

ASX ANNOUNCEMENT

Date: 22 June 2021

VOCUS SHAREHOLDERS APPROVE SCHEME

Vocus Group Limited ("**Vocus**", ASX:VOC) is pleased to announce that, at the Scheme Meeting held today, Vocus shareholders approved by the requisite majorities the scheme of arrangement under which Voyage Australia Pty Limited ("**Voyage**") (a company owned by a consortium comprising Macquarie Infrastructure and Real Assets and its managed funds and Aware Super Pty Ltd as trustee of Aware Super) will acquire all of the shares in Vocus ("**Scheme**").

Voting results of Scheme Meeting

The results of the Scheme Meeting are attached. In summary, the resolution to approve the Scheme, as set out in the Notice of Meeting in Annexure D of the Scheme Booklet dated 18 May 2021 ("**Scheme Resolution**"), was approved by the requisite majorities of Vocus shareholders with:

- 99.84% of votes cast in favour of the Scheme Resolution; and
- 93.98% of Vocus shareholders present and voting (either in person or by proxy) in favour of the Scheme Resolution.

These results exceed the requisite majorities for the purposes of the *Corporations Act 2001* (Cth).

Vocus Chairman, Bob Mansfield said: "Over the past three years, Vocus has executed an ambitious turnaround strategy that radically simplified our business, our networks, and our technology platforms to reduce costs, expand our reach, and provide better services for our customers. Today's vote is a vindication of that strategy, and recognises the contribution of every Vocus employee towards the successful execution the company's turnaround. This outcome is in the best interests of all shareholders and ideally positions Vocus as it embarks in a new stage of investment".

Notice of Second Court Hearing

The Scheme remains subject to Court approval in order to be implemented. Vocus has applied to the Court for orders approving the Scheme at a hearing scheduled for 9.00am on Thursday, 24 June 2021 at the Supreme Court of New South Wales, Law Courts Building, 184 Phillip Street, Sydney. As stated in the Scheme Booklet, any Vocus shareholder who wishes to oppose the approval of the Scheme at the Court hearing may do so by filing with the Court and serving on Vocus a notice of appearance in the prescribed form, together with any affidavit that the Vocus shareholder proposes to rely on.

The Board will make a further announcement after the Court has considered the matter.

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Implementation of the Scheme

If the Court approves the Scheme, Vocus proposes to lodge an office copy of the Court orders with the Australian Securities and Investments Commission on Friday, 25 June 2021, at which time the Scheme will become legally effective. If this occurs, Vocus will apply for its shares to be suspended from trading on the Australian Securities Exchange with effect from the close of trade on Friday, 25 June 2021.

If the Scheme becomes effective, Vocus shareholders who hold shares at the Scheme Record Date, expected to be 7.00pm (Sydney time) on Friday, 2 July 2021, will receive a cash consideration of \$5.50 per Vocus share ("**Scheme Consideration**"). The Scheme Consideration will be paid by Voyage on the implementation date, which is expected to be Thursday, 22 July 2021.

Shareholder information line

Vocus shareholders requiring further information in relation to the Scheme may contact the Vocus Shareholder Information Line on 1300 219 444 (within Australia) or +61 3 9415 4326 (outside Australia), Monday to Friday between 8.30am and 5.30pm (Sydney time).

This announcement is authorised for release by the Board.

– ENDS –

For further information, please contact:

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**Vocus Group Limited
Scheme Meeting
Tuesday, 22 June 2021
Voting Results**

The following information is provided in accordance with section 251AA(2) of the Corporations Act 2001 (Cth) and ASX Listing Rule 3.13.2

Resolution details	Instructions given to validly appointed proxies (as at proxy close)				Number of votes cast on the poll			Resolution Result
	For	Against	Proxy's Discretion	Abstain	For	Against	Abstain*	
1 Scheme Resolution	339,454,517 99.40%	522,914 0.15%	1,522,386 0.45%	22,053,947	341,257,815 99.84%	557,914 0.16%	22,053,947	Carried / Not Carried
					Number of shareholders voting on the poll			
					For	Against	Abstain*	
					1,811 93.98%	116 6.02%	13	

* Votes cast by a person who abstains on an item are not counted in calculating the required majority on a poll.

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