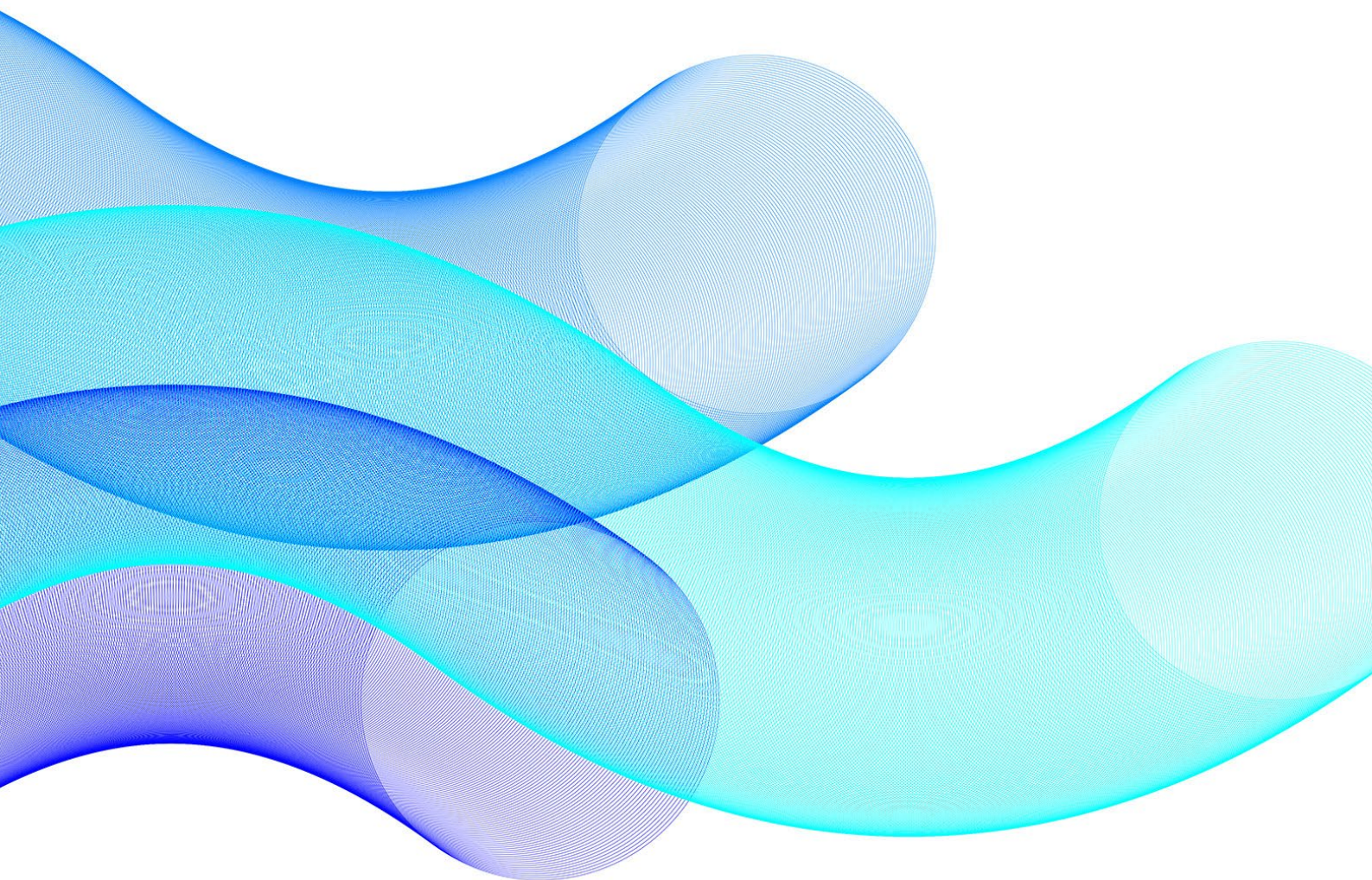

Notice of 2020 Annual General Meeting



Vocus Group Limited ABN 96 084 115 499

Notice is given that the 2020 Annual General Meeting (**AGM**) of the members of Vocus Group Limited (**Vocus** or the **Company**) will be held virtually at 10:00 am AEDT on Wednesday, 28 October 2020.

Given the uncertainty and potential health risks created by the COVID-19 pandemic, Vocus has made some changes to the way this year's AGM will be conducted. The Australian government has and continues to implement a range of measures to contain or delay the spread of COVID-19. The health of the Company's shareholders, employees and other meeting attendees is of paramount importance, and therefore there will not be an opportunity to physically attend this year's AGM.

Accordingly, this year we have adopted some new measures to allow shareholders to participate in the AGM online. Specifically, shareholders are invited to participate in the AGM via an online platform, which will include the ability for shareholders to view proceedings, ask questions or make comments in relation to the business of the meeting and to vote in real time. Further details are set out in this notice of meeting. We also encourage shareholders engage with the AGM and your Company by:

- lodging a directed proxy in advance of the meeting by following the instructions below;
- lodging questions in advance of the meeting by emailing questions to investor@vocus.com.au by 5pm AEDT on Friday, 23 October 2020; and
- watching a webcast of the AGM which will be available to view live at <https://web.lumiagm.com/360903082>.

The Explanatory Notes which accompany and form part of this Notice of 2020 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.

Copies of the addresses to be given by the Chairman and the Group Managing Director and Chief Executive Officer will also be made available shortly prior to the commencement of the AGM via an announcement to the ASX.

Due to the constantly evolving response to COVID-19 and new measures for this meeting, Vocus may be required to make changes to the arrangements for the AGM on short notice. If it becomes necessary to provide updates or instructions in the lead up to the AGM or during the meeting, details will be made available at www.vocusgroup.com.au/investors.

Ordinary Business

1. Consideration of the 2020 Financial Statements and Reports

To receive and consider the Company's financial statements and reports for the financial year ended 30 June 2020.

2. Adoption of the 2020 Remuneration Report

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

That the Remuneration Report for the year ended 30 June 2020 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 2020 Annual General Meeting.

3. Re-election of Director

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

That Mr David Wiadrowski, 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 the Company's Constitution and ASX Listing Rule 14.4.

4. Re-election of Director

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

That Mr Bruce Akhurst, who was re-elected as a Director at the 2018 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.

By Order of the Board



Simon Lewin

Company Secretary

Vocus Group Limited

25 September 2020

Explanatory Notes to Notice of 2020 Annual General Meeting

2. Adoption of 2020 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 2020.

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.

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. Re-election of Director (Mr David Wiadrowski)

Overview

At this Annual General Meeting, Mr David Wiadrowski, 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 the Company's Constitution and ASX Listing Rule 14.4.

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

Statement of Independence

The Board has formed the view that Mr David Wiadrowski is an independent director. Reasons for this view are set out in Vocus' 2020 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 David Wiadrowski

Role: Non-Executive Director

Qualifications: B Com, FCA, GAICD

Appointed to Board: 24 July 2017

Mr David Wiadrowski was a partner at PwC for 25 years and was the Chief Operating Officer of the PwC Australia Assurance business from 2009–2014. At PwC he was the lead audit partner on a number of PwC's major clients including Network Ten, Seven West Media, Aristocrat, APN News & Media, APN Outdoor, Macquarie Telecom and Hutchison Telecommunications. Mr Wiadrowski also has extensive business and industry knowledge with a particular focus on digitally enabled and disrupted businesses having led PwC's Telco, Media and Technology (TMT) practice for 8 years.

Mr Wiadrowski is an experienced listed company director with strong commercial acumen and financial credentials derived from extensive experience at PwC, as well as board roles currently held at Vocus, Carsales.com Limited, oOh!media Limited and Life360 Inc. He is a Graduate of the AICD's Company Directors Course, a Fellow of the Chartered Accountants and has a Bachelor of Commerce.

In his role on the Vocus Board, David is Chair of the Audit & Risk Committee and a Member of the Nomination Committee.

Board Recommendation

The Board (other than Mr Wiadrowski) unanimously recommends that shareholders vote in favour of Item 3.

4. Re-election of Director (Mr Bruce Akhurst)

Overview

At this Annual General Meeting, Mr Bruce Akhurst, who was re-elected at the 2018 Annual General Meeting of this Company, offers himself to shareholders for re-election as a director of Vocus.

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

Statement of Independence

The Board has formed the view that Mr Bruce Akhurst is an independent director. Reasons for this view are set out in Vocus' 2020 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 Bruce Akhurst

Role: Non-Executive Director

Qualifications: B Ec (Hons), LLB, FAICD

Appointed to Board: 1 September 2018

Mr Bruce Akhurst's management experience spans decades in the telecommunications industry and includes roles as Group Managing Director of Telstra Media, Telstra Wholesale and Telstra Legal and Regulatory. Prior to joining Telstra, Mr Akhurst was Managing Partner at Mallesons Stephen Jaques (now King & Wood Mallesons). He is a former Chairman of Foxtel and former director of a number of Telstra subsidiary companies, including CSL and Telstra Clear.

Mr Akhurst is an experienced company director. He is currently a non-executive director of Tabcorp Holdings, Chairman of the Peter MacCallum Cancer Foundation, Executive Chairman of Adstream Holdings Pty Ltd, Director of Paul Ramsay Holdings and a Council member of RMIT University.

In his role on the Vocus Board, Bruce is a Member of the People & Remuneration Committee.

Board Recommendation

The Board (other than Mr Bruce Akhurst) 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 Monday, 26 October 2020** 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

Voting on **Item 2, Item 3** and **Item 4** will be conducted by poll.

How to participate in the AGM online

You can participate in the AGM online on the day of the meeting by either:

- (a) Visiting <https://web.lumiagm.com/360903082> on your smartphone, tablet or computer. You will need the latest versions of Chrome, Safari, Internet Explorer 11, Edge or Firefox. Please ensure your browser is compatible; or
- (b) Downloading the Lumi AGM app from the Apple App or Google Play Stores by searching for Lumi AGM.

The online platform will allow shareholders to participate in the meeting by being able to view the meeting, vote and ask questions or make comments in real time (including to the auditor). Those who are not shareholders or not attending as a proxy, corporate representative or attorney of a shareholder, are welcome to connect to the platform or watch the live webcast but are not able to vote or ask questions.

Please ensure you have your SRN/HIN available, as you will need these details in order to login.

For proxy holders, to receive your username and password, please contact Computershare Investor Services on +61 3 9415 4024 **after 9:00am AEDT** on the day of the meeting.

If it becomes necessary to provide updates or instructions in the lead up to the AGM or during the meeting, details will be made available at www.vocusgroup.com.au/investors.

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.

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 am AEDT on Monday 26 October 2020**. A proxy may be lodged:

- (a) **online** at www.investorvote.com.au (instructions on how to lodge online can be found on the Shareholder Voting Form);
- (b) **by mail** to Computershare Investor Services Pty Ltd, GPO Box 242 Melbourne Victoria 3001 Australia;
- (c) **by hand delivery** to Computershare Investor Services Pty Ltd, 452 Johnston Street, Abbotsford Victoria 3067; or
- (d) **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 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 2020.

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

Further Information

If you have any questions in relation to this Notice of 2020 Annual General Meeting or your Shareholder Voting Form, please contact the Company's share registry, Computershare Limited on 1300 850 505 (within Australia) or +61 3 9415 4000 (outside Australia), or you may email the Company via companysecretary@vocus.com.au.

Glossary

In this document, unless otherwise defined:

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

Chairperson means the Chairperson of the AGM.

Closely Related Party of a KMP member means:

- (a) a spouse or child of the member; or
- (b) a child of the member's spouse; or
- (c) a dependant of the member or of the member's spouse; or
- (d) 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
- (e) 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 2020 are listed in the Directors' Report contained in the Company's 2020 Annual Report.

Remuneration Report means the Company's Remuneration Report for the financial year ended 30 June 2020, set out in the Company's Annual Report for the same financial year.



Vocus Group Limited
ABN 96 084 115 499

Need assistance?

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

 **Online:**
www.investorcentre.com/contact



YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by **10:00 am AEDT Monday, 26 October 2020**.

Proxy Form

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 or abstain as they choose (to the extent permitted by law). If you mark more than one box on an item your vote will be invalid on that item.

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

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

A proxy need not be a securityholder of the Company.

SIGNING INSTRUCTIONS FOR POSTAL FORMS

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

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

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

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

Corporate Representative

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

Lodge your Proxy Form:

Online:

Lodge your vote online at www.investorvote.com.au using your secure access information or use your mobile device to scan the personalised QR code.

Your secure access information is



Control Number: 134147

SRN/HIN:

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

By Mail:

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

By Fax:

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



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

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

Proxy Form

Please mark to indicate your directions

Step 1 Appoint a Proxy to Vote on Your Behalf

I/We being a member/s of Vocus Group 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, and to the extent permitted by law, as the proxy sees fit) at the Annual General Meeting of Vocus Group Limited to be held virtually on Wednesday, 28 October 2020 at 10:00 am AEDT and at any adjournment or postponement of that meeting.

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

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

Step 2 Items of Business

PLEASE NOTE: If you 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.

	For	Against	Abstain
Item 2 Adoption of the 2020 Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 3 Re-election of Director - Mr David Wiadrowski	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 4 Re-election of Director - Mr Bruce Akhurst	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

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

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

Individual or Securityholder 1 Securityholder 2 Securityholder 3 / /
 Sole Director & Sole Company Secretary Director Director/Company Secretary Date

Update your communication details (Optional)

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

