

18 August 2016

Luxmy Wigneswaran
Principal Adviser, Listings Compliance (Sydney)
20 Bridge Street
SYDNEY NSW 2000

By Email: luxmy.wigneswaran@asx.com.au

Dear Luxmy,

Vocus Communications Limited (“Vocus”): Appendix 3Y – Change of Directors’ Interest Notice

I refer to your letter dated 17 August 2016, a copy of which is enclosed (**Letter**).

Background

In your Letter, you note as follows:

- (a) the Appendix 3Y lodged by Vocus with the ASX in respect of Mr Michael Simmons was lodged on 11 August 2016;
- (b) the Appendix 3Y related to an allotment of shares to Mr Simmons on 28 July 2016; and
- (c) accordingly, under ASX Listing Rule 3.19A.2, the Appendix 3Y should have been lodged with the ASX by 5 August 2016.

Further, in your letter, you request that Vocus provide responses to the following queries:

1. The reason for the late lodgement of the Appendix 3Y.
2. The arrangements Vocus has in place under ASX Listing Rule 3.19B with its directors to ensure that it is able to meet its disclosure obligations under ASX Listing Rule 3.19A.
3. If current arrangements are inadequate or not being enforced, the additional steps Vocus intends to take to ensure compliance with ASX Listing Rule 3.19B.

Vocus responds to each query below.

Query One – The reason for the late lodgment of the Appendix 3Y

The late lodgement was unfortunately due to an inadvertent administrative oversight on our part.

Between 29 June 2016 and 3 August 2016, no less than twenty-five announcements were released by Vocus to the ASX in connection with Vocus’ recent proposed acquisition of Next Gen Networks and the associated capital raising undertaken by Vocus, including an Appendix 3Y in respect of each of the five other directors of Vocus to whom new shares were allotted under the retail entitlement offer.

Unfortunately, the Appendix 3Y relating to Mr Simmons’ disclosure of the change in his notifiable interest in Vocus was inadvertently omitted when the other Appendix 3Y notices were lodged with the ASX.

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Query Two – Arrangements in place under ASX Listing Rule 3.19B

Vocus complies with the guidance in paragraph 12 of Guidance Note 22. Specifically, the manner in which Vocus complies with the guidance has two elements:

1. **(Letter of Appointment / Executive Contract):** Each non-executive director and executive director is party to a letter of appointment or executive contract, respectively, with Vocus (**Written Agreement**). Each Written Agreement requires the director to:
 - (i) comply with Vocus' Policies (which includes Vocus' Securities Trading Policy); and
 - (ii) in the case of each letter of appointment, report any changes in the director's holdings in Vocus' securities to Vocus' Company Secretary.

It is also a term of Vocus' Board Charter and Vocus' Code of Conduct that each director complies with Vocus' Securities Trading Policy. The Board Charter and Code of Conduct are published in the Corporate Governance section of Vocus' website, in accordance with the ASX Principles.¹

2. **(Securities Trading Policy):** Vocus' Securities Trading Policy requires (amongst other things) each director to notify Vocus' Company Secretary of a proposed dealing in Vocus' securities and to obtain consent from the Chairman in respect of that dealing (other than in limited circumstances). A "dealing" includes the acquisition or disposal of securities.

Therefore, Vocus expects to have advance notice of the notifiable interests of its directors (or any change to those notifiable interests) and is well placed to comply with its disclosure obligation under ASX Listing Rule 3.19A.

Vocus considers that the existing arrangements in place to ensure that Vocus is able to meet its disclosure obligations under ASX Listing Rule 3.19A are sound and are operating effectively.

Query Three – Additional steps to be taken by Vocus

As stated, Vocus considers that the existing arrangements in place with its directors to ensure that Vocus is able to meet its disclosure obligations under ASX Listing Rule 3.19A are sound and are operating effectively.

Vocus refers to its history of demonstrated compliance of making timely disclosures to the ASX in respect of the notifiable interests of its directors, including the thirteen instances this calendar year alone. The late lodgement of Mr Simmons' Appendix 3Y is an isolated incident which we have addressed by putting into place additional processes to ensure it does not occur in future.

We thank you for the opportunity to respond to the ASX's concerns and queries.

If you have any comments or questions, please do not hesitate to contact me.

Yours sincerely,

A handwritten signature in blue ink, appearing to read "Ashe-lee Jegathesan".

Ashe-lee Jegathesan
Company Secretary

¹ See Recommendations 1.1 and 3.1.



17 August 2016

Ms Rozanna Lee
Assistant Company Secretary
Vocus Communications Limited
Level 12, 60 Miller Street
North Sydney NSW 2060

By Email

Dear Ms Lee,

Vocus Communications Limited (the “Entity”): Appendix 3Y – Change of Director’s Interest Notice

We refer to the following:

1. The Appendix 3Y lodged by the Entity with ASX on 11 August 2016 for Mr Michael Simmons (the “Appendix 3Y”);
2. Listing rule 3.19A which requires an entity to tell ASX the following:

3.19A.1 The notifiable interests of a director of the entity (or in the case of a trust, a director of the responsible entity of the trust) at the following times.

- On the date that the entity is admitted to the official list.
- On the date that a director is appointed.

The entity must complete Appendix 3X and give it to ASX no more than 5 business days after the entity’s admission or a director’s appointment.

3.19A.2 A change to a notifiable interest of a director of the entity (or in the case of a trust, a director of the responsible entity of the trust) including whether the change occurred during a closed period where prior written clearance was required and, if so, whether prior written clearance was provided. The entity must complete Appendix 3Y and give it to ASX no more than 5 business days after the change occurs.

3.19A.3 The notifiable interests of a director of the entity (or in the case of a trust, a director of the responsible entity of the trust) at the date that the director ceases to be a director.



The entity must complete Appendix 3Z and give it to ASX no more than 5 business days after the director ceases to be a director.

3. Listing rule 3.19B which states as follows.

An entity must make such arrangements as are necessary with a director of the entity (or in the case of a trust, a director of the responsible entity of the trust) to ensure that the director discloses to the entity all the information required by the entity to give ASX completed Appendices 3X, 3Y and 3Z within the time period allowed by listing rule 3.19.A. The entity must enforce the arrangements with the director.

The Appendix 3Y indicates that a change in the director's notifiable interest occurred on 28 July 2016. It appears that the Appendix 3Y should have been lodged with ASX by 5 August 2016. Consequently, the Entity may be in breach of listing rules 3.19A and/or 3.19B.

Please note that ASX is required to record details of breaches of the listing rules by listed entities for its reporting requirements.

ASX reminds the Entity of its contract with ASX to comply with the listing rules. In the circumstances ASX considers that it is appropriate that the Entity make necessary arrangements to ensure there is not a reoccurrence of a breach of the listing rules.

Having regard to listing rules 3.19A and 3.19B and Guidance Note 22: *Director Disclosure of Interests and Transactions in Securities - Obligations of Listed Entities*, under listing rule 18.7 we ask that you answer each of the following questions.

1. Please explain why the Appendix 3Y was lodged late.
2. What arrangements does the Entity have in place under listing rule 3.19B with its directors to ensure that it is able to meet its disclosure obligations under listing rule 3.19A?
3. If the current arrangements are inadequate or not being enforced, what additional steps does the Entity intend to take to ensure compliance with listing rule 3.19B?

Your response should be sent to me by e-mail. It should not be sent to the ASX Market Announcements Office.

A response is requested as soon as possible and, in any event, not later than half an hour before the start of trading i.e. before 9.30am AEST on Monday, 22 August 2016.

Under listing rule 18.7A, a copy of this letter and your response will be released to the market, so your response should be in a form suitable for release and must separately address each of the questions asked.

If you have any queries or concerns about any of the above, please contact me immediately.



Yours sincerely,

[sent electronically without signature]

Lux Wigneswaran

Principal Adviser, Listings Compliance (Sydney)