



ASX RELEASE

M2 GROUP LTD (ASX: MTU)

M2 SHAREHOLDERS VOTE IN FAVOUR OF SCHEME OF ARRANGEMENT

Thursday, 28 January 2016: M2 Group Ltd ('M2', ASX: MTU) is pleased to announce that shareholders today approved the proposed merger between M2 and Vocus Communications Limited ('Vocus', ASX: VOC). The Scheme of Arrangement approved by M2's shareholders will see Vocus acquire all of the shares of M2, as part of the merger. The Merger Implementation Agreement between M2 and Vocus was released to the market on 28 September 2015.

VOTING RESULTS

96.30% of holders who voted, representing 99.69% of votes cast, were in favour of the resolution.

The poll report submitted by M2's appointed Returning Officer is attached and also summarised in the below table:

	VOTES FOR	VOTES ABSTAINING	VOTES AGAINST	TOTAL
VOTES	120,555,102	271,690	370,023	121,196,815
% OF VOTES	99.69%	0.22%	0.31%	-
HOLDERS	2,939	49	113	-

The Scheme remains subject to the second court hearing, the date for which has been set for Friday 5th February 2016.

SCHEME CONSIDERATION

If the Scheme is approved by the Court, M2 shareholders will be entitled to receive 1.625 shares in Vocus for each M2 share held on the Scheme Record Date, in accordance with the Scheme.

KEY DATES

Second Court Hearing 5 February 2016
Court hearing for approval of the Scheme

Effective Date 8 February 2016
Last date M2 Shares will trade on the ASX

New Vocus Shares commence trading on the ASX 9 February 2016
(deferred settlement basis)



**Record Date**

15 February 2016, 7pm

Determination of entitlement of Scheme Shareholders to receive the Scheme Consideration

Implementation Date

22 February 2016

Transfer of all Scheme Shares to Vocus and the issue of the Scheme Consideration to Scheme Shareholders

New Vocus Shares commence trading on a normal settlement basis on the ASX

23 February 2016

Dividend Record Date

No later than 20 Business Days after the Implementation Date

The above dates are indicative only and remain subject to approval from the Court. Any changes and the declared dividend date will be announced to the ASX.

A shareholder information line has been established for shareholders who require further information in relation to the Scheme: 1300 853 781 (callers within Australia) or +61 1300 853 781 (callers outside of Australia), available on business days between 8.30am and 5.30pm (Melbourne time).

ENDS**MEDIA & INVESTOR CONTACT DETAILS****M2**

Debra Mansfield

Corporate Communication Manager

p: +61 3 9674 6569

e: dmansfield@m2.com.au

