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ASX ANNOUNCEMENT

Date: 8 February 2021

Indicative and non-binding proposal in relation to Vocus

Vocus Group Ltd ("Vocus", ASX: VOC) refers to recent press speculation and confirms that it has received a confidential non-binding, indicative proposal from Macquarie Infrastructure and Real Assets Holdings Pty Limited and its managed funds (together "MIRA") to acquire 100% of the shares of Vocus via a scheme of arrangement at a price of $5.50 per share ("the Proposal"). The Board notes that the Proposal is subject to a number of conditions including satisfactory completion of due diligence by MIRA; MIRA securing debt financing; unanimous recommendation by the Vocus Board; and entry into a mutually acceptable scheme implementation agreement. Any scheme implementation agreement would also be subject to a number of conditions, including shareholder, court and regulatory approvals.

After consideration by the Board and its advisers, the Board has concluded that it is in the best interests of Vocus shareholders to explore the potential for a transaction with MIRA, and has granted MIRA due diligence access to enable MIRA to potentially put forward a binding proposal.

The Board notes that there is no certainty that the Proposal will result in a binding offer for Vocus.

Vocus will update the market as appropriate in line with its continuous disclosure obligations. Vocus shareholders do not need to take any action in response to the Proposal.

Vocus has appointed Credit Suisse as its financial advisor and Allens as its legal advisor.

This announcement has been authorised for release by the Board.

ENDS

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