

MARKET ANNOUNCEMENT

Date:	4 October 2019
To:	Australian Stock Exchange
Subject:	2019 Notice of Annual General Meeting

Enclosed is the Computershare 2019 Notice of Annual General Meeting and related proxy form.

The AGM will be held at 10.00am on Wednesday 13 November 2019 at Computershare's Global Headquarters, 452 Johnston Street, Abbotsford, Victoria.

The meeting materials will be sent to shareholders on Friday, 4th October 2019.

For further information contact:

Dominic Horsley

Company Secretary

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, proxy solicitation and stakeholder communications. We also specialise in corporate trust, mortgage, bankruptcy, class action, utility and tax voucher administration, 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.

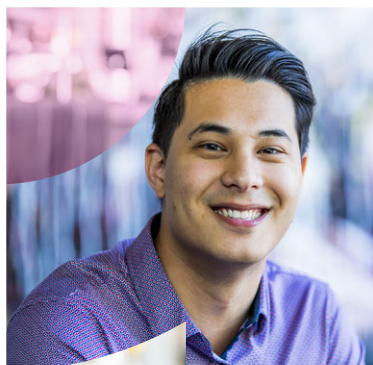
Computershare is represented in all major financial markets and has over 12,000 employees worldwide. For more information, visit www.computershare.com

MARKET ANNOUNCEMENT



2019

NOTICE OF MEETING



CONTENTS

Invitation from the Chairman	1
Key financial metrics	4
Growth, profitability and capital management	6
Corporate Responsibility	10
Notice of Annual General Meeting	12
Items of business	12
Additional information	13
Explanatory Notes	14
Voting procedures	20
Corporate representatives	24
Information for shareholders	24

DESIGNED AND PROCURED BY

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

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INVITATION FROM THE CHAIRMAN

Dear Shareholder,

We would like to invite you to our 2019 Annual General Meeting to be held at 10.00am on Wednesday 13 November 2019. 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 21 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, the resolutions to be considered at the meeting include the standard director re-elections.

You will see that this year I am standing for re-election. It has been my absolute privilege to serve as a director of Computershare since 2005, and for last five years as Chairman. Computershare has enjoyed tremendous change and growth over this time and it truly is a great Australian success story. We are also well positioned to maintain this growth and change agenda to enable continued success into the future.

You may have noticed that there has been a significant renewal of the Board in recent years, with the retirements of Penny MacLagan, Les Owen and Markus Kerber and the recent appointments of Abi Cleland, Lisa Gay and Paul Reynolds. I believe that it is important for all organisations to maintain a good balance of deep organisational knowledge and fresh perspectives and I believe we have managed that well over the years.

With that in mind, I would like to advise you all it is my intention that, if re-elected, this will be my last term of office as Chairman of Computershare. This will provide sufficient time for me to provide support for our recently appointed directors as well as for the company to undertake an appropriate and orderly process to appoint a new Chairman at the end of my term.

The resolutions also include the adoption of the remuneration report, which you can read from pages 45 to 60 of our Annual Report as well as 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.

At the 2018 AGM, Computershare received a "first strike" against its remuneration report. While a majority of our shareholders voted in favour of the resolution to adopt the remuneration report, around 32% of the votes cast at the meeting were against. Your Board treated this investor sentiment seriously and we committed to understand, and where we can, rectify these concerns. A detailed response to these matters is set out in the remuneration report with an accompanying Chairmen's letter and we hope that we have appropriately addressed the concerns that led to last year's strike.

The resolutions also include a conditional spill resolution. This will only be put to the meeting if we receive a second strike.

Full details of all of the resolutions are included in the Notice of Meeting.

INVITATION FROM THE CHAIRMAN

YEAR IN REVIEW*

MANAGEMENT RESULTS	REVENUE \$2,411.4M ↑ 4.8%	EBITDA \$685.9M ↑ 10.2%	EPS 71.46 CENTS ↑ 12.8%
GROWTH	EMPLOYEE SHARE PLANS <ul style="list-style-type: none"> Strong revenue growth +29.6% including initial contribution from Equatex 	US LOAN SERVICES <ul style="list-style-type: none"> Improved performance in the second half with UPB of \$101.8bn (+25.7%) Revenue +18% with scope for long-term growth 	ISSUER SERVICES <ul style="list-style-type: none"> Global alignment building traction in our largest business Revenue +2.7%, EBITDA +10.2%
PROFITABILITY <ul style="list-style-type: none"> Group EBITDA margin - continues to rise to 28.4% (up 130bps) Margin income improves again to \$250.7m (+39.7%) with \$18.5bn average client balances US Register Maintenance - revenues +5.3% with further margin expansion 		CAPITAL MANAGEMENT <ul style="list-style-type: none"> Strong balance sheet post funding Equatex acquisition and organic growth initiatives Final dividend AU 23 cents (+9.5%). New on market share buy-back announced AU\$200m 	

During FY2019, Computershare took some important steps in executing our growth strategies. We made the second largest acquisition in Computershare's history, purchasing Equatex, and we are well underway with our integration project and focused on delivering the benefits of this investment. At the same time, we began the work of transitioning our major business lines from a regional to a global model, to empower each of them to identify and take advantage of the best market opportunities wherever they might be found.

With all this taking place, we still continued to hit our targets. Management EPS increased by 12.8%, EBITDA increased by 10.2% and return on equity once again exceeded 26%. We've seen improved operating leverage and margin expansion in the business.

We benefited from higher interest rates which helped margin income increase by 40% to over \$250 million. This enhanced our results and contributed to funding higher returns for shareholders. The final FY2019 dividend of AU 23 cents (up 9.5%) brings the total dividend for the year to AU 44 cents, an increase of 10% year on year. We are also carrying out an AU\$200 million on-market share buy-back to efficiently distribute capital to shareholders.

In Employee Share Plans, the contribution of Equatex has outperformed our initial expectations, bringing stronger than expected transactional revenues. US Mortgage Services is also tracking to plan too, with improving US market conditions leading to a stronger second half performance.

The focus for Issuer Services, our largest business, has broadened from seeking efficiencies and margin improvement to achieving growth. We are focused on bringing new services and products to market to build share in new, complementary revenue pools.

* All references to Management Results in the Chairman's report are in constant currency unless otherwise stated

Our cost-out programs are another important contributor to our results, delivering over \$30 million of gross savings this year. Over the last three years, we have now realised over \$80 million of gross savings with another \$60 million to come over the next four years.

Our balance sheet remains strong. After funding several major investments, our leverage ratio (net debt to EBITDA excluding non-recourse debt) remains conservative at 1.84x. With our free cash flow we are well placed to self-fund our growth strategies and reward shareholders.

OUTLOOK

Computershare's success comes from our disciplined execution. We have clear, long-term strategies, which in turn drive specific priorities for each year, communicated to every employee. In plain language, everyone knows exactly what they need to do.

In FY2020 we expect underlying profit growth in all our major business lines. However, we expect this growth to be offset by the impact of two factors that are explained by our CEO in detail in his report. In effect, Management EPS is expected to decline by 5% this year. We are strongly committed to delivering sustained earnings growth and improved shareholder returns.

ACKNOWLEDGMENTS

On behalf of my fellow directors, I'd like to thank you for your ongoing support as a shareholder and look forward to your continuing involvement in FY2020. Computershare is well positioned to maintain growth and profitability into the future, and to provide real value for our shareholders, customers and communities alike.

Of course, none of this would be possible without the outstanding people that work in our offices around the world. As we often reiterate, culture is critical to us. In support of this, our global People team has rolled out a new program 'Being Purple' to codify our core values of Certainty, Ingenuity and Advantage that underly our strong performance year on year.

I'd also like to take a moment to convey our appreciation to more than 50 of our employees participating in Trek Nepal 2018 and 2019, who have committed to raise more than AU \$440,000 to support our major Change A Life partner, World Youth International. You can read more about this in the Community section of this report.

I would like to especially thank Stuart Irving, our CEO and President, for the tireless work he performs on behalf of our company, and the high quality of leadership he provides, ensuring our strategies are fully realised. I'd also like to thank Mark Davis, our CFO. After nineteen years of service Mark has informed the Company of his intention to resign. We appreciate his outstanding contribution to Computershare and wish him all the very best for the future.

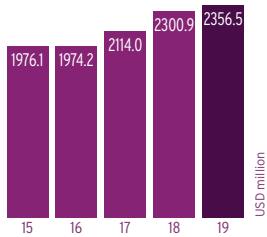
Finally, I would also like to acknowledge my fellow board members for their considerable expertise, skills and invaluable support and support.



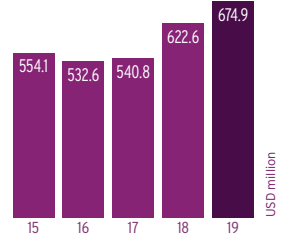
Simon Jones
Chairman

KEY FINANCIAL METRICS

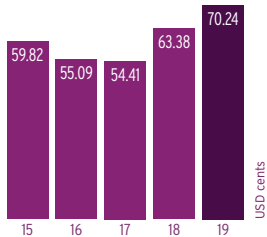
MANAGEMENT
REVENUE



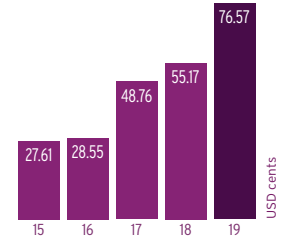
MANAGEMENT
EBITDA



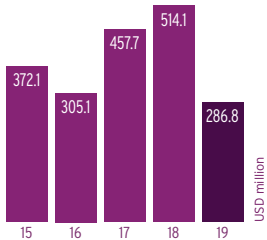
MANAGEMENT
EPS



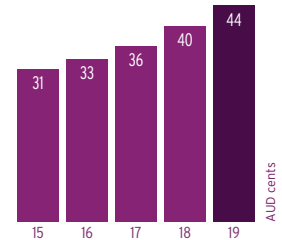
STATUTORY
EPS



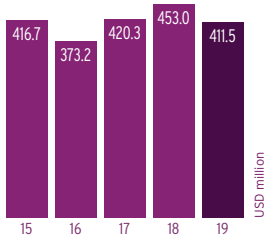
CASH FLOW FROM
OPERATIONS



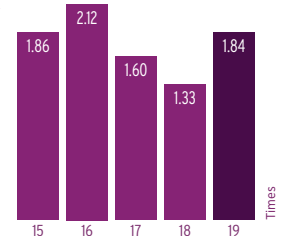
DIVIDEND
PER SHARE



NET OPERATING
CASH FLOW
EXCLUDING
SLS ADVANCES

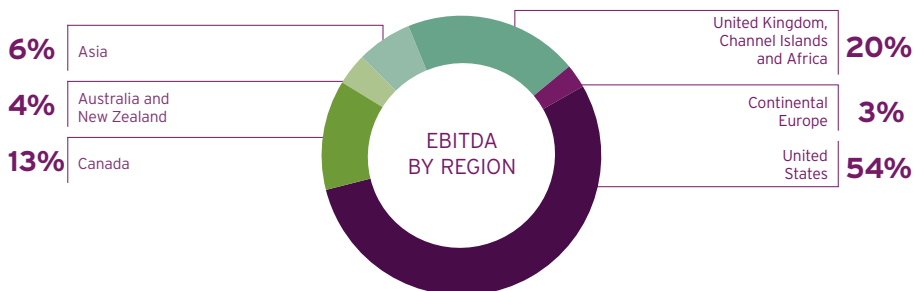
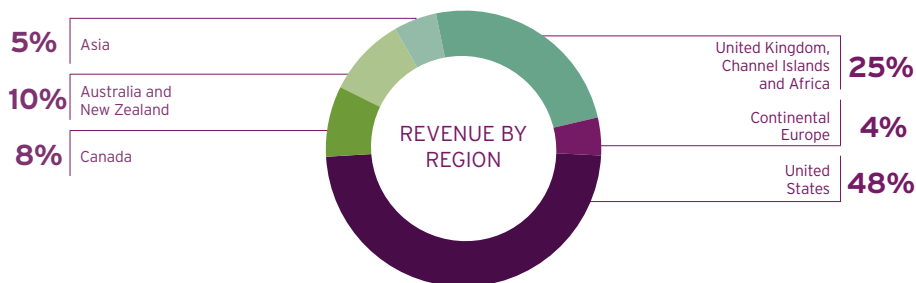
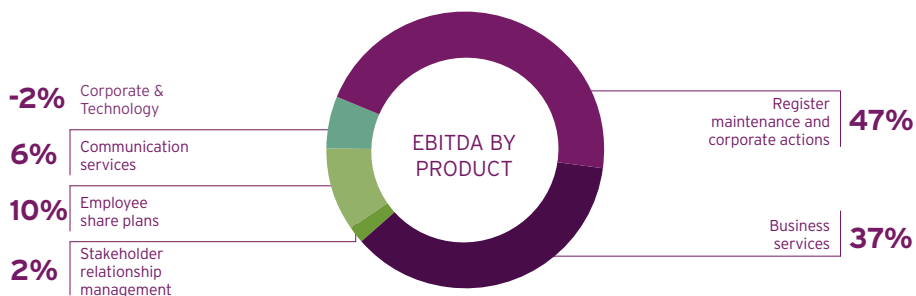
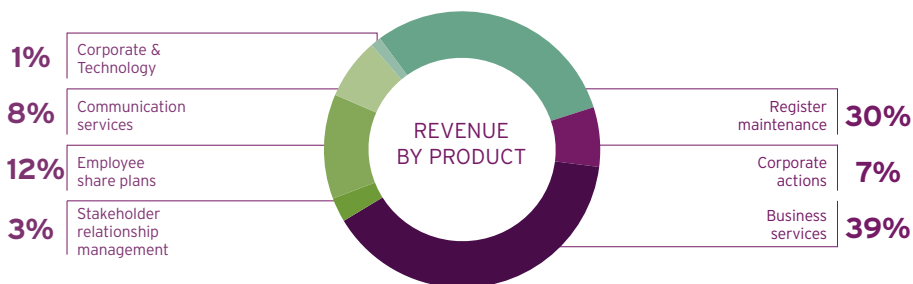


NET DEBT TO EBITDA
RATIO EXCLUDING
NON-RECOURSE SLS
ADVANCE DEBT



All financials are presented in United States Dollars (USD) and all comparative references are to FY2018 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 77 to 78 of the Company's 2019 Annual Report which can be found at www.computershare.com

GROWTH

Computershare continues to lay the foundations for sustained growth and returns through disciplined investments in growth engines, careful cost controls and selective complementary acquisitions.

EMPLOYEE SHARE PLANS

Computershare leverages local knowledge and full-service expertise to support complex global requirements for our employee share plan clients. Our growth strategy is to continue building our client base and volume of assets under administration, to drive high quality recurring revenues and fees on potential transactions.

FINANCIAL RESULTS IN FY2019

	FY2019 @ CC	FY2018 Actual	CC Variance
Fee revenue	\$133.7	\$107.3	+24.6%
Transactional revenue	\$123.9	\$86.0	+44.1%
Margin income	\$16.2	\$16.7	-3.0%
Other revenue	\$22.1	\$18.4	+20.1%
Total employee Share Plans revenue	\$295.9	\$228.4	+29.6%
Employee Share Plans EBITDA	\$70.8	\$53.8	+31.6%
EBITDA margin	23.9%	23.5%	+40bps
EBITDA ex margin income	\$54.6	\$37.0	+47.6%
EBITDA margin ex margin income	19.5%	17.5%	+200bps

HIGHLIGHTS

ENHANCED

- > Client base with new client wins reflecting our technical expertise
- > Equatex is outperforming expectations - it enhances our scale, capabilities and financial performance

COMMENCED

- > Integration of Equatex, including adopting the EquatePlus platform across our European business

ADMINISTERED

- > \$156.7bn employee share plan assets globally

FOCUS FOR FY2020



Complete the integration of Equatex



Complete migration of UK and EU clients to the EquatePlus platform



Continue to build our client base to increase revenue

INCREASED

- > Client satisfaction ratings across all markets

DELIVERED

- > Strong revenue growth +29.6%

MORTGAGE SERVICES

Computershare offers a comprehensive range of services across the mortgage services value chain. It's an industry that aligns with our core strengths and which we've come to understand well. We are building competitive differentiation by focusing on service quality, technology and product offerings. We achieved our 20% pre-tax profit margins towards the end of FY2019 and are building towards our Free Cash Flow Return on Capital target of 12-14%.

FINANCIAL RESULTS IN FY2019

	FY2019 @ CC	FY2018 Actual	CC Variance
US Mortgage Services revenue	\$361.2	\$306.1	+18.0%
UK Mortgage Services revenue	\$263.4	\$254.1	+3.7%
Total Mortgage Services revenue	\$624.6	\$560.2	+11.5%
Total Mortgage Services EBITDA	\$136.5	\$124.5	+9.6%

HIGHLIGHTS

INCREASED

- > Unpaid Principal Balances in the US by 25.7% to \$101.8bn
- > Capital light sub servicing Unpaid Principal Balances, +34.9%

LAUNCHED

- > Loss mitigation workflow and customer service applications
- > Correspondence reconciliation website for borrowers
- > Point of sale system supporting expansion of servicing retention/recapture business

INTEGRATED

- > LenderLive business

RATED

- > Highest again, out of all UK third-party mortgage providers by Fitch and S&P Global

FOCUS FOR FY2020



Successfully complete the CLS UK asset migration



Continue to grow the US business while maintaining the optimum revenue mix



Deliver on target pre-tax profit margins and returns on capital for the year

PROFITABILITY

ISSUER SERVICES

Our Issuer Services business encompasses a wide range of markets across every major region, but its core remains in Register Maintenance and Corporate Actions, where our financial performance continues to be strong. We have deep expertise in international markets to guide our clients and their advisors through highly complex transactions. Our continued focus is re-energising, growing and increasing the profitability of our largest business.

FINANCIAL RESULTS IN FY2019

	FY2019 @ CC	FY2018 Actual	CC Variance
Register Maintenance revenue	\$727.1	\$710.3	+2.4%
Corporate Actions revenue	\$167.5	\$160.6	+4.3%
Total Register Maintenance & Corporate Actions revenue	\$894.6	\$870.9	+2.7%
Register Maintenance & Corporate Actions EBITDA	\$319.9	\$290.4	+10.2%
EBITDA margin	35.8%	33.3%	+250bps
EBITDA ex margin income	\$202.2	\$207.9	-2.7%
EBITDA margin ex margin income	26.0%	26.4%	-40bps

FOCUS FOR FY2020



Continue to improve our front office capabilities and align them with our global business model



Grow new revenue streams and continue to grow our client base



Launch further premium service offerings for shareholders

HIGHLIGHTS

INCREASED

- > Market recognition for CPU's expertise in complex cross border transactions, driving high profile client wins

LAUNCHED

- > *DirectStock*, a new online investment plan in the US
- > Program for UK issuers to proactively reissue outstanding monies to shareholders
- > *Proximity* service in conjunction with Citibank for UK, Irish and offshore equity issuers
- > Investor Centre app for Australian securityholders

IMPROVED







- > Customer service levels and investments in product development resulting in increased client satisfaction ratings

POSITIONED TO

- > Leverage core skills and strong client relationships into new Issuer Services – private markets, governance and corporate secretarial services

CAPITAL MANAGEMENT

This encompasses our strategy to enhance shareholder returns. Our balance sheet remains strong after funding the Equatex and LenderLive acquisitions and organic growth initiatives.

	CONSISTENTLY HIGH RETURNS <ul style="list-style-type: none">> ROE 26.4%, ROIC 14.8%		CONSERVATIVE BALANCE SHEET <ul style="list-style-type: none">> 1.84x net debt to EBITDA, below mid point of range> 4.0 year average debt duration, \$550m USPP completed on improved terms> BBB/Baa2 ratings
GROWTH INVESTMENTS <ul style="list-style-type: none">> Equatex \$419.7m> LenderLive \$31.8m> MSR's \$100.4m		RECYCLING CAPITAL <ul style="list-style-type: none">> Karvy sold, \$75.7m post tax proceeds	
	SHARE BUY-BACK <ul style="list-style-type: none">> AUD 200m announced		INCREASED DIVIDEND <ul style="list-style-type: none">> Final 23 cps, +9.5%> Franked @ 30%

FOCUS FOR FY2020



Continue to improve total returns for shareholders



Carry out share buy-back of up to AUD 200m

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

In the 1970s, Computershare pioneered electronic platforms for managing share registers. Forty years later, all our global businesses continue to champion the use of innovative technology to enable our clients to reduce the environmental footprint of their own activities.



REDUCING ENERGY AND PAPER USE FOR SHAREHOLDERS IN ISSUER SERVICES



INVESTING IN MOBILE-FIRST CAPABILITIES FOR OUR MORTGAGE SERVICES CUSTOMERS



PROMOTING FULLY ELECTRONIC ENROLMENT FOR EMPLOYEE SHARE PLANS



REPLACING PRINT AND MAIL WITH DIGITAL COMMUNICATIONS




ENABLING SELF-SERVICE THROUGH OUR VIDEO CHANNEL

REDUCTION TARGETS


We have a number of sustainability targets in place for delivery in FY2020, FY2022 and FY2023. Having these sustainability goals ensures we maintain a focus on managing and reducing our environmental impact wherever possible. We set targets where data is available and have prioritised our key locations around the world. With one year to go, we are on track to achieve our FY2020 goals and continue to progress towards reaching our FY2022 and FY2023 reduction goals. For more information on how we're tracking against each of our reduction targets, visit www.computershare.com/cr

GREEN OFFICE CHALLENGE 9: TURNING THE TIDE ON PLASTIC WASTE


As part of our two-year commitment to cut single-use plastic from across our business, we challenged our employees to submit proposals to reduce plastic waste. We received over 30 submissions from around the world, with six selected to receive funding:



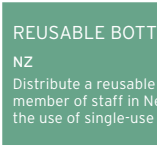
TERRACYCLE RECYCLING
UK
Reduce the amount of single-use plastic waste going to landfill by sending plastic items such as plastic crisp packets and wrappers to TerraCycle for recycling.




REUSABLE BOTTLES
Canada
Distribute a reusable drink bottle to every Canadian member of staff to reduce the use of single-use cups.




SPOON-FREE NORTH AMERICA
USA
Reduce the need for single-use plastic cutlery and coffee stirrers by providing staff with reusable cutlery/flatware.




REUSABLE BOTTLES
NZ
Distribute a reusable drink bottle to every member of staff in New Zealand to reduce the use of single-use cups.



REUSABLE BOTTLES
NZ
Distribute a reusable drink bottle to every member of staff in New Zealand to reduce the use of single-use cups.



ELIMINATE SINGLE-USE PLASTIC CONDIMENT SACHETS
UK
Introduce dispensers for condiments across all UK sites to eliminate the 55,000 single-use plastic condiment sachets currently used each year.



ELIMINATE SINGLE-USE HOT BEVERAGE CUPS AND LIDS
UK
Distribute a reusable hot beverage cup to all our UK Loan Services employees to reduce the use of single-use cups.

COMMUNITY






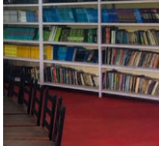







Globally, Computershare is dedicated to supporting initiatives that help alleviate poverty through our community giving scheme, Change A Life. This important and long-running program has a focus on sustainability by investing 80% of donations in global projects that provide long-term solutions for the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

AUD 9.3 million raised
for Change A Life since launch

AUD 760,150 donated
to our projects in FY2019

WORLD YOUTH INTERNATIONAL

Our employees chose World Youth International (WYI) to be our global Change A Life partner in 2017. 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. From 2017 to 2022 we have committed to fund a range of improvements to the school, upgrading classrooms and other facilities, extending the school program into Year 11 and 12, and supporting improvements to the quality of education provided.

503 students and 38 staff benefit from Change A Life funding	 26 new computers		 1 new school bus		14 scholarships awarded to female students
 Upgraded library		200 novels for library	 New sporting equipment	 Building 50 bed boarding home	
22 teachers attending advanced training	 Upgraded science lab		 4 new classrooms		383 course books provided

TREK NEPAL

From 2018 through 2020, Computershare is funding an annual employee trek, with participants chosen from regular contributors to Change A Life. Trek teams each year are drawn from one of our three regions: UK and Europe, Asia Pacific and North America. Each trek follows the Ghorepani Poon Hill trail in the Annapurna region and concludes with a visit to the WYI school. Computershare pays for all trekking costs, travel, meals, guides, accommodation and provides participants with an additional two weeks of annual leave to cover the time spent away from the office.

2018 TREK

In November 2018, 33 Computershare staff from the United Kingdom, Channel Islands, Ireland, and Continental Europe teamed up to complete Trek Nepal. The team had a fundraising goal of AUD 250,000.

To reach their target, trekkers organised activities to raise funds in their offices and local communities, including the Yorkshire Three Peaks Challenge and the 'On Yer Bike' bicycle challenge which offered 20, 50 or 75 mile routes around Bristol, Monaghan or Edinburgh.

The trek was hugely successful, raising over AUD 300,000 which went to WYI to fund the construction of a co-ed student boarding home to allow students from remote areas to access education.

2019 TREK

In November 2019, 22 Computershare staff from Australia, New Zealand and Hong Kong will travel to Nepal with the goal of raising AUD 150,000 to fund ongoing projects at the WYI school.

As part of their fundraising, trekkers from participating countries have organised events including Nepali dinners, bake sales and trivia nights, as well as a successful charity golf tournament in Hong Kong which attracted corporate sponsors for the trek.

If you'd like to donate to the trek, please visit <https://worldyouth.org.au/fundraising/trek-nepal-2019>

NOTICE OF ANNUAL GENERAL MEETING

The 2019 Annual General Meeting (AGM) of Computershare Limited (ABN 71 005 485 825) (Company) will be held on Wednesday, 13 November 2019 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 2019.

2. Re-election of Mr Simon Jones as a director

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

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

3. Re-election of Ms Tiffany Fuller as a director

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

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

4. Remuneration Report

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

"That the Remuneration Report for the year ended 30 June 2019 is adopted."

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

5. 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 190,443 performance rights under the Company's Long Term Incentive plan on the terms summarised in the Explanatory Notes"

6. Spill Meeting (conditional)

If required, to consider and, if thought fit, pass the following resolution as an ordinary resolution:

"That, subject to and conditional on at least 25% of the votes cast on resolution 4 being cast against the adoption of the Remuneration Report for the year ended 30 June 2019:

1. a general meeting of the Company (the 'Spill Meeting') be held within 90 days of the passing of this resolution;
2. all of the Non-executive Directors in office when the resolution to make the directors' report for the financial year ended 30 June 2019 was passed and who remain in office at the time of the Spill Meeting, cease to hold office immediately before the end of the Spill Meeting; and
3. resolutions to appoint persons to offices that will be vacated immediately before the end of the Spill Meeting be put to the vote at the Spill 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 4, 5 and 6. 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, a voting exclusion applies in respect of 5 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 with the exception of Item 6 where the Chairman of the Meeting intends to vote against.

By Order of the Board

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

D M Horsley
Company Secretary
4th October 2019

EXPLANATORY NOTES

These Explanatory Notes are included in, and form part of, the Notice of AGM dated 4th October 2019.

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 SIMON JONES AS A DIRECTOR

Reasons for retirement and presentation for re-election

Mr Simon Jones retires from office and, being eligible, offers himself for re-election.

Professional experience

Position Non-Executive Chairman

Age 63

Independent Yes

Term of office

Mr Simon Jones was appointed to the Board in November 2005 as a non-executive director and he was appointed as Computershare's Chairman in November 2015.

Simon was last re-elected in 2016.

Skills and experience

Simon Jones is a chartered accountant with extensive experience in investment advisory, valuations, mergers and acquisitions, public offerings, audit and venture capital. Simon was previously a Managing Director of N.M. Rothschild and Sons (Australia) and Head of Audit and Business Advisory (Australia & New Zealand) and Corporate Finance (Melbourne) at Arthur Andersen.

Other directorships and offices

Director of Canterbury Partners

Chairman of the Advisory Board of MAB Corporation Pty Ltd

Board committee membership

Chairman of the Nomination Committee

Member of the Risk and Audit Committee

Member of the Human Resources and Remuneration Committee

Member of the Acquisitions Committee

Recommendation

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

ITEM 3 - RE-ELECTION OF MS TIFFANY 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 49

Independent Yes

Term of office

Ms Tiffany Fuller was appointed to the Board on 1 October 2014 as a non-executive director. Tiffany was last re-elected in 2017.

Skills and experience

Tiffany Fuller is an experienced public company non-executive director with broad experience in chartered accounting, corporate finance, investment banking, funds management and management consulting in Australia and globally. Tiffany's skills include finance and accounting, strategy, M&A, risk and governance. Her career includes roles at Arthur Andersen and Rothschild and spans multiple industry sectors including financial services, technology, retail, resources and telecommunications.

Other directorships and offices

Non-Executive Director of Washington H. Soul Pattinson and Company Limited (since 2017)

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

Board committee membership

Chairman of the Risk and Audit Committee

Member of the Nominations Committee

Recommendation

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

ITEM 4 - REMUNERATION REPORT

Shareholders are asked to adopt the Company's Remuneration Report for the year ended 30 June 2019. The Remuneration Report is set out on pages 45 to 60 of the Company's 2019 Annual Report.

Computershare's remuneration strategy is designed to provide a link between the achievement of the Company's strategic objectives and executive reward. It is designed to reward, motivate and retain the Company's executive team, with market competitive remuneration and benefits, to support the continued success of the Company's businesses and the creation of shareholder value.

The Remuneration Report, which has been redesigned to assist with clarity and readability, sets out, in detail, the Company's policy for determining remuneration for Directors and Senior Executives. It includes information on the elements of remuneration that are performance based, the performance conditions that apply and the methodology used to assess the achievement of these performance conditions.

The vote on resolution 4 is advisory only, and does not bind the Directors or the Company. However, a reasonable opportunity for discussion of the Remuneration Report will be provided at the Annual General Meeting. The Board will take into account the discussion on this resolution and the outcome of the vote when considering the future remuneration arrangements of the Company.

EXPLANATORY NOTES

Last year, the Company received a “first strike” as more than 25% of the votes cast on the resolution to adopt the 2018 Remuneration Report were cast against the resolution. Under the “two strikes rule”, if the Company receives a second strike, it will be required to put resolution 6 to the meeting to determine whether all the Company’s Non-executive Directors (who were in office at the time the 2019 Remuneration Report was approved) will need to stand for re-election at a special meeting to be held within 90 days of the AGM.

This year, the Remuneration Report includes the Board’s response to the strike received at the 2018 AGM. Following last year’s AGM, the Board engaged broadly with our stakeholders to understand the issues that led to the 2018 remuneration report vote. The Board has considered these perspectives and, where possible, looked to rectify the concerns raised. Details can be found in the Remuneration Report.

Computershare has not, however, changed our basic philosophy on remuneration which is to maintain a good proportion of our compensation at risk, incentivise actions which we believe will drive long term shareholder value creation, while ensuring our remuneration practices are competitive in the international markets in which our executives are based and where we compete for talent.

We trust that the 2019 Remuneration Report better explains our remuneration strategy in the context of the markets in which we compete for our executive talent, how the elements of our remuneration are intended to underpin our long term strategies and how our Group performance dictates executive remuneration outcomes.

Voting exclusion statement

The Company will disregard any votes cast on Item 4 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 **FOR** Item 4.

ITEM 5 - GRANT OF PERFORMANCE RIGHTS TO THE CHIEF EXECUTIVE OFFICER

The Company is seeking shareholder approval for the grant of 190,443 performance rights to the CEO, Stuart Irving, in respect of his FY2020 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 190,443. This number was determined based on the CEO's maximum FY2020 LTI opportunity which is calculated by dividing AUD 2.79 million (equal to 45% of the CEO's total remuneration opportunity) by AUD 14.65 (being the volume weighted average price of Computershare shares over the five trading days following the release of the Company's FY2019 results on 14 August 2019).

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 average annual growth in management EPS (calculated on a constant currency basis) across the performance period, being 1 July 2019 to 30 June 2022 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.

EXPLANATORY NOTES

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 2019 to 30 June 2022.

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.

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 129,707 performance rights at no cost under the LTI Plan in FY2019 in accordance with shareholder approval received at the 2018 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 5:

- 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 **FOR** Item 5.

ITEM 6 - SPILL MEETING (CONDITIONAL)

This resolution will only be put to the AGM if at least 25% of the votes cast on the resolution to adopt the Remuneration Report (Item 4) are cast against it. If less than 25% of the votes cast are cast against adopting the Remuneration Report, then there will be no second strike and Item 6 will not be put to the AGM.

If put to the AGM, this resolution will be considered as an ordinary resolution.

If this resolution is put to the AGM and is passed, then it will be necessary for the Board to convene a further general meeting (**Spill Meeting**) of the Company within 90 days of the AGM in order to consider the composition of the Board.

EXPLANATORY NOTES

If a Spill Meeting is held, each director (other than the CEO) who:

- > held office at the date when the resolution to make the Directors' Report for the financial year ended 30 June 2019 was passed; and
- > continues in office at the date of the Spill Meeting,

will automatically vacate office at the conclusion of the Spill Meeting unless they are willing to stand for re-election and are re-elected at that Spill Meeting.

Accordingly, even if Mr Simon Jones and Ms Tiffany Fuller are re-elected by shareholders at this year's AGM, they will still need to be re-elected at the Spill Meeting to remain in office after the Spill Meeting. The other directors who will cease to hold office if they are not re-elected at the Spill Meeting are Mr Chris Morris, Mr Joseph Velli, Ms Lisa Gay, Ms Abi Cleland and Mr Paul Reynolds.

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 unanimously recommends that shareholders vote **AGAINST** Item 6.

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.

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: 320-814-180
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.

EXPLANATORY NOTES

- 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.

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 4, 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 4, 5 and 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.

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 11 November 2019. Lodgment 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, 11 November 2019.
- 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 11 November 2019. The facsimile number for this purpose is 1800 783 447 (within Australia) and +61 3 9473 2555 (outside Australia).

EXPLANATORY NOTES

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

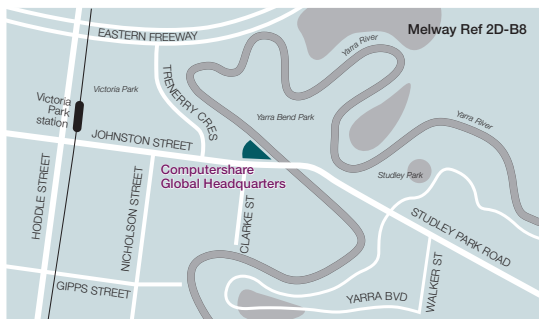
- 1.26. The Company has determined, in accordance with regulation 7.11.37 of the Corporations Regulations 2001 (Cth), that for the purpose of the AGM (including voting), shares will be taken to be held by those persons recorded in the Company's register as at 7.00pm (Melbourne time) on Monday 11 November 2019.

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.

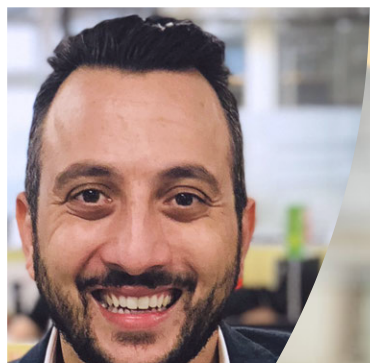
HEAD OFFICE

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



Need assistance?

**Phone:**

1300 850 505 (within Australia)
+61 3 9415 4000 (outside Australia)

**Online:**

www.investorcentre.com/contact



YOUR VOTE IS IMPORTANT

For your vote to be effective it must be received by **10.00am (Melbourne time)**
Monday 11 November 2019.

Voting Form

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.

APPOINTMENT OF PROXY

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 should 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

If you are attending in person, please bring this form with you to assist registration.

Corporate Representative

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".

Lodge your Form:

Online:

Use your computer or smartphone to lodge your vote at www.investorvote.com.au or scan your personalised QR code below using your smartphone.

Your secure access information is

Control Number: 183399

SRN/HIN:

For Intermediary Online subscribers (custodians) go to www.intermediaryonline.com

By Mail:

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

By Fax:

1800 783 447 within Australia or
+61 3 9473 2555 outside Australia



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

☐ **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 your broker of any changes.

Voting Form

Please mark ☒ to indicate your directions

Step 1 Indicate How Your Vote Will Be Cast *Select one option only*

At the Annual General Meeting of Computershare Limited to be held at Yarra Falls, 452 Johnston Street, Abbotsford, Victoria, Australia on Wednesday, 13 November 2019 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:

A 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.

OR

B Appoint a proxy to vote on your behalf ☐ I/we hereby appoint: **The Chairman of the Meeting** OR **PLEASE NOTE:** Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s). 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 4, 5 and 6 (except where I/we have indicated a different voting intention in step 2) even though Items 4, 5 and 6 are connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman.

The Chairman of the Meeting intends to vote undirected proxies in favour of each Item of business with the exception of Item 6 where the Chairman of the Meeting intends to vote against.

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 4, 5 and 6 by marking the appropriate box in step 2.

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 Simon Jones as a director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 3 Re-election of Ms Tiffany Fuller as a director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 4 Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 5 Grant of Performance Rights to the Chief Executive Officer	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 6 Spill Meeting (conditional)	<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 with the exception of **Item 6** where the Chairman of the Meeting intends to vote against. 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.

Step 3 Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1

Sole Director & Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

/ /

Date

Update your communication details (Optional)

Mobile Number

Email Address

By providing your email address, you consent to receive future Notice of Meeting & Proxy communications electronically