

# 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.

# Notice of 2019 Annual General Meeting

## 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

# Notice of 2019 Annual General Meeting

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, FCPA

**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.

# Notice of 2019 Annual General Meeting

## 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](http://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](http://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

# Notice of 2019 Annual General Meeting

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](mailto: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](mailto: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.