

**Form 603**

Corporations Act 2001

Section 671B

**Notice of initial substantial holder**

<b>To: Company Name/Scheme</b>	VOCUS GROUP LIMITED
<b>ACNARSN</b>	084 115 499
<b>1. Details of substantial holder (1)</b>	YARRA FUNDS MANAGEMENT LIMITED (YFM) ACN 005 885 567; YARRA CAPITAL MANAGEMENT HOLDINGS PTY LTD ACN 614 782 795 (YCMH); YARRA MANAGEMENT NOMINEES PTY LTD ACN 616 681 068 (YMN); AA AUSTRALIA FINCO PTY LTD ACN 614 781 172 (FINCO); TA SP AUSTRALIA TOPCO PTY LTD ACN 612 486 452 (TOPCO); TA UNIVERSAL INVESTMENT HOLDINGS LTD (UNIVERSAL)
<b>Name</b>	
<b>ACNARSN (if applicable)</b>	See above

The holder became a substantial holder on 24/05/2017**2. Details of voting power**

The total number of votes attached to all the voting shares in the company or voting interests in the scheme that the substantial holder or an associate (2) had a relevant interest (3) in, on the date the substantial holder became a substantial holder are as follows:

Class of securities (4)	Number of securities	Person's votes (5)	Voting power (6)
Ordinary Fully Paid Shares	36,126,283	36,126,283	5.7977%

**3. Details of relevant interests**

The nature of the relevant interest the substantial holder or an associate had in the following voting securities on the date the substantial holder became a substantial holder are as follows:

Holder of relevant interest	Nature of relevant interest (7)	Class and number of securities
YCMH	Relevant interest pursuant to s608(3)(b) of the Corporations Act (CA), being a relevant interest held through a body corporate (YFM) that YCMH controls	Ordinary Fully Paid Shares / 36,126,283
YFM	Relevant interest pursuant to s608(1) of the CA, being the power to exercise or control the exercise of a right to vote attached to the securities and/or the power to dispose of securities as investment manager of trustee.	Ordinary Fully Paid Shares / 36,126,283
YMN	Relevant interest pursuant to s608(3)(a) of the CA, being a relevant interest held through a body corporate (YCMH) in which YMN's voting power is more than 20%	Ordinary Fully Paid Shares / 36,126,283
FINCO	Relevant interest pursuant to s608(3)(a) of the CA, being a relevant interest held through a body corporate (YCMH) in which FINCO's voting power is more than 20%	Ordinary Fully Paid Shares / 36,126,283
TOPCO	Relevant interest pursuant to s608(3)(b) of the CA, being a relevant interest held through a body corporate (FINCO) that TOPCO controls	Ordinary Fully Paid Shares / 36,126,283
UNIVERSAL	Relevant interest pursuant to s608(3)(b) of the CA, being a relevant interest held through a body corporate (TOPCO) that UNIVERSAL controls	Ordinary Fully Paid Shares / 36,126,283

**4. Details of present registered holders**

The persons registered as holders of the securities referred to in paragraph 3 above are as follows:

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder (8)	Class and number of securities
All substantial holders named in 1 above	HSBC Custody Nominees (Australia) Limited	YFM as the responsible entity for a range of managed investment schemes	Ordinary Fully Paid Shares / 35,948,023
All substantial holders named in 1 above	National Australia Bank Asset Servicing; BNP Paribas Securities Services; JPMorgan Chase Bank NA; State Street Australia Limited; Citigroup Pty Limited; Invia Custodian Pty Limited; National Australia Bank Asset Servicing; Northern Trust Company; National Nominees Limited	Various Clients of YFM	Ordinary Fully Paid Shares / 178,260

**5. Consideration**

The consideration paid for each relevant interest referred to in paragraph 3 above and acquired in the four months prior to the day that the substantial holder became a substantial holder is as follows:

Holder of relevant interest	Date of acquisition	Consideration (9)		Class and number of securities
		Cash	Non-cash	
YCMH		Refer to Attachment A		
YFM		Refer to Attachment A		
YMN		Refer to Attachment A		
FINCO		Refer to Attachment A		
TOPCO		Refer to Attachment A		
UNIVERSAL		Refer to Attachment A		

**6. Associates**

The reasons the persons named in paragraph 3 above are associates of the substantial holder are as follows:

Name and ACN/ARSN (if applicable)	Nature of association
N/A	

**7. Addresses**

The addresses of persons named in this form are as follows:

Name	Address
YCMH	LEVEL 19, 101 COLLINS STREET, MELBOURNE VICTORIA 3000
YFM	LEVEL 19, 101 COLLINS STREET, MELBOURNE VICTORIA 3000
YMN	LEVEL 19, 101 COLLINS STREET, MELBOURNE VICTORIA 3000
FINCO	58 GIPPS STREET, COLLINGWOOD VICTORIA 3066
TOPCO	58 GIPPS STREET, COLLINGWOOD VICTORIA 3066
UNIVERSAL	3RD FLOOR, DEVONSHIRE HOUSE 1 MAYFAIR PLACE, LONDON W1J 8AJ, UNITED KINGDOM

**Signature**

print name BARRY WHITEHEAD

capacity COMPANY SECRETARY OF YFM

sign here

date 25 / 05 / 17

**ATTACHMENT A****Form 603 – Notice of Initial Substantial Holder****Consideration**

The consideration paid for each relevant interest referred to in paragraph 3 above and acquired in the four months prior to the day that the substantial holder became a substantial holder is as follows:

Date of acquisition	Consideration			Class and number of Securities	
	Transaction type	Cash	Non-cash	Class	Number
13/01/2017	Relevant Interests held by YCMH on acquisition of YFM by YCMH	Nil	Nil	Ordinary Fully Paid Shares	29,607,498
20/01/2017	Sold on Market	\$ 4.1991	Nil	Ordinary Fully Paid Shares	1,492
23/01/2017	Sold on Market	\$ 4.2600	Nil	Ordinary Fully Paid Shares	2,884
24/01/2017	Sold on Market	\$ 4.2762	Nil	Ordinary Fully Paid Shares	4,371
27/01/2017	Sold on Market	\$ 4.1603	Nil	Ordinary Fully Paid Shares	647
31/01/2017	Sold on Market	\$ 4.0350	Nil	Ordinary Fully Paid Shares	115
1/02/2017	Sold on Market	\$ 3.9705	Nil	Ordinary Fully Paid Shares	2,514
3/02/2017	Sold on Market	\$ 4.2100	Nil	Ordinary Fully Paid Shares	891
6/02/2017	Sold on Market	\$ 4.0679	Nil	Ordinary Fully Paid Shares	232,113
6/02/2017	Sold on Market	\$ 4.0900	Nil	Ordinary Fully Paid Shares	1,252
7/02/2017	Sold on Market	\$ 3.9950	Nil	Ordinary Fully Paid Shares	1,494
7/02/2017	Sold on Market	\$ 4.0007	Nil	Ordinary Fully Paid Shares	500
9/02/2017	Sold on Market	\$ 4.2794	Nil	Ordinary Fully Paid Shares	2,613
13/02/2017	Sold on Market	\$ 4.3831	Nil	Ordinary Fully Paid Shares	1,776
21/02/2017	Sold on Market	\$ 4.3468	Nil	Ordinary Fully Paid Shares	19,391
22/02/2017	Purchased on Market	\$ 4.6291	Nil	Ordinary Fully Paid Shares	146,827
22/02/2017	Sold on Market	\$ 4.7505	Nil	Ordinary Fully Paid Shares	637
1/03/2017	Sold on Market	\$ 4.3977	Nil	Ordinary Fully Paid Shares	2,782
2/03/2017	Sold on Market	\$ 4.3670	Nil	Ordinary Fully Paid Shares	3,697
2/03/2017	Sold on Market	\$ 4.3693	Nil	Ordinary Fully Paid Shares	40,906
6/03/2017	Purchased on Market	\$ 4.3840	Nil	Ordinary Fully Paid Shares	19,514
8/03/2017	Sold on Market	\$ 4.4450	Nil	Ordinary Fully Paid Shares	953
9/03/2017	Sold on Market	\$ 4.4100	Nil	Ordinary Fully Paid Shares	260,185
9/03/2017	Sold on Market	\$ 4.4100	Nil	Ordinary Fully Paid Shares	681,763
10/03/2017	Sold on Market	\$ 4.3243	Nil	Ordinary Fully Paid Shares	48,631
16/03/2017	Sold on Market	\$ 4.2800	Nil	Ordinary Fully Paid Shares	1,780
16/03/2017	Sold on Market	\$ 4.2858	Nil	Ordinary Fully Paid Shares	4,320
17/03/2017	Sold on Market	\$ 4.2319	Nil	Ordinary Fully Paid Shares	547
17/03/2017	Sold on Market	\$ 4.2534	Nil	Ordinary Fully Paid Shares	612
20/03/2017	Sold on Market	\$ 4.1800	Nil	Ordinary Fully Paid Shares	3,663

Date of acquisition	Consideration			Class and number of Securities	
	Transaction type	Cash	Non-cash	Class	Number
20/03/2017	Sold on Market	\$ 4.2000	Nil	Ordinary Fully Paid Shares	564
21/03/2017	Sold on Market	\$ 4.2519	Nil	Ordinary Fully Paid Shares	40,069
22/03/2017	Sold on Market	\$ 4.2200	Nil	Ordinary Fully Paid Shares	1,060
23/03/2017	Sold on Market	\$ 4.1730	Nil	Ordinary Fully Paid Shares	4,409
24/03/2017	Sold on Market	\$ 4.2094	Nil	Ordinary Fully Paid Shares	18,555
28/03/2017	Sold on Market	\$ 4.2768	Nil	Ordinary Fully Paid Shares	20,118
29/03/2017	Sold on Market	\$ 4.3246	Nil	Ordinary Fully Paid Shares	15,714
29/03/2017	Sold on Market	\$ 4.3400	Nil	Ordinary Fully Paid Shares	5,850
5/04/2017	Sold on Market	\$ 4.1150	Nil	Ordinary Fully Paid Shares	1,182
6/04/2017	Sold on Market	\$ 3.9834	Nil	Ordinary Fully Paid Shares	5,247
13/04/2017	Sold on Market	\$ 3.1750	Nil	Ordinary Fully Paid Shares	307
19/04/2017	Sold on Market	\$ 3.3987	Nil	Ordinary Fully Paid Shares	16,806
19/04/2017	Purchased on Market	\$ 3.6800	Nil	Ordinary Fully Paid Shares	434,744
20/04/2017	Sold on Market	\$ 3.4063	Nil	Ordinary Fully Paid Shares	10,409
20/04/2017	Purchased on Market	\$ 3.6800	Nil	Ordinary Fully Paid Shares	22,180
20/04/2017	Purchased on Market	\$ 3.6812	Nil	Ordinary Fully Paid Shares	2,283
21/04/2017	Sold on Market	\$ 3.3200	Nil	Ordinary Fully Paid Shares	729
24/04/2017	Sold on Market	\$ 3.4000	Nil	Ordinary Fully Paid Shares	590
26/04/2017	Purchased on Market	\$ 3.4100	Nil	Ordinary Fully Paid Shares	4,188
28/04/2017	Sold on Market	\$ 3.3700	Nil	Ordinary Fully Paid Shares	18,200
28/04/2017	Purchased on Market	\$ 3.3700	Nil	Ordinary Fully Paid Shares	1
4/05/2017	Sold on Market	\$ 2.3800	Nil	Ordinary Fully Paid Shares	2,193
4/05/2017	Sold on Market	\$ 2.4001	Nil	Ordinary Fully Paid Shares	298
8/05/2017	Sold on Market	\$ 2.4507	Nil	Ordinary Fully Paid Shares	516
15/05/2017	Sold on Market	\$ 2.4500	Nil	Ordinary Fully Paid Shares	14,397
24/05/2017	Purchased on Market	\$ 3.0019	Nil	Ordinary Fully Paid Shares	7,388,792

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