

VOCUS COMMUNICATIONS LTD WHISTLEBLOWER POLICY

Adopted on 23 October 2012

1. INTRODUCTION

1.1 The purpose of this Whistleblower Policy (**Policy**) is to:

- (a) identify conduct which, by its nature, is or may be harmful to Vocus Group Limited and its subsidiaries (**Vocus**) or their employees, officers or contractors (**Reportable Conduct**);
- (b) encourage officers, employees and contractors of Vocus to disclose Reportable Conduct where there are reasonable grounds for doing so;
- (c) help detect, address and prevent inappropriate conduct within Vocus; and,
- (d) provide suitable channels and processes for Whistleblowers to report inappropriate conduct.

2. POLICY

2.1 General

This Policy applies to all officers, employees and contractors (**Relevant Persons**) of Vocus. Vocus encourages all Relevant Persons to raise concerns about conduct covered by this Policy and using the reporting procedure set out below.

2.2 Reportable Conduct

Reportable Conduct is any conduct which is, or may be, harmful to Vocus or any of its employees, officers or contractors, and includes:

- (a) dishonest, fraudulent or corrupt practices;
- (b) harassment, discrimination, victimisation or bullying;
- (c) criminal conduct, including theft, unlawful drug use, violence or intimidation, criminal damage to property;
- (d) breaches of state or federal law or other rules or regulations which apply to Vocus (eg ASX Listing Rules);
- (e) unethical conduct, or breaches of Vocus's policies or procedures, including the Vocus Code of Conduct;
- (f) unsafe work practices or work practices in violation of environmental regulations;
- (g) conduct likely to cause financial or other loss or reputational damage;
- (h) serious improper conduct or an abuse of authority; or

- (i) conduct aimed to conceal records related to the above.

Matters that are trivial, vexatious or involve conduct where the Relevant Person knows, or ought to know, there are no reasonable grounds for the suspicion, do not fall within the scope of this Policy and should not be reported.

2.3 Reporting Procedure

If a Relevant Person has reasonable grounds to suspect, or is aware of, Reportable Conduct, they are encouraged to act in good faith and report the conduct using the following channels:

- (a) First - Immediate Manager

In the first instance, it is preferable for the employee to raise the matter with their immediate supervisor or manager. The supervisor or manager will then take the matter to either the Internal Disclosure Officer or External Disclosure Officer as appropriate.

- (b) Second - Internal Disclosure Officer

If the employee believes that it may not be appropriate to report the matter to their immediate manager or is uncomfortable in doing so, they may report the matter directly to an Internal Disclosure Officer, being:

- i. the General Counsel and Company Secretary:
Ashe-lee Jegathesan
(+61) 3 9923 3000
ashe-lee.jegathesan@vocus.com.au

- ii. the Chief Financial Officer:
(+61) 3 9923 3000

- (c) External Disclosure Officer

In instances of alleged or suspected wrongdoing involving senior management where reporting using the channels set out in paragraphs 2.4(a) and (b) above may not be appropriate, the employee may contact an External Disclosure Officer, being:

- i. Chairman of the Board
David Spence
(+612) 8999 8999
david.spence@vocus.com.au
- ii. Chairman of the Board's Risk Committee
Rhoda Phillippo
(+61) 3 9923 3000
rhoda.phillippo@vocus.com.au

2.4 Investigation of the report

Vocus will thoroughly, objectively and fairly investigate all matters reported in accordance with this Policy in a timely manner. Investigations will remain confidential. Where appropriate, Vocus will notify the Relevant Person of the progress and outcome of the investigation.

2.5 Protecting the Whistleblower

If a Relevant Person makes a report under this Policy, it will be treated as confidential and Vocus will take all reasonable steps to protect the Relevant Person's identity. In limited circumstances, Vocus may disclose the Relevant Person's identity where:

- (a) it is required by law;
- (b) the Relevant Person consents; or
- (c) it is necessary to further the investigation.

Vocus is committed to protecting Relevant Persons who report conduct in good faith and based on reasonable grounds against detrimental or retaliatory treatment (including dismissal, disciplinary action or other unfavourable treatment). Vocus will not tolerate any reprisals, discrimination, harassment, intimidation or victimisation against a Relevant Person for making a report under this Policy. Such treatment will be regarded as serious misconduct and may constitute grounds for termination.

The Relevant Person may choose to remain anonymous, however anonymity can significantly limit thorough investigation and proper resolution of the matter. In addition, the special protections of whistleblowers provided under the *Corporations Act 2001*, are not available for anonymous reports.

2.6 Record keeping and Reporting

To the extent required by law, Vocus will:

- (a) retain confidential and accurate records of a report and investigation made under this Policy; and
- (b) provide the Board and the Risk Committee with a confidential summary of reports made under this Policy as appropriate.

3 Review

The Board will review the Whistleblower Policy regularly.