

25 May 2017

Manager, Market Announcements Office  
Australian Securities Exchange Limited  
20 Bridge St  
Sydney NSW 2000

**Sent via email**

Dear Sir/Madam,

Attached is an announcement for the grant of Performance Rights (**Rights**) pursuant to the Vocus Group Limited Performance Rights Long Term Incentive Plan. Issue of the Rights was approved by shareholders at the Vocus 2016 Annual General Meeting.

For recipients in the Executive Leadership Team (**ELT**) the basis for determining the number of performance rights to be awarded was a volume weighted average price of all trading days in January 2017; a price of \$4.2449. For recipients in the Senior Leadership Team (**SLT**), the allocation was determined in April 2017. The Board of Directors approved the issue of performance rights on 25 May 2017.

The Long Term Incentive Plan is designed to link rewards for senior leaders to the creation of value for Vocus' shareholders. The Performance Rights granted to the Executive Leadership Team and Senior Leadership Teams are subject to vesting conditions being achieved or exceeded over the vesting period (2 years for SLT, 3 years for ELT).

Vesting conditions include achievement of compound annual growth in Vocus' reported earnings per share (**EPS**) and achievement of annual target synergies. The 'base point' for measuring the rate of EPS growth is the underlying EPS disclosed in Vocus' audited annual financial accounts for the financial year ended 30 June 2016.

Yours sincerely,  
Vocus Group Limited



Ashe-lee Jegathesan  
**Company Secretary**

Rule 2.7, 3.10.3, 3.10.4, 3.10.5

# Appendix 3B

## New issue announcement, application for quotation of additional securities and agreement

*Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.*

Introduced 01/07/96 Origin: Appendix 5 Amended 01/07/98, 01/09/99, 01/07/00, 30/09/01, 11/03/02, 01/01/03, 24/10/05, 01/08/12, 04/03/13

Name of entity

Vocus Group Limited (**Vocus**)

ABN

96 084 115 499

We (the entity) give ASX the following information.

### Part 1 - All issues

*You must complete the relevant sections (attach sheets if there is not enough space).*

- |   |                                                                                               |                                                                                  |
|---|-----------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------|
| 1 | +Class of +securities issued or to be issued                                                  | Unlisted Performance Rights over Ordinary Shares (" <b>Performance Rights</b> ") |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued | A total of 1,039,868 Performance Rights                                          |

+ See chapter 19 for defined terms.

## Appendix 3B

### New issue announcement

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3 Principal terms of the +securities (e.g. if options, exercise price and expiry date; if partly paid +securities, the amount outstanding and due dates for payment; if +convertible securities, the conversion price and dates for conversion)

Granted pursuant to the terms of the Vocus Group Limited Performance Rights Long Term Incentive Plan (“**LTI Plan**”), where each right on vesting and exercise will convert into one fully paid Ordinary Share.

The Performance Rights granted to the Executive Leadership Team (“**ELT**”) and Senior Leadership Teams (“**SLT**”) are subject to vesting conditions being achieved or exceeded over the vesting period (2 years for SLT, 3 years for ELT). Vesting conditions include achieving a predetermined level of compound annual growth in Vocus’ reported earnings per share (“**EPS**”) and achievement of annual target synergies. The ‘base point’ for measuring the rate of EPS growth is the underlying EPS disclosed in Vocus’ audited annual financial accounts for the financial year ended 30 June 2016.

In accordance with the shareholder approval obtained at Vocus’ 2016 Annual General Meeting, the Performance Rights granted to Vocus’ Executive Director vest in tranches over 3 years, subject to a vesting condition of continued employment during the vesting period.

Performance Rights issued to ELT and SLT, if vested expire on the second anniversary of the vesting date.

The principal terms of the LTI Plan were disclosed to shareholders in the Explanatory Notes to Vocus’ Notice of 2016 Annual General Meeting (“**Explanatory Notes**”).

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+ See chapter 19 for defined terms.

4	<p>Do the +securities rank equally in all respects from the +issue date with an existing +class of quoted +securities?</p> <p>If the additional +securities do not rank equally, please state:</p> <ul style="list-style-type: none"> <li>• the date from which they do</li> <li>• the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment</li> <li>• the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment</li> </ul>	<p>Prior to vesting and exercise, the Performance Rights do not carry a right to vote or receive dividends or distributions.</p> <p>Any ordinary shares allocated on the vesting and exercise of performance rights will rank equally with fully paid ordinary shares in Vocus.</p>
5	Issue price or consideration	Nil issue price
6	Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)	The performance rights are being granted pursuant to the terms of the Vocus LTI Plan, approved by shareholders at Vocus' 2016 Annual General Meeting.
6a	<p>Is the entity an +eligible entity that has obtained security holder approval under rule 7.1A?</p> <p>If Yes, complete sections 6b – 6h in relation to the +securities the subject of this Appendix 3B, and comply with section 6i</p>	No
6b	The date the security holder resolution under rule 7.1A was passed	Not applicable
6c	Number of +securities issued without security holder approval under rule 7.1	Not applicable

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6d	Number of +securities issued with security holder approval under rule 7.1A	Not applicable	
6e	Number of +securities issued with security holder approval under rule 7.3, or another specific security holder approval (specify date of meeting)	Not applicable	
6f	Number of +securities issued under an exception in rule 7.2	Not applicable	
6g	If +securities issued under rule 7.1A, was issue price at least 75% of 15 day VWAP as calculated under rule 7.1A.3? Include the +issue date and both values. Include the source of the VWAP calculation.	Not applicable	
6h	If +securities were issued under rule 7.1A for non-cash consideration, state date on which valuation of consideration was released to ASX Market Announcements	Not applicable	
6i	Calculate the entity's remaining issue capacity under rule 7.1 and rule 7.1A – complete Annexure 1 and release to ASX Market Announcements	Not applicable	
7	+Issue dates  Note: The issue date may be prescribed by ASX (refer to the definition of issue date in rule 19.12). For example, the issue date for a pro rata entitlement issue must comply with the applicable timetable in Appendix 7A.  Cross reference: item 33 of Appendix 3B.	25 May 2017	
8	Number and +class of all +securities quoted on ASX (including the +securities in section 2 if applicable)	Number	+Class
		623,117,254 fully paid ordinary shares on issue	Ordinary shares

+ See chapter 19 for defined terms.

	Number	+Class	
9	Number and +class of all +securities not quoted on ASX (including the +securities in section 2 if applicable)	187,086  1,517,493	Unlisted ESOP  Unlisted Performance Rights
10	Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)	Not applicable	

## Part 2 - Pro rata issue

11	Is security holder approval required?	Not applicable	
12	Is the issue renounceable or non-renounceable?	Not applicable	
13	Ratio in which the +securities will be offered	Not applicable	
14	+Class of +securities to which the offer relates	Not applicable	
15	+Record date to determine entitlements	Not applicable	
16	Will holdings on different registers (or subregisters) be aggregated for calculating entitlements?	Not applicable	
17	Policy for deciding entitlements in relation to fractions	Not applicable	
18	Names of countries in which the entity has security holders who will not be sent new offer documents  Note: Security holders must be told how their entitlements are to be dealt with.  Cross reference: rule 7.7.	Not applicable	

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19	Closing date for receipt of acceptances or renunciations	Not applicable
20	Names of any underwriters	Not applicable
21	Amount of any underwriting fee or commission	Not applicable
22	Names of any brokers to the issue	Not applicable
23	Fee or commission payable to the broker to the issue	Not applicable
24	Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of security holders	Not applicable
25	If the issue is contingent on security holders' approval, the date of the meeting	Not applicable
26	Date entitlement and acceptance form and offer documents will be sent to persons entitled	Not applicable
27	If the entity has issued options, and the terms entitle option holders to participate on exercise, the date on which notices will be sent to option holders	Not applicable
28	Date rights trading will begin (if applicable)	Not applicable
29	Date rights trading will end (if applicable)	Not applicable
30	How do security holders sell their entitlements <i>in full</i> through a broker?	Not applicable
31	How do security holders sell <i>part</i> of their entitlements through a	Not applicable

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+ See chapter 19 for defined terms.

	broker and accept for the balance?	
32	How do security holders dispose of their entitlements (except by sale through a broker)?	Not applicable
33	+Issue date	Not applicable

### Part 3 - Quotation of securities

*You need only complete this section if you are applying for quotation of securities*

34 Type of +securities  
(tick one)

(a)  +Securities described in Part 1

(b)  All other +securities

Example: restricted securities at the end of the escrowed period, partly paid securities that become fully paid, employee incentive share securities when restriction ends, securities issued on expiry or conversion of convertible securities

#### Entities that have ticked box 34(a)

#### Additional securities forming a new class of securities

*Tick to indicate you are providing the information or documents*

35  If the +securities are +equity securities, the names of the 20 largest holders of the additional +securities, and the number and percentage of additional +securities held by those holders

36  If the +securities are +equity securities, a distribution schedule of the additional +securities setting out the number of holders in the categories  
 1 - 1,000  
 1,001 - 5,000  
 5,001 - 10,000  
 10,001 - 100,000  
 100,001 and over

37  A copy of any trust deed for the additional +securities

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**Entities that have ticked box 34(b)**

38 Number of +securities for which +quotation is sought 

Not applicable
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39 +Class of +securities for which quotation is sought 

Not applicable
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40 Do the +securities rank equally in all respects from the +issue date with an existing +class of quoted +securities?

If the additional +securities do not rank equally, please state:

- the date from which they do
- the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment
- the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment

Not applicable
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41 Reason for request for quotation now

Example: In the case of restricted securities, end of restriction period

(if issued upon conversion of another +security, clearly identify that other +security)

Not applicable
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	Number	+Class
42 Number and +class of all +securities quoted on ASX (including the +securities in clause 38)	Not applicable	Not applicable

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+ See chapter 19 for defined terms.

### Quotation agreement

1 +Quotation of our additional +securities is in ASX's absolute discretion. ASX may quote the +securities on any conditions it decides.

2 We warrant the following to ASX.

- The issue of the +securities to be quoted complies with the law and is not for an illegal purpose.
- There is no reason why those +securities should not be granted +quotation.
- An offer of the +securities for sale within 12 months after their issue will not require disclosure under section 707(3) or section 1012C(6) of the Corporations Act.

Note: An entity may need to obtain appropriate warranties from subscribers for the securities in order to be able to give this warranty

- Section 724 or section 1016E of the Corporations Act does not apply to any applications received by us in relation to any +securities to be quoted and that no-one has any right to return any +securities to be quoted under sections 737, 738 or 1016F of the Corporations Act at the time that we request that the +securities be quoted.
- If we are a trust, we warrant that no person has the right to return the +securities to be quoted under section 1019B of the Corporations Act at the time that we request that the +securities be quoted.

3 We will indemnify ASX to the fullest extent permitted by law in respect of any claim, action or expense arising from or connected with any breach of the warranties in this agreement.

4 We give ASX the information and documents required by this form. If any information or document is not available now, we will give it to ASX before +quotation of the +securities begins. We acknowledge that ASX is relying on the information and documents. We warrant that they are (will be) true and complete.

Sign here:  
(~~Director~~/Company secretary)

Date: 25/05/17

Print name: ASHE-LEE JEGATHESAN

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+ See chapter 19 for defined terms.