

## MARKET ANNOUNCEMENT

<b>Date:</b>	8 October 2018
<b>To:</b>	Australian Stock Exchange
<b>Subject:</b>	<b>2018 Notice of Annual General Meeting</b>

Enclosed is the Computershare 2018 Notice of Annual General Meeting and related proxy form.

The AGM will be held at 10.00am on Wednesday 14 November 2018 at Computershare's Global Headquarters, 452 Johnston Street, Abbotsford, Victoria.

The meeting materials will be sent to shareholders on Friday, 12<sup>th</sup> October 2018.

**For further information contact:**

Dominic Horsley

Company Secretary

[company.secretary@computershare.com.au](mailto:company.secretary@computershare.com.au)

### About Computershare Limited (CPU)

Computershare (ASX: CPU) is a global market leader in transfer agency and share registration, employee equity plans, mortgage servicing, proxy solicitation and stakeholder communications. We also specialise in corporate trust, bankruptcy, class action and a range of other diversified financial and governance services.

Founded in 1978, Computershare is renowned for its expertise in high integrity data management, high volume transaction processing and reconciliations, payments and stakeholder engagement. Many of the world's leading organisations use us to streamline and maximise the value of relationships with their investors, employees, creditors and customers.

Computershare is represented in all major financial markets and has over 16,000 employees worldwide.

For more information, visit [www.computershare.com](http://www.computershare.com)

MARKET ANNOUNCEMENT

COMPUTERSHARE  
NOTICE OF MEETING  
2018



DESIGNED AND PROCURED BY

Computershare Communication Services Pty Limited  
21 Wirraway Drive Port Melbourne VIC 3207  
Telephone +61 3 9415 5000

Monza Recycled contains 99% recycled fibre and is FSC® Mix Certified, which ensures that all virgin pulp is derived from well-managed forests and controlled sources. Monza Recycled is manufactured by an ISO 14001 certified mill.



## CONTENTS

<b>Invitation from the Chairman</b>	<b>2</b>
<b>Key financial metrics</b>	<b>4</b>
<b>Growth, profitability and capital management</b>	<b>6</b>
<b>Corporate Responsibility</b>	<b>10</b>
<b>Notice of Annual General Meeting</b>	<b>12</b>
Items of business	12
Additional information	13
<b>Explanatory Notes</b>	<b>14</b>
Voting procedures	21
Corporate representatives	25
<b>Information for shareholders</b>	<b>25</b>

# INVITATION FROM THE CHAIRMAN

Dear Shareholder,

We would like to invite you to our 2018 Annual General Meeting to be held at 10.00am on Wednesday 14 November 2018. The AGM will be held at Computershare's Global Headquarters, 452 Johnston Street, Abbotsford, Victoria.

This year we're again 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](http://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](http://www.investorvote.com.au) or alternatively you can complete and return the enclosed proxy form.

This year, the resolutions to be considered at the meeting include the usual director re-elections as well as the adoption of the remuneration report. Our three new directors who were appointed during the year, Lisa Gay, Abi Cleland and Paul Reynolds, will also be standing for election for the first time. 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 as well as a resolution where we will be seeking shareholder approval to amend the performance hurdles attaching to currently outstanding LTI awards. The proposal for consideration is that the financial targets will be tested after eliminating the impact of foreign exchange rate movements (whether favourable or unfavourable) on the results.

Full details are included in the Notice of Meeting.

## YEAR IN REVIEW

FY2018 saw Computershare's profit trajectory improve. We upgraded our FY2018 earnings guidance twice during the year landing on "12.5% with a positive bias". It is pleasing to deliver Management EPS growth of 14.1% in constant currency.

Execution is at the core of Computershare. In FY2018 we completed several large and complex transactions in some of our events-based businesses that achieved great outcomes for our customers, while also progressing our cost-out programmes, laying the foundations for future growth.

We continue to build out our mortgage services growth engine to plan, and we are tracking towards our target returns.

The Equatex acquisition is another highlight of our year. This purchase will enhance our scale, capabilities and earnings in employee share plans, our other strategic growth engine.

Our profitability strategies are driving margin expansion. Register maintenance is a high-quality business which continues to perform, and, after a period of compression, the business achieved revenue growth and further margin expansion in the second half of the year. Margin income also improved, reaching almost \$100 million in the second half of the year, demonstrating the significant leverage we have to rising interest rates.

Computershare continues to generate strong free cash flow, an inherent feature of our business model. This cash flow self-funds our technology initiatives, growth plans and strategic investments as well as supporting our share buy-back and reducing debt. Our financial position is strong.

The final FY2018 dividend is AU 21 cents, a rise of 10.5% on pcp, which brings the total dividend for the year to AU 40 cents, an overall increase of 11.1% year on year.

## OUTLOOK

We continue to lay the foundations for sustained growth at Computershare. Our strategy to deliver multi-year earnings growth is on track.

In FY2019 we expect to deliver around 10% growth on FY2018 Management EPS in constant currency. We expect stronger contributions from mortgage services, employee share plans and margin income, and we will continue to execute our cost-out programmes. The outlook for corporate actions and fee income from some of our larger events looks slightly more subdued at this stage than in FY2018.

## ACKNOWLEDGMENTS

Computershare is committed to delivering more value to our shareholders, customers and communities. On behalf of my fellow directors, I thank you for your support as a shareholder and look forward to your continued involvement in FY2019.

I would also like to thank all of our people around the world for their tremendous efforts in delivering great outcomes for our customers and, in turn, these financial results. It is Computershare's special culture of 'doing the right thing' that is both our most important asset and our most significant competitive strength.

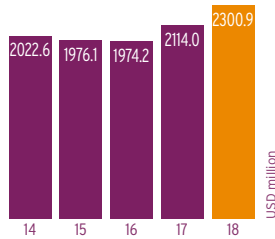
Finally, I thank Stuart Irving, our CEO and President, for his inspirational leadership and tireless commitment to our company, and the rest of my fellow board members for their expertise, skills and support.

A handwritten signature in black ink, appearing to read 'Simon Jones', with a stylized, flowing script.

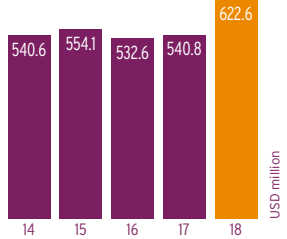
Simon Jones  
Chairman

# KEY FINANCIAL METRICS

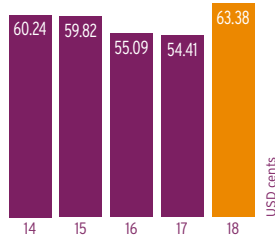
MANAGEMENT  
REVENUE



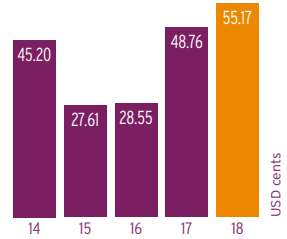
MANAGEMENT  
EBITDA



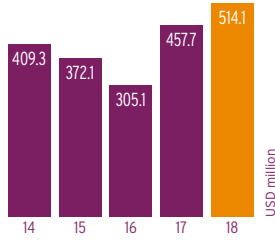
MANAGEMENT  
EPS



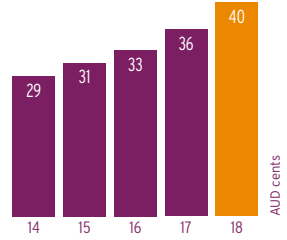
STATUTORY  
EPS



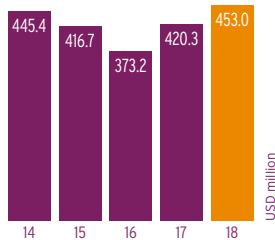
CASH FLOW FROM  
OPERATIONS



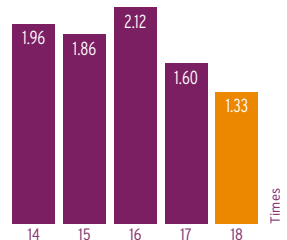
DIVIDEND  
PER SHARE



NET OPERATING  
CASH FLOW  
EXCLUDING  
SLS ADVANCES

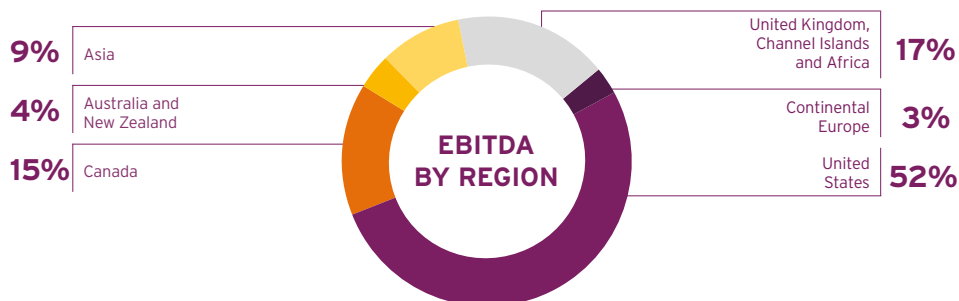
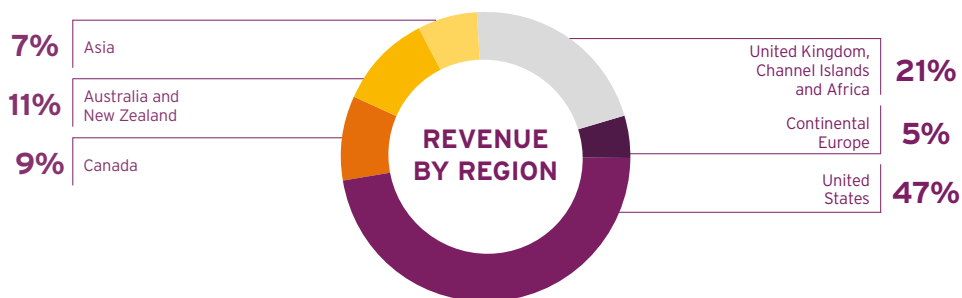


NET DEBT TO EBITDA  
RATIO EXCLUDING  
NON-RECOURSE SLS  
ADVANCE DEBT



All financials are presented in United States Dollars (USD) and all comparative references are to FY2017 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.





# GROWTH

## Building growth engines in mortgage services and employee share plans

### 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 and that aligns with our core strengths. We are building competitive differentiation through our focus on service quality, technology and product offerings, and we are tracking towards our target returns.

### FINANCIAL RESULTS IN FY2018

	FY2018 @ CC	FY2017 ACTUAL	CC VARIANCE
US Mortgage Services revenue	\$306.1	\$257.2	+19.0%
UK Mortgage Services revenue	\$240.1	\$239.8	+0.1%
<b>Total Mortgage Services revenue</b>	<b>\$546.2</b>	<b>\$496.9</b>	<b>+9.9%</b>
<b>Total Mortgage Services EBITDA</b>	<b>\$122.4</b>	<b>\$74.0</b>	<b>+65.4%</b>

### HIGHLIGHTS

#### INCREASED

- > Unpaid Principal Balances in the US by 35.7% to \$81 billion
- > Capital light sub-servicing Unpaid Principal Balance in the US by 200%
- > High margin ancillary fees in the US by 14.5%

#### LAUNCHED

- > New loss mitigation platform, payment site and corporate website in the US
- > New lending for Sainsbury's, Vida and Marks, and Spencer Bank in the UK

#### COMPLETED

- > New government loan servicing readiness programme in the US, now servicing \$3 billion in new government loans
- > Rebranding of all US business lines
- > First migration from UKAR platform to Computershare platform in the UK

#### POSITIONED TO

- > Realise significant synergy benefits in FY2019 and FY2020
- > Grow new servicing volumes for challenger banks in the UK
- > Capture more margin across the mortgage life cycle

### FOCUS FOR FY2019



Continue to build out our revenue model across the mortgage value chain



Drive returns to target levels in the US



Deliver synergy benefits across the US and UK



Leverage growth in challenger banks in the UK

## 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 and potential transaction fees.

## FINANCIAL RESULTS IN FY2018

	FY2018 @ CC	FY2017 ACTUAL	CC VARIANCE
Transactional revenue	\$83.0	\$79.3	+4.7%
Fee revenue	\$104.4	\$106.9	-2.3%
Margin income	\$16.2	\$16.5	-1.8%
Other revenue	\$17.8	\$17.7	+0.6%
<b>Total employee Share Plans revenue</b>	<b>\$221.3</b>	<b>\$220.5</b>	<b>+0.4%</b>
<b>Employee Share Plans EBITDA</b>	<b>\$52.5</b>	<b>\$56.5</b>	<b>-7.1%</b>
<b>EBITDA margin</b>	<b>23.7%</b>	<b>25.6%</b>	<b>-190bps</b>
EBITDA ex margin income	\$36.3	\$40.0	-9.3%
EBITDA margin ex margin income	17.7%	19.6%	-190bps

## HIGHLIGHTS

**WILL ENHANCE** > Scale, capabilities and earnings through proposed acquisition of Equatex

**ADMINISTERED** > \$123.9bn of share plan assets globally

**INCREASED** > Transactional revenue by 4.7% globally

**DELIVERED**

- > Improvements in customer-facing and business development technologies
- > New platform for issuers in Asia
- > New communications material targeting increased employee participation in UCIA and Continental Europe

## FOCUS FOR FY2019



Complete proposed Equatex acquisition



Implement detailed integration plan for Equatex to deliver \$30m synergy benefits per annum; estimated to be delivered over 36 months



Continue to focus on increased employee participation to increase transaction revenues

# PROFITABILITY

## Reducing costs to deliver margin expansion and improved profitability

### COST MANAGEMENT

Our cost management programme is on track and beginning to deliver the expected benefits, with \$35.7 million of additional gross savings delivered in FY2018. In April, we announced Stage 3 of the programme; an additional \$40 - \$55 million of gross savings. Across all stages we anticipate between \$125 - \$155 million in total gross savings.

ACTIVITY	TOTAL COST SAVINGS ESTIMATES	EXPECTED BENEFIT REALISATION (CUMULATIVE)						
	\$ MILLION	FY17A	FY18A	FY19E	FY20E	FY21E	FY22E	FY23E
Stage 1 Total	25 - 30	7.8	14.0	19.6	28.0	28.0	28.0	28.0
Stage 2 Total	60 - 70	5.9	35.4	52.5	62.7	64.5	64.5	64.5
Stage 3 Total	40 - 55			3.0	12.9	29.1	43.8	47.5
<b>Total cost savings estimate for Stages 1-3</b>	<b>125 - 155</b>	<b>13.7</b>	<b>49.4</b>	<b>75.1</b>	<b>103.6</b>	<b>121.6</b>	<b>136.3</b>	<b>140.0</b>

### REGISTER MAINTENANCE AND CORPORATE ACTIONS

Our register maintenance margins improved in FY2018, up 180 basis points to 33.5%. We also saw improvements in corporate actions, particularly in the first half of the year, which also helped our results.

	FY2018 @ CC	FY2017 ACTUAL	CC VARIANCE
Register Maintenance revenue	\$696.6	\$697.9	-0.2%
Corporate Actions revenue	\$158.7	\$125.8	+26.2%
<b>Total Register Maintenance &amp; Corporate Actions revenue</b>	<b>\$855.4</b>	<b>\$823.7</b>	<b>+3.8%</b>
<b>Register Maintenance &amp; Corporate Actions EBITDA</b>	<b>\$286.2</b>	<b>\$260.9</b>	<b>+9.7%</b>
<b>EBITDA margin</b>	<b>33.5%</b>	<b>31.7%</b>	<b>+180bps</b>
EBITDA ex margin income	\$204.7	\$200.5	+2.1%
EBITDA margin ex margin income	26.4%	26.3%	+10bps

## HIGHLIGHTS

### GREW

- > EBITDA by +9.7%
- > Margin improvement to 33.5%, up 180bps

### COMPLETED

#### SEVERAL MAJOR TRANSACTIONS

- > Merger between AT&T and Time Warner
- > Bayer AG's acquisition of Monsanto
- > Successful spinoff of Brighthouse Financial from MetLife
- > Takeover of Westfield by Unibail-Rodamco

### IMPLEMENTED

- > Process automation across multiple business lines, delivering savings and improving accuracy

### DELIVERED

- > Louisville migration project, over 800 staff now located there

## FOCUS FOR FY2019



Return registry to organic growth through developing new products and services



Deliver savings through automating and digitising internal processes



Begin stage 3 of the cost management programme

# CAPITAL MANAGEMENT

## Enhancing shareholder returns

Capital management is our strategy to enhance shareholder returns. We generated free cash flow of \$379.2 million in FY2018 and with this made strategic investments, bought back shares, paid higher dividends and reduced our net debt.

### CPU SHARE PRICE

PERFORMANCE VS. ASX 200

Since IPO 27 May 1994 to 30 June 2018

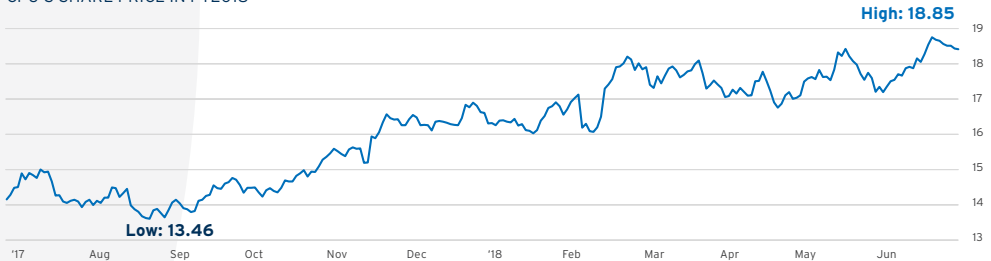


CPU SHARE PRICE  
**+16,204%**



ASX 200  
**+204%**

CPU'S SHARE PRICE IN FY2018



## HIGHLIGHTS

### INVESTED

- > \$89.4 million in US mortgage servicing rights purchases
- > \$9.9 million in SETL, a blockchain technology specialist, with Board representation

### BOUGHT

- > 3.37 million ordinary shares in share buy-back at an average price of AUD 14.74

### REDUCED

- > Net debt to \$827.5 million, down \$40.2 million
- > Net debt to EBITDA ratio from 1.60x to 1.33x (~2.0x, middle of target range post Equatex completion)

### INCREASED

- > Final dividend to AU 21 cents per share fully franked, +10.5%
- > Full year dividend to AU 40 cents per share, +11.1%
- > Post-tax ROIC from 15.5% to 18.2%

## FOCUS FOR FY2019



Continue to improve total returns for shareholders



Finalise the sale of Computershare's interest in Karvy in the first half of FY2019

# CORPORATE RESPONSIBILITY

Computershare is committed to being a responsible business - we recognise the environmental and social impacts of our activities and seek to manage them appropriately.

## SUSTAINABILITY

### PROGRESS ON OBJECTIVES

#### GREEN OFFICE CHALLENGE 8: THE GREEN LIGHT CHALLENGE



CAR SHARE

**Doxford, UK**

A car share app for employees across our UK offices



COMPUTERSHARE CYCLES

**Skipton, UK**

Implementation of a cycle hire network for employees



GREEN WALKER

**Hong Kong**

A scheme to promote walking options for employees as part of their daily commute



ELECTRIC CAR CHARGING POINTS

**Bristol, UK**

Providing two charging points for electric vehicles



PURPLE BIKE

**Beijing**

Providing bicycles for employees to use to get to and from the office



#### TREE PLANTING PROGRAMME

During FY18 we maintained our global tree planting programme and **planted 1,940 trees** in North America, Europe and Australia to cover 10% of the carbon emitted as a result of our business air travel. Emissions due to air travel were **48 tons fewer** than the previous year.

While our efforts remain focused on reducing unnecessary travel, we'll continue to work with our partners to plant further trees in FY2019.



#### GREEN IT

We have achieved significant energy savings during the past 12 months through converged infrastructure strategies in our primary UK data centre, **decreasing our physical hardware requirements by over 10%.**

Over the past six months we have deployed the same infrastructure into our data centres in Germany, Switzerland and Italy, reducing the energy we consume and providing the foundation for further Green IT initiatives.

#### FOCUS FOR FY2019



Re-benchmark all Computershare offices on environmental performance




Work towards eliminating single-use plastic in Computershare offices globally by FY2020



Continue to focus on Green IT to reduce our carbon footprint

# COMMUNITY

Globally, Computershare is dedicated to supporting initiatives which help alleviate poverty through our community giving scheme, Change A Life. This important and long-running programme has a focus on sustainability by investing 80% of donations in global projects that provide long-term solutions to the communities our employees vote to work with. The remaining 20% of donations go to local projects via established charities, chosen by our local employees. Computershare matches all employee payroll donations.



**AUD 8.4 million raised**  
for Change A Life since launch



**AUD 334,602 donations**  
made to our projects in FY18

## WORLD YOUTH INTERNATIONAL

We are pleased to announce World Youth International (WYI) as our new global Change A Life partner, selected by employees. WYI is an Australian-based charity committed to enhancing quality of life, strengthening communities and reducing poverty through sustainable development projects. Change A Life has made a five-year commitment to support the WYI School in Gokarna, Nepal, which opened in 1999 and has an annual enrolment of over 500 students.

Even at this early stage, substantial progress has been made towards these goals.



### HIGHLIGHTS

- > Donated over \$215,000 (AUD) in the first year of partnership
- > Renovated the school library and science laboratory and purchased new equipment
- > Upgraded the entrance road to make it possible for vehicles to access the school
- > Instituted a training programme to help improve the skills of teachers
- > Awarded five-year scholarships to 14 female students

## COME-SHARE EDUCATION - SRI LANKA

The Come-Share Foundation assists students from low income families to complete their high-school education and to undertake other post-secondary education and training to further their employment prospects. The support provided includes extra tuition classes for A-level students, and payment of expenses such as board and lodging, educational materials and travel for university students.



### HIGHLIGHTS


- > Supported over 500 individual students and a further 200 in group classes in the 12 months to March 2018
- > Sponsored 23 students to participate in a three-month YMCA residential programme
- > Supported 40 students in attending the Northern Technical Institute and completing courses in business English

## CHANGE A LIFE FOUNDATION DINNER


Computershare Australia proudly hosted the Change A Life Foundation Dinner on Saturday 12 May at the Brisbane Hilton for over 300 guests. The event raised almost AUD 60,000 for World Youth International, and the Brisbane office's local Change A Life charity, Kickin' with a Cuz. Those who attended enjoyed performances by the Yerongpan Aboriginal Dancers, and traditional Nepalese performances from percussionist Dheeraj Shrestha and dancer Kamana Poudel.




## FOCUS FOR FY2019



Run a successful Trek Nepal for employees and raise £140,000 in the process



Continue to work with our selected local charities to implement engagement programmes



Increase employee participation in Change A Life

# NOTICE OF ANNUAL GENERAL MEETING

The 2018 Annual General Meeting (AGM) of Computershare Limited (ABN 71 005 485 825) (Company) will be held on Wednesday, 14 November 2018 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 2018.

### 2. Re-election of Mr Chris Morris as a director

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

"That Mr Chris Morris, who retires from office, is re-elected as a director of the Company."

### 3. Election of Ms Abi Cleland as a director

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

"That Ms Abi Cleland, who having been appointed a director of the Company since the last Annual General Meeting, is elected as a director of the Company."

### 4. Election of Ms Lisa Gay as a director

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

"That Ms Lisa Gay, who having been appointed a director of the Company since the last Annual General Meeting, is elected as a director of the Company."

### 5. Election of Dr Paul Reynolds as a director

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

"That Dr Paul Reynolds, who having been appointed a director of the Company since the last Annual General Meeting, is elected as a director of the Company."

### 6. Remuneration Report

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

"That the Remuneration Report for the year ended 30 June 2018 is adopted."

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

### 7. 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 129,707 performance rights under the Company's Long Term Incentive plan on the terms summarised in the Explanatory Notes."

#### 8. Amendment to hurdles for Performance Rights previously granted to the Chief Executive Officer

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

“That the Company approve amendments to the performance hurdles attaching to performance rights previously granted under the Company’s Long Term Incentive plan to the Chief Executive Officer, Stuart Irving, such that growth in management adjusted earnings per share is calculated on a constant currency basis and as further described in the Explanatory Notes.”

#### 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 6, 7 and 8. The term ‘closely related party’ in relation to a member of KMP includes a spouse, dependent and certain other close family members, as well as any companies controlled by the KMP. In addition, voting exclusions apply in respect of Item 7 and 8 under the ASX Listing Rules. Please refer to the Explanatory Notes for more details.

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, appearing to be 'D M Horsley', with a long, sweeping horizontal line extending to the right.

D M Horsley  
Company Secretary  
8 October 2018



# EXPLANATORY NOTES

These Explanatory Notes are included in, and form part of, the Notice of AGM dated 8 October 2018.

## 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 MR CHRIS MORRIS AS A DIRECTOR

### Reasons for retirement and presentation for re-election

Mr Chris Morris retires from office and, being eligible, offers himself for re-election.

### Professional experience

Position Non-Executive Director

Age 70

Independent No

### Term of office

Mr Chris Morris and an associate established Computershare in 1978. He was appointed Chief Executive Officer in 1990 and oversaw the listing of Computershare on the ASX in 1994. Chris became the Group's Executive Chairman in November 2006 and relinquished his executive responsibilities in September 2010 and subsequently stood down as Chairman in November 2015.

Chris was last re-elected in 2015.

### Skills and experience

Chris Morris has worked across the global securities industry for more than 30 years. His knowledge, long-term strategic vision and passion for the industry have been instrumental in transforming Computershare from an Australian business into a successful global public company.

### Other directorships and offices

Non-Executive Chairman of Smart Parking Technologies Limited

Non-Executive Chairman of DTI Limited

### Board committee membership

Member of the Nomination Committee

Member of the Acquisitions Committee

### Recommendation

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

## ITEM 3 - ELECTION OF MS ABI CLELAND AS A DIRECTOR

### Reasons for election

Ms Abi Cleland was appointed a director of the Company on 14 February 2018. Under the Company's constitution she holds office until the end of this Annual General Meeting, and being eligible, presents herself for election.

### Professional experience

Position Non-Executive Director

Age 45

Independent Yes

#### Term of office

Ms Abi Cleland was appointed to the Board as an additional non-executive director on 14 February 2018.

#### Qualifications

B.Com, BA, MBA.

#### Skills and experience

Abi Cleland has extensive global experience in strategy, M&A, digital and business growth. Abi has held senior executive roles in the industrial, retail, agriculture and financial services sectors at companies including ANZ, Amcor, Incitec Pivot, Caltex after starting her career at BHP. Over the last five years Abi set up and ran an advisory and management business, Absolute Partners which focused on strategy, M&A and building businesses leveraging disruptive changes.

#### Other directorships and offices

Non-Executive Director of Orora Limited

Non-Executive Director of Sydney Airport Limited

Non-Executive Director of Swimming Australia

Chair of Planwise Australia

#### Board committee membership

Member of the Human Resources and Remuneration Committee

Member of the Nomination Committee

### Recommendation

The Board (excluding Ms Cleland) recommends the election of Ms Cleland as a director of the Company.

## ITEM 4 - ELECTION OF MS LISA GAY AS A DIRECTOR

### Reasons for election

Ms Lisa Gay was appointed a director of the Company on 14 February 2018. Under the Company's constitution she holds office until the end of this Annual General Meeting, and being eligible, presents herself for election.

### Professional experience

Position Non-Executive Director

Age 56

Independent Yes

#### Term of office

Ms Lisa Gay was appointed to the Board as an additional non-executive director on 14 February 2018.

#### Qualifications

BA, LLB

# EXPLANATORY NOTES

## Skills and experience

Lisa Gay is a highly regarded business leader with extensive financial services experience in funds management, investment banking, and stockbroking. She was formerly Chair of the Australian Securities and Investment Commission's Markets Disciplinary Panel and Deputy Chair of the Indigenous Land Corporation. From 1990-2010 Lisa was general counsel and managing director of the Goldman Sachs Group Australia.

## Other directorships and offices

Non-Executive Director of Victoria Funds Management Corporation  
Non-Executive Director of Koda Capital  
Member of the Council of Trustees of the National Gallery of Victoria

## Board committee membership

Member of the Risk and Audit Committee  
Member of the Nomination Committee

## Recommendation

The Board (excluding Ms Gay) recommends the election of Ms Gay as a director of the Company.

## ITEM 5 - ELECTION OF DR PAUL REYNOLDS AS A DIRECTOR

### Reasons for election

Dr Paul Reynolds was appointed a director of the Company on 5<sup>th</sup> October 2018. Under the Company's constitution he holds office until the end of this Annual General Meeting, and being eligible, presents himself for election.

### Professional experience

**Position** Non-Executive Director

**Age** 61

**Independent** Yes

**Term of office**

Dr Paul Reynolds was appointed to the Board as an additional non-executive director on 5<sup>th</sup> October 2018.

### Qualifications

BA, PhD

### Skills and experience

Paul Reynolds is a CEO and Chairman with an extensive board-leadership record in complex, large-scale technology and infrastructure enterprises. He was a member of the board at British Telecom from 2001-2007 and CEO of one of its largest businesses, BT Wholesale, where he led the network, global technology and many of its biggest transformation programs. He was also CEO of Telecom New Zealand from 2007-2012, during its turnaround and the world's first structural-separation into independent retail and network companies. He is based in the UK.

## Other directorships and offices

Non-Executive Chairman of 9 Spokes Limited  
Non-Executive Director of XConnect Global Networks Limited

## Board committee membership

Member of the Nomination Committee

## Recommendation

The Board (excluding Dr Reynolds) recommends the election of Dr Reynolds as a director of the Company.

## ITEM 6 - 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 2018. The report is found on pages 41 to 53 of the Annual Report, which is available on Computershare's website – [www.computershare.com](http://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.

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 6 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 6.

## ITEM 7 - GRANT OF PERFORMANCE RIGHTS TO THE CHIEF EXECUTIVE OFFICER

The Company is seeking shareholder approval for the grant of 129,707 performance rights to the CEO, Stuart Irving, in respect of his FY2019 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.

# EXPLANATORY NOTES

## Details of proposed grant to the CEO

The total number of performance rights to be granted to the CEO is 129,707. This number was determined based on the CEO's maximum FY2019 LTI opportunity which is calculated by dividing AUD 2.48 million (equal to 40% of the CEO's total remuneration opportunity) by AUD 19.12 (being the volume weighted average price of Computershare shares over the five trading days following the release of the Company's FY2018 results on 15 August 2018).

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.

## 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 of the annual growth in management earnings per share (EPS) over each year of the performance period (calculated on a constant currency basis).
- > 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 average annual growth in management EPS (calculated on a constant currency basis) across the performance period, being 1 July 2018 to 30 June 2021 as follows:

Average annual growth in management EPS over the performance period (constant currency)		Performance Rights subject to EPS Hurdle that vest (%)
Maximum % or above	12% or greater	100%
Between threshold % and maximum %	Between 5% and 12%	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 Board has determined that EPS should be calculated on a constant currency basis. Constant currency means the impact of changes in foreign exchange rates on group earnings is eliminated. The Board considers the use of constant currency in assessing performance against the EPS hurdle is the better approach as it provides a closer correlation between management performance and remuneration outcomes and avoids unintended windfall gains and losses by virtue of currency movements.

## 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 2018 to 30 June 2021.

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 90,627 performance rights at no cost under the LTI Plan in FY2018 in accordance with shareholder approval received at the 2017 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 7:

- that is in favour of the resolution 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 7.

## ITEM 8 - AMENDMENT TO PERFORMANCE RIGHT HURDLE

At the 2016 AGM and 2017 AGM of the Company, shareholders approved the grant of 170,170 and 90,627 performance rights respectively to the CEO, Stuart Irving, under the LTI plan.

Each of the FY2017 and FY2018 grants is currently subject to a performance condition whereby one half of the grant will be tested against a hurdle based on compound growth in management EPS over a three year performance period.

The Board of the Company has determined that it intends to amend the EPS performance condition for each of these FY2017 and FY2018 grants so that it is calculated on a constant currency basis. Given the original LTI grants to the CEO were approved by shareholders, the Board believes it is appropriate that the proposed change to the performance condition is also approved by shareholders before the amendment is made. The change will, if approved by shareholders, be applied to all outstanding FY2017 and FY2018 LTI awards granted to the CEO and other executives participating in the LTI plan (comprising 738,356 and 494,774 performance rights respectively). The change also requires the consent of the CEO and other LTI holders and this has already been obtained.

The threshold and maximum annual growth hurdles for these awards will remain unchanged at 5% and 15% respectively. However, it is proposed that EPS performance is calculated based on an average of the annual growth in management EPS on a constant currency basis across each year of the performance period.

Constant currency means the impact of changes in foreign exchange rates on group earnings is eliminated. The Board considers the use of constant currency in assessing performance against the EPS hurdle is the better approach as it provides a closer correlation between management performance and remuneration outcomes and avoids unintended windfall gains and losses by virtue of currency movements. The Company also uses constant currency when providing earnings guidance and it is also used when determining awards under the group's short term incentive plan for senior management. This is also the approach proposed for the EPS performance hurdle applied to the FY2019 grants under the LTI plan as set out in Item 7.

As the performance periods for the FY2017 and FY2018 awards (1 July 2016 to 30 June 2019 and 1 July 2017 to 30 June 2020 respectively) are continuing, it is not possible to state what will be the impact of this resolution on future vesting of the awards as the impact of currency movements over the full period is unknown. However, based on currency movements within the respective performance periods to date, the difference in vesting outcomes is currently immaterial.

### **Voting exclusion statement**

The Company will disregard any votes cast on Item 8:

- › that is in favour of the resolution 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) recommends that shareholders vote in favour of Item 8.

## **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.



# EXPLANATORY NOTES

- 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.

## 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: 332-877-716
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](http://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.

- 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.

# EXPLANATORY NOTES

## 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 6, 7 and 8 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 6, 7 or 8, 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.

## 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 Monday 12 November 2018. 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 Monday, 12 November 2018.
- 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 Monday 12 November 2018. 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 Monday 12 November 2018.

## 2. Corporate representatives

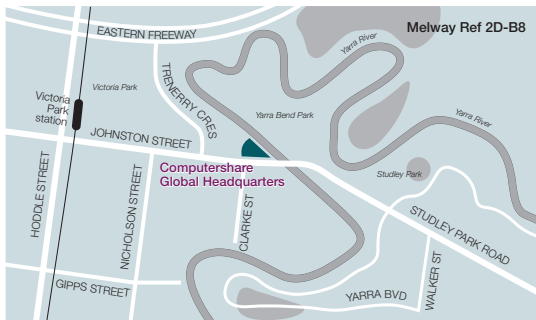
2.1. Corporate shareholders and corporate proxies may appoint a representative in accordance with the Corporations Act.

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.

### 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 Mernda 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](http://www.computershare.com)**



## Lodge your vote:



**Online:**

[www.investorvote.com.au](http://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](http://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](http://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 Monday, 12 November 2018**

### 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](http://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 Wednesday, 14 November 2018 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 6, 7 and 8 (except where I/we have indicated a different voting intention below) even though Items 6, 7 and 8 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 6, 7 and 8 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 Mr Chris Morris as a director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 3 Election of Ms Abi Cleland as a director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 4 Election of Ms Lisa Gay as a director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 5 Election of Dr Paul Reynolds as a director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 6 Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 7 Grant of Performance Rights to the Chief Executive Officer	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 8 Amendment to hurdles for Performance Rights previously granted 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