

VOCUS COMMUNICATIONS LIMITED

ACN 084 115 499

ANNUAL GENERAL MEETING 2010

TABLE OF CONTENTS

Notice of Meeting	Page 2
Resolutions Proposed	Page 4
Voting exclusion statement, voting entitlements, proxies and corporate representatives	Page 7
Explanatory Statement for Resolutions	Page 9

Inclusions

- Annual Report (for shareholders who have elected to receive a hard copy)
- Proxy Form
- Nomination to receive hard copy Annual Report
- Reply paid envelope

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NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS

24 September 2010

Dear Shareholder

I am pleased to invite you to attend the 2010 Annual General Meeting of Vocus Communications Limited, which will be held at the following time and place:

Date Tuesday 26 October 2010
Time 11.00am (Sydney time) with registrations from 10.00am
Place Computershare Investor Services Pty Limited
 Level 4, 60 Carrington Street
 Sydney NSW 2000

The business to be considered at the AGM is provided on page 4 of this Notice of Meeting. An Explanatory Statement in relation to each of the proposed resolutions is provided at pages 7 and 9 of this Notice of Meeting. If you are able to attend the AGM, please bring the enclosed proxy form with you to facilitate registration at the AGM.

If you do not plan on attending the AGM, you are encouraged to appoint a proxy to attend and vote on your behalf by completing the enclosed proxy form and returning it by fax or in the envelope provided. Instructions on how to appoint a proxy are detailed on the proxy form.

Proxies must be received no later than 11.00am (Sydney time) on Sunday, 24 October 2010 to be valid for the AGM. Proxies may be returned in person, by mail or by fax on +61 3 9473 2555. Further details are provided on the proxy form.

A copy of the Vocus 2010 Annual Report is included with this Notice of Meeting for those shareholders who have elected to receive a hard copy. A copy of the 2010 Annual Report is also available online at the company's website www.vocus.com.au/investors.php.

I would like to take this opportunity to thank Paul McConnell, who is resigning as a director with effect from the close of the AGM, for all his efforts in assisting with the establishment of the Vocus business and bringing it to the market earlier this year.

We look forward to seeing you at the AGM.

Yours sincerely

A handwritten signature in black ink, appearing to read 'N McNaughton', written in a cursive style.

Nicholas McNaughton
Acting Chairman

NOTICE OF MEETING OF THE SHAREHOLDERS OF VOCUS COMMUNICATIONS LIMITED

Ordinary Business

1. To receive and consider the Financial Report of the Company and the consolidated entity and the Reports of the Directors and Auditor for the financial year ended 30 June 2010.
2. To adopt the Remuneration Report for the financial year ended 30 June 2010, as set out in the Directors' Report section of the Annual Report. (Note – the vote on this resolution is advisory only and does not bind the Directors or the Company.)
3. To elect Directors:
 - (a) To consider and, if thought fit, to pass the following resolution as an ordinary resolution:

“That Mr J K Brett, a Director who retires by rotation at the close of the Meeting and being eligible, is re-elected as a Director of the Company.”
 - (b) To consider and, if thought fit, to pass the following resolution as an ordinary resolution:

“That Mr J W Murphy, a Director who retires by rotation at the close of the Meeting and being eligible, is re-elected as a Director of the Company.”

Special Business

4. To consider, and if thought fit, to pass the following resolution as an ordinary resolution:

“That for the purposes of Listing Rule 10.17, the total annual directors' remuneration payable to directors of the Company is \$250,000.”
5. To consider, and if thought fit, to pass the following resolution as a special resolution:

“That Clause 59.1 (Power to Declare Dividends) of the Company's Constitution be deleted and replaced with a new Clause 59.1 as follows, for the reasons set out in the notes accompanying the notice convening this meeting:

59.1 Power to Declare Dividends

Subject to this Constitution, the Corporations Act and the terms on which shares in the Company are on issue:

 - (a) *the Directors may declare or pay dividends as they see fit; and*
 - (b) *the Directors may declare or determine that a dividend is payable and fix:*
 - (i) *the amount;*
 - (ii) *the time for payment; and*
 - (iii) *the method of payment.*

The methods of payment may include the payment of cash, the issue of shares, the grant of options and the transfer of assets. The Directors may determine to establish and make rules for a dividend reinvestment plan and/or a dividend election plan in relation to any dividend payable or to become payable by the Company."

6. To consider, and if thought fit, to pass the following resolution as an ordinary resolution:

"That for the purposes of Part 2E.1 of the Corporations Act and ASX Listing Rules 7.1, 7.2 (Exception 9) and 10.14, and for all other purposes:

- (a) the grant of options to Mr David Spence on the terms set out in the Explanatory Statement be approved; and
- (b) the issue of 200,000 ordinary shares in the Company at an issue price of \$0.50 per ordinary share to Mr David Spence be approved."

Further information specific to resolutions 1 to 6 (inclusive) is set out in the Explanatory Statement which accompanies and forms part of this Notice of Meeting.

By order of the Board



Mark Simpson

Company Secretary
24 September 2010

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Voting Exclusion Statements

1. Resolution 4

The Company will disregard any votes cast in relation to resolution 4 by:

- any director of the Company; and
- any associate of any of those persons

However, the Company need not disregard a vote if:

- it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

2. Resolution 6

The Company will disregard any votes cast in relation to resolution 6 by:

- a director of the Company (except one who is ineligible to participate in any employee incentive scheme in relation to the Company); and
- an associate of that person (or those persons).

However, the Company need not disregard a vote if:

- it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

Determination of entitlement to vote

For the purpose of the Meeting, the Directors have determined that shares will be taken to be held by persons registered as shareholders as at 7.00pm (Sydney time) on Sunday, 24 October 2010.

Proxies

Each shareholder may appoint a proxy, who need not be a shareholder, to attend and vote at the AGM on the shareholder's behalf. A shareholder who is entitled to attend and cast two or more votes at the Meeting may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise on a poll. If the shareholder appoints two proxies and the appointment does not specify the proportion or number of the shareholder's votes that each may exercise, each may exercise half of the votes (disregarding fractions) on a poll. A proxy form and, if not signed by the shareholder, the power of attorney or other authority (if any) under which the proxy form is signed (or a certified copy of that power of attorney or other authority) must be received by the Company at least 48 hours before the time for holding the Meeting – that is, by 11.00am (Sydney time) on Sunday, 24 October 2010.

Proxy forms may be lodged with the Company by:

- (i) posting them in the accompanying reply-paid envelope to Computershare, GPO Box 242, Melbourne Victoria 3001, Australia; or
- (ii) sending them by fax to the Vocus Share Registry on +61 3 9473 2555; or
- (iii) delivering them by hand to the Vocus Share Registry located at C/- Computershare, Level 4, 60 Carrington Street, Sydney NSW 2000.

Corporate representatives

A company wishing to appoint a person to act as its representative at the meeting must provide that person with a letter executed in accordance with the company's constitution and the Corporations Act authorising him or her to act as the member's representative.

Explanatory Statement

Ordinary Business

Item 1 - to receive and consider the Financial, Directors' and Auditor's Reports for the financial year ended 30 June 2010.

A copy of the Vocus Annual Report 2010 is included with this Notice of Meeting. The Vocus Annual Report 2010 can also be found on the Company's website (www.vocus.com.au) under the "Investors" tab.

During discussion of this item, there will be an opportunity for shareholders to ask questions about, or comment on, the Reports and the management and performance of the Company.

Item 2 - Adoption of the Remuneration Report for the financial year ended 30 June 2010

The Company is required under the *Corporations Act 2001* (Cth) to include in the business of its Annual General Meeting a resolution that its Remuneration Report for the financial year be adopted. The resolution is advisory only and does not bind the Directors or the Company. During discussion of this item, there will be an opportunity for shareholders to ask questions about, or comment on, the Remuneration Report.

The Remuneration Report is set out in the Directors' Report section of the Annual Report 2010 and sets out:

- the principles used to determine the nature and amount of remuneration of the board and senior management;
- details of remuneration for executive directors and senior management;
- summaries of service agreements with executive directors and senior management; and
- details of share based compensation.

Board recommendation: the Directors recommend that shareholders vote in favour of Resolution 2.

Item 3 – Re-election of directors retiring by rotation

The experience of the directors offering themselves for re-election is as follows:

(a) **J K Brett – Non-Executive director** (Chair - Risk Management and Audit Committee)

Mr Brett has extensive experience in the areas of management, operations, finance and corporate advisory. Mr Brett's experience includes several years as managing director of a number of publicly listed companies and was also formerly the non executive deputy president of the NRMA. Mr Brett is currently on the board of several unlisted companies and is a director of IWPE.

Mr Brett holds a Bachelor of Commerce, Bachelor of Accounting, Masters Degree in Commerce and is a Chartered Accountant (SA).

Board recommendation – all of the directors recommend the shareholders vote in favour of this resolution.

(b) **J W Murphy – Non-Executive director** (Member Nomination & Remuneration Committee)

Mr Murphy is the Managing Director of Investec Wentworth Private Equity Limited, a private equity investment company and a director of Investec Bank (Australia) Limited. He has extensive experience in the areas of corporate recovery, corporate finance and mergers and acquisitions. Prior to establishing the IWPE Funds, Mr Murphy spent 26 years with an international accounting firm where he held national and regional responsibilities.

Mr Murphy holds Bachelor and Masters Degrees in Commerce and is a Fellow of the Australian Society of Certified Practising Accountants and is an Associate of the Institute of Chartered Accountants of Australia.

Board recommendation – all of the directors recommend the shareholders vote in favour of this resolution.

(c) Mr PD McConnell has resigned as a director, effective from the close of the meeting, but has not offered himself for re-election.

Special Business

Item 4 – Total directors' remuneration

The Company is required under Listing Rule 10.17 to obtain shareholders' approval for any increase in the total directors' remuneration payable. The limit does not include any amounts payable to executive directors under their executive service contracts, so is effectively the amount available for the remuneration of all non-executive directors.

In 2009, the total limit was set at \$43,600 being the total remuneration payable to John Keniry, the former non-executive chairman of the Company. The directors agreed that no remuneration would be payable to any directors associated with the Company's investment manager, Investec Wentworth Private Equity Limited, so no remuneration was paid to the remaining directors. Investec Wentworth Private Equity Limited was party to a management agreement with the Company in terms of which it was paid a minimum annual fee of \$180,000.

The proposed total pool of remuneration available to non-executive directors of \$250,000 therefore represents a total increase of \$206,400 over the 2009 figure.

Board recommendation: the directors believe this is an appropriate cap on total remuneration payable to its non-executive directors and (other than those directors who are excluded from voting) recommend that the Shareholders vote in favour of this resolution.

Item 5 - Change to Constitution

On 28 June 2010, the *Corporations Amendment (Corporations Reporting Reform) Act 2010* (Cth) came into effect which, among other things, amended the test governing the circumstances in which companies may pay dividends. Prior to 28 June 2010, section 254T of

the Corporations Act stipulated that companies could only pay dividends out of profits. From 28 June 2010, the revised section 254T states that companies must not pay a dividend unless:

- the company's assets exceed its liabilities immediately before the dividend is declared and the excess is sufficient for the payment of the dividend;
- the payment of the dividend is fair and reasonable to the company's shareholders as a whole; and
- the payment of the dividend does not materially prejudice the company's ability to pay its creditors.

To ensure that the provisions of the constitution operate consistently with the requirements of the Corporations Act, it is proposed to replace Clause 59.1 (Power to Declare Dividends) of the Constitution of the Company with a new Clause 59.1 as set out in Resolution 3.

The effect of the new Clause 59.1 will be to ensure that the directors may declare or pay a dividend as they see fit, provided the tests in section 254T of the Corporations Act have been satisfied. The Board considers that the replacement of the original clause 59.1 of the Company's Constitution is appropriate, having regard to the recent amendment to section 254T of the Corporations Act.

A copy of the Company's constitution can be obtained before the meeting from the Company, and will also be available at the meeting.

Under the provisions of section 136 of the Corporations Act, the amendment of an existing constitution of a company requires Shareholder approval by way of a special resolution (ie, at least 75% of the votes cast by Shareholders entitled to vote on Resolution 3 must be in favour of that Resolution for it to be passed).

Board recommendation: the Board considers the proposed changes to the Company's constitution are appropriate to ensure the constitution remains compliant with the Corporations Act. The Board recommends that Shareholders vote in favour of this Resolution. Other than as Shareholders, none of the Directors has an interest in the outcome of this Resolution.

Item 6 – Issue of securities to Mr David Spence

(a) Introduction

In accordance with the ASX Listing Rules and the Corporations Act, Shareholders of the Company are asked to approve the grant of 200,000 options (**DS Options**) to Mr David Spence, a Director of the Company, under the Company's ESOP and the issue to Mr Spence of 200,000 ordinary shares at an issue price of \$0.50 per share (**DS Shares**).

The Directors consider that the grant of the DS Options under the ESOP and issue of the DS Shares constitutes the giving of a financial benefit to a related party of the Company under Part 2E.1 of the Corporations Act, which requires the approval of the Shareholders. The ASX Listing Rules also require the Company to obtain the approval of Shareholders to the issue of options to a Director under the ESOP.

The issuing of share options is an established practice in Australia as part of the remuneration of senior executives. In addition, the Company agreed, subject to shareholder approval to allow Mr Spence to acquire the DS Shares at \$0.50 per share, being the price at which ordinary shares were offered to the public under the Prospectus dated 16 May 2010. If no options were issued, the cash remuneration of Mr Spence, as Chairman of the Company, may have to be increased. Issuing options is considered a preferable alternative as the recipient benefits if the Company's share price increases –

in which case all Shareholders also benefit. This part of Mr Spence's remuneration is therefore directly related to the longer-term performance of the Company.

(b) Information required under ASX Listing Rules and the Corporations Act

In accordance with ASX Listing Rule 10.15 and the Corporations Act, the following information is provided in relation to the issue of DS Options to Mr Spence:

Names of the allottees or the basis upon which allottees will be identified or selected:	Mr David Spence, Director, or his associates.														
Maximum number of securities to be issued or the formula for calculating the number of securities to be issued:	200,000 options to subscribe for Shares in the Company.														
The date by which the entity will issue the securities:	The DS Options will be issued no later than 12 months after the date of this meeting (or such longer period of time as the ASX may in its discretion allow).														
Price at which the securities will be issued:	\$0.00 per DS Option.														
Exercise price:	\$0.50 per DS Option.														
Terms of the securities:	<p>Each DS Option will entitle Mr Spence to subscribe for 1 ordinary Share in the Company.</p> <p>Whether or not all of the DS Options will vest, and the proportion of DS Options that becomes vested, will depend on the Company achieving an increase in price per ordinary Share as follows:</p> <table border="1" data-bbox="790 1182 1423 1736"> <thead> <tr> <th>Price per ordinary Share*</th> <th>Period during which achievement of target will be assessed</th> <th>Maximum proportion of options which will vest</th> </tr> </thead> <tbody> <tr> <td>\$0.75</td> <td>In the 12 month period up to and including 30 June 2011</td> <td>One third of all DS Options (Tranche 1)</td> </tr> <tr> <td>\$0.90</td> <td>In the 12 month period up to and including 30 June 2012</td> <td>One third of all DS Options (Tranche 2)</td> </tr> <tr> <td>\$1.20</td> <td>In the 12 month period up to and including 30 June 2013</td> <td>One third of all DS Options (Tranche 3)</td> </tr> </tbody> </table> <p>*Volume weighted average Share price for any 15 day period prior to the date of vesting.</p> <p>If the Share price target in column 1 of the above table is not achieved during the specified time period set out in column 2, the relevant proportion of DS Options set out in column 3 will expire at the end of the specified time period.</p> <p>Once the Board determines that a DS Option vests,</p>			Price per ordinary Share*	Period during which achievement of target will be assessed	Maximum proportion of options which will vest	\$0.75	In the 12 month period up to and including 30 June 2011	One third of all DS Options (Tranche 1)	\$0.90	In the 12 month period up to and including 30 June 2012	One third of all DS Options (Tranche 2)	\$1.20	In the 12 month period up to and including 30 June 2013	One third of all DS Options (Tranche 3)
Price per ordinary Share*	Period during which achievement of target will be assessed	Maximum proportion of options which will vest													
\$0.75	In the 12 month period up to and including 30 June 2011	One third of all DS Options (Tranche 1)													
\$0.90	In the 12 month period up to and including 30 June 2012	One third of all DS Options (Tranche 2)													
\$1.20	In the 12 month period up to and including 30 June 2013	One third of all DS Options (Tranche 3)													

	Mr Spence must exercise that DS Option within 30 days of the date of vesting.	
Terms of any loan in relation to the acquisition of DS Options:	The Company will not provide any loans in respect of the acquisition of DS Options	
Use (or intended use) of the funds raised:	The funds raised by the payment for the options and on their exercise will be used for working capital.	
Mr Spence's existing interest in the Company:	Mr Spence does not currently have any relevant interest in any Shares in the Company.	
Maximum extent of voting power in the Company after the issue of shares:	At the date of this meeting, the Company has 51,069,053 ordinary shares on issue. If all the DS Options were exercised Mr Spence would hold approximately 0.4% of the issued shares in the Company.	
Valuation of the financial benefit to be given to Mr Spence:	The indicative value of the DS Options to Mr Spence as at 6 September 2010 has been determined to be \$25,314, adopting the Merton (1973) and Reiner and Rubenstein (1991a) formula who adapted the Black Scholes model to price barrier options.	
	In calculating the indicative value of these options, the following inputs were used:	
	Assumptions:	Refer to "Terms of the Securities"
	Valuation Date:	6 September 2010
	Market price of Shares at valuation date:	\$0.60
	Exercise prices:	Tranche 1 - \$0.50 Tranche 2 - \$0.50 Tranche 3 - \$0.50
	Expiry dates:	Tranche 1 – 30 June 2011 Tranche 2 – 30 June 2012 Tranche 3 – 30 June 2013
	Risk free interest rate:	Tranche 1 - 4.4% Tranche 2 - 4.9% Tranche 3 - 5.2%
	Volatility:	Tranche 1 - 40% Tranche 2 - 50% Tranche 3 - 50%

Valuation of the financial benefit to be given to Mr Spence:	The indicative value of the DS Options to Mr Spence as at 6 September 2010 has been determined to be \$25,314, adopting the Merton (1973) and Reiner and Rubenstein (1991a) formula who adapted the Black Scholes model to price barrier options.	
	In calculating the indicative value of these options, the following inputs were used:	
	Assumptions:	Refer to "Terms of the Securities"
	Valuation Date:	6 September 2010
	Market price of Shares at valuation date:	\$0.60
Exercise prices:	Tranche 1 - \$0.50	

In accordance with ASX Listing Rule 10.13 and the Corporations Act, the following information is provided in relation to the issue of DS Shares to Mr Spence:

Names of the allottees or the basis upon which allottees will be identified or selected:	Mr David Spence, Director, or his associates.
Maximum number of securities to be issued or the formula for calculating the number of securities to be issued:	200,000 ordinary shares in the Company. When issued, the DS Shares will rank <i>pari passu</i> with and have the same rights as other ordinary shares in the Company.
The date by which the entity will issue the securities:	The DS Shares will be issued no later than one month after the date of this meeting (or such longer period of time as the ASX may in its discretion allow).
Price at which the securities will be issued:	\$0.50 per DS Share.
Intended use of funds	The funds raised by the issue of the DS Shares will be used for working capital.

Board recommendation - the Board (other than those Directors who are eligible to participate in the Company's employee incentive scheme) recommends that Shareholders vote in favour of this Resolution.

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IF UNDELIVERABLE PLEASE RETURN TO:
GPO Box 2848
Melbourne VIC 3001
Australia

POSTAGE
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AUSTRALIA



000001 000 VOC
MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

Lodge your vote:



By Mail:

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

Alternatively you can fax your form to
(within Australia) 1800 783 447
(outside Australia) +61 3 9473 2555

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For all enquiries call:

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

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MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

Proxy Form

For your vote to be effective it must be received by 11.00am (Sydney time) on Sunday 24 October 2010

How to Vote on Items of Business

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

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 as they choose. 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

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

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

Comments & Questions: If you have any comments or questions for the company, please write them on a separate sheet of paper and return with this form.

Turn over to complete the form ➔



View your securityholder information, 24 hours a day, 7 days a week:

www.investorcentre.com

- Review your securityholding
- Update your securityholding

Your secure access information is:

SRN/HIN: I999999999



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

MR SAM SAMPLE
 FLAT 123
 123 SAMPLE STREET
 THE SAMPLE HILL
 SAMPLE ESTATE
 SAMPLEVILLE VIC 3030

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.



I 9999999999

I ND

Proxy Form

Please mark to indicate your directions

STEP 1 Appoint a Proxy to Vote on Your Behalf

XX

I/We being a member/s of Vocus Communications Limited 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, as the proxy sees fit) at the Annual General Meeting of Vocus Communications Limited to be held at offices of Computershare Investor Services Pty Ltd, Level 4, 60 Carrington St, Sydney NSW 2000 on Tuesday, 26 October 2010 at 11.00am and at any adjournment of that meeting.

Important for Items 4 & 6: If the Chairman of the Meeting is your proxy and you have not directed him/her how to vote on Items 4 & 6 below, please mark the box in this section. If you do not mark this box and you have not directed your proxy how to vote, the Chairman of the Meeting will not cast your votes on Items 4 & 6 and your votes will not be counted in computing the required majority if a poll is called on this Item. The Chairman of the Meeting intends to vote undirected proxies in favour of Items 4 & 6 of business.

I/We acknowledge that the Chairman of the Meeting may exercise my proxy even if he/she has an interest in the outcome of that Item and that votes cast by him/her, other than as proxy holder, would be disregarded because of that interest.

STEP 2 Items of Business



PLEASE NOTE: If 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.

Ordinary Business

		For	Against	Abstain
1	To receive and consider the Financial, Directors' and Auditor's Reports for the financial year ended 30 June 2010	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2	Adoption of the Remuneration Report for the financial year ended 30 June 2010	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3(a)	To re-elect Mr J K Brett as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3(b)	To re-elect Mr J W Murphy as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Special Business

4	To increase the total directors' remuneration	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5	To change the Constitution	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6(a)	To grant options to Mr David Spence	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6(b)	To issue 200,000 ordinary shares in the Company to Mr David Spence	<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.

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

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

Contact Name _____

Contact Daytime Telephone _____

Date ____/____/____



ACN 084 115 499

All general correspondence to:
Computershare Investor Services Pty Limited
GPO Box 2975 Melbourne
Victoria 3001 Australia
Enquiries (within Australia) 1300 855 080
(outside Australia) 61 3 9415 4000
Facsimile 61 3 9473 2500
web.queries@computershare.com.au
www.computershare.com



000001 000 VOC
MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

Dear Securityholder,

We have been trying to contact you in connection with matters arising from your securityholding in Vocus Communications Limited. Unfortunately, our correspondence has been returned to us marked "Unknown at the current address". For security reasons we have flagged this against your securityholding which will exclude you from future mailings, other than notice of meeting.

We value you as a securityholder and request that you supply your current address so that we can keep you informed about our Company. Where the correspondence has been returned to us in error we request that you advise us of this so that we may correct our records.

You are requested to include the following;

- > Security Reference Number (SRN);
- > ASX trading code;
- > Name of company in which security is held;
- > Old address; and
- > New address.

Please ensure that the notification is signed by all holders and forwarded to our Share Registry at:

Computershare Investor Services Pty Limited
GPO Box 2975
Melbourne Victoria 3001
Australia

Note: If your holding is sponsored within the CHESS environment you need to advise your sponsoring participant (in most cases this would be your broker) of your change of address so that your records with CHESS are also updated.

Yours Sincerely,

Vocus Communications Limited

000001 000 VOC
MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030



IMPORTANT NOTICE

The default option for receiving your annual report has changed from a printed copy to be via our website. You have the choice of receiving notification about accessing your annual report online or continuing to receive a printed annual report.

MAKE YOUR SELECTION ON THE BACK OF THIS FORM

**YOUR
ANNUAL
REPORT**




**YOUR
CHOICE**

Dear valued securityholder

LEGISLATION CHANGE - WHAT THIS MEANS FOR YOU

The Australian Government recently introduced legislation allowing the default option for receiving annual reports to be via a company's website. You will now receive timely, cost effective and greener online annual reports unless you request a printed copy. You can choose to be notified by email when the annual report becomes available on our website at [www.samplecompany.com.au] otherwise this information will be provided in your AGM mail pack. All other securityholder communications will continue to be sent to you by post.

WHAT ARE YOUR OPTIONS?

- OPTION 1**  Elect to receive email notification when your annual report and other securityholder communications become available online.
- OPTION 2**  Elect to continue receiving, free of charge, a printed copy of the annual report.
-  If you take no action, information on accessing your online annual report will be provided in your AGM mail pack.

If you have any questions about this form please contact an investor services representative on 1300 850 505.

Yours sincerely

Mark Simpson
Company Secretary

