

7 July 2016

Dear Shareholder,

VOCUS RENOUNCEABLE ENTITLEMENT OFFER - NOTIFICATION TO INELIGIBLE RETAIL SHAREHOLDERS

On Wednesday, 29 June 2016, Vocus Communications Limited ACN 084 115 499 (**Vocus**) announced that it was conducting a capital raising by way of (a) an institutional placement to raise approximately \$200 million and (b) a pro-rata accelerated renounceable entitlement offer with retail rights trading (**Entitlement Offer**) of approximately \$452 million in new ordinary shares in Vocus (**New Shares**) on a 1 for 8.9 basis to eligible shareholders, at an offer price of \$7.55 per New Share (**Offer Price**).

The Entitlement Offer is being made without a prospectus or disclosure document in accordance with section 708AA of the Corporations Act 2001 (Cth) (the **Corporations Act**) as modified by ASIC Corporations (Non-Traditional Rights Issues) Instrument 2016/84.

The Entitlement Offer comprises an institutional component (**Institutional Entitlement Offer**) and a retail component with retail rights trading (**Retail Entitlement Offer**).

The Institutional Entitlement Offer has already closed and the results were announced to the ASX on Monday, 4 July 2016. An offer booklet in relation to the Retail Entitlement Offer will be lodged with the ASX and despatched to Eligible Retail Shareholders (as defined below) on or around Thursday, 7 July 2016.

This is a letter to inform you that you are not an Eligible Retail Shareholder for the purposes of the Retail Entitlement Offer. This letter is not an offer to issue New Shares to you, nor an invitation to apply for New Shares. You are not required to do anything in response to this letter. However, you may still receive some benefit from the Entitlement Offer, as described below.

Eligibility Criteria

Shareholders who are eligible to participate in the Retail Entitlement Offer (**Eligible Retail Shareholders**) are those persons who:

- (a) are registered as a holder of fully paid ordinary shares in Vocus as at 7.00pm (Sydney time) Monday, 4 July 2016 (**Record Date**);
- (b) have a registered address on Vocus' share register that is in Australia or New Zealand;
- (c) are not in the United States and are not acting for the account or benefit of a person in the United States with respect to their shares in Vocus (to the extent such person holds Vocus shares for the account or benefit of such person in the United States);
- (d) did not receive an offer to participate (other than as nominee) or were otherwise ineligible to participate under the Institutional Entitlement Offer; and
- (e) are eligible under all applicable securities laws to receive an offer under the Retail Entitlement Offer.

Vocus has determined, pursuant to section 9A of the Corporations Act and Listing Rule 7.7.1(a) of the ASX Listing Rules, that it would be unreasonable to make offers to shareholders in all countries outside Australia and New Zealand in connection with the Retail Entitlement Offer. This is due to the legal and regulatory requirements in countries other than Australia and New Zealand and the potential costs to Vocus of complying with these requirements, compared with the relatively small number of shareholders in those countries, the relatively small number of existing Vocus ordinary shares they hold and the relatively low value of New Shares to which those shareholders would otherwise be entitled to subscribe for.

Unfortunately, according to our records, you do not satisfy the eligibility criteria for an Eligible Retail Shareholder as stated above. Accordingly, in compliance with ASX Listing Rule 7.7.1(b), Vocus wishes to advise you that it will not be extending the Retail Entitlement Offer to you and you will not be able to subscribe for New Shares under the Retail Entitlement Offer. You will not be sent the documents relating to the Retail Entitlement Offer or be able to subscribe for New Shares under the Retail Entitlement Offer.

Notwithstanding the above, Vocus may agree to extend the Retail Entitlement Offer to certain institutional shareholders who did not participate in the Institutional Entitlement Offer or to other retail shareholders, subject to compliance with applicable laws.

Treatment of ineligible retail shareholders' entitlements

As the Entitlement Offer is renounceable, shareholders who are not Eligible Retail Shareholders (**Ineligible Retail Shareholders**) may receive value for entitlements (**Retail Entitlements**) they would have received had they been eligible to participate in the Retail Entitlement Offer. Arrangements have been made for the Retail Entitlements that Ineligible Retail Shareholders would have received to be sold, on their behalf, via a retail shortfall bookbuild on or around 21 July 2016, which is to be undertaken by the Lead Manager (**Retail Shortfall Bookbuild**). You will receive any retail premium (being any amount paid in respect of those Retail Entitlements) in respect of each Retail Entitlement sold in the Retail Shortfall Bookbuild that you would otherwise have received under the Retail Entitlement Offer had you been eligible to participate, net of any applicable withholding tax (**Retail Premium**).

It is expected that the Retail Premium (if any) will be paid to you on or around 29 July 2016. However, there is no guarantee that you will receive any amount as a result of the Retail Shortfall Bookbuild. The ability to obtain any Retail Premium under the Retail Shortfall Bookbuild, and the amount of that premium, is dependent on various factors, including market conditions and investor demand for New Shares.

To the maximum extent permitted by law, Vocus, the Lead Manager and their respective related bodies corporate and affiliates, and the directors, officers, employees and advisers of any of them, will not be liable, including for negligence, for any failure to procure any Retail Premium.

Retail Entitlements will also be tradeable on ASX. The assignment, transfer and exercise of Retail Entitlements trading on ASX will be restricted to persons meeting eligibility criteria. In particular, persons in the United States and persons acting for the account or benefit of persons in the United States will not be eligible to purchase or trade Retail Entitlements or to exercise Retail Entitlements they acquire. If you buy Retail Entitlements during the trading period, but you do not meet the eligibility criteria, you will not be able to take up or exercise those entitlements and, as a result, you may receive no value for them.

If you have any questions in relation to any of the above matters, please contact the Vocus Offer Information Line on 1300 855 080 (within Australia) or +61 3 9415 4000 (outside of Australia) between 8:30am and 5:30pm (Sydney time) Monday to Friday. For other questions, you should consult your broker, solicitor, accountant, financial adviser, or other professional adviser.

On behalf of Vocus, we thank you for your continued support.

Yours sincerely,



Ashe-lee Jegathesan
Company Secretary

NOT FOR DISTRIBUTION OR RELEASE INTO THE UNITED STATES

This letter does not constitute an offer to sell, or a solicitation of an offer to buy, any securities in the United States. Neither the entitlements under the Retail Entitlement Offer (**Entitlements**) nor the New Shares to be issued under the offer (**New Shares**) have been, nor will be, registered under the U.S. Securities Act of 1933 (**U.S. Securities Act**) or under the securities laws of any state or other jurisdiction of the United States. The Entitlements and the New Shares may not be issued to, purchased or traded by, or taken up or exercised by, any person in the United States or any person acting for the account or benefit of a person in the United States except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and applicable U.S. state securities laws. The Entitlements and New Shares to be offered and sold in the Retail Entitlement Offer will only be offered and sold outside the United States in "offshore transactions" (as defined in Rule 902(h) of the Securities Act) in reliance on Regulation S under the U.S. Securities Act.