

Date: 24 September 2019

Vocus Notice of Meeting / Proxy Form

In accordance with the Listing Rules, attached are the Vocus 2019 Notice of Meeting and proxy form, for release to the market.

ENDS

For further information, please contact:

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About Vocus: Vocus Group (ASX: VOC) is a vertically integrated telecommunications provider, operating in the Australian and New Zealand markets. The Company owns an extensive national infrastructure network of metro and back haul fibre connecting all capital cities and most regional centres across Australia and New Zealand. Vocus infrastructure now connects directly to more than 5,000 buildings. Vocus owns a portfolio of brands catering to corporate, small business, government and residential customers across Australia and New Zealand. Vocus also operates in the wholesale market providing high performance, high availability and highly scalable communications solutions which allow service providers to quickly and easily deploy new services for their own customer base.

Notice of 2019 Annual General Meeting

VOCUS GROUP LIMITED
ACN 084 115 499

Notice is given that the 2019 Annual General Meeting (**AGM**) of the members of Vocus Group Limited (**Vocus** or the **Company**) will be held in the Warrane Theatre, Museum of Sydney, corner of Phillip and Bridge Streets, Sydney, New South Wales at 10:00 am on Tuesday, 29 October 2019.

The Explanatory Notes which accompany and form part of this Notice of 2019 Annual General Meeting contain important information in connection with the proposed resolutions. **Please read them carefully.**

Unless otherwise specified, defined terms are set out in the Glossary to the Explanatory Notes.

Ordinary Business

1. Consideration of the 2019 Financial Statements and Reports

To receive and consider the Company's financial statements and reports for the financial year ended 30 June 2019.

2. Adoption of the 2019 Remuneration Report

To consider, and if thought fit, pass the following resolution:

That the Remuneration Report for the year ended 30 June 2019 be adopted.

Please note that this resolution is advisory only and does not bind the Directors or the Company. Please also note that a voting exclusion applies to this resolution and the Company will disregard any votes cast on this resolution by certain persons. Details of the voting exclusion applicable to this resolution are set out in the Explanatory Notes for this Item of Business, accompanying and forming part of this Notice of 2019 Annual General Meeting.

3. Ratification of Change of Auditor

To consider, and if thought fit, pass the following resolution:

That PricewaterhouseCoopers ("PwC"), who was appointed as the Company's auditor since 24 December 2018 and who has held office until the date of this Annual General Meeting, and being eligible and having

consented, be re-elected as the Company's auditor in accordance with Section 327C of the Corporations Act.

4. Re-election of Director

To consider, and if thought fit, pass the following resolution:

That Mr Robert Mansfield, who was re-elected as a Director at the 2017 Annual General Meeting of the Company and who has held office until the date of this Annual General Meeting, and being eligible, be re-elected as a Director of the Company in accordance with ASX Listing Rule 14.5.

By Order of the Board



Ashe-lee Jegathesan
Company Secretary
24 September 2019

Explanatory Notes to Notice of 2019 Annual General Meeting

2. Adoption of 2019 Remuneration Report

General

The Company's Remuneration Report provides information regarding the policy and structure for remunerating the Key Management Personnel of the Company, including details of remuneration paid in the financial year ended 30 June 2019.

The Chairperson will give shareholders a reasonable opportunity at the Annual General Meeting to ask questions about or to make comments on the Remuneration Report.

The vote on the Remuneration Report (**Remuneration Resolution**) is advisory and does not bind the Company. However, the Company will consider the vote on the Remuneration Resolution in determining its future policies and structures of remunerating the Key Management Personnel of the Company.

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Legal disclosure

As noted above, the vote on the Remuneration Report is advisory and does not bind the Company.

However, sections 250U and 250V of the Corporations Act provide in summary that if:

- i. at a subsequent Annual General Meeting (**Later Annual General Meeting**), at least twenty-five percent (25%) of the votes cast on a resolution that the Remuneration Report be adopted are against the adoption of that Remuneration Report; and
- ii. at the immediately preceding Annual General Meeting (**Earlier Annual General Meeting**), at least twenty-five percent (25%) of the votes cast on a resolution that the Remuneration Report be adopted were against the adoption of that Remuneration Report,

then the Company must put to vote at the Later Annual General Meeting a spill resolution (**Spill Resolution**). The Spill Resolution may be passed as an ordinary resolution.

If the Spill Resolution is passed, the Company is required by section 250W of the Corporations Act to hold the Spill Meeting within ninety (90) days after the Spill Resolution is passed. All of the Company's Directors (excluding any Managing Director of the Company who may, in accordance with the ASX Listing Rules, continue to hold office indefinitely without being re-elected to the office) cease to hold office immediately before the end of the Spill Meeting and may stand for re-election at the Spill Meeting. This is commonly referred to as the "2 strikes rule".

At the 2018 Annual General Meeting, less than twenty-five percent (25%) of the eligible votes cast were against the adoption of the 2018 Remuneration Report put to vote under section 250R(2) of the Corporations Act.

Accordingly, a Spill Resolution will not be put to the meeting during this Annual General Meeting but may be put to the meeting at a future Annual General Meeting if at least twenty-five percent (25%) of the votes cast on a resolution that the Remuneration Report be adopted are against the adoption of that Remuneration Report at two consecutive Annual General Meetings.

Voting Exclusion Statement

A voting exclusion applies to the voting on the Remuneration Resolution in Item 2.

The Company will disregard any votes cast on the resolution in respect of the Remuneration Report, by or on behalf of:

- (a) a member of the Key Management Personnel, the details of whose remuneration are included in the Remuneration Report, or any of their Closely Related Parties, regardless of the capacity in which the vote is cast; or
- (b) any person who is a member of the Key Management Personnel as at the time the resolution is voted on at the Annual General Meeting, or any of their Closely Related Parties, as a proxy,

unless the vote is cast:

- (a) as proxy for a person otherwise entitled to vote, in accordance with an express direction; or
- (b) by the Chairperson as proxy for a person otherwise entitled to vote and:
 - (i) the appointment does not specify the way the proxy is to vote on the Remuneration Resolution; and
 - (ii) the appointment of the Chairperson as proxy expressly authorises the Chairperson to exercise the proxy in respect of the Remuneration Resolution even though it is connected directly or indirectly with the remuneration of the Key Management Personnel.

The Company will disregard any votes cast by a person in contravention of this voting exclusion.

Board Recommendation

The Board unanimously recommends that shareholders vote in favour of Item 2.

The vote on the Remuneration Resolution will be by way of poll.

The Chairperson of this Annual General Meeting intends to vote all undirected proxies in favour of the Remuneration Resolution.

3. Ratification of Change of Auditor

On 24 December 2018, in compliance with ASX Listing Rule 3.16.3, Vocus provided notice of a change of auditor from Deloitte Touche Tohmatsu ("Deloitte") to

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PwC. Effective from 24 December 2018, the Company has accepted the resignation of Deloitte (in accordance with Section 329(5) of the Corporations Act) and the consent of PwC to its appointment as auditor of the Company. The Company confirms it has received approval from ASIC to change its auditors.

In accordance with Section 327B of the Corporations Act, a resolution is required to re-appoint PwC as the Company's auditor at this Annual General Meeting (**Auditor Resolution**).

Board Recommendation

The Board unanimously recommends that shareholders vote in favour of Item 3.

The vote on the Auditor Resolution will be by way of poll.

The Chairperson of this Annual General Meeting intends to vote all undirected proxies in favour of the Auditor Resolution.

4. Re-election of Director

Overview

At this Annual General Meeting, Mr Robert Mansfield, who was re-elected at the 2017 Annual General Meeting of this Company, now offers himself to shareholders for re-election as a director of Vocus, in accordance with ASX Listing Rule 14.5.

To assist shareholders make an informed decision on this resolution, relevant biographical and background information in respect of Mr Robert Mansfield including his relevant qualifications, experience and skills, is set out below.

Statement of Independence

The Board has formed the view that Mr Robert Mansfield is an independent director. Reasons for this view are set out in Vocus' 2019 Corporate Governance Statement, which has been disclosed to the ASX pursuant to ASX Listing Rule 4.7.4 and published on the Corporate Governance page of Vocus' website.

Mr Robert Mansfield

Role: Non-Executive Chairman
Qualifications: B Com, DBHon

Appointed to Board: 1 January 2017
Appointed Chairman: 6 March 2018

Mr Mansfield has held CEO positions at McDonald's Australia Limited, Wormald International Limited, Optus Communications and John Fairfax. He has filled a number of specialist roles for the Federal Government, including as Strategic Investment Coordinator, within the Prime Minister's Office. In November 1999, Mr Mansfield was appointed as a Director of Telstra Corporation Limited. On 1 January 2000, he became Telstra's non-executive Chairman and served in that capacity until April 2004.

Mr Mansfield is also the Chairman of the Board of Governors of the Steve Waugh Foundation, and a Director of the George Gregan Foundation and the National Drug and Alcohol Research Centre.

On 26 January 2000, Mr Mansfield was honoured with an Order of Australia award for his contribution to Australian business and economic development, and to the telecommunications industry. On 15 December 2014, Mr Mansfield received a Doctor of Business degree, honoris causa, from The University of New South Wales in recognition of his business achievements, service to the community and to the University.

Board Recommendation

The Board (other than Mr Mansfield) unanimously recommends that shareholders vote in favour of Item 4.

Further Information

Entitlement to vote at Annual General Meeting and Voting Rights

Shareholders registered as at **7:00 pm AEDT on Sunday, 27 October 2019** will be eligible to attend and vote at the Annual General Meeting, subject to any voting exclusions. A shareholder is entitled to cast one vote per share registered to that shareholder.

Poll voting

The Chairperson intends that voting on **Item 2** and **Item 3** will be conducted by poll.

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How to vote

You may vote by attending the Annual General Meeting in person, by submitting a direct vote, by authorised corporate representative, or by proxy.

Voting in person

To vote in person, attend the Annual General Meeting on the date and at the place set out in the first page of this Notice of Annual General Meeting. The Annual General Meeting will commence at **10:00am AEDT on 29 October 2019**.

Direct Voting

In accordance with the Company's Constitution, the Board has determined to accept direct votes for the Annual General Meeting. Direct voting allows a shareholder to lodge their vote directly with Vocus, as an alternative to voting in person, by proxy or by corporate representative.

You may submit a direct vote by completing the 'Direct Voting' section of the enclosed Shareholder Voting Form and returning it by mail or fax. This must be received no later than **10:00 am AEDT on Sunday 27 October 2019**, to be valid.

The Shareholder Voting Form may be lodged:

- (a) **online** at www.investorvote.com.au (instructions on how to lodge online can be found on the Shareholder Voting Form);
- (b) **by return mail** using the reply paid envelope accompanying this Notice;
- (c) **by mail** to Computershare Investor Services Pty Ltd, GPO Box 242 Melbourne Victoria 3001 Australia;
- (d) **by hand delivery** to Computershare Investor Services Pty Ltd, 452 Johnston Street, Abbotsford Victoria 3067; or
- (e) **by fax** to 1800 783 447 (within Australia) or +61 3 9473 2555 (outside Australia).

Vocus encourages you to lodge your direct vote electronically, as explained on the Shareholder Voting Form.

Voting by corporate representative

A Shareholder that is a corporation may elect to appoint a representative to attend and vote at the Annual General Meeting in accordance with section 250D of the Corporations Act in which case Vocus will require a

certificate of appointment of corporate representative executed in accordance with the Corporations Act. The certificate is to be lodged with Vocus before the Annual General Meeting or at the registration desk on the day of the Annual General Meeting.

Voting by proxy

You may also choose to appoint a proxy and lodge your vote by completing the 'Proxy' section of the enclosed Shareholder Voting Form and returning it by mail or fax.

Please ensure that your vote or proxy instructions are received no later than **10:00 a.m. AEDT on Sunday 27 October 2019**. A proxy may be lodged:

- (a) **online** at www.investorvote.com.au (instructions on how to lodge online can be found on the Shareholder Voting Form);
- (b) **by return mail** using the reply paid envelope accompanying this Notice;
- (c) **by mail** to Computershare Investor Services Pty Ltd, GPO Box 242 Melbourne Victoria 3001 Australia;
- (d) **by hand delivery** to Computershare Investor Services Pty Ltd, 452 Johnston Street, Abbotsford Victoria 3067; or
- (e) **by fax** to 1800 783 447 (within Australia) or +61 3 9473 2555 (outside Australia).

Vocus encourages you to lodge your proxy electronically, as explained on the Shareholder Voting Form.

Proxy information

A Shareholder who is entitled to attend and vote at the Annual General Meeting may appoint a proxy. If a Shareholder is entitled to cast two or more votes at the Annual General Meeting, they may appoint two proxies. A proxy need not be a shareholder.

If you require an additional proxy form, the Company will supply it on request.

If a shareholder appoints two proxies, the appointment of the proxies may specify the proportion or the number of that shareholder's votes that each proxy may exercise. If the appointment does not so specify, each proxy may exercise half of the votes. Fractions of votes will be disregarded. On a vote conducted on a show of hands, neither proxy can vote if more than one proxy attends. A

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proxy's authority to vote is suspended whilst the shareholder is present at the meeting.

A proxy may decide whether to vote on any motion, except where the proxy is required by law or the Company's constitution to vote, or abstain from voting, in their capacity as proxy. If a proxy is directed how to vote on an item of business, the proxy is not required to vote on that item of business but if the proxy does vote on that item of business they must vote on that item only in accordance with the direction. If a proxy is not directed how to vote on an item of business, the proxy may vote as he or she thinks fit.

If a shareholder lodges the Shareholder Voting Form but fails to nominate a proxy, the shareholder will be taken to have appointed the Chairperson as the shareholder's proxy by default.

If a shareholder appoints the Chairperson as the Shareholder's proxy and does not specify how the Chairperson is to vote on an item of business, the Chairperson will vote, as proxy for that Shareholder, in favour of that item on a poll. The Chairperson will do so even if the item of business is connected directly or indirectly with the remuneration of the key management personnel. In exceptional circumstances, the Chairperson may change the way that the Chairperson intends to vote such proxies. In such circumstances, the Company will make an immediate announcement to the ASX stating that fact and explaining the reasons for the change of intention.

Questions to the Auditor

In accordance with sections 250PA and 250T of the Corporations Act, shareholders may submit questions to Vocus' auditor, PricewaterhouseCoopers, prior to or at the Annual General Meeting, in respect of the content of the auditor's report or the conduct of the audit for the Annual Financial Report for the financial year ended 30 June 2019.

Written questions must be submitted to the Company. Please send questions via email to companysecretary@vocus.com.au no later than the fifth business day before the day on which the Annual General Meeting is held. The Company will make the question list available to all shareholders attending the Annual General Meeting.

Further Information

If you have any questions in relation to this Notice of 2019 Annual General Meeting or your Shareholder Voting Form, please contact the Company's share registry, Computershare Limited on 1300 850 505 (within Australia) or +61 3 9415 4000 (outside Australia), or you may email the Company via companysecretary@vocus.com.au.

Glossary

In this document, unless otherwise defined:

ASX means the Australian Securities Exchange or the financial market operated by it, as the context requires.

Chairperson means the Chairperson of the AGM.

Closely Related Party of a KMP member means:

- a spouse or child of the member; or
- a child of the member's spouse; or
- a dependant of the member or of the member's spouse; or
- anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealings with the entity; or
- a company the member controls.

Corporations Act means *Corporations Act 2001* (Cth).

Key Management Personnel or **KMP** means those persons having authority and responsibility for planning, directing and controlling the activities of the Company, either directly or indirectly. This includes all Directors (executive and non-executive) and certain members of the Executive Team. The KMP for the Company during the year ended 30 June 2019 are listed in the Directors' Report contained in the Company's 2019 Annual Report.

Remuneration Report means the Company's Remuneration Report for the financial year ended 30 June 2019, set out in the Company's Annual Report for the same financial year.

Need assistance?



Phone:
1300 850 505 (within Australia)
+61 3 9415 4000 (outside Australia)



Online:
www.investorcentre.com/contact



YOUR VOTE IS IMPORTANT

For your vote to be effective it must be received by 10:00 am AEDT on Sunday, 27 October 2019.

Voting Form

How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

VOTE DIRECTLY

Voting 100% of your holding: Mark either the For, Against or Abstain box opposite each item of business. Your vote will be invalid on an item if you do not mark any box OR you mark more than one box for that item.

Voting a portion of your holding: Indicate a portion of your voting rights by inserting the number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement.

APPOINTMENT OF PROXY

Voting 100% of your holding: Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote or abstain as they choose (to the extent permitted by law). If you mark more than one box on an item your vote will be invalid on that item.

Voting a portion of your holding: Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

Appointing a second proxy: You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

A proxy need not be a securityholder of the Company.

SIGNING INSTRUCTIONS FOR POSTAL FORMS

Individual: Where the holding is in one name, the securityholder must sign.

Joint Holding: Where the holding is in more than one name, all of the securityholders should sign.

Power of Attorney: If you have not already lodged the Power of Attorney with the registry, please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please sign in the appropriate place to indicate the office held. Delete titles as applicable.

ATTENDING THE MEETING

If you are attending in person, please bring this form with you to assist registration.

Corporate Representative

If a representative of a corporate securityholder or proxy is to attend the meeting you will need to provide the appropriate "Appointment of Corporate Representative" prior to admission. A form may be obtained from Computershare or online at www.investorcentre.com under the help tab, "Printable Forms".

Lodge your Form:

Online:

Use your computer or smartphone to lodge your vote at www.investorvote.com.au or scan your personalised QR code below using your smartphone.

Your secure access information is

Control Number: 182788

SRN/HIN:

For Intermediary Online subscribers (custodians) go to www.intermediaryonline.com

By Mail:

Computershare Investor Services Pty Limited
GPO Box 242
Melbourne VIC 3001
Australia

By Fax:

1800 783 447 within Australia or
+61 3 9473 2555 outside Australia



PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.

Change of address. If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.

Voting Form

Please mark to indicate your directions

Step 1 Indicate How Your Vote Will Be Cast *Select one option only*

At the Annual General Meeting of Vocus Group Limited to be held in the Warrane Theatre, Museum of Sydney, corner of Phillip and Bridge Streets, Sydney, New South Wales on Tuesday, 29 October 2019 at 10:00 am AEDT and at any adjournment or postponement of that meeting, I/We being member/s of Vocus Group Limited direct the following:

A **Vote Directly** Record my/our votes strictly in accordance with directions in Step 2. **PLEASE NOTE:** A Direct Vote will take priority over the appointment of a Proxy. For a valid Direct Vote to be recorded you must mark FOR, AGAINST, or ABSTAIN on each item.

OR

B **Appoint a proxy to vote on your behalf** I/We hereby appoint: **The Chairman of the Meeting** **OR** **PLEASE NOTE:** Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).
or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit).

Chairman authorised to exercise undirected proxies on remuneration related resolutions: Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman becomes my/our proxy by default), I/we expressly authorise the Chairman to exercise my/our proxy on Item 2 (except where I/we have indicated a different voting intention in step 2) even though Item 2 is connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman.

Important Note: If the Chairman of the Meeting is (or becomes) your proxy you can direct the Chairman to vote for or against or abstain from voting on Item 2 by marking the appropriate box in step 2.

Step 2 Items of Business

PLEASE NOTE: If you have appointed a proxy and you mark the **Abstain** box for an item, you are directing your proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority. If you are directly voting and you mark the **Abstain** box for an item, it will be treated as though no vote has been cast on that item and no vote will be counted in computing the required majority.

		For	Against	Abstain
Item 2	Adoption of the 2019 Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 3	Ratification of Change of Auditor	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 4	Re-election of Director - Mr Robert Mansfield	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business. In exceptional circumstances, the Chairman of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

Step 3 Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1

Sole Director & Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

/ /

Date

Update your communication details (Optional)

Mobile Number

Email Address

By providing your email address, you consent to receive future Notice of Meeting & Proxy communications electronically