverage under another employer’s plan(s) and (v) full accelerated vesting of the unvested portion of the Closing Grant.

The Employment Agreements provide for a “best net” after-tax 280G provision where the NEO receives the best after-tax result but is not eligible to receive any tax gross-ups, to the extent any payments made pursuant to the Employment Agreements or otherwise would constitute a “parachute payment” under Code Section 280G.

*Stock Options Under the 2021 Plan*

Under the option grant agreements for stock options granted under the 2021 Plan, in the event of an NEO’s termination as a result of death or disability, all unvested stock options will become fully vested and exercisable. In addition, in the event of a termination without cause on or within 24 months following a change in control, all unvested stock options will become fully vested and exercisable.

**CERTAIN INFORMATION ABOUT OUR COMMON STOCK**

**Security Ownership of Certain Beneficial Owners and Management**

Unless otherwise provided below, the following table presents information regarding beneficial ownership of our common stock as of March 14, 2022 by:

- each stockholder or group of stockholders known by us to be the beneficial owner of more than 5% of our outstanding common stock;
- each of our directors;
- each of our NEOs; and
- all of our current directors and executive officers as a group.

Beneficial ownership is determined in accordance with the rules of the SEC, and thus represents voting or investment power with respect to our securities. Under such rules, beneficial ownership includes any shares over which the individual has sole or shared voting power or investment power as well as any shares that the individual has the right to acquire within 60 days after the date of this table. To our knowledge and subject to applicable community property rules, and except as otherwise indicated below, the persons and entities named in the table have sole voting and sole investment power with respect to all shares beneficially owned.

The percentage ownership information shown in the column titled “Percentage of Shares Beneficially Owned” in the table below is based on 100,345,233 shares of our common stock outstanding as of the date of this table. Unless otherwise indicated, the address of each individual listed in this table is the Company’s address set forth on the first page of this Proxy Statement.

Name and Address of Beneficial Owner	Number of Shares Beneficially Owned	Percentage of Shares Beneficially Owned
<b>Greater than 5% Holders</b>		
Entities Affiliated with Louis M. Bacon <sup>(1)</sup>	5,906,710	5.89%
<b>Named Executive Officers and Directors</b>		
Stan Vashovsky	13,160,962	13.12%
Michael Burdick <sup>(2)</sup>	5,106,546	4.96%
Steven Katz	—	—
Ira Smedra	—	—
Ely D. Tendler <sup>(3)</sup>	21,935	*
James Travers <sup>(2)</sup>	5,106,546	4.96%
Anthony Capone <sup>(4)</sup>	645,145	*
Andre Oberholzer	1,290,290	1.29%
<b>All current directors and executive officers as a group (12 persons)<sup>(5)</sup></b>	<b>20,482,936</b>	<b>19.73%</b>

\* Represents beneficial ownership of less than one percent.

- (1) Based on the Schedule 13G/A filed with the SEC on February 14, 2022 by Moore Capital Management, LP. According to its Schedule 13G/A, the above holdings represent 5,406,710 shares held by Kendall AF, LLC (“KAF”) and 500,000 shares held by MMF LT, LLC (“MMF”). Mr. Louis M. Bacon controls Kendall Capital Markets, LLC, a Delaware limited liability company (“KCM”), the sole owner of KAF and may be deemed the beneficial owner of the shares held by KAF. Moore Capital Management, LP (“MCM”) is the investment manager of MMF and has voting and investment control over the shares held by MCM. Louis M. Bacon also controls the general partner of MCM. Mr. Bacon may be deemed the beneficial owner of the shares held by MMF. The address of KCM, KAF, MMF, MCM and Mr. Bacon is 11 Times Square, 38th Floor, New York, New York 10036.
- (2) Represents (a) 2,573,213 shares held by Motion Acquisition LLC, a Delaware limited liability company (the “Sponsor”), and (b) 2,533,333 shares that Sponsor has the right to acquire upon exercise of the 2,533,333 Public Warrants held by Sponsor as of or within 60 days after March 14, 2022. James Travers, Michael Burdick, Richard Vitelle and Garo Sarkissian are each managing members of the Sponsor and, accordingly, each may be deemed to be a beneficial owner of the securities held by the Sponsor. Each such individual disclaims beneficial ownership over any securities held by the Sponsor except to the extent of his pecuniary interest therein. The business address of Motion Acquisition LLC is c/o Graubard Miller, 405 Lexington Avenue, 11th Floor, New York, New York 10174.
- (3) Represents shares over which Ely D. Tendler has the right to acquire upon the exercise of Substitute Options exercisable as of or within 60 days after March 14, 2022.

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- (4) Represents shares over which Anthony Capone has the right to acquire upon the exercise of Substitute Options exercisable as of or within 60 days after March 14, 2022.
- (5) Includes shares, shares underlying Public Warrants, and shares underlying Substitute Options listed above in footnotes 2, 3 and 4 as well as those held by Messrs. Sugrue and Rosenberg.

### Delinquent Section 16(a) Reports

Section 16(a) of the Exchange Act requires our directors, officers and persons who beneficially own more than 10% of a registered class of our equity securities to file with the SEC initial reports of ownership and reports of changes in ownership of our common stock and other equity securities. To our knowledge, based solely on our review of Forms 3, 4 and 5 filed with the SEC or written representations that no Form 5 was required, during the year ended December 31, 2021 we believe that our directors, officers and persons who beneficially own more than 10% of a registered class of our equity securities timely filed all reports required under Section 16(a) of the Exchange Act, except that, due to administrative error, one Form 4 reporting individual equity was filed late with respect to each of James Travers, Anthony Capone, Andre Oberholzer, Ely D. Tendler, Ira Smedra, Michael Burdick, Mark Merlin, Michael S. Witkowski, Norman Rosenberg, Steven Katz, Stan Vashovsky and Chris Fillo.

### Securities Authorized for Issuance Under Equity Compensation Plans

The following table contains information about our equity compensation plans as of December 31, 2021.

Plan Category	Number of Securities to be Issued Upon Exercise of Outstanding Options, Warrants and Rights (a)	Weighted-Average Exercise Price of Outstanding Options, Warrants and Rights (b)	Number of Securities Remaining Available for Future Issuance Under Equity Compensation Plans (Excluding Securities Reflected in Column (a)) (c)
Equity compensation plans approved by security holders	4,595,762 <sup>(1)</sup>	\$8.90	12,012,132 <sup>(2)</sup>
Equity compensation plans not approved by security holders	3,827,210 <sup>(3)</sup>	\$2.97	— <sup>(4)</sup>
<b>Total</b>	<b><u>8,422,972</u></b>		<b><u>12,012,132</u></b>

- (1) Consists of outstanding stock options granted under the 2021 Plan.
- (2) Reflects the total shares of Common Stock remaining available for issuance under the 2021 Plan.
- (3) Consists of outstanding stock options granted under the 2017 Plan.
- (4) No further shares of Common Stock remain available for issuance under the 2017 Plan.

## CERTAIN RELATIONSHIPS AND RELATED PERSON TRANSACTIONS

### **Related Party Transaction Policy**

On November 5, 2021, our Board adopted a written policy regarding the review and approval or disapproval by our Audit Committee of transactions between us, or any of our subsidiaries, and any related person (defined to include our executive officers, directors or director nominees, any stockholder beneficially owning in excess of 5% of our common stock or securities exchangeable for our common stock, and any immediate family member of any of the foregoing persons) (the “Related Person Transaction Policy”). In reviewing related person transactions, our Audit Committee considers all relevant facts and circumstances, including the extent of the related person’s direct or indirect interest in the transaction. Any member of the Audit Committee who is a related person with respect to a transaction under review will not be permitted to participate in the deliberations or to vote on the transaction.

Certain related person transactions described below were consummated prior to our adoption of the formal, written policy described above, and, accordingly, the foregoing policies and procedures were not followed with respect to these transactions. However, we believe that the terms obtained and consideration that we paid or received, as applicable, in connection with the transactions described below were comparable to terms available or amounts that would be paid or received, as applicable, in arm’s-length transactions at such time.

### **Related Person Transactions — DocGo**

#### *Legal Services*

Ambulnz has historically engaged the law practice of Ely D. Tendler Strategic and Legal Services, PLLC (“EDTSLS”) for outside general counsel services. Ely D. Tendler, principal of EDTSLS, is General Counsel of the Company and a member of the Board. Pursuant to the Company’s arrangement with EDTSLS, Ambulnz was charged an hourly rate, ranging from \$450 to \$500 per hour, for the legal services rendered. For the years ended December 31, 2020 and 2021, the gross fees paid to EDTSLS were approximately \$555,055 and \$702,083, respectively. Mr. Tendler did not receive additional salary or other employment benefits for his role as General Counsel to Ambulnz. On November 10, 2021, the Audit Committee ratified this engagement pursuant to the Related Person Transaction Policy.

#### *Medical Direction and Supervision Services*

Since April 2020, affiliates of Dr. Mark Merlin, Chief Medical Officer of Ambulnz Holdings, LLC, have provided Ambulnz Holdings, LLC and its subsidiaries with medical direction and supervision services. For the years ended December 31, 2020 and 2021, the gross fees paid by us for these services were approximately \$491,000 and \$1,746,736, respectively. On November 10, 2021, the Audit Committee ratified this engagement pursuant to the Related Person Transaction Policy.

### **Related Person Transactions — Motion Acquisition Corp. (“Motion”)**

#### *Founder Shares*

On August 12, 2020, Michael Burdick, a current member of our Board and Motion’s then-serving Chief Executive Officer and director, paid certain offering costs, totaling an aggregate of \$25,000, in exchange for the issuance of 3,737,500 shares of Motion’s Class B common stock, par value \$0.0001 per share (the “Founder Shares” and “Motion Class B Common Stock”), to Motion Acquisition LLC, a Delaware limited liability company (the “Sponsor”). On October 14, 2020, the Sponsor effected a surrender of 431,250 Founder Shares to Motion for no consideration, resulting in a decrease, from 3,737,500 to 3,306,250, in the total number of Motion Class B Common Stock outstanding. Further, on November 16, 2020, the underwriter of Motion’s October 2020 initial public offering (the “IPO”) advised Motion that it would not exercise its over-allotment option; and, consequently, the Sponsor forfeited an additional 431,250 Founder Shares, resulting in a decrease in Motion Class B Common Stock outstanding, from 3,306,250 to 2,875,000. After the IPO, Motion Class B Common Stock represented 20.0% of the total issued and outstanding shares of Motion Class B Common Stock and Motion Class A common stock on an aggregate basis.

On August 24, 2021, the Sponsor elected to convert all 2,875,000 Founder Shares into an aggregate of 2,875,000 shares of Motion’s Class A common stock, on a one-to-one basis pursuant to the terms of the Motion

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Class B Common Stock. On November 5, 2021 (the “Closing Date”), Motion consummated a business combination pursuant to an Agreement and Plan of Merger dated March 8, 2021, by and among Motion, Motion Merger Sub Corp. and Ambulnz (the “Closing,” and the transactions therein, the “Business Combination”). In connection with the Closing, Motion filed its Second Amended and Restated Certificate of Incorporation, pursuant to which all shares of Motion’s Class A common stock were redesignated as shares of common stock of DocGo, par value \$0.0001 per share (the “Common Stock”).

Concurrent with Motion’s IPO, the Sponsor and Motion’s directors and officers entered into a letter agreement with Motion and Barclays Capital Inc., whereby the Sponsor and Motion’s directors and officers agreed, subject to limited exceptions, not to transfer, assign or sell any of the shares of Motion Class B Common Stock (which was converted on a one-for-one basis into Motion Class A common stock prior to the Closing) until the earlier of: (a) November 5, 2022 (one year after the Closing Date) and (b) subsequent to the Closing (x) the date on which the last reported sale price of the Common Stock equals or exceeds \$12.00 per share (as adjusted for stock splits, stock dividends, reorganizations, recapitalizations and the like) for any 20 trading days within any 30-trading-day period commencing at least 150 days after the Closing or (y) the date on which DocGo completes a liquidation, merger, capital stock exchange, reorganization or other similar transaction that results in all of DocGo’s stockholders having the right to exchange their shares of Common Stock for cash, securities or other property.

### *Private Warrants*

Simultaneously with the closing of the IPO, the Sponsor purchased an aggregate of 2,533,333 warrants to purchase shares of Motion Class A common stock (the “Private Warrants”) at a price of \$1.50 per Private Warrant, for an aggregate of \$3.8 million. In connection with the Closing, and pursuant to the terms of the Warrant Agreement, dated October 14, 2020, by and between Motion Acquisition Corp. and Continental Stock Transfer & Trust Company, each Private Warrant is exercisable for one share of Common Stock at a price of \$11.50 per share, subject to adjustment. A portion of the proceeds from the sale of the Private Warrants was added to the proceeds from the IPO, and both were held in a trust account that became available following the Closing. The Private Warrants are non-redeemable for cash (subject to certain exceptions) and exercisable on a cashless basis so long as they are held by the Sponsor or its permitted transferees.

### *Amended and Restated Sponsor Agreement*

On November 4, 2021, Motion, the Sponsor and Ambulnz entered into an Amended and Restated Sponsor Agreement (the “A&R Sponsor Agreement”), whereby the Sponsor agreed, among other things, to forfeit and defer certain of its shares of Motion’s Class A common stock. Pursuant to the A&R Sponsor Agreement, at Closing, the Sponsor forfeited 301,787 shares of Common Stock and deferred 162,965 shares of Common Stock (the “Additional Earnout Shares”), to be held pursuant to the terms of the Sponsor Escrow Agreement (as defined below).

### *Sponsor Escrow Agreement*

Immediately prior to the Closing, Sponsor, Motion and Continental Stock Transfer & Trust Company, as escrow agent, entered into a Sponsor Escrow Agreement (the “Sponsor Escrow Agreement”), whereby, immediately following the Closing, the Sponsor deposited (i) 575,000 shares of Common Stock (the “Sponsor Earnout Shares”) and (ii) 162,965 shares of Common Stock (the “Additional Earnout Shares”) into escrow. The Sponsor Escrow Agreement provides that such Sponsor Earnout Shares will either be released to the Sponsor or terminated and canceled by DocGo if certain stock price conditions are met or not, as follows: (i) with respect to 287,500 Sponsor Earnout Shares, the closing stock price equals or exceeds \$12.50 per share on any twenty (20) trading days in a 30-trading-day period at any time until the third anniversary of the Closing Date, and (ii) with respect to 287,500 Sponsor Earnout Shares, the closing stock price equals or exceeds \$15.00 per share on any twenty (20) trading days in a 30-trading-day period at any time until the fifth anniversary of the Closing Date. Additional Earnout Shares will be released to the Sponsor or terminated and cancelled by DocGo if certain price conditions are met or not, as follows: (i) 25% of the Additional Earnout Shares if the closing price of Common Stock equals or exceeds \$12.50 per share (as adjusted for share splits, share dividends, reorganizations and recapitalizations) on any twenty (20) trading days in a thirty (30)-trading-day period at any time after the Closing Date and by the first anniversary of the Closing Date; (ii) an additional 25% of the Additional Earnout Shares if the closing price of the Common Stock equals or exceeds \$15.00 per share (as adjusted for share splits,

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share dividends, reorganizations and recapitalizations) on any twenty (20) trading days in a thirty (30)-trading-day period at any time after the Closing Date and by the third anniversary of the Closing Date; (iii) an additional 25% of the Additional Earnout Shares if the closing price of the Common Stock equals or exceeds \$18.00 per share (as adjusted for share splits, share dividends, reorganizations and recapitalizations) on any twenty (20) trading days in a thirty (30)-trading-day period at any time after the Closing Date and by the third anniversary of the Closing Date; and (iv) the remaining 25% of the Additional Earnout Shares if the closing price of the Common Stock equals or exceeds \$21.00 per share (as adjusted for share splits, share dividends, reorganizations and recapitalizations) on any twenty (20) trading days in a thirty (30)-trading-day period at any time after the Closing Date and by the fifth anniversary of the Closing Date.

### *Amended and Restated Registration Rights Agreement*

Immediately prior to the Closing, Sponsor, Motion and certain Ambulnz equityholders entered into an Amended and Restated Registration Rights Agreement (the "A&R Registration Rights Agreement"). Pursuant to the A&R Registration Rights Agreement, Motion agreed to register shares of Common Stock and Private Warrants for resale under the Securities Act of 1933, as amended, after the lapse or expiration of any transfer restrictions, lock-up or escrow provisions which may apply to the registrable securities held by Sponsor and those certain Ambulnz equityholders (including those shares of Common Stock issuable upon exercise of Substitute Options). Other stockholders of DocGo may have piggyback registration rights, and may also participate in any such registration, subject to customary cutbacks in an underwritten offering. Certain shares and warrants held by the Sponsor and certain Ambulnz equityholders have been registered pursuant to a registration statement filed with the SEC.

## OTHER MATTERS

### **Stockholder Proposals and Director Nominations for Next Year's Annual Meeting**

Pursuant to Rule 14a-8 of the Exchange Act, stockholders who wish to submit proposals for inclusion in the proxy statement for the 2023 Annual Meeting of Stockholders must send such proposals to our Corporate Secretary at the address set forth on the first page of this Proxy Statement. Such proposals must be received by us as of the close of business (6:00 p.m. Eastern Time) on December 30, 2022 and must comply with Rule 14a-8 of the Exchange Act. Such proposals may or may not be included in the proxy statement.

As set forth in our bylaws, if a stockholder intends to make a nomination for director election or present a proposal for other business (other than pursuant to Rule 14a-8 of the Exchange Act) at the 2023 Annual Meeting of Stockholders, the stockholder's notice must be received by our Corporate Secretary at the address set forth on the first page of this Proxy Statement no earlier than the 120<sup>th</sup> day and no later than the 90<sup>th</sup> day before the anniversary of the last annual meeting; provided, however, that if the date of the annual meeting is more than 30 days before or more than 60 days after such anniversary date, the stockholder's notice must be delivered not earlier than the close of business on the 120<sup>th</sup> day prior to such annual meeting and not later than the close of business on the later of the 90<sup>th</sup> day prior to such annual meeting or the 10<sup>th</sup> day following the first public announcement of the date of such annual meeting by the Company. Therefore, unless the 2023 Annual Meeting of Stockholders is more than 30 days before or more than 60 days after the anniversary of the Annual Meeting, notice of proposed nominations or proposals (other than pursuant to Rule 14a-8 of the Exchange Act) must be received by our Corporate Secretary no earlier than February 20, 2023 and no later than the close of business (6:00 p.m. Eastern Time) on March 22, 2023. Any such director nomination or stockholder proposal must be a proper matter for stockholder action and must comply with the terms and conditions set forth in our bylaws. If a stockholder fails to meet these deadlines and fails to satisfy the requirements of Rule 14a-4 of the Exchange Act, we may exercise discretionary voting authority under proxies we solicit to vote on any such proposal as we determine appropriate. In addition to satisfying the deadlines in the advance notice provisions of our bylaws, a stockholder who intends to solicit proxies in support of nominees submitted under these advance notice provisions for the 2023 Annual Meeting must provide the notice required under Rule 14a-19 of the Exchange Act to our Corporate Secretary in writing not later than the close of business (6:00 p.m. Eastern Time) on April 21, 2023.

### **Delivery of Documents to Stockholders Sharing an Address**

A number of brokerage firms have adopted a procedure approved by the SEC called "householding." Under this procedure, certain stockholders who have the same address and do not participate in electronic delivery of proxy materials will receive only one copy of the proxy materials, including this Proxy Statement, the Notice and our Annual Report for the year ended December 31, 2021, until such time as one or more of these stockholders notifies us that they wish to receive individual copies. This procedure helps to reduce duplicate mailings and save printing costs and postage fees, as well as natural resources. If you received a "householding" mailing this year and would like to have additional copies of the proxy materials mailed to you, please send a written request to our Corporate Secretary at the address set forth on the first page of this Proxy Statement, or call (844) 443-6246, and we will promptly deliver the proxy materials to you. Please contact your broker if you received multiple copies of the proxy materials and would prefer to receive a single copy in the future, or if you would like to opt out of "householding" for future mailings.

### **Availability of Additional Information**

**We will provide, free of charge, a copy of our Annual Report for the year ended December 31, 2021, including exhibits, on the written or oral request of any stockholder of the Company.** Please send a written request to our Corporate Secretary at the address set forth on the first page of this Proxy Statement or call the number above.



DOCGO INC.  
35 WEST 35TH STREET, FLOOR 6  
NEW YORK, NY 10001



**SCAN TO  
VIEW MATERIALS & VOTE**



**VOTE BY INTERNET**

*Before The Meeting* - Go to [www.proxyvote.com](http://www.proxyvote.com) or scan the QR Barcode above

Use the Internet to transmit your voting instructions and for electronic delivery of information. Vote by 11:59 p.m. Eastern Time on June 19, 2022. Have your proxy card in hand when you access the web site and follow the instructions to obtain your records and to create an electronic voting instruction form.

*During The Meeting* - Go to [www.virtualshareholdermeeting.com/DCGO2022](http://www.virtualshareholdermeeting.com/DCGO2022)

You may attend the meeting via the Internet and vote during the meeting. Have the information that is printed in the box marked by the arrow available and follow the instructions.

**VOTE BY PHONE - 1-800-690-6903**

Use any touch-tone telephone to transmit your voting instructions. Vote by 11:59 p.m. Eastern Time on June 19, 2022. Have your proxy card in hand when you call and then follow the instructions.

**VOTE BY MAIL**

Mark, sign and date your proxy card and return it in the postage-paid envelope we have provided or return it to Vote Processing, c/o Broadridge, 51 Mercedes Way, Edgewood, NY 11717.

TO VOTE, MARK BLOCKS BELOW IN BLUE OR BLACK INK AS FOLLOWS:

D83084-P71651

KEEP THIS PORTION FOR YOUR RECORDS  
DETACH AND RETURN THIS PORTION ONLY

**THIS PROXY CARD IS VALID ONLY WHEN SIGNED AND DATED.**

<b>DOCGO INC.</b>		<b>For All</b>	<b>Withhold All</b>	<b>For All Except</b>	To withhold authority to vote for any individual nominee(s), mark "For All Except" and write the number(s) of the nominee(s) on the line below.			
<b>The Board of Directors recommends you vote FOR the following:</b>		<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
1. Election of Directors					_____			
<b>Nominees:</b>								
01) Stan Vashovsky								
02) Ira Smedra								
03) Ely D. Tendler								
<b>The Board of Directors recommends you vote FOR the following proposal:</b>						<b>For</b>	<b>Against</b>	<b>Abstain</b>
2. Ratification of the appointment of Urish Popeck & Co., LLC as the Company's independent registered public accounting firm for the year ending December 31, 2022.		<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
<b>NOTE:</b> Such other business as may properly come before the meeting or any adjournment thereof.								
Please sign exactly as your name(s) appear(s) hereon. When signing as attorney, executor, administrator, or other fiduciary, please give full title as such. Joint owners should each sign personally. All holders must sign. If a corporation or partnership, please sign in full corporate or partnership name by authorized officer.								
Signature [PLEASE SIGN WITHIN BOX]		Date		Signature (Joint Owners)		Date		

**Important Notice Regarding the Availability of Proxy Materials for the Annual Meeting:**  
The Notice and Proxy Statement and Annual Report are available at [www.proxyvote.com](http://www.proxyvote.com).

D83085-P71651

**DOCGO INC.  
Annual Meeting of Stockholders  
June 20, 2022 12:00 PM EDT  
This proxy is solicited by the Board of Directors**

The stockholder(s) hereby appoint(s) Andre Oberholzer and Anthony Capone, or either of them, as proxies, each with the power to appoint his substitute, and hereby authorize(s) them to represent and to vote, as designated on the reverse side of this ballot, all of the shares of common stock of DOCGO INC. that the stockholder(s) is/are entitled to vote at the Annual Meeting of Stockholders to be held at 12:00 PM EDT on June 20, 2022, virtually at [www.virtualshareholdermeeting.com/DCGO2022](http://www.virtualshareholdermeeting.com/DCGO2022) and any adjournment or postponement thereof.

**This proxy, when properly executed, will be voted in the manner directed herein. If no such direction is made, this proxy will be voted in accordance with the Board of Directors' recommendations. In their discretion, the proxies are authorized to vote upon such other business as may properly come before the Annual Meeting of Stockholders or any adjournment or postponement thereof (including, if applicable, on any matter which the Board of Directors did not know would be presented at the Annual Meeting of Stockholders by a reasonable time before the proxy solicitation was made or for the election of a person to the Board of Directors if any nominee named in Proposal 1 becomes unable to serve or for good cause will not serve).**

Continued and to be signed on reverse side