

VOCUS COMMUNICATIONS LIMITED

ABN 96 084 115 499

COMMUNICATIONS & CONTINUOUS DISCLOSURE POLICY

Adopted by the Board with effect from 30 June 2010

1. INTRODUCTION

1.1 The purpose of this Policy is to:

- (a) promote effective communication with shareholders and encourage effective participation at General Meetings of Vocus Communications Limited (**Company**);
- (b) ensure that employees are aware of the importance of providing full and timely disclosure of the Company's activities to shareholders and the market so that all stakeholders have equal access to company information, which is externally available; and
- (c) set out the framework and strategy for achieving those goals.

2. SHAREHOLDER COMMUNICATIONS

2.1 **General**

It is the responsibility of the Company Secretary to ensure that:

- (a) materials described in this Policy are made available on the Company's website within a reasonable period of time;
- (b) shareholders and the market are provided with timely and factual information, that is not deficient in any material respects, in accordance with the *Corporations Act 2001* (Cth) and the ASX Listing Rules; and
- (c) all shareholder communications, including media announcements, are posted on the Company's website.

2.2 **Annual General Meetings**

- (a) The Annual General Meeting (**AGM**) is held each year and provides an opportunity to update shareholders on the Company's performance.

- (b) The Company encourages all shareholders to participate at the AGM, either in person or by appointing a proxy.
- (c) The Notice of Meeting, together with a proxy form and other required papers, will be distributed to all shareholders prior to the AGM in accordance with the timeframe set by the *Corporations Act 2001* (Cth).
- (d) The Company will prepare the Notice of Meeting in accordance with the Guidelines accompanying the ASX Corporate Governance Council's Corporate Governance Principles Recommendations.
- (e) At the AGM, shareholders have an opportunity to ask questions about or comment on the management and/or on the conduct of the audit and preparation of the auditor's report.

2.3 **Reporting to shareholders**

- (a) The Company will release the financial results for the half-year ended 31 December and the financial results for the full-year ended 30 June to the ASX in accordance with the Listing Rules. Copies of those results will be made available to shareholders in the same manner as other ASX announcements.
- (b) The Annual Report is a comprehensive annual communication made to shareholders. The Company's Annual Report also contains its annual Corporate Governance Statement, which is prepared in accordance with the ASX Listing Rules and the revised Corporate Governance Principles and Recommendations.
- (c) The Company will release its Annual Report prior to the AGM in accordance with the timeframe set by the *Corporations Act 2001* (Cth).
- (d) In accordance with the *Corporations Act 2001* (Cth), the Company will not automatically send shareholders its Annual Report by post. The Company's Annual Report is available for download on the Company's website.
- (e) Shareholders may elect to receive a hard copy of the Annual Report by post or elect to be notified by email when the Annual Report is available on the Company's website. Shareholders should contact the Share Registry if they wish to make any of these elections.
- (f) The Company's presentations to investors and analysts will be released to the ASX if and as required.

2.4 **Further Information**

For all share related enquiries, Shareholders should contact the Share Registry, Computershare Investor Services Pty Limited, on 1300 787 272.

3. ASX ANNOUNCEMENTS

- 3.1 The Company makes announcements in accordance with the *Corporations Act 2001* (Cth) and the ASX Listing Rules. These announcements are available for download on the Company's website.
- 3.2 Section 674 of the *Corporations Act 2001* (Cth) and ASX Listing Rule 3.1 requires the Company to disclose 'price sensitive' information.
- 3.3 'Price sensitive' information is information which is not generally available and which a reasonable person would expect that if the information were disclosed it would have a material effect on the price of the company's shares. Such information could therefore influence investors in deciding whether or not to buy, hold or sell the Company's shares.
- 3.4 The requirement to immediately disclose 'price sensitive' information to the ASX does not apply where all of the following elements are satisfied:
- A reasonable person would not expect the information to be disclosed;
 - The information is confidential and ASX has not formed the view that the information has ceased to be confidential; and
 - One or more of the following applies:
 - It would be a breach of a law to disclose the information.
 - The information concerns an incomplete proposal or negotiation.
 - The information comprises matters of supposition or is insufficiently definite to warrant disclosure.
 - The information is generated for the internal management purposes of the entity.
 - The information is a trade secret.
- 3.5 All directors and employees of the Company must disclose full details of any 'price sensitive' information that comes to their attention to the Company Secretary.
- 3.6 If a director or an employee is unsure whether specific information is 'price sensitive', he/she must immediately disclose full details of the information to the Company Secretary.
- 3.7 The procedure for the making of ASX announcements is as follows:
- (a) The Company Secretary is responsible for:
- (i) reviewing all information received by him/her pursuant to this Policy; and
 - (ii) making a recommendation to the Chairman and Chief Executive Officer on whether it is 'price sensitive' information that must be disclosed to the ASX and/or falls within the exception referred to in paragraph 3.4 above.

- (b) The Company Secretary must circulate a draft announcement to the Board prior to lodgement. The announcement must be approved by the Chief Executive Officer or the Chairman or, if time permits, the board of directors of the Company.
 - (c) Once approved, the Company Secretary will then transmit the announcement to the ASX.
 - (d) If consideration needs to be given to a trading halt in the Company's shares then that decision can only be taken by the Chairman and in his absence the Risk Management & Audit Committee or the Chief Executive Officer.
 - (e) 'Price sensitive' information should be disclosed in the first instance to the ASX. Prior to disclosing 'price sensitive' information formally to the ASX, the Company will not release any 'price sensitive' information to any other person under an embargo arrangement.
- 3.8 All senior executives of the Company are accountable for adherence to this Policy.

4. OTHER PUBLIC COMMUNICATIONS AND MEDIA STATEMENTS

The directors and all employees must comply with the following guidelines:

- (a) Except as otherwise stated in this Policy, only the Chief Executive Officer or, in his absence, the Chairman will communicate with the media. No one else may make any comment whatsoever on behalf of the Group to the media without the prior approval of the Chief Executive Officer.
- (b) The directors and employees must ensure that only publicly available information (being information that is in the public domain) is provided when answering questions asked by third parties, including analysts.
- (c) In the event that a director or an employee makes an inadvertent disclosure of 'price sensitive' information at a shareholder, analyst or media briefing, then that information must be immediately announced to the ASX in accordance with this Policy.
- (d) This paragraph (d) applies to announcements of a marketing nature, where such information is not 'price sensitive'. If any senior manager considers it in the interests of the Company that a public announcement (other than as required under ASX Listing Rules or the *Corporations Act 2001* (Cth)) be made to the media, whether approached to do so or otherwise, that senior manager should first consult the Chief Executive Officer. If the announcement is approved by the Chief Executive Officer, the senior manager may release the public announcement.
- (e) For all announcements, a transcript or a copy of any article to be published in the media should be forwarded to the Company Secretary for transmission to all interested parties.

5. REVIEW

The Board will review the contents of, and compliance with, this Policy regularly.