

27 June 2017

Employee share scheme buyback

Vocus Group Limited (**ASX:VOC**) (**Vocus**) advises that it is undertaking an employee share scheme buyback of 1,178,991 ordinary shares which were issued pursuant to the Vocus Loan Funded Share Plan (**Plan**), as set out in the enclosed Appendix 3C.

The shares that are the subject of the buy-back are presently held on trust for participants who have ceased employment with Vocus and have forfeited the shares in accordance with the rules of the Plan.

In accordance with the rules of the Plan, the buy-back will not require an outlay of cash consideration by Vocus.

Vocus intends to implement that buyback on Friday, 14 July 2017.

By the order of the Board



Ashe-lee Jegathesan
Company Secretary

Appendix 3C

Announcement of buy-back (except minimum holding buy-back)

Information and documents given to ASX become ASX's property and may be made public.

Introduced 1/9/99. Origin: Appendix 7B. Amended 13/3/2000, 30/9/2001, 11/01/10

Name of entity	ABN/ARSN
Vocus Group Limited	084 115 499

We (the entity) give ASX the following information.

Information about buy-back

1	Type of buy-back	Employee share scheme buyback
2	*Class of shares/units which is the subject of the buy-back (eg, ordinary/preference)	Ordinary shares
3	Voting rights (eg, one for one)	One for one
4	Fully paid/partly paid (and if partly paid, details of how much has been paid and how much is outstanding)	Fully paid
5	Number of shares/units in the +class on issue	623,117,254
6	Whether shareholder/unitholder approval is required for buy-back	No
7	Reason for buy-back	Pursuant to the Vocus Communications Limited Loan Funded Share Plan Rules

Appendix 3C Announcement of buy-back

8 Any other information material to a shareholder's/unitholder's decision whether to accept the offer (eg, details of any proposed takeover bid)

N/A

On-market buy-back

9 Name of broker who will act on the company's behalf

N/A

10 Deleted 30/9/2001.

N/A

11 If the company/trust intends to buy back a maximum number of shares - that number

Note: This requires a figure to be included, not a percentage.

N/A

12 If the company/trust intends to buy back shares/units within a period of time - that period of time; if the company/trust intends that the buy-back be of unlimited duration - that intention

N/A

13 If the company/trust intends to buy back shares/units if conditions are met - those conditions

N/A

Employee share scheme buy-back

14 Number of shares proposed to be bought back

1,178,991

15 Price to be offered for shares

\$6,600,433.83 in aggregate for all 1,178,991 shares

[†] See chapter 19 for defined terms.

Selective buy-back

- 16 Name of person or description of class of person whose shares are proposed to be bought back
- 17 Number of shares proposed to be bought back
- 18 Price to be offered for shares

Equal access scheme

- 19 Percentage of shares proposed to be bought back
- 20 Total number of shares proposed to be bought back if all offers are accepted
- 21 Price to be offered for shares
- 22 ⁺Record date for participation in offer
Cross reference: Appendix 7A, clause 9.

Compliance statement

- 1. The company is in compliance with all Corporations Act requirements relevant to this buy-back.

or, for trusts only:

- 1. The trust is in compliance with all requirements of the Corporations Act as modified by Class Order 07/422, and of the trust's constitution, relevant to this buy-back.
- 2. There is no information that the listing rules require to be disclosed that has not already been disclosed, or is not contained in, or attached to, this form.

Sign here: Date: 27 June 2017
(~~Director~~/Company secretary)

Print name: Ashe-lee Jegathesan
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⁺ See chapter 19 for defined terms.