

VOCUS COMMUNICATIONS LIMITED  
ACN 084 115 499

ANNUAL GENERAL MEETING  
25 October 2011

**TABLE OF CONTENTS**

Notice of Meeting	Page 3
Resolutions Proposed	Page 4
Voting exclusion statement, voting entitlements, proxies and corporate representatives	Page 6
Explanatory Statement for Resolutions	Page 8

Inclusions

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

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## NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS

9 September 2011

Dear Shareholder

I am pleased to invite you to attend the 2011 Annual General Meeting of Vocus Communications Limited, which will be held at the following time and place:

Date	Tuesday 25 October 2011
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 8-15 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.

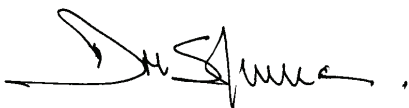
If you do not plan on attending the AGM, you are encouraged to appoint a proxy to attend and vote on your behalf by completing the enclosed proxy form and returning it by fax or in the envelope provided. Instructions on how to appoint a proxy are detailed on the proxy form.

Proxies must be received no later than 11.00am (Sydney time) on Sunday, 23 October 2011 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 2011 Annual Report is included with this Notice of Meeting for those shareholders who have elected to receive a hard copy. A copy of the 2011 Annual Report is also available online at the company's website [www.vocus.com.au/investors.php](http://www.vocus.com.au/investors.php).

We look forward to seeing you at the AGM.

Yours sincerely



David Spence  
Chairman

## NOTICE OF ANNUAL GENERAL 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 2011.
2. To adopt the Remuneration Report for the financial year ended 30 June 2011, 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 consider and, if thought fit, to pass the following resolution as an ordinary resolution:

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

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

“That Mr N A McNaughton, 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

5. 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 the grant of options to Mr James Spenceley on the terms set out in the Explanatory Statement be approved”

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 the grant of options to Mr Mark de Kock on the terms set out in the Explanatory Statement 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**

A handwritten signature in black ink, appearing to read 'Mark Simpson', with a stylized, cursive script.

**Mark Simpson**

Company Secretary  
9 September 2011

## Voting Exclusion Statements

### 1. Resolution 5

The Company will disregard any votes cast in relation to resolution 5 by:

- Mr James Spenceley;
- the directors (all of whom are eligible to participate in the Company's employee incentive plan); and
- any associates 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:

- Mr Mark de Kock;
- the directors (all of whom are eligible to participate in the Company's employee incentive plan); and
- any associates 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.

## 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, 23 October 2011.

## 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, 23 October 2011.

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 2011.

A copy of the Vocus Annual Report 2011 is included with this Notice of Meeting. The Vocus Annual Report 2011 can also be found on the Company's website ([www.vocus.com.au](http://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 2011

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 2011 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 David Spence as a director retiring by rotation

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

#### **David Spence – Non-Executive Chairman**

Mr Spence is well known in the internet and communications industry both in Australia and New Zealand. He has been involved in over 20 internet businesses, as Chairman, CEO, director, shareholder or advisor. Mr Spence is a past Chairman of the board of the Internet Industry Association.

Until February 2010, Mr Spence held the role of CEO at Unwired Ltd. Since joining Unwired in January of 2004 David grew that company from a handful of employees to one of the world's largest portable wireless broadband carriers, servicing in excess of 70,000 customers in the greater Sydney and Melbourne areas. In late 2008 the company was sold to Seven Network Limited.



Mr Spence has a Commerce degree and is a chartered accountant graduating from Natal and Cape Town Universities of South Africa.

Board recommendation – the Directors recommend the shareholders vote in favour of Resolution 3.

#### **Item 4 – Re-election of Nicholas McNaughton as a director retiring by rotation**

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

**Nicholas McNaughton – Non-Executive Director** (Chair, Nomination & Remuneration Committee, Member Risk & Audit Committee)

In 2007, with backing from Japan, Mr McNaughton established Blue Cove Ventures, a venture capital company committed to supporting gifted entrepreneurs in building prosperous technology companies.

During his career Mr McNaughton has been an integral member of the start-up teams of globally successful software companies including Allaire (listed on NASDAQ in 1998 and sold to Macromedia in 2001), Soulmates Technology (sold to NASDAQ:IACI in 2002) and Wily Technology (sold to NYSE: Computer Associates in 2006).

Mr McNaughton has a BA (Hons) in Computing in Business, is Graduate of the Institute of Company Directors and is currently studying an MBA from the International Graduate School of Business at the University of South Australia. He is also a member of the Australian Institute of Company Directors, Deputy Chairman of Capital Angels and a founding member of Sydney Angels.

Board recommendation – the Directors recommend the shareholders vote in favour of Resolution 4.

### **Special Business**

#### **Item 5 – Issue of securities to Mr James Spenceley**

##### **(a) Introduction**

In accordance with the ASX Listing Rules and the Corporations Act, Shareholders of the Company are asked to approve the grant of 166,666 options (**JS Options**) to Mr James Spenceley, a Director of the Company, under the Company's ESOP.

The Directors consider that the grant of the JS Options under the ESOP 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. If no options were issued, the cash remuneration of Mr Spenceley 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 Spenceley's remuneration is therefore 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 JS Options to Mr Spenceley:

Names of the allottees or the basis upon which allottees will be identified or selected:	Mr James Spenceley, Director, or his associates.
Mr James Spenceley's total remuneration package:	Mr Spenceley's remuneration package including superannuation and share based payments for FY11 comprised a total of \$319,313.  The total remuneration package including the financial benefit associated with the securities (\$31,667) for FY12 will be \$332,901.
Maximum number of securities to be issued or the formula for calculating the number of securities to be issued:	166,666 options to subscribe for Shares in the Company.  This number was determined based on an analysis of Mr Spenceley's total remuneration package (including the number of options which vested in the previous year and the number of options he currently holds), and having regard to Mr Spenceley's contribution to the Company.
The date by which the entity will issue the securities:	The JS 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 JS Option.
Exercise price:	\$2.50 per JS Option.
Terms of the securities:	Each JS Option will entitle Mr Spenceley to subscribe for 1 ordinary Share in the Company.  The JS Options vest on condition that the Company's share price exceeds \$2.50 on each trading day during the month of August 2012.  Unless otherwise exercised, the options lapse on the date 7 years after the date of grant.
Terms of any loan in relation to the acquisition of JS Options:	The Company will not provide any loans in respect of the acquisition of JS Options
Use (or intended use) of the funds raised:	The funds raised on exercise of the JS Options will be used for working capital.
Mr Spenceley's existing interest in the Company:	Mr Spenceley or his related parties at the date of this notice holds 7,950,000 ordinary shares and 166,667 options under the Company's ESOP, which together (if the options are exercised) represents approximately 13.32% of the total issued Shares in the Company.

	<p>These numbers differ from the Annual Report because of an exercise of 166,666 options and certain share trading which has occurred since 30 June 2011.</p>												
<p>Maximum extent of voting power in the Company after the issue of shares:</p>	<p>At the date of this notice, the Company has 60,769,343 ordinary shares on issue. If all the JS Options and all Mr Spenceley's existing options were exercised Mr Spenceley would hold approximately 13.56% of the issued shares in the Company. Accordingly, if the JS Options are exercised it will have a small dilutionary effect on existing shareholders' interests.</p>												
<p>Valuation of the financial benefit to be given to Mr Spenceley:</p>	<p>The indicative value of the JS Options to Mr Spenceley as at 26 August 2011 has been determined to be \$31,667, using the Black Scholes model to price barrier options.</p> <p>In calculating the indicative value of these options, the following inputs were used:</p> <table> <tr> <td>Valuation Date</td> <td>26 August 2011</td> </tr> <tr> <td>Market Price of Shares At Valuation Date</td> <td>\$1.94</td> </tr> <tr> <td>Exercise Price</td> <td>\$2.50</td> </tr> <tr> <td>Risk free interest rate</td> <td>3.86%</td> </tr> <tr> <td>Volatility</td> <td>45%</td> </tr> <tr> <td>Total indicative value of options to be issued</td> <td>\$31,667</td> </tr> </table>	Valuation Date	26 August 2011	Market Price of Shares At Valuation Date	\$1.94	Exercise Price	\$2.50	Risk free interest rate	3.86%	Volatility	45%	Total indicative value of options to be issued	\$31,667
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Total indicative value of options to be issued	\$31,667												
<p>Trading history of the Company's shares on the ASX in the 12 months to 26 August 2011:</p>	<table> <tr> <td>Highest:</td> <td>\$3.04 on 11/4/11</td> </tr> <tr> <td>Lowest:</td> <td>\$0.64 on 26/8/10</td> </tr> <tr> <td>Last:</td> <td>\$1.94 on 26/8/11</td> </tr> </table>	Highest:	\$3.04 on 11/4/11	Lowest:	\$0.64 on 26/8/10	Last:	\$1.94 on 26/8/11						
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Last:	\$1.94 on 26/8/11												
<p>Information required under Listing Rule 10.15.4</p>	<p>Since the last approval date, the following securities have been issued under the Company's ESOP to directors of the Company:</p> <p><u>James Spenceley</u> 500,000 options, issued for nil consideration, with an exercise price of \$0.50 per option</p> <p><u>Mark de Kock</u> 500,000 options, issued for nil consideration, with an exercise price of \$0.50 per option</p> <p><u>David Spence</u> 200,000 options, issued for nil consideration, with an exercise price of \$0.50 per option</p>												
<p>Information required under Listing Rule 10.15.4A</p>	<p>All of the directors of the Company are eligible to participate in the Company's ESOP. They are:</p>												

	<ul style="list-style-type: none"> <li>• David Spence</li> <li>• James Spenceley</li> <li>• Mark de Kock</li> <li>• Jonathan Brett</li> <li>• John Murphy</li> <li>• Nicholas McNaughton</li> <li>• Stephen Baxter</li> </ul>
Directors' interest in the outcome of this resolution	Other than Mr Spenceley, no other director has an interest in the outcome of this resolution.

**Board recommendation** - the Directors (other than Mr James Spenceley) recommend that Shareholders vote in favour of Resolution 5. The reason the Directors (other than Mr Spenceley) make this recommendation is that they consider the JS Options will constitute an effective incentive to Mr Spenceley to improve the performance of the Company and increase the value of Shareholders' investment in the Company. Other than as shareholders of the Company, none of the Directors (other than Mr Spenceley) has an interest in the outcome of this Resolution 5.

**Item 6 – Issue of securities to Mr Mark de Kock**

**(c) Introduction**

In accordance with the ASX Listing Rules and the Corporations Act, Shareholders of the Company are asked to approve the grant of 166,666 options (**MD Options**) to Mr Mark de Kock, a Director of the Company, under the Company's ESOP.

The Directors consider that the grant of the MD Options under the ESOP 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. If no options were issued, the cash remuneration of Mr de Kock 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 de Kock's remuneration is therefore related to the longer-term performance of the Company.

**(d) 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 MD Options to Mr de Kock:

Names of the allottees or the basis upon which allottees will be identified or selected:	Mr Mark de Kock, Director, or his associates.
Mr de Kock's total remuneration package:	Mr de Kock's remuneration package including superannuation and share based payments for FY11 comprised a total of \$247,119. The total remuneration package including the

	financial benefit associated with the securities (\$31,667) for FY12 will be \$264,701.
Maximum number of securities to be issued or the formula for calculating the number of securities to be issued:	166,666 options to subscribe for Shares in the Company.  This number was determined based on an analysis of Mr de Kock's total remuneration package (including the number of options which vested in the previous year and the number of options he currently holds), and having regard to Mr de Kock's contribution to the Company.
The date by which the entity will issue the securities:	The MD 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 MD Option.
Exercise price:	\$2.50 per MD Option.
Terms of the securities:	Each MD Option will entitle Mr de Kock to subscribe for 1 ordinary Share in the Company.  The MD Options vest on condition that the Company's share price exceeds \$2.50 on each trading day during the month of August 2012.  Unless otherwise exercised, the options lapse on the date 7 years after the date of grant.
Terms of any loan in relation to the acquisition of MD Options:	The Company will not provide any loans in respect of the acquisition of MD Options
Use (or intended use) of the funds raised:	The funds raised on exercise of the MD Options will be used for working capital.
Mr de Kock's existing interest in the Company:	Mr de Kock or his related parties at the date of this notice holds 472,959 ordinary shares and 166,667 options under the Company's ESOP, which together (if the options are exercised) represents approximately 1.05% of the total issued Shares in the Company.  These numbers differ from the Annual Report because of an exercise of 166,666 options and certain share trading which has occurred since 30 June 2011.
Maximum extent of voting power in the Company after the issue of shares:	At the date of this notice, the Company has 60,769,343 ordinary shares on issue. If all the MD Options and all Mr de Kock's existing options were exercised Mr de Kock would hold approximately 1.32% of the issued shares in the Company. Accordingly, if the MD Options are exercised it will have a small dilutionary effect on existing shareholders' interests.
Valuation of the financial benefit to	The indicative value of the MD Options to Mr de

<p>be given to Mr de Kock:</p>	<p>Kock as at 26 August 2011 has been determined to be \$31,667, using the Black Scholes model to price barrier options.</p> <p>In calculating the indicative value of these options, the following inputs were used:</p> <table data-bbox="743 422 1317 821"> <tr> <td>Valuation Date</td> <td>26 August 2011</td> </tr> <tr> <td>Market Price of Shares At Valuation Date</td> <td>\$1.94</td> </tr> <tr> <td>Exercise Price</td> <td>\$2.50</td> </tr> <tr> <td>Risk free interest rate</td> <td>3.86%</td> </tr> <tr> <td>Volatility</td> <td>45%</td> </tr> <tr> <td>Total indicative value of options to be issued</td> <td>\$31,667</td> </tr> </table>	Valuation Date	26 August 2011	Market Price of Shares At Valuation Date	\$1.94	Exercise Price	\$2.50	Risk free interest rate	3.86%	Volatility	45%	Total indicative value of options to be issued	\$31,667
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Last:	\$1.94 on 26/8/11												
<p>Information required under Listing Rule 10.15.4</p>	<p>Since the last approval date, the following securities have been issued under the Company's ESOP to directors of the Company:</p> <p><u>James Spenceley</u></p> <p>500,000 options, issued for nil consideration, with an exercise price of \$0.50 per option</p> <p><u>Mark de Kock</u></p> <p>500,000 options, issued for nil consideration, with an exercise price of \$0.50 per option</p> <p><u>David Spence</u></p> <p>200,000 options, issued for nil consideration, with an exercise price of \$0.50 per option</p>												
<p>Information required under Listing Rule 10.15.4A</p>	<p>All of the directors of the Company are eligible to participate in the Company's ESOP. They are:</p> <ul data-bbox="797 1609 1101 1919" style="list-style-type: none"> <li>• David Spence</li> <li>• James Spenceley</li> <li>• Mark de Kock</li> <li>• Jonathan Brett</li> <li>• John Murphy</li> <li>• Nicholas McNaughton</li> <li>• Stephen Baxter</li> </ul>												
<p>Directors' interest in the outcome of this resolution</p>	<p>Other than Mr de Kock, no other director has an interest in the outcome of this resolution.</p>												

**Board recommendation** - the Directors (other than Mr Mark de Kock) recommend that Shareholders vote in favour of Resolution 6. The reason the Directors (other than Mr de Kock) make this recommendation is that they consider the MD Options will constitute an effective incentive to Mr de Kock to improve the performance of the Company and increase the value of Shareholders' investment in the Company. Other than as shareholders of the Company, none of the Directors (other than Mr de Kock) has an interest in the outcome of this Resolution 6.

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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

For Intermediary Online subscribers only  
(custodians) [www.intermediaryonline.com](http://www.intermediaryonline.com)

**For all enquiries call:**

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

**Proxy Form**

**For your vote to be effective it must be received by 11.00am (Sydney time), Sunday 23 October 2011**

**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](http://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](http://www.investorcentre.com)**

- Review your securityholding
- Update your securityholding

**Your secure access information is:**

**SRN/HIN: I9999999999**



**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 the offices of Computershare Investor Services Pty Limited, Level 4, 60 Carrington Street, Sydney NSW 2000 on Tuesday, 25 October 2011 at 11.00am (Sydney time) and at any adjournment of that meeting.

**Important for Items 2, 5 and 6 - If the Chairman of the Meeting is your proxy or is appointed as your proxy by default**  
 By marking this box, you are directing the Chairman of the Meeting to vote in accordance with the Chairman's voting intentions on Item 2, 5 and 6 as set out below and in the Notice of Meeting. If you do not mark this box, and you have not directed your proxy how to vote on Items 2, 5 and 6, the Chairman of the Meeting will not cast your votes on Items 2, 5 and 6 and your votes will not be counted in computing the required majority if a poll is called on these items. If you appoint the Chairman of the Meeting as your proxy you can direct the Chairman how to vote by either marking the boxes in Step 2 below (for example if you wish to vote against or abstain from voting) or by marking this box (in which case the Chairman of the Meeting will vote in favour of Items 2, 5 and 6).  
 The Chairman of the Meeting intends to vote all available proxies in favour of Items 2, 5 and 6 of business.

I/we direct the Chairman of the Meeting to vote in accordance with the Chairman's voting intentions on Items 2, 5 and 6 (except where I/we have indicated a different voting intention below) and acknowledge that the Chairman of the Meeting may exercise my proxy even though Items 2, 5 and 6 is connected directly or indirectly with the remuneration of a member of key management personnel and/or even if the Chairman of the Meeting has an interest in the outcome of these items and that votes cast by the Chairman, 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 2011	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2	Adoption of the Remuneration Report for the financial year ended 30 June 2011	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3	To re-elect Mr D Spence as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4	To re-elect Mr N A McNaughton as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

### SPECIAL BUSINESS

5	To grant options to Mr James Spenceley	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6	To grant options to Mr Mark de Kock	<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 / / \_\_\_\_\_