



DESIGNED AND PROCURED BY

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INVITATION FROM THE CHAIRMAN

Dear Shareholder,

We would like to invite you to our 2017 Annual General Meeting to be held at 10.00am on Tuesday 14 November 2017. The AGM will be held at Computershare's Global Headquarters, 452 Johnston Street, Abbotsford, Victoria.

For the first time we're offering you a choice of attendance – you can either attend in person or participate online using your smartphone, tablet or computer. If you choose to participate online you will be able to view a live webcast of the meeting, ask the Directors questions online and submit your votes in real time. Further information on how to participate in the meeting online is provided on page 22 of this Notice of Meeting and on our website (www.computershare.com/aggm).

The Notice of Meeting material starts on page 12 and outlines the formal business that will be considered at this year's meeting. If you wish to lodge your proxy vote before the meeting you can do so by using our online voting service at www.investorvote.com.au or alternatively you can complete and return the enclosed proxy form.

This year, in addition to the directors who will be standing for re-election and the remuneration report resolution, there is also a resolution for consideration to approve a grant of performance rights to our Chief Executive Officer Stuart Irving, under the terms of our long term incentive plan.

Full details are included in the Notice of Meeting.

YEAR IN REVIEW

FY2017 marked an important inflection point in Computershare's earnings. We delivered management EPS in line with upgraded guidance, an increase of 3.5% on FY2016 in constant currency terms, which is a solid result given the challenges we faced during the year. These included cyclically depressed corporate action revenues, the lowest margin income yield in the company's history and a higher tax rate. Positively, in the second half, margin income improved for the first time in several years. Given these challenges, our results show the strength of our underlying business performance.

We carefully designed deliberate strategies to drive this strengthened performance and earnings potential. In FY2016 we assessed our growth opportunities, invested in our capabilities and improved our competitive strengths. In FY2017 we made encouraging progress and delivered both earnings growth and strong cash flow; with our growth engines and cost out management strategies contributing to our profitability.

We are building significant earnings potential with our growing mortgage services businesses and our global share plans business. At the end of this financial period, our share plans business had around \$125 billion of assets under administration. Adding in our multi-stage cost out program and the \$16.7 billion of average client balances that we manage, we believe we can deliver sustained earnings growth.

Our balance sheet also continues to strengthen given our significant cash flow and our moves to simplify the Computershare business. We sold both our Melbourne headquarters and our investment in INVESHARE during the year. Our debt leverage ratio is now below our policy range, enabling us to announce a new share buy-back program.

INVITATION FROM THE CHAIRMAN

DIVIDEND INCREASE

The final FY2017 dividend is AU 19 cents, a rise of 11.8%, which brings the total dividend for the year to AU 36 cents, an overall increase of 9% for the year.

OUTLOOK

Most significantly, we are positioning Computershare for a period of sustained earnings growth. FY2017 was the beginning of a multi-year earnings growth phase. Our starting guidance for FY2018 assumes around 7.5% growth in management EPS in constant currency.

Whilst we do not specifically guide to management EBITDA, we do expect it to grow at a faster rate than EPS. In bridging the two, we note that amortisation and the tax rate are increasing as our US businesses, including mortgage services, contribute a larger share of Group profits.

This outlook assessment is subject to the forward-looking statements disclaimer in our annual results announcement.

ACKNOWLEDGEMENTS

Computershare is well placed to deliver more value to shareholders, clients and communities. On behalf of my fellow Directors, I thank you for your support as a shareholder and look forward to your continuing involvement in FY2018.

I would also like to thank all of our people around the world for their dedicated efforts in delivering these results. I know you are extremely capable and deeply committed to delivering the best outcomes for clients, and that every day you live Computershare's special culture by "doing the right thing".

Finally, I would also like to thank Stuart Irving, our CEO and President, for his talented and dedicated leadership; and the rest of my fellow board members for their expertise, skills and support.

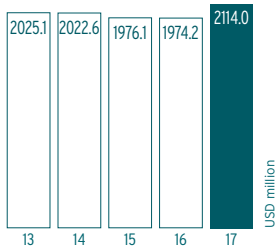
Yours sincerely,

A handwritten signature in black ink, appearing to read 'Simon Jones', with a stylized flourish at the end.

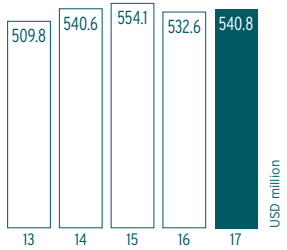
Simon Jones
Chairman

KEY FINANCIAL METRICS

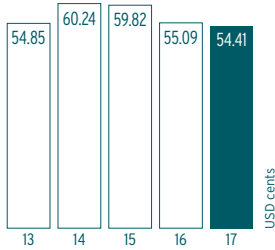
MANAGEMENT
REVENUE



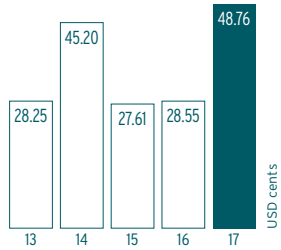
MANAGEMENT
EBITDA



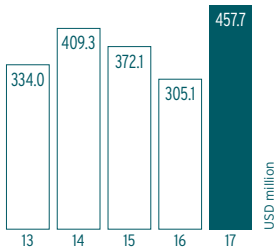
MANAGEMENT
EPS



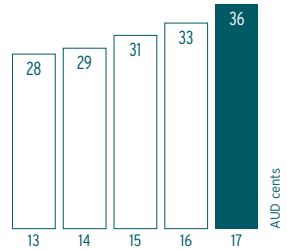
STATUTORY
EPS



CASH FLOW FROM
OPERATIONS



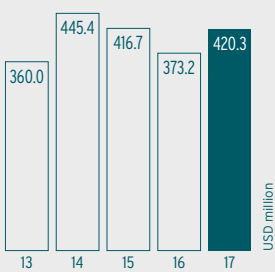
DIVIDEND
PER SHARE



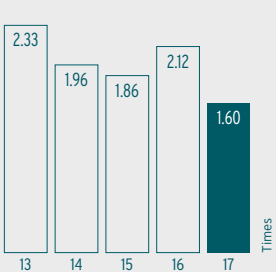
All financials are presented in United States Dollars (USD) and all comparative references are to FY2016 unless otherwise noted. Management adjusted results are used, along with other measures, to assess operating business performance. The Group believes that exclusion of certain items permits better analysis of the Group's performance on a comparative basis and provides a better measure of underlying operating performance.

For more details on management adjusted items, please refer to note 4 on page 63 to 65 of the Company's 2017 Annual Report which can be found at www.computershare.com

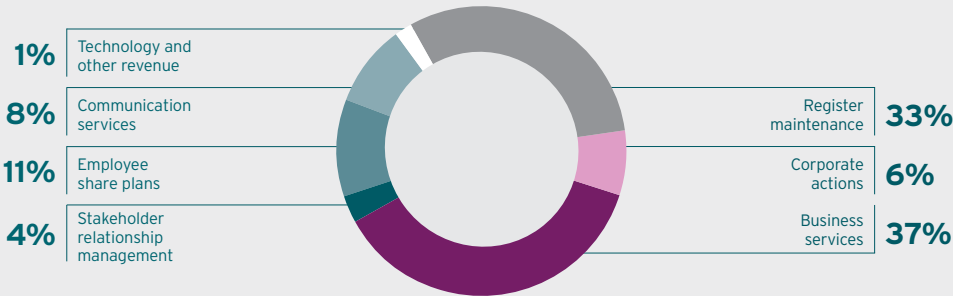
NET OPERATING
CASH FLOW
EXCLUDING
SLS ADVANCES



NET DEBT TO EBITDA
RATIO EXCLUDING
NON-RECOURSE SLS
ADVANCE DEBT



REVENUE BY PRODUCT



EBITDA BY PRODUCT



GROWTH

Building growth engines in employee share plans and mortgage services

MORTGAGE SERVICES

In the US and UK, Computershare offers a full range of services across the **mortgage services** value chain. It's an industry we have grown to know well, that aligns with our core strengths. We are building competitive differentiation through our focus on servicing quality, technology and product offerings.

FINANCIAL RESULTS IN FY2017

	COMPARISON IN CONSTANT CURRENCY (\$ MILLION)		
	FY2017 @ CC	FY2016 ACTUAL	CC VARIANCE
US mortgage services revenue	\$257.2	\$222.0	+15.9%
UK mortgage services revenue	\$280.6	\$93.3	+200.8%
Total mortgage services revenue	\$537.8	\$315.3	+70.6%
Total mortgage services EBITDA	\$78.0	\$39.5	+97.5%

HIGHLIGHTS

WE SERVICE	\$59.7 billion UPB in the US	£64 billion UPB in the UK	~ 600K mortgages across US and UK
INNOVATIVE SOLUTIONS	US <ul style="list-style-type: none"> > Third party mortgage solutions offering > 1st generation private label program for prime sub-servicing clients > New Property Solutions website 	UK <ul style="list-style-type: none"> > New online mortgage customer service platform, iConnect 	
INCREASED	Capital Markets Cooperative patron count to 431 mortgage companies		
RATED	The highest mortgage servicer ratings globally (Fitch Ratings and Standard and Poor's)		
INTEGRATED	<ul style="list-style-type: none"> > UK mortgage services functionality, targeting a single platform in FY2019 	<ul style="list-style-type: none"> > Loan boarding function, based in Denver, US 	<ul style="list-style-type: none"> > Capital Markets Cooperative and Altavera, allowing us to provide services across the mortgage services value chain in the US
COMPLETED	<ul style="list-style-type: none"> > \$4 billion Federal National Mortgage Association mortgage servicing rights excess deal with a new capital partner "Oakhill Advisors", recycling over \$24 million in capital > First Specialized Loan Services managed sale of \$200 million in Federal Home Loan Mortgage Corporation non-performing loans > Government National Mortgage Association/Federal Housing Administration readiness program 		

FOCUS FOR FY2018



US MORTGAGE SERVICING

- > Continue to build scale to \$100 billion Unpaid Principal Balances
- > Drive diversified revenue mix
- > Increase efficiencies and productivity through technology



UK MORTGAGE SERVICING

- > Continue integration of UK mortgage services functionality onto a single platform
- > Target the retail banks, with increasing regulatory costs driving outsourcing needs in this market
- > Grow servicing volumes for new challenger bank clients

EMPLOYEE SHARE PLANS

Computershare leverages local knowledge and full service expertise to support complex global requirements for our **employee share plan** clients. We offer technology that helps clients provide share plans to reward and retain their employees. Our growth strategy is to continue to build the client base and volume of assets under administration to drive high quality recurring revenues coupled with potential transaction fees.

FINANCIAL RESULTS IN FY2017

COMPARISON IN CONSTANT CURRENCY (\$ MILLION)

	FY2017 @ CC	FY2016 ACTUAL	CC VARIANCE
Total employee share plans revenue	\$235.6	\$222.2	+6.0%
Employee share plans EBITDA	\$60.8	\$56.5	+7.6%
EBITDA margin %	25.8%	25.4%	+40bps
EBITDA ex margin income	\$42.4	\$26.8	+58.2%

HIGHLIGHTS

WE ADMINISTER

\$125 billion

of share plan assets

\$1.8 billion

client balances

INNOVATIVE SOLUTIONS

- > Leveraging data insight and share plans expertise to optimise reward and retain outcomes globally
- > New application to enhance user experience and design for equity professionals in Australia
- > Improved research and insight program to ensure Computershare remains the market leader in the US
- > Established a Professional Services Group to enhance offering in the US

IMPROVED

Overall client satisfaction, with Net Promoter Score for share plans in the UK increasing by 41 points

INTEGRATED

SyncBase financial reporting solution

LAUNCHED

- > Lenovo's global employee share plan, spanning 25 jurisdictions and 25,000 participants
- > New share plan for 4,000 Maire Tecnimont employees in Italy

FOCUS FOR FY2018

EMPLOYEE SHARE PLANS



- > Continue to invest in customer facing technology and product refreshes to improve our competitive position



- > Roll out data analytics and new reporting capabilities



- > Complete current service improvement programme

PROFITABILITY

Reducing costs to deliver margin expansion and improved profitability

Our cost management program is on track and beginning to deliver the expected benefits, with \$13.7 million of savings realised in FY2017. Our target of \$85 million - \$100 million total savings for stages one and two is also on track, with stage three to be quantified next calendar year.

ACTIVITY	TOTAL COST SAVINGS ESTIMATES \$ MILLION	EXPECTED BENEFIT REALISATION (CUMULATIVE)			
		FY2017	FY2018	FY2019	FY2020
Stage 1					
Louisville (unchanged)	25 - 30	28%	45%	70%	100%
Stage 2					
Spans of control	~15	45%	95%	100%	
Operational efficiencies	10 - 15	-	20%	80%	100%
Procurement	5 - 8	-	50%	100%	
Process automation	~20	-	20%	80%	100%
Other	10 - 12	-	50%	100%	
Total estimate	85 - 100	13.7	42.0	78.1	92.8

These cost saving initiatives are driving margin improvement in our mature registry business line. Specifically, in US registry, the largest in the Group, where EBITDA also increased at a faster rate than the Group average. However, overall register maintenance revenues were impacted by the loss of flow on effect from corporate actions.

FINANCIAL RESULTS IN FY2017

	COMPARISON IN CONSTANT CURRENCY (\$ MILLION)		
	FY2017 @ CC	FY2016 ACTUAL	CC VARIANCE
Register maintenance revenue	\$703.4	\$727.8	-3.4%
Corporate actions revenue	\$125.8	\$140.5	-10.5%
Total register maintenance & corporate actions revenue	\$829.2	\$868.3	-4.5%
Register maintenance & corporate actions EBITDA	\$262.8	\$266.0	-1.2%
EBITDA margin %	31.7%	30.6%	+110bps
EBITDA ex margin income	\$202.3	\$206.3	-1.9%

HIGHLIGHTS

INNOVATIVE SOLUTIONS	> Portfolio Tax Pack for shareholders in Australia	> Private markets solution in the US
	> Integrated Nasdaq's beneficial holder analysis capabilities into Australian Issuer Online	> New products in US Real Estate Investment Trust market
	> Enhanced third party data access to payment information for audit and tax professionals in Australia	> Virtual meeting product, allowing US companies to host a virtual or hybrid AGM
	> New online share sale facility for NZ holders who hold Australian stocks	> New tablet based voting system for AGMs in Germany
		> Electronic admission cards for AGMs in Denmark
RATED	98% positive	UK's No. 1 registrar
	in the JP Morgan Registry Survey (Australia)	for the third year in a row
INCREASED	> Number of staff located in Louisville to over 600	

FOCUS FOR FY2018



REGISTRY

- > Continue to be the leading global provider of registry services
- > Drive margin growth by developing innovative solutions, cross-selling services and increasing operational efficiency
- > Explore opportunities to cross-sell beyond pure registry (Corporate Trust, Virtual Meetings, Compliance and Governance Solutions)



COST MANAGEMENT

- > Roll out a whole of organisation framework for operations reporting to improve processing efficiency
- > Continue to automate and digitise internal applications
- > Transition the Louisville migration to a business as usual state

CAPITAL MANAGEMENT

Enhancing shareholder returns

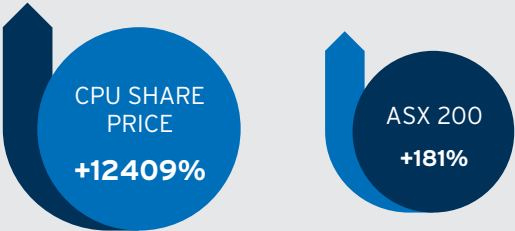
Capital management is a strategy for us to enhance shareholder returns. We generated free cash flow of over \$362 million in the year.

This strong free cash flow enables us to reduce debt and increase distributions to shareholders. It also provides us with the flexibility to consider inorganic growth opportunities albeit on disciplined acquisition criteria.

CPU SHARE PRICE

PERFORMANCE VS. ASX 200

SINCE IPO 27 MAY 1994 >
30 JUNE 2017






HIGHLIGHTS

DELEVERAGED	<ul style="list-style-type: none">> Net debt (excluding non-recourse SLS advance debt) fell 23.1% to \$867.7 million> Net debt to EBITDA ratio down to 1.60x from 2.12x. Below board target range of between 1.75x - 2.25x creating additional capacity to enhance shareholder returns.	
INCREASED	<ul style="list-style-type: none">> Full year dividends of AU 36 cents per share, +9.1% on pcp	<ul style="list-style-type: none">> Includes final FY2017 dividend AU 19 cents, +11.8% on pcp
RECYCLING CAPITAL TO GROWTH ENGINES	<ul style="list-style-type: none">> Disposal of CPU's global headquarters in Melbourne> Disposal of investment in INVeSHARE Inc> Acquired \$85.8 million of net US mortgage servicing rights	
CONTINUED	To apply disciplined acquisitions criteria, including scale, alignment with CPU core competencies and potential to be financially accretive	
EXAMINED	Land registry opportunities	

FOCUS FOR FY2018

CAPITAL MANAGEMENT

-  > Complete share buy-back of up to AUD 200 million
-  > Finalise the \$90 million sale of our Indian joint venture, Karvy Computershare
-  > Enhance operating earnings to improve total returns for shareholders

CORPORATE RESPONSIBILITY

We know that corporate responsibility is part of doing business successfully. Computershare is committed to acting in an environmentally friendly and socially responsible manner and we seek to do so throughout our global business operations and activities.

SUSTAINABILITY

We have sustainability and environmental programmes in place around the globe to further minimise our already low impact on the natural world, underpinned by our environmental policy and annual sustainability objectives. For more information, please visit www.computershare.com/cr

PROGRESS ON OBJECTIVES



GREEN OFFICE CHALLENGE 7

- > We received **36 eligible entries** globally for our 7th Green Office Challenge: the Green Oscars
- > Projects delivered either an environmental or a community benefit for local areas
- > The global winner was an initiative in Hong Kong. Employees used handmade exfoliating soap made from office coffee grounds in aid of a local environmental charity



TREE PLANTING PROGRAM

- > During FY2017 we planted **1,988 trees** around the world as part of our commitment to lower the impact of our business flights
- > During their lifetime, these trees will cover **~10%** of the carbon emitted by our business air travel in FY2016
- > We will work with our partners around the world to plant further trees relative to FY2017 air travel



EXISTING REDUCTION TARGETS

- > We have reduction targets in place across **six** of our locations
- > Burr Ridge and Munich relocated during FY2017 so data benchmarking has recommenced
- > A summary is below, with further details available on our website. We continue to try and meet targets that have not yet been achieved



NEW REDUCTION TARGETS

- > We have set new five-year reduction targets at **five** additional locations
- > We now measure electricity and gas consumption against office size (SQM), not FTE. Based on analysis of our existing targets, this has been shown to provide more accurate results and will be adopted in all future electricity and gas reduction targets

REDUCTION TARGETS

		GENERAL WASTE	ELECTRICITY	NATURAL GAS	WATER
2017/18 TARGETS	Melbourne, AU	✗	✗	✗	✗
	Bristol, UK	✓	✓	✓	✗
	East Beaver Creek, CA	✓	✓	✗	✗
	Burr Ridge, USA*	✓	✓	✓	✓
2019/20 TARGETS	Canton, USA	N/A	✗	✗	✗
	Auckland, NZ	N/A	✓	N/A	N/A
	Hong Kong	N/A	✓	N/A	N/A
	Munich, DE*	N/A	✓	N/A	N/A

* At time of relocation. Targets will be replaced once benchmark data has been collected. ✓ = target currently achieved ✗ = target not achieved

LOCAL ACHIEVEMENTS



BRISTOL, UK

Employees were given a free reusable cup to purchase hot drinks, saving **10,000** disposable cups from landfill so far.



MUNICH, GERMANY

Our team relocated to **LEED-certified** offices and overhauled their IT infrastructure, resulting in a reduction in electricity consumption of **~50%**.



NEWPORT, UK

We've switched our primary data centre in EMEA to a data hall in Newport, UK, which uses **100% renewable energy**.



NORTH AMERICA

Our US and Canadian offices have achieved a **20%** reduction in printer paper use over the last **five years**.

FOCUS FOR FY2018



- > Increase our environmental data collection and reporting



- > Expand our global tree planting program



- > Investigate the use of the Green Cloud to reduce carbon footprint

COMMUNITY

In addition to the volunteer opportunities we give our employees each year, many staff members also contribute to ongoing community events and charity initiatives in their local area.

13	20	20	30	113
reading and number buddies supporting local schools in Bristol	Christmas hampers donated to families in need in Australia	jars of honey from our beehives in Bristol, UK sold at a charity auction	computers donated to schools in the US	pairs of glasses donated in the US
200+	286	500	3,000+	£58,000+
clothing items and blankets donated to homeless people in Australia	cups of hot soup served to the homeless on Nelson Mandela Day in South Africa	coats donated during Homelessness Awareness Week in the UK	items of clothing donated in global Dress for Success campaign	donated to housing charities in the UK by The DPS Charity Donations Fund

CHANGE A LIFE

➤ **AUD 8 MILLION RAISED FOR CHANGE A LIFE SINCE LAUNCH**

➤ **DONATIONS OF AUD 990,000 SUPPORTED OUR PROJECTS IN FY2017**

Founded in 2005, Change A Life is our global community giving program that invests in projects that provide long-term solutions to the communities involved. We focus on long-term change that is felt on a global stage and provides an opportunity for people to build up their skills for a brighter and more sustainable future. Computershare matches all employee payroll donations.

CURRENT PROJECTS



Farmer Managed Natural Regeneration - Ghana

Change A Life's sixth World Vision project has worked to reduce the annual hunger gap for over 8,400 children and their families in Talensi District, Ghana. The five-year project, ending in September 2017 has helped teach land management skills that lead to better harvests, more sustainable food production and a healthier ecosystem for the entire region.



Come-Share Education Project - Sri Lanka

Come-Share provides educational funding for children from year ten (O level) onwards. In Sri Lanka, education up until year ten is free and many children from poor backgrounds can complete up until year ten unassisted. After this point many children are forced into manual labour, even if their school results are very good. Computershare has supported Come-Share for 15 years.

Achievements in FY2017

- Trained 400 lead farmers from 10 communities to identify and promote more sustainable use of natural resources in their areas
- Established new FMNR sites in three communities. Lead farmers from each of the communities (10 men and 10 women) were trained on how to prune and nurture shrubs
- Collaborated with the Ghana National Fire Service to train fire stewards (30 women and 30 men) in fire-fighting and prevention skills
- Trained 200 farmers from 10 communities on land preparation techniques to improve soil health on their land
- Trained women in 10 communities how to build and use fuel-efficient cooking stoves
- Trained farmers on bond and contour farming principles
- Arranged exchange visits for FMNR lead farmers
- Hosted government representatives for meetings and field visits
- Supervised and audited over 200 Savings Groups, helping families improve and diversify their incomes

Achievements in FY2017

- Launched a voluntary contributions scheme, to allow past beneficiaries to give back to the program
- Initiated an empowerment and motivation project to provide support to beneficiaries beyond their school years
- Provided toolkits to graduates for Vocational Training and self-employment
- Travelled to multiple districts to provide relief to children affected by a recent drought, providing 1,500 exercise books and shoes and socks for school wear for 180 children
- Provided 50 English to Sinhala dictionaries to a remote area in Alagollewa to help students improve their English language skills
- Commenced support for 20 students from two schools in the flood affected Matara district

FOCUS FOR FY2018



- Implement employee consultation program for charity selection



- Allocate 20% of donations to charities that are local to our offices



- Finalise new local and global charities for Change A Life to support

NOTICE OF ANNUAL GENERAL MEETING

The 2017 Annual General Meeting (AGM) of Computershare Limited (ABN 71 005 485 825) (Company) will be held on Tuesday, 14 November 2017 commencing at 10.00am at Yarra Falls, 452 Johnston Street, Abbotsford, Victoria, Australia.

ITEMS OF BUSINESS

1. Financial Statements and Reports

To receive and consider the Financial Report, the Directors' Report and the Auditor's Report for the year ended 30 June 2017.

2. Re-election of Ms T L Fuller as a director

To consider, and if thought fit, pass the following resolution:

"That Ms T L Fuller, who retires from office, is re-elected as a director of the Company."

3. Re-election of Dr M E Kerber as a director

To consider, and if thought fit, pass the following resolution:

"That Dr M E Kerber, who retires from office, is re-elected as a director of the Company."

4. Re-election of Mr J M Velli as a director

To consider, and if thought fit, pass the following resolution:

"That Mr J M Velli, who retires from office, is re-elected as a director of the Company."

5. Remuneration Report

To consider, and if thought fit, pass the following resolution:

"That the Remuneration Report for the year ended 30 June 2017 is adopted."

Note: The vote on this resolution is advisory only and does not bind the Company or its directors.

6. Grant of Performance Rights to the Chief Executive Officer

To consider, and if thought fit, pass the following resolution:

"That the Company approve the grant to the Chief Executive Officer, Stuart Irving, of 90,627 performance rights under the Company's Long Term Incentive plan on the terms summarised in the Explanatory Notes."

NOTICE OF ANNUAL GENERAL MEETING

ADDITIONAL INFORMATION

Please refer to the Explanatory Notes for more information on each item of business.

Under the Corporations Act, voting restrictions apply to the Company's key management personnel (KMP) and their closely related parties for Items 5 and 6. The term 'closely related party' in relation to a member of KMP includes a spouse, dependant and certain other close family members, as well as any companies controlled by the KMP. In addition, voting exclusions apply in respect of Item 6 under the ASX Listing Rules. Please refer to the Explanatory Notes for more details.

Details of voting procedures to be followed at the AGM are set out at the end of the Explanatory Notes.

The Chairman of the Meeting intends to vote all available proxies in favour of each item of business.

By Order of the Board

A handwritten signature in black ink, consisting of a stylized 'D' followed by a long horizontal stroke that curves upwards at the end.

D M Horsley
Company Secretary
4 October 2017

EXPLANATORY NOTES

These Explanatory Notes including the details of voting procedures are included in, and form part of, the Notice of AGM dated 4 October 2017.

ITEM 1 – FINANCIAL STATEMENTS AND REPORTS

The Corporations Act requires the Financial Report, the Directors' Report and the Auditor's Report to be received and considered at the AGM.

While shareholders are not required to vote on these reports, shareholders will be given a reasonable opportunity at the AGM to ask questions about, or make comments on the reports.

ITEM 2 – RE-ELECTION OF MS T L FULLER AS A DIRECTOR

Reasons for retirement and presentation for re-election

Ms Tiffany Fuller retires from office and, being eligible, offers herself for re-election.

Professional experience

Position Non-Executive Director

Age 47

Independent Yes

Term of office

Ms Tiffany Fuller was appointed to the Board on 1 October 2014 as a non-executive director. Tiffany was elected by shareholders at the Company's AGM in November 2014.

Qualifications

B.Com, GAICD, ACA

Skills and experience

Tiffany Fuller has held various corporate finance, financial advisory and management consulting positions with Arthur Andersen in Australia, the US and UK. She held roles in investment banking with Rothschild Australia and was also Director and Principal of the Rothschild e-Fund focusing on investments in early stage technology companies in Australia and New Zealand. Tiffany has also been appointed as a non-executive director for various public and private entities in both the for and not for profit sectors.

Other directorships and offices

Non-Executive Director of Costa Group Holdings Limited (appointed in 2015)

Non-Executive Director of Smart Parking Technologies Limited (since 2011)

Board committee membership

Chair of the Risk and Audit Committee

Member of the Remuneration Committee

Member of the Nomination Committee

Recommendation

The Board (excluding Ms Fuller) recommends the re-election of Ms Fuller as a director of the Company.

EXPLANATORY NOTES

ITEM 3 – RE-ELECTION OF DR M E KERBER AS A DIRECTOR

Reasons for retirement and presentation for re-election

Dr Markus Kerber retires from office and, being eligible, offers himself for re-election.

Professional experience

Position Non-Executive Director

Age 54

Independent Yes

Term of office

Dr Markus Kerber was first appointed to the Board as a non-executive director in August 2004.

In November 2009 he was required to retire from the Board due to his appointment as the Head of the Planning Department in the German Treasury and re-joined the Board in 2011. Markus was last re-elected to the Board in November 2014.

Qualifications

Dipl.oec, Dr. Rer. Soc.

Skills and experience

Markus is a non-executive director of Commerzbank AG and an investor in various start-up companies in Germany, the U.K. and the US. Between 2006 and 2016, Markus held positions as the Director General of the Federation of German Industries, the Head of the Planning Department in the German Treasury and also as the Director General at the German Ministry of the Interior. Between 1998 and 2005 he was Chief Financial Officer, Chief Operating Officer and Vice Chairman of the Supervisory Board of GFT Technologies AG. Prior to that Markus worked as an investment banker in London in the equity capital markets divisions of Deutsche Bank AG and S.G. Warburg & Co Limited.

Other directorships and offices

Member of the Supervisory Board of Commerzbank Aktiengesellschaft
Member of the Board of Supervisory Directors of KfW

Board committee membership

Member of the Remuneration Committee
Member of the Nomination Committee
Member of the Acquisitions Committee

Recommendation

The Board (excluding Dr Kerber) recommends the re-election of Dr Kerber as a director of the Company.

EXPLANATORY NOTES

ITEM 4 – RE-ELECTION OF J M VELLI AS A DIRECTOR

Reasons for retirement and presentation for re-election

Mr Joseph Velli retires from office and, being eligible, offers himself for re-election.

Professional experience

Position Non-Executive Director

Age 58

Independent Yes

Term of office

Mr Joseph Velli was appointed to the Board on 1 October 2014 as a non-executive director. Joseph was elected by shareholders at the Company's AGM in November 2014.

Qualifications

BA, MBA.

Skills and experience

Joseph Velli is a retired financial services and technology executive with extensive securities servicing, M&A and public board experience. For most of his career, Joseph served as Senior Executive Vice President of The Bank of New York and as a member of the Bank's Senior Policy Committee. During his 22-year tenure with the Bank, Joseph's responsibilities included heading Global Issuer Services, Global Custody and related Investor Services, Global Liquidity Services, Pension and 401k Services, Consumer and Retail Banking, Correspondent Clearing and Securities Services. Most recently Joseph served as the Chairman and Chief Executive Officer of Convergenx Group.

Other directorships and offices

Non-Executive Director of Paychex, Inc

Board committee membership

Chairman of the Remuneration Committee

Member of the Nomination Committee

Recommendation

The Board (excluding Mr Velli) recommends the re-election of Mr Velli as a director of the Company.

ITEM 5 – REMUNERATION REPORT

The Remuneration Report sets out the policy for the remuneration of the directors, the CEO and other KMP and contains details on how their remuneration is structured. It also contains remuneration details for the KMP for the period ended 30 June 2017. The report is found on pages 39 to 50 of the 2017 Annual Report, which is available on Computershare's website – www.computershare.com

The Corporations Act requires that a resolution be put to the vote of the Company's shareholders that the Remuneration Report be adopted. The vote is advisory only and does not bind the directors or the Company. However, the Board will consider the results of the vote in determining future remuneration policy.

EXPLANATORY NOTES

Shareholders attending the AGM will be given a reasonable opportunity to ask questions about, or make comments on, the Remuneration Report.

Voting exclusion statement

The Company will disregard any votes cast on Item 5 by or on behalf of a member of the KMP whose remuneration is disclosed in the Remuneration Report (and their closely related parties) in any capacity. In addition, any votes cast as a proxy on this item by any other member of the KMP (and their closely related parties) will also be disregarded.

However, the Company will not disregard a vote as a result of these restrictions if it is cast:

- as proxy for a person entitled to vote in accordance with a direction on the proxy form; or
- by the Chairman of the Meeting as proxy for a person entitled to vote and the Chairman has received express authority to vote undirected proxies as the Chairman sees fit.

Recommendation

The Board recommends that shareholders vote in favour of Item 5.

ITEM 6 – GRANT OF PERFORMANCE RIGHTS TO THE CHIEF EXECUTIVE OFFICER

The Company is seeking shareholder approval for the grant of 90,627 performance rights to the CEO, Stuart Irving, in respect of his FY2018 long term incentive grant under the Computershare Long Term Incentive Plan (LTI Plan) on the terms set out below. Approval is requested under the ASX Listing Rules to enable the Company to grant equity securities to the CEO (as a director of the Company) under an employee incentive scheme.

Key terms of grant of Performance Rights

Each performance right granted under the LTI Plan entitles the CEO to one fully paid ordinary share in Computershare (or an equivalent cash amount) subject to the satisfaction of the performance conditions described below over a three year performance period. Until the performance conditions are achieved and the performance rights vest, the CEO has no legal or beneficial interest in Computershare shares as a result of the grant of performance rights and no entitlement to receive dividends and no voting rights in relation to the performance rights.

Performance rights are non-transferable, except in limited circumstances or with the consent of the Board. Subject to compliance with the Computershare Securities Trading Policy, shares allocated to the CEO will not be subject to any further trading restrictions.

Details of proposed grant to the CEO

The total number of performance rights to be granted to the CEO is 90,627. This number was determined based on the CEO's maximum FY2018 LTI opportunity which is calculated by dividing AUD 1,242,500 (equal to 35% of the CEO's total remuneration opportunity of AUD 3,550,000) by AUD 13.71 (being the volume weighted average price of Computershare shares over the five trading days following the release of the Company's FY2017 results on 16 August 2017).

The grant of performance rights to the CEO forms part of his overall remuneration and will be granted at no cost to the CEO and no amount is payable on vesting of the performance rights.

The performance rights will be granted under and subject to the rules of the LTI Plan. If shareholder approval is obtained, the performance rights will be granted to the CEO shortly after the meeting and, in any event, no later than 12 months after the date of the meeting.

EXPLANATORY NOTES

Performance conditions

The grant of performance rights to the CEO will be subject to two separate performance conditions measured over a three year performance period:

- > One half of the grant of performance rights will be tested against a performance hurdle based on the average growth in management earnings per share (EPS) over the performance period.
- > One half of the grant of performance rights will be tested against a performance hurdle based on Computershare's relative total shareholder return (TSR) performance compared against the companies within the ASX 100 index.

The performance rights will lapse to the extent that performance conditions are not met. There is no re-testing of performance rights after the vesting date.

EPS hurdle

The percentage of performance rights subject to the EPS hurdle that vest will be determined by the Board with reference to the compound annual growth in management EPS across the performance period, being 1 July 2017 to 30 June 2020 as follows:

Compound annual growth in management EPS over the performance period		Performance Rights subject to EPS Hurdle that vest (%)
Maximum % or above	15% or greater	100%
Between threshold % and maximum %	Between 5% and 15%	Progressive pro rata vesting between 50% to 100% (i.e. on a straight line basis)
Threshold %	5%	50%
Less than the threshold %	Less than 5%	0%

The management adjustment items to be applied to determine management EPS will be determined by the Board consistent with the adjustment items that are included when reporting the Company's management results. The Board also retains discretion to adjust the EPS hurdle in exceptional circumstances to ensure there is no material advantage or disadvantage due to matters outside management's control that materially affect management EPS.

Relative TSR hurdle

TSR calculates the return shareholders would earn if they held a notional number of shares over a period of time, and measures the change in the Company's share price together with the value of dividends during the period, assuming that all those dividends are re-invested into new shares.

The Company's relative TSR performance is tested by measuring the Company's TSR performance against the TSR performance of the companies within the ASX 100 index at the start of the performance period (any exclusions to be determined by the Board). The comparator group may be adjusted to take into account events during the performance period including, but not limited to takeovers, mergers, de-mergers or de-listings. The performance period is 1 July 2017 to 30 June 2020.

EXPLANATORY NOTES

The percentage of performance rights that are subject to the relative TSR hurdle that vest will be determined by the Board with reference to the percentile ranking achieved by the Company over the relevant performance period, compared to the other entities in the comparator group, as follows:

Relative TSR ranking against peer group	Performance Rights subject to TSR Hurdle that vest (%)
At or above the 75th percentile	100%
Between the 50th to 75th percentile	Progressive pro rata vesting between 50% to 100% (i.e. on a straight line basis)
Equal to the 50th percentile	50%
Below the 50th percentile	0%

The Board retains discretion to adjust the relative TSR performance hurdle in exceptional circumstances to ensure there is no material advantage or disadvantage due to matters outside management's control that materially affect TSR performance.

Treatment of performance rights on cessation of employment

If the CEO ceases employment before the end of the performance period due to resignation or termination for cause all unvested performance rights will lapse. Subject to the Board's discretion to determine otherwise, if the CEO ceases employment before the end of the performance period for any other reason, then a pro-rata amount of unvested performance rights (based on the proportion of the performance period that has passed at the cessation date) continue 'on foot' and will be tested at the end of the original performance period, vesting only to the extent that the relevant performance conditions have been satisfied.

Change of control

Where a change of control event occurs prior to vesting of the performance rights, a pro-rata number of the performance rights will vest based on the proportion of the performance period that has passed at the time of the change of control, subject to the Board's discretion to determine otherwise.

The Company has specific rules in relation to divestments, with the Board having the discretion to determine an appropriate treatment for participants in the event of the divestment of a material part of the business (as determined by the Board). The Board also has discretion to adjust the number of performance rights in the event of a variation of capital or other corporate transaction to ensure participants do not enjoy a windfall gain or suffer a material detriment as a result of the variation (and in accordance with the ASX Listing Rules).

Clawback

In the event of fraud, dishonesty or material misstatement of the financial statements, the Board may make a determination, including lapsing unvested performance rights, or clawing back vested shares or the proceeds from the sale of vested shares, to ensure that no unfair benefit is obtained by the CEO.

EXPLANATORY NOTES

Other information

In relation to the LTI Plan:

- › The CEO is the only director entitled to participate in the LTI Plan.
- › The CEO received a grant of 170,170 performance rights at no cost under the LTI Plan in FY2017 in accordance with shareholder approval received at the 2016 AGM.
- › There is no loan scheme in relation to the acquisition of the performance rights (or the shares provided on vesting) as no payment is required.
- › On vesting of performance rights, shares may be issued or acquired on market, or the Board may determine to settle the award in cash.

The CEO is prohibited from entering into any scheme or arrangement under which he hedges or alters the economic benefit that he may derive in respect of the grant of performance rights.

Voting exclusion statement

The Company will disregard any votes cast on Item 6:

- › by or on behalf of the CEO or an associate of the CEO, in any capacity; or
- › as a proxy by any member of the KMP (and their closely related parties) if his or her appointment does not specify the way in which the proxy is to vote.

However, the Company will not disregard a vote as a result of these restrictions if it is cast:

- › as proxy for a person entitled to vote in accordance with a direction on the proxy form; or
- › by the Chairman of the Meeting as proxy for a person entitled to vote and the Chairman has received express authority to vote undirected proxies as the Chairman sees fit.

Recommendation

The Board (excluding Mr Irving) considers the grant of performance rights to Mr Irving to be appropriate and recommends that shareholders vote in favour of Item 6.

EXPLANATORY NOTES

VOTING PROCEDURES

1. Voting, direct votes and proxy votes

- 1.1. In accordance with clause 54 of Computershare's constitution, the directors have:
 - (a) determined that for the AGM, a shareholder who is entitled to attend and vote at the AGM may submit a direct vote; and
 - (b) approved the matters specified below as the means by which shareholders may deliver a direct vote.
- 1.2. A shareholder entitled to attend and vote at the AGM may vote by:
 - (a) attending the meeting in person;
 - (b) appointing a proxy representative or attorney to attend and vote at the meeting on their behalf;
 - (c) delivering prior to the AGM a valid notice of their voting intention by means of a direct vote; or
 - (d) delivering a direct vote during the AGM if participating online (see 1.9 on p.22).
- 1.3. A shareholder may only vote by one of the methods listed above.
- 1.4. Shareholders who do not plan to attend the AGM or to participate online are encouraged to complete and return a voting form, or to register their direct vote or proxy electronically (see below). Shareholders may withdraw their direct vote or proxy, and attend and vote in person or online at the AGM, even if they have sent a voting form to the Company or registered their vote electronically.
- 1.5. A shareholder may deliver a direct vote prior to the AGM or appoint a proxy by using:
 - (a) the voting form provided with this Notice of AGM; or
 - (b) the electronic medium available at the website <http://www.investorvote.com.au>

Shareholders who use the electronic medium will be taken to have signed or authenticated their voting form if it is submitted in accordance with the instructions given on the website. Custodians and other intermediaries who are users of Computershare's Intermediary Online service may lodge their direct votes prior to the AGM or appoint a proxy by the electronic medium available at the website <http://www.intermediaryonline.com>.

Direct voting prior to the AGM

- 1.6. A shareholder may deliver a direct vote by indicating on the voting form that they are casting their vote directly and then placing a mark in one of the boxes opposite each item of business on the voting form. All of the shareholder's shares will be voted in accordance with such direction, unless the shareholder indicates that their direction is:
 - (a) to vote only a portion of their votes on any item; or
 - (b) to cast their votes in different ways on any item, by inserting the number of shares in the appropriate box or boxes.
- 1.7. If a shareholder indicates that they are lodging their votes directly and then do not mark any of the boxes on a given item, no direct votes will be recorded on that item.
- 1.8. If a shareholder indicates that they are delivering their votes directly and then marks more than one box on an item, their vote on that item will be invalid. If a shareholder inserts a number of shares in boxes on any item that in total exceed the number of shares that the shareholder holds as at the voting entitlement time, the shareholder's vote on that item will be invalid, unless the shareholder inserted the number of shares in one box only, in which case it will be taken to be valid for the total number of shares held at that time.

EXPLANATORY NOTES

Direct voting online during the AGM

1.9. Shareholders who wish to participate in the AGM online may do so:

- (a) from their computer, by entering the URL in their browser: <https://web.lumiagm.com> or;
- (b) from their mobile device by either entering the URL in their browser: <https://web.lumiagm.com> or by using the Lumi AGM app, which is available by downloading the app from the Apple App Store or Google Play Store.

If you choose to participate in the meeting online, you can log in to the Computershare meeting by entering:

- 1. The meeting ID for the Computershare AGM, which is: 339-462-369
- 2. Your username, which is your SRN/HIN
- 3. Your password, which is the postcode registered to your holding if you are an Australian shareholder. Overseas shareholders should refer to the user guide (link below) for their password details.

Attending the meeting online enables shareholders to view the AGM live and to also ask questions and cast direct votes at the appropriate times whilst the meeting is in progress.

More information regarding participating in the AGM online, including browser requirements, is detailed in the Computershare AGM User Guide available on the Computershare website www.computershare.com/agm.

1.10. Shareholders participating in the AGM online appoint the chairman of the meeting as their representative for the purposes of clause 54 of Computershare's constitution (determination of quorum).

However, they will not be entitled to the following rights of shareholders attending the AGM in person, by proxy, attorney or representative at the place specified in the notice:

- (a) to join in the election of the chairman of the AGM under clause 41.3 of Computershare's constitution if there is a vacancy in the chairman;
- (b) to object to the qualification of a voter under clause 50 of the constitution; and
- (c) to be entitled under section 250PA(9) of the Corporations act to have copies of the question list setting out written questions to the auditor submitted by shareholders before the AGM made reasonably available to them.

Appointing a proxy

1.11. A proxy:

- (a) need not be a shareholder of the Company
- (b) may be an individual or a body corporate

1.12. A shareholder may direct their proxy how to vote by indicating on the voting form that they are appointing a proxy to vote on their behalf and then placing a mark in one of the boxes opposite each item of business on the voting form. All of the shareholder's shares will be voted in accordance with such direction, unless the shareholder indicates that their proxy is:

- (a) to vote only a portion of their votes on any item
- (b) to cast their votes in different ways on any item by inserting the percentage or number of shares in the appropriate box or boxes.

EXPLANATORY NOTES

- 1.13. If a shareholder appointing a proxy does not mark any of the boxes on a given item, the proxy may vote as the proxy chooses. If the shareholder does not direct the proxy regarding all of their votes on any item, the proxy may vote as the proxy chooses in respect of the undirected votes.

If the shareholder directs the proxy to cast their votes in different ways on any item, the proxy must not vote on a show of hands in respect of that item, but may vote on a poll.

- 1.14. If a shareholder appointing a proxy marks more than one box on an item, their vote on that item will be invalid. If a shareholder inserts percentages or a number of shares in boxes on any item that in total exceed 100% or exceed the number of shares that the shareholder holds as at the voting entitlement time, the shareholder's vote on that item will be invalid, unless the shareholder inserted the number of shares in one box only, in which case it will be taken to be valid for the total number of shares held at that time.

- 1.15. If the shareholder is entitled to cast two or more votes, the shareholder has the right to appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If the appointment does not specify the proportion or number of the shareholder's votes each proxy may exercise, each proxy may exercise one half of the shareholder's votes.

If the shareholder appoints two proxies, neither proxy may vote on a show of hands.

- 1.16. Any directed proxies that are not voted on a poll at the meeting will automatically default to the Chairman of the Meeting, who is required to vote proxies as directed.

Appointing the Chairman as your proxy

- 1.17. The Chairman of the Meeting intends to vote all available undirected proxies in favour of all of the resolutions.

If you complete a proxy form that authorises the Chairman of the Meeting to vote on your behalf as proxy, and you do not mark any of the boxes so as to give the Chairman directions about how your vote should be cast, then, in accordance with the express authority provided for in the voting form, the Chairman will vote in favour of all resolutions, including those at Items 5 and 6 even though they are directly or indirectly connected with the remuneration of a member of the KMP. If you wish to appoint the Chairman of the Meeting as your proxy, and you wish to direct him how to vote, please tick the appropriate box on the form.

- 1.18. If you appoint as your proxy any director of Computershare, except the Chairman of the Meeting, or any other KMP or any of their closely related parties and you do not direct your proxy how to vote on either Item 5 or 6, he or she will not vote your proxy on those items of business.

Signing the voting form

- 1.19. If the shareholder is:

- (a) an individual – the voting form must be signed or otherwise authenticated by the shareholder or the shareholder's attorney.
- (b) a corporation – the voting form must be signed or otherwise authenticated in accordance with the Corporations Act or under the hand of an attorney.

- 1.20. Where two or more persons are registered as a shareholder, each person must sign or authenticate the voting form.

- 1.21. If the voting form is completed by an individual or a corporation under a power of attorney, that power of attorney must be provided to the Company together with the completed voting form, unless the Company has previously noted that power of attorney.

EXPLANATORY NOTES

Lodging the voting form

- 1.22. To be effective to deliver a direct vote prior to the AGM or to appoint a proxy, the voting form, together with any authority under which the voting form was signed and which has not already been provided to the Company, must be received by the Company's share registry at its registered office at 452 Johnston Street, Abbotsford, Victoria, 3067, Australia by no later than 10.00am (Melbourne time) on Sunday 12 November 2017. Lodgement by mail is to the following address: Computershare Investor Services Pty Limited, GPO Box 242, Melbourne, Victoria, 3001, Australia.
- 1.23. A shareholder who wishes to deliver their direct vote prior to the AGM or to appoint their proxy electronically through <http://www.investorvote.com.au> (or <http://www.intermediaryonline.com> for custodians and other intermediaries who are users of Computershare's Intermediary Online service) must do so by no later than 10.00am (Melbourne time) on Sunday, 12 November 2017.
- 1.24. Voting forms, together with any authority under which they were signed and which has not already been provided to the Company, may also be lodged by facsimile if received by no later than 10.00am (Melbourne time) on Sunday 12 November 2017. The facsimile number for this purpose is 1800 783 447 (within Australia) and +61 3 9473 2555 (outside Australia).

Electronic voting

- 1.25. Electronic voting will again be used at this year's AGM and, accordingly, the Chairman of the Meeting intends to call a poll, to be conducted by electronic means, on each resolution.

Share register

- 1.26. The Company has determined, in accordance with regulation 7.11.37 of the Corporations Regulations 2001 (Cth), that for the purpose of the AGM (including voting), shares will be taken to be held by those persons recorded in the Company's register as at 7.00pm (Melbourne time) on Sunday 12 November 2017.

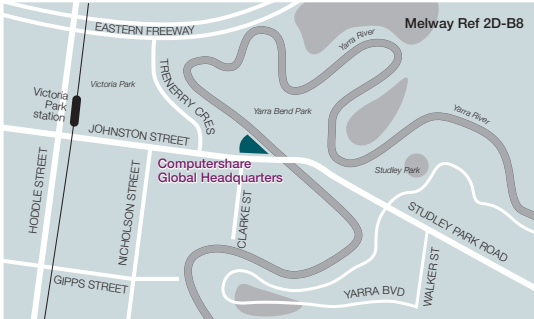
2. Corporate representatives

- 2.1. Corporate shareholders and corporate proxies may appoint a representative in accordance with the Corporations Act.
- 2.2. The Company will require a certificate appointing the corporate representative. A form of certificate may be obtained from the Company's share registry.
- 2.3. The certificate must be lodged with the Company before the AGM or at the registration desk on the day of the AGM before the AGM commences. The certificate will be retained by the Company. A corporate representative will not be permitted to attend the AGM unless the necessary certificate of appointment has been produced prior to admission.

EXPLANATORY NOTES

3. How to get to the AGM

3.1. Location



Yarra Falls, 452 Johnston Street, Abbotsford, Victoria, 3067.
Entrance is via the Conference Centre.

3.2. Getting there

By train

The nearest train station is Victoria Park station, which is a 10 minute walk from the Yarra Falls building. Victoria Park station is a stop on both the South Morang and Hurstbridge lines.

By bus

Bus route numbers 200 and 207 stop outside the Yarra Falls building on Johnston Street.

By car

Car parking is generally available on Johnston Street and in the surrounding streets.

4. Registration

If you are attending the AGM, it will assist us with registration if you bring your personalised voting form.

HEAD OFFICE

Computershare Limited
ABN 71 005 485 825

Yarra Falls, 452 Johnston Street,
Abbotsford, Victoria 3067 Australia

Telephone: +61 3 9415 5000
Facsimile: +61 3 9473 2500

The Annual Report and
Notice of Meeting are available online:
www.computershare.com

Lodge your vote:



Online:

www.investorvote.com.au



By Mail:

Computershare Investor Services Pty Limited
GPO Box 242 Melbourne
Victoria 3001 Australia

In Person:

Computershare Investor Services Pty Limited
452 Johnston Street
Abbotsford, Victoria 3067

Alternatively you can fax your form to
(within Australia) 1800 783 447
(outside Australia) +61 3 9473 2555

For Intermediary Online subscribers only
(custodians) www.intermediaryonline.com

For all enquiries call:

(within Australia) 1300 307 613
(outside Australia) +61 3 9415 4222

CPU

MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

Voting Form



Vote and view the annual report online

- Go to www.investorvote.com.au or scan the QR Code with your mobile device.
- Follow the instructions on the secure website to vote.

Your access information that you will need to vote:

Control Number: 9999999

SRN/HIN: I9999999999

PIN: 99999

PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.



**For your vote to be effective it must be received by
10.00am (Melbourne time) on Sunday, 12 November 2017**

How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

Vote Directly

Voting 100% of your holding: Mark either the For, Against or Abstain box opposite each item of business. Your vote will be invalid on an item if you do not mark any box OR you mark more than one box for that item.

Voting a portion of your holding: Indicate a portion of your voting rights by inserting the number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement.

Appoint a Proxy to Vote on Your Behalf

Voting 100% of your holding: Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote or abstain as they choose (to the extent permitted by law). If you mark more than one box on an item your vote will be invalid on that item.

Voting a portion of your holding: Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

Appointing a second proxy: You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

A proxy need not be a securityholder of the Company.

Signing Instructions for Postal Forms

Individual: Where the holding is in one name, the securityholder must sign.

Joint Holding: Where the holding is in more than one name, all of the securityholders must sign.

Power of Attorney: If you have not already lodged the Power of Attorney with the registry, please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please sign in the appropriate place to indicate the office held. Delete titles as applicable.

Attending the Meeting

Bring this form to assist registration. If a representative of a corporate securityholder or proxy is to attend the meeting you will need to provide the appropriate "Appointment of Corporate Representative" prior to admission. A form may be obtained from Computershare or online at www.investorcentre.com under the help tab, "Printable Forms".

Comments & Questions: If you have any comments or questions for the company, please write them on a separate sheet of paper and return with this form.

**GO ONLINE TO VOTE,
or turn over to complete the form** →

MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

☐

Change of address. If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise their broker of any changes.



I 9999999999

I ND

Voting Form

Please mark ☒ to indicate your directions

STEP 1

Indicate How your Vote will be Cast *Select one option only*

XX

At the Annual General Meeting of Computershare Limited to be held at Yarra Falls, 452 Johnston Street, Abbotsford, Victoria, Australia on Tuesday, 14 November 2017 commencing at 10.00am (Melbourne time) and at any adjournment or postponement of that meeting, I/We being member/s of Computershare Limited direct the following:

1. Vote Directly

☐ Record my/our votes strictly in accordance with directions in Step 2.



PLEASE NOTE: A Direct Vote will take priority over the appointment of a Proxy. For a valid Direct Vote to be recorded you must mark FOR, AGAINST, or ABSTAIN on each item.

2. Appoint a Proxy to Vote on Your Behalf: I/We hereby appoint

☐ the Chairman of the Meeting **OR**

OR

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit).

Chairman authorised to exercise undirected proxies on remuneration related resolutions: Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman becomes my/our proxy by default), I/we expressly authorise the Chairman to exercise my/our proxy on Items 5 and 6 (except where I/we have indicated a different voting intention below) even though Items 5 and 6 are connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman.

Important Note: If the Chairman of the Meeting is (or becomes) your proxy you can direct the Chairman to vote for or against or abstain from voting on Items 5 and 6 by marking the appropriate box in step 2 below.



PLEASE NOTE: Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

STEP 2

Items of Business



PLEASE NOTE: If you have appointed a proxy and you mark the **Abstain** box for an item, you are directing your proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority. If you are directly voting and you mark the **Abstain** box for an item, it will be treated as though no vote has been cast on that item and no vote will be counted in computing the required majority.

	For	Against	Abstain
Item 2 Re-election of Ms T L Fuller as a director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 3 Re-election of Dr M E Kerber as a director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 4 Re-election of Mr J M Velli as a director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 5 Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 6 Grant of Performance Rights to the Chief Executive Officer	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business. In exceptional circumstances, the Chairman of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

SIGN

Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

Contact
Name

Contact
Daytime
Telephone

Date