



**NOTICE OF PROPOSED SETTLEMENT
FEDERAL COURT OF AUSTRALIA**

***Michael Fisher and Tracy Fisher as Trustees for the Tramik Super Fund Trust v
Vocus Group Limited (VID 419 of 2019)***

You have been sent this notice because you have been identified as a potential Group Member in the Vocus Class Action.

This notice contains important information about the proposed settlement of the Vocus Class Action and your rights.

WHY ARE YOU RECEIVING THIS NOTICE?

- **This is an important legal document and must be read carefully. If you do not understand this notice, you should immediately contact Slater and Gordon on 1800 071 827 or vocusclassaction@slatergordon.com.au or obtain independent legal advice.**
- On 23 December 2019, the Applicants and Vocus Group Ltd (**Vocus**) announced the conditional settlement of this class action against Vocus (**Vocus Class Action**), subject to Court approval, for the sum of \$35 million (**Settlement Sum**), inclusive of legal fees, disbursements, interest and funding commission (**Proposed Settlement**).
- The purpose of this Notice is to inform you of the Proposed Settlement as a potential Group Member of the Vocus Class Action and to explain your rights.
- You are only entitled to participate in the Proposed Settlement if you are a Group Member and you registered your claim in the Vocus Class Action on or before the deadline on 13 August 2019, or were otherwise deemed to have registered before that deadline (**Registered Group Member**). Registration was completed by signing a cost agreement with Slater and Gordon and a funding agreement with Woodsford Litigation Funding (**Woodsford**), or by lodging a Group Member Registration Form.
- At 10:15 am AEDT on 24 April 2020 at the Federal Court of Australia (the **Court**), in Melbourne, the Court will be asked to approve the Proposed Settlement and the proposed Settlement Distribution Scheme (**Settlement Approval Hearing**). Group Members can attend the Settlement Approval Hearing and have a right to lodge an objection or expression of support for the Settlement Approval Hearing.
- On 7 February 2020, the Court approved the form and content of this Notice and ordered that the Notice be distributed to Group Members in the Vocus Class Action.
- If you do **not** oppose the Proposed Settlement or any aspect of the proposed distribution of the Settlement Sum, including the Applicants' proposed common fund order referred to in paragraphs 24 and 25 below, no action is required by you in response to this Notice.
- If you wish to oppose the Proposed Settlement or any aspect of the proposed distribution of the Settlement Sum, including the Applicants' proposed common fund order, you must take the steps outlined in paragraph 31 of this Notice, which includes filing a completed Notice of Objection to Proposed Settlement by 7 April 2020.

[Following section included in Notice distributed by Applicants' solicitors only]

- As you are a Registered Group Member, accompanying this Notice is a Notice of Estimated Distribution and Schedule of Trade Data. The amount of your estimated distribution has been calculated in accordance with the proposed loss assessment formula which the Applicants will seek be approved by the Court. The amount shown in the Notice of Estimated Distribution is a preliminary estimate of the amount that may be distributed to you individually in the event the



Proposed Settlement is approved by the Court based on the terms of the proposed Settlement Distribution Scheme.

[End section included in Notice distributed by Applicants' solicitors only]

BACKGROUND

1. The Vocus Class Action was commenced in the Federal Court of Australia on 24 April 2019 and alleges that:
 - (a) Vocus engaged in misleading and/or deceptive conduct and breached its obligations of continuous disclosure in contravention of sections 1041H(1) and 674(2) of the *Corporations Act 2001* (Cth) and the ASX Listing Rules between 29 November 2016 and 2 May 2017 (inclusive) (**Claim Period**); and, consequently
 - (b) persons who purchased Vocus shares during the Claim Period suffered compensable loss.
2. Copies of selected court documents (including the Statement of Claim) are available at:
<https://www.vocusclassaction.com.au>

GROUP MEMBER AND REGISTERED GROUP MEMBER DEFINITIONS

3. You are a Group Member in the Vocus Class Action if you:
 - (a) acquired an interest in fully paid ordinary shares in Vocus during the Claim Period; and
 - (b) are alleged to have suffered loss and damage by reason of the conduct alleged against Vocus in the Statement of Claim; and
 - (c) are not a director or officer, a close associate, a related party, a related body corporate, or an associated entity of Vocus (as defined by the *Federal Court of Australia Act 1976* (Cth) (the **Act**)) or a Justice, Registrar, District Registrar or Deputy District Registrar of the High Court of Australia or the Federal Court of Australia; and
 - (d) did not opt-out of the Vocus Class Action on or before 13 August 2019.
4. However, you are only entitled to participate in the Proposed Settlement if you are a Group Member and you registered your claim in the Vocus Class Action on or before the deadline on 13 August 2019 (or were otherwise deemed to have registered before that deadline), by reason of having:
 - (a) signed a cost agreement with Slater and Gordon Limited (**Slater and Gordon**) and a funding agreement with Woodsford and Investor Claim Partner (**ICP**); or
 - (b) completed and lodged a Group Member Registration Form,
(Registered Group Member).
5. **If you did not register your claim in the Vocus Class Action, you may still be a Group Member in this proceeding, but you are not entitled to participate in the Proposed Settlement and are not entitled to receive any compensation from it ("Unregistered Group Member"). If you are an Unregistered Group Member, you will not receive any further information beyond this Notice.**
6. If you are not sure whether you are a Registered Group Member in the Vocus Class Action, please contact Slater and Gordon on 1800 071 827 or vocusclassaction@slatergordon.com.au or seek your own legal advice.



PROPOSED SETTLEMENT

Application for settlement approval

7. The Proposed Settlement must be approved by the Court under section 33V of the Act. Before approving the settlement, the Court must be satisfied that the Proposed Settlement is fair and reasonable and in the interests of all Group Members. The Court will also determine at this time whether the legal costs, fees and other expenses, including litigation fees and commission are reasonable and will review the proposed distribution of the Settlement Sum, including the proposed distribution of amounts for legal costs and litigation funding fees, under the proposed Settlement Distribution Scheme, which includes the proposed common fund order referred to in paragraphs 24 and 25 below.
8. The approval hearing will take place **at 10:15 am AEDT on 24 April 2020** in the Victoria Registry of the Federal Court of Australia located at **Owen Dixon Commonwealth Law Courts Building, 305 William Street, Melbourne Victoria 3000**. You are entitled to attend the hearing if you wish to and you may file an objection to the Proposed Settlement and/or any aspect of the proposed distribution of the Settlement Sum, including the proposed common fund order.
9. Under the Proposed Settlement:
 - (a) Vocus will pay \$35 million (**Settlement Sum**) to settle the Vocus Class Action inclusive of legal costs, interest and funding commission;
 - (b) the Applicants intend to ask the Court to make orders that the following deductions are made from the Settlement Sum:
 - i. approximately \$2.5 million, plus applicable GST, for legal costs and disbursements incurred in conducting the proceeding (including a contingent insurance premium covering the risk of adverse costs in the action), consistent with legal costs in the conditional legal costs agreement and the legal costs incurred by Woodsford in a predecessor proceeding;
 - ii. approximately \$6.1 million, plus applicable GST, for funding fees and commission to Woodsford and ICP;
 - iii. approximately \$14,500 by way of a reimbursement to the Applicants for the time and expense incurred in representing the class,with the balance then remaining to be distributed between Registered Group Members.
10. The Federal Court's Practice Note states that in an open class action (such as this), class members may expect that if an application is made, and if in all the circumstances it is fair, just, equitable and in accordance with principle, the Court will make an appropriately framed order to prevent unjust enrichment and equitably and fairly distribute the burden of reasonable legal costs, fees and other expenses (including reasonable litigation funding charges or commission) amongst all persons who have benefitted from the action. As part of the Settlement Approval Hearing, the Court will review whether the legal costs, fees and other expenses, including litigation funding fees and commission which are proposed to be deducted are reasonable.
11. As part of the Settlement Approval Hearing, the Applicants will also seek orders from the Court to approve the Settlement Distribution Scheme which will establish how Registered Group Members' entitlements are to be calculated, and the process to distribute the Settlement Fund as efficiently as possible. It is proposed that the cost of administering the settlement under the Settlement Distribution Scheme, will also be payable from the Settlement Sum to the Settlement Administrator (and these costs are also to be subject to the approval of the Court).



12. If the Proposed Settlement is approved by the Court, all Group Members (whether registered or not) will be bound by the settlement and will not be permitted to make any further claims against Vocus or any of its related parties, including its present or former directors and officers, in relation to the allegations advanced in the proceeding or in relation to any matters arising out of, relating to or in connection with the subject matter of the proceeding.
13. If the Proposed Settlement is not approved by the Court, the Vocus Class Action will continue and there will be no distribution of monies to Registered Group Members unless and until the Applicants are successful in the proceeding, or a further settlement is reached.
14. The Proposed Settlement is without admission of liability by Vocus.

Settlement Distribution Scheme

15. The process by which the Settlement Sum is proposed to be distributed will be outlined in a "Settlement Distribution Scheme". The Settlement Distribution Scheme will include a confidential schedule containing a "Loss Assessment Formula" which details how each Registered Group Member's entitlement to a share of the Settlement Sum will be calculated. The proposed Settlement Distribution Scheme and the Loss Assessment Formula must also be approved by the Court.
16. Group Members can obtain access to the proposed Settlement Distribution Scheme including the relevant confidential schedules from 24 February 2020, by:
 - (a) contacting Slater and Gordon at vocusclassaction@slatergordon.com.au and requesting a copy of the proposed Settlement Distribution Scheme; and
 - (b) signing and returning a confidentiality undertaking to obtain a copy of the confidential Loss Assessment Formula, which will be sent to Group Members upon request.
17. The amount of compensation to be paid to each Registered Group Member under the Proposed Settlement will depend on a number of factors such as the number of shares purchased by that Registered Group Member, the date of purchase, whether any of those shares were sold, and the overall losses of all Registered Group Members who chose to participate in the Proposed Settlement, the total amount of the deductions from the Settlement Sum which are approved by the Court and any interest earned on the Settlement Sum prior to final distributions.
18. If the Court approves the Proposed Settlement, a Settlement Administrator will be appointed in order to distribute the Settlement Sum to Registered Group Members and administer the settlement in accordance with the Settlement Distribution Scheme under the directions of the Court.
19. In applying for approval of the Proposed Settlement, the Applicants intend to ask the Court to make an order that Slater and Gordon be appointed as Settlement Administrator, however the appointment of the Settlement Administrator is a decision for the Court.

Funding commission

20. Throughout the course of the proceeding, Woodsford provided litigation funding and ICP provided claims management services to the Applicants and those group members who had signed funding agreements with them (**Funded Group Members**) on the terms set out in the funding agreements. Under this arrangement, the funders:
 - (a) indemnified the Applicants against any adverse costs orders;
 - (b) paid legal costs incurred in prosecuting the proceeding, including the cost of solicitors, barristers and experts;
 - (c) are entitled to a funding commission of 20.5% of any settlement proceeds recovered by Funded Group Members if they are received by 24 October 2020; and



- (d) are entitled to a funding commission of 28% of any settlement proceeds recovered by Funded Group Members if they are received after 24 October 2020, or three times total funder's expenses, whichever is greater.
21. Based on the current stage of the proceeding, in the absence of extensive and unforeseen delays, it is expected that the applicable funding commission rate under the funding agreement will be that set out in (c) above (namely, 20.5%), although if delays are experienced the applicable rate may be that set out in (d) above (namely, 28%).
22. In the Notice to Group Members distributed in June 2019, the Applicants notified an intention to apply to the Court for a "common fund order" under which Woodsford and ICP would be paid a funding commission of up to 25% of any proceeds, or three times total funding expenses, whichever was greater.
23. Registered Group Members are either Funded Group Members (as defined in paragraph 20 above) or group members who have registered, but who have not entered into any funding agreements with Woodsford or ICP (**Unfunded Registered Group Members**).
24. The Applicant is now seeking a common fund order in the amount of \$6.1 million, which represents a funding commission of 17.43% of the Settlement Sum. This proposed common fund order will allow a deduction in this amount from the Settlement Sum recovered for all Registered Group Members (including Unfunded Registered Group Members who have not entered into a funding agreement) as a funding commission to Woodsford and ICP, in exchange for funding and managing the litigation. It will mean all Registered Group Members who stand to benefit from the proceeding contribute towards the funding arrangements.
25. If a common fund order is not made, the Applicants will proceed with the application for approval of the Proposed Settlement and Woodsford and ICP will seek to recover commission under their funding agreements from Funded Group Members, subject to a funding equalisation order. Under a funding equalisation order, an amount equal to the amount of funding commission owed under the funding agreements (at the rate set out in paragraph 20 above) is deducted from the Unfunded Registered Group Members' recovery and redistributed amongst all Registered Group Members on a pro rata basis, so that they all contribute towards the funding arrangements.
26. A funding equalisation order is likely to result in overall a lesser amount being deducted from the Settlement Sum on account of funding commission than if a common fund order were made, although the precise difference will depend on several factors including how many group members have signed litigation funding agreements, and the applicable commission rate (which depends in part on when the Settlement Sum is received as noted above).
27. Group Members have a right to object to the Proposed Settlement and/or any aspect of the proposed distribution of the Settlement Sum, including the proposed common fund order.

WHAT YOU MUST DO

Registered Group Members Only

28. **As a Registered Group Member, you should review** the Notice of Estimated Distribution, as:
- (a) you will be deemed to have accepted the accuracy of the Notice of Estimated Distribution if you do not take any further steps by 7 April 2020; and
 - (b) your right to request a formal review, as outlined in the Review Request Form enclosed with the Notice of Estimated Distribution, must be made by 27 March 2020.
29. Please see the Notice of Estimated Distribution for further information.



All Group Members

30. **If you are in favour of the Proposed Settlement, there is nothing you need to do in response to this Notice**
31. **If you wish to object to the Proposed Settlement and/or any aspect of the proposed distribution of the Settlement Sum**, including the proposed common fund order, then you **must**, by no later than 4:00 pm (AEDT) on 7 April 2020, complete the Notice of Objection to Proposed Settlement (which is below and can also be downloaded from <http://www.vocusclassaction.com.au>) and file it with the Court by sending it by:
 - (a) email to: **vicreg@fedcourt.gov.au** with the subject line "Notice of Objection to Proposed Settlement VID419/2019"; or
 - (b) post to: Federal Court of Australia Registry, Level 7, 305 William St, Melbourne, Victoria 3000 (labelled as a "Notice of Objection to Proposed Settlement VID419/2019").
32. If you intend to object to the Proposed Settlement and/or any aspect of the proposed distribution of the Settlement Sum, including the proposed common fund order, you should obtain independent legal advice immediately.
33. If you propose to object to the Proposed Settlement and/or any aspect of the proposed distribution of the Settlement Sum, including the proposed common fund order, you may wish to review the materials in support of the settlement approval filed by the Applicants. Such material will be available to you for inspection at the offices of Slater and Gordon on request, subject to signature of an appropriate confidentiality undertaking. You should, however, be aware that Slater and Gordon is not required to file that material until 31 March 2020. If, upon review of that material, you decide to withdraw or amend your objection, you **must** file your withdrawal or amendment with the Court by sending it by email to the address above.
34. Any Group Member who has provided written notice of an objection to the Proposed Settlement and who wishes to rely on:
 - (a) any evidence in support of their objection; and/or
 - (b) any written submissions in support of their objection in addition to those include on the Notice of Objection to Proposed Settlement,must file with the Court and serve on Slater and Gordon that evidence and/or submissions by no later than 4:00 pm on 14 April 2020.
35. Any objections will be considered by the Court, along with submissions from the parties, when assessing whether the Proposed Settlement is fair and reasonable.
36. You **may** also attend the approval hearing to explain the basis of your objection to the Judge if you wish to do so. You can undertake the above steps yourself, or with the assistance of a lawyer.

FURTHER INFORMATION

37. If you need further information about the Proposed Settlement, please contact Slater and Gordon on 1800 071 827, or by email to classactions@slatergordon.com.au

Please bear in mind that while you should contact Slater and Gordon for further information as necessary, if you do not require further assistance, it is in the interests of all Group Members to keep any further costs to a minimum.



Notice of Objection to Proposed Settlement

**VOCUS CLASS ACTION
No VID 419 of 2019**

Complete this form if you want to submit an objection to the Proposed Settlement and/or any aspect of the proposed distribution of the Settlement Sum, including the proposed common fund order, that will be considered by the Court when it is determining whether or not to approve it.

If you wish to object to the Proposed Settlement and/or any aspect of the proposed distribution of the Settlement Sum, including the proposed common fund order, your Notice of Objection must be received by the Court by 4:00 pm (AEDT) on 7 April 2020.

If you do NOT wish to object to the Proposed Settlement and/or any aspect of the proposed distribution of the Settlement Sum, including the proposed common fund order, you should NOT complete and return this form.

TO: The Federal Court of Australia, by email to vicreg@fedcourt.gov.au with the subject line "Notice of Objection to Proposed Settlement VID419/2019" OR by post addressed to Federal Court of Australia Registry, Level 7, 305 William St, Melbourne, Victoria 3000 (labelled as a "Notice of Objection to Proposed Settlement VID419/2019")

The person identified below gives notice pursuant to order 12 of the orders of the Honourable Justice Moshinsky made on 7 February 2020 that the person **OBJECTS** to the Proposed Settlement of this proceeding and/or any aspect of the proposed distribution of the Settlement Sum, including the proposed common fund order.

A DETAILS OF OBJECTOR

Name:	
ACN/ABN [if company]:	
Capacity [e.g., individual, partnership, trustee/agent]:	
Telephone:	
Email:	
Postal address:	
HIN/SRN under which Vocus shares were traded:	
Total number of Vocus shares acquired by the objector during the period 29 November 2016 to 2 May 2017 (inclusive)	
Total number of Vocus shares disposed of by the objector during the period 29 November 2016 to 2 May 2017 (inclusive)	

[Continued overleaf]

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☐ I do not intend to appear, but wish for my submissions to be considered in my absence

Prepared in the Victoria District Registry, Federal Court of Australia
Level 7, Owen Dixon Law Courts, 305 William Street, Telephone 03 8600 3333



Name of person signing:		Name of person signing:	
Position <i>[if applicable]</i> :		Position <i>[if applicable]</i> :	
Date:		Date:	