

27 May 2019

INDICATIVE AND NON-BINDING PROPOSAL IN RELATION TO VOCUS

Vocus Group Limited ("Vocus" or "the Company") (ASX:VOC) confirms that it has received a confidential, non-binding, indicative proposal from EQT Infrastructure ("EQT") to acquire all of the shares in Vocus at a price of A\$5.25 per share in cash, to be implemented by way of a scheme of arrangement (the "Indicative Proposal").

The Indicative Proposal is subject to a number of conditions, including completion of due diligence to EQT's satisfaction; securing committed financing; unanimous recommendation from the Vocus Board; and entry into a mutually acceptable scheme implementation agreement. Any scheme implementation agreement would also be subject to a number of further conditions, including shareholder, court and regulatory approvals.

After consideration by the Board and the Company's advisers, the Board decided to grant non-exclusive due diligence access to EQT to enable EQT to potentially put a formal binding proposal to Vocus. That process is likely to take a number of weeks.

The Board notes that there is no certainty that this process or the Indicative Proposal will result in an offer for Vocus. Vocus shareholders do not need to take any action in response to the Indicative Proposal at this time.

Vocus will update shareholders, in accordance with the Company's continuous disclosure obligations, in due course.

Vocus has appointed UBS as its financial adviser and Allens as its legal adviser.

ENDS

For further information, please contact:

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About Vocus

Vocus Group Limited (ASX: VOC) is a specialist fibre network services provider operating Australia's second largest inter-capital network as well as back haul fibre connecting most regional centres in Australia. Vocus also operates an extensive and modern network in New Zealand, connecting the country's capitals and most regional centres. In total, the Vocus terrestrial network is c.30,000 route-km of high performance, high availability fibre-optic cable supported by 4,600km of submarine cable connecting Singapore, Indonesia and Australia and 2,100km of submarine cable between Port Hedland and Darwin and connecting offshore oil and gas facilities in the Timor Sea. Vocus owns a portfolio of brands catering to enterprise, government, wholesale, small business and residential customers across Australia and New Zealand.