



2025

Notice of
Meeting

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Invitation from the Chairman



Paul Reynolds – Chairman

We would like to invite you to our 2025 Annual General Meeting to be held at 10.00 am (Melbourne time) on Thursday 13 November 2025.

Dear Shareholder,

I am delighted we will be holding our AGM at our global headquarters at Yarra Falls in Abbotsford, Victoria. We also understand that, for many of our shareholders, the ability to attend our AGM online is very welcome and that option is again available for shareholders using Computershare's online meeting platform.

Items of business

The items of business to be considered at the AGM include resolutions to consider the re-election of Tiffany Fuller as well as the adoption of the remuneration report, which you can read from pages 26 to 46 of our Annual Report. There is also a resolution to approve a proposed equity award grant to our Chief Executive Officer Stuart Irving under our long-term incentive plan.

Details of the resolutions are included in this Notice of Meeting. Your Board recommends that you vote in favour of all resolutions.

Year in review

Our strategy is to build a simpler, focused, capital light Computershare that delivers consistent results and enduring returns to shareholders. We've brought this to life by exiting non-core businesses such as US Mortgage Services and focusing primarily on the development of our three core businesses of Issuer Services, Corporate Trust, and Employee Share Plans.

A strong positive cash flow and balance sheet have allowed us to invest in new technologies and markets, making significant improvements in the products and services we offer clients, shareholders, employees and customers. Highlights include completing the rollout of EquatePlus in North America, our feature-rich employee share plan platform, delivering extensive new digital platforms for seamless customer service in Issuer Services and continuing to execute on our Corporate Trust growth and integration program.

A strong financial position

We believe Computershare's financial results for FY25 reflect the improving value we offer clients and our strategic investments. Management Earnings Per Share (EPS) – a key measure of our profitability – rose 15% to 135 cents per share for the year, a record performance.

Each of Computershare's core businesses grew its revenue and earnings, driven by higher recurring client fees and transactional revenues. Computershare's more than 12,000 employees helped make this a reality, using their unmatched expertise, experience and flexible approach to facilitate dynamic partnerships with over 25,000 clients during the year.

Rewarding our investors

We have maintained our tradition of rewarding those who have invested in Computershare's success by delivering over \$600 million in proceeds used to fund increased dividends and complete our AU\$750 million share buy-back program, a 17% increase from FY24.

We were also proud to deliver a final dividend of AU 48 cents per share, bringing the total dividend for the year to AU 93 cents, a 14.3% increase on the year before.

We continue to balance rewarding shareholders with investing in growth. Computershare's strong balance sheet provides ongoing flexibility to fund selective acquisitions, investments in technology and organic expansion, along with returns to shareholders.

Focusing on our impact

Computershare is determined to have a positive impact on the environment, our people and broader communities through our Environment, Social, and Governance (ESG) initiatives. We have continued to work hard to do the right thing, and you can read more about our initiatives in our 2025 Sustainability Report.

Building on our momentum in FY26

We are expecting FY26 to be another year of positive earnings growth, with Management EPS expected to be around 140 cents per share, a further increase of around 4%. Continuing to deliver innovative solutions that our clients can rely upon and becoming more efficient through ongoing digitisation and the roll-out of new technologies will help us achieve this.

Lower interest rates are expected to reduce margin income in FY26, however we benefit from the business's natural hedge in improving transaction activity and client balances. Lower rates – and lower levels of overall debt – also lead to reduced debt funding costs.

It has been my great privilege to work with the Board, CEO Stuart Irving and Computershare's fantastic, dedicated team of people who delivered time and again for customers and shareholders over the past year. I thank them all and especially you, our shareholders, for your ongoing investment in our success.

Paul Reynolds
Chairman

Management Revenue

 **\$3.1bn**
UP 4.4%

Management EPS¹

 **135.1 cps**
UP 15.0%

Margin Income (MI)

 **\$759.1m**
DOWN 2.8%

Return on Invested Capital (ROIC)

 **35.8%**
UP 50bps

Management EBIT ex. MI

 **\$411.9m**
UP 17.4%

Final dividend per share (AUD)²

 **48 cps**
UP 14.3%

Notes: All figures are presented in USD millions and in constant currency, unless otherwise stated.

1 FY25 Management EPS is based on shares on issue as at 31 December 2024. Does not include shares bought back during 2H FY25. FY24 EPS is based on shares on issue as at 30 June 2023 of 603,729,336 (pre buybacks).

2 Unfranked; Compared to FY24 final dividend per share of AUD 42 cps. Up 6.7% compared to FY25 interim dividend per share of AUD 45 cps. Results are compared to Proforma pc. Proforma adjustments to FY24 only, defined as Group results excluding US Mortgage Services (MS) contribution for the full year of FY24. FY25 unadjusted.

How to participate at the Computershare 2025 AGM

Attending the meeting in person

Venue

The Computershare 2025 AGM will be held at Computershare’s offices at Yarra Falls, 452 Johnston Street, Abbotsford, VIC 3067. Access will be via the main entrance to the building.

How to get to the AGM

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.
Bus	Bus route numbers 200 and 207 stop outside the Yarra Falls building on Johnston Street.
Car	Car parking is available at the Abbotsford Convent car park at 1 Heliers Street or otherwise in the surrounding streets to Yarra Falls.
Accessibility	The venue has ramps and lifts for any accessibility needs.

Registration

Shareholders can register at the meeting from 9.00am. If you have a smartphone, please bring it with you to use the online voting platform during the meeting. If you do not have smartphone, other options will be available.

Attending the meeting online

You can participate in the AGM online using your smartphone, tablet or computer. You will be able to view a live webcast of the meeting, ask the Directors questions and submit your votes in real-time.

To participate in the meeting online:

1. Go to the following website: <https://meetnow.global/CPU2025>
2. Click on 'Join Meeting Now'.
3. Enter your SRN/HIN. Proxy holders will need to contact Computershare prior to the AGM to obtain their login details.
4. Enter your postcode registered to your holding if you are an Australian shareholder. If you are an overseas shareholder, select the country of your registered holding from the drop-down list.
5. Accept the Terms and Conditions and 'Click Continue'.

Online registration will open one hour before the meeting. You can view the AGM live and also ask questions and cast direct votes at the appropriate times while the meeting is in progress.

Follow the instructions on the screen to view the meeting, ask a question and cast your vote. We have also prepared a detailed Computershare AGM Online User Guide which is available at www.computershare.com.au/virtualmeetingguide.

You do not need to be a shareholder or proxy holder to view the meeting online. Access the meeting using the above website address and select the option to register as a 'Guest'. Only shareholders who validly log in to the online meeting can ask questions and vote. If you are a shareholder and wish to lodge your vote in advance of the meeting, you can do so online at www.investorvote.com.au.

Lodging your vote before the AGM

If you elected to receive your Notice of Meeting and voting form electronically, or have provided Computershare with your email address, you will have received an email with a link to the Computershare Investor Vote website: www.investorvote.com.au. You will need your SRN/HIN and your postcode to submit your proxy appointment.

Shareholders who have not elected to receive their Notices of Meetings electronically will either receive a paper Notice and Access in the mail that will provide details on how to access the Notice of Meeting online at www.computershare.com/agm or, if elected, a paper Notice of Meeting and proxy form.

Proxies may be lodged in the following ways:

Online	www.investorvote.com.au (by following the instructions set out on the website)
Facsimile	(in Australia) 1800 783 447 (outside Australia) +61 3 9473 2555
Mail	Computershare Share Registrar Computershare Investor Services Pty Limited GPO Box 242 Melbourne, Victoria 3001

A proxy appointment (and the power of attorney or other authority under which it is signed, if any) must be received by Computershare's Share Registry, no later than 10.00 am (Melbourne time) on Tuesday, 11 November 2025.

Intermediary Custodian voting: for intermediary online subscribers only (Custodians), please submit your voting intentions at www.intermediaryonline.com.

How to ask questions

We welcome questions from shareholders before and during the meeting. Questions should relate to matters relevant to the business of the meeting. Shareholders may also submit questions to Computershare's Auditor on the content of the Auditor's Report or the conduct of its audit for the year ended 30 June 2025. The Auditor is not obliged to provide written answers.

To ask a question before the AGM

Shareholders can submit their questions in advance of the meeting by submitting a question when voting online prior to the meeting (at investorvote.com.au).

To ask a question during the AGM

If you are attending online at <https://meetnow.global/CPU2025>, then follow the instructions in the platform on how to ask a question. If attending in person, the Chairman will outline the process during the meeting. The Chairman of the meeting will endeavour to address the more frequently raised themes during the course of the meeting. Please note that individual responses will not be sent to shareholders.

Notice of Annual General Meeting

The 2025 Annual General Meeting (AGM) of Computershare Limited (ABN 71 005 485 825) (Company) will be held on Thursday 13 November 2025 commencing at 10.00 am (Melbourne time). The meeting will be held as a hybrid meeting and shareholders may either attend online or in person at Yarra Falls, 452 Johnston Street, Abbotsford, Victoria.

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 2025.

2. Re-election of 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."

3. Remuneration report

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

"That the Remuneration Report for the year ended 30 June 2025 is adopted."

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

4. FY26 LTI Grant 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 100,741 performance rights under the Company's Long Term Incentive plan on the terms summarised 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 3 and 4. 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 item 4 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

DM Horsley
Company Secretary

9 October 2025

Explanatory notes

These Explanatory Notes are included in, and form part of, the Notice of AGM dated 9 October 2025.

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 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: 55

Independent: Yes

Term of office

Ms Tiffany Fuller was appointed to the Board as a non-executive director on 1 October 2014 and was last re-elected by shareholders in November 2022.

Skills and experience

Tiffany 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 & Company Limited

Non-Executive Director of Vicinity Centres

Director of McKinnon Foundation

Board committee membership

Member of the Risk and Audit Committee

Member of the Nomination Committee

Recommendation

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

Item 3 – Remuneration report

Shareholders are asked to adopt the Company's Remuneration Report for the year ended 30 June 2025. The Remuneration Report is set out on pages 26 to 46 of the Company's 2025 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 long-term shareholder value.

The Remuneration Report 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 3 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.

We trust that the 2025 Remuneration Report 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 and provides alignment with shareholders.

Voting exclusion statement

The Company will disregard any votes cast on Item 3 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;
- › 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 3.

Item 4 – FY26 LTI Grant to the Chief Executive Officer

The Company is seeking shareholder approval for the grant of 100,741 performance rights to the CEO, Stuart Irving, in respect of his FY26 long-term incentive grant under the Computershare Long Term Incentive Plan (LTI Plan) on the terms set out below.

The structure of the proposed FY26 LTI plan is consistent with the FY25 LTI plan and comprises a grant of performance rights that are subject to three separate performance measures as explained in further detail below:

- › rTSR – 40%
- › Management Earnings per Share (excluding Margin Income) – 30%
- › Adjusted Return on Invested Capital – 30%

The three measures are designed to complement each other in driving long-term value creation while collectively reflecting Computershare's reward principles of fairness, alignment, simplicity and risk management.

FY26 LTI 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 hurdles 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.

The total number of performance rights to be granted to the CEO is 100,741. This number was determined by dividing AAS\$4,043,442 (being the CEO's FY26 LTI opportunity translated into AUD) by A\$40.137 (being the volume-weighted average price of Computershare shares over the five trading days following the release of the Company's FY25 results on 12 August 2025).

The grant of performance rights to the CEO will be tested against the following performance hurdles:

rTSR Hurdle – 40% of FY26 LTI plan award

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 reinvested into new shares.

The Company's TSR performance is tested relative to the TSR performance of the companies within the ASX 100 index at the start of the performance period. 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 2025 to 30 June 2028.

The percentage of performance rights that are subject to the rTSR 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:

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

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

Management EPS ex Margin Income (MI) hurdle – 30% of FY26 LTI plan award

The percentage of performance rights subject to the EPS ex MI hurdle that vest will be determined by the Board with reference to the average annual growth in management EPS excluding Margin Income (calculated on a constant currency basis) across the performance period, being 1 July 2025 to 30 June 2028 as follows:

Average annual growth in management EPS ex MI over the performance period (constant currency)		Performance Rights subject to management EPS ex MI Hurdle that vest (%)
Maximum % or above	10% or greater	100%
Between threshold % and maximum %	Between 5% and 10%	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%

Setting management EPS ex MI as a performance hurdle under the LTI plan incentivises management to deliver growth in the underlying business without the impact on Margin Income that may arise from interest rate changes that occur over the performance period. Margin Income will also remain a material determinant of performance under the LTI plan as it impacts overall shareholder returns and is also captured in the return on invested capital hurdle outlined below. Management EPS ex MI will be calculated by reference to the management adjusted results set out in the Company's published results subject to Board discretion to exclude or include additional adjustments for LTI purposes to ensure no unfair benefit or detriment arises.

When calculating management EPS ex MI for the purposes of the LTI plan, the Company also excludes interest expense (to provide balance with the margin income exclusion) and will not take into account the impact of any buy-back on the number of shares on issue, such that the shares used to determine management EPS ex MI each year are held constant over the performance period.

The management EPS ex MI hurdle will 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 management EPS ex MI hurdle is the better approach, as it provides a correlation between management performance and remuneration outcomes and avoids unintended windfall gains and losses by virtue of currency movements.

Average annual Adjusted Return on Invested Capital (ROIC) hurdle – 30% of FY26 LTI plan award

Adjusted ROIC is intended to incentivise management to improve and grow earnings, including through earnings accretive investments, while at the same time ensuring growth is achieved with capital discipline.

Adjusted ROIC will be calculated by dividing management EBIT (post tax) by Invested Capital (comprising net debt plus equity plus cumulative management adjusted cash costs associated with restructuring programs and acquisition integrations). This will ensure that the integration-related expenses from acquisitions will be appropriately recognised as a use of capital, as well as other below-the-line expenses such as the investments made in delivering restructuring and cost-out programs (which are one-off and non-recurring).

The percentage of performance rights subject to the Adjusted ROIC hurdle that vest will be determined by the Board with reference to the rolling average ROIC achieved by the Company across the performance period, being 1 July 2025 to 30 June 2028 as follows:

Average annual Adjusted ROIC over the performance period		Performance Rights subject to Adjusted ROIC that vest (%)
Maximum % or above	28% or greater	100%
Between threshold % and maximum %	Between 26% and 28%	Progressive pro rata vesting between 50% to 100% (i.e. on a straight line basis)
Threshold %	26%	50%
Less than the threshold %	Less than 26%	0%

The threshold and maximum Adjusted ROIC targets for the FY26 LTI plan are around 17% higher than the Adjusted ROIC targets in the FY25 LTI plan of 22% to 24% and around 60% higher than the targets in the FY24 LTI plan of 16% to 17.5%. They are also more than 135% higher than the Adjusted ROIC targets in the FY22 LTI plan when this measure was first introduced.

The FY26 LTI Adjusted ROIC target range has been set by the Board having regard to the group's stated long term target of 25+% ROIC (subject to M&A activity and not including cumulative management adjusted cash costs associated with restructuring programs and acquisition integrations) as well as the medium term interest rate outlook. Cumulative management adjusted cash costs associated with restructuring programs and acquisition integrations impacted ROIC by around 500 basis points as at the end of FY2025.

Approval requested

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.

The grant of performance rights to the CEO forms part of the CEO's overall remuneration and will be granted at no cost to the CEO. 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 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 on vesting of any performance rights will not be subject to any further trading restrictions.

CEO's current remuneration package

The CEO's current remuneration package is as follows:

Fixed	£1,176,187
STI opportunity	100% of fixed remuneration at target, 150% of fixed remuneration at maximum
LTI opportunity	172% of fixed remuneration on a face value basis

This constitutes a 2% increase on the CEO's FY25 remuneration.

Treatment of performance rights on cessation of employment

If the CEO ceases employment before the end of the performance period as a 'good leaver', the default position is that unvested awards will continue in force subject to the terms of the Plan. The unvested awards will then be tested against the performance conditions and vest (as appropriate) unless the Board determines otherwise in its sole and absolute discretion, the manner in which the unvested performance rights will be dealt with, including but not limited to allowing only some of the awards to continue to be held by the CEO, and be subject to the existing conditions (except any service condition) or requiring that some or all the performance rights lapse.

Where the CEO ceases employment as a 'bad leaver', unless the Board in its sole and absolute discretion determines otherwise, any unvested performance rights will lapse.

Change of control

Where a change of control event occurs prior to vesting of the performance rights, subject to the Board's discretion to determine otherwise, all conditions on these awards will cease to apply, and the unvested performance rights will vest. All restrictions on the disposal of any of these awards will cease to apply to the extent necessary to allow the CEO to sell into the change of control event.

Clawback

In the event that the CEO engages in certain conduct such as that which involves fraud, dishonesty or a material misstatement of or omission from the financial statements, the Board may make a determination as to the treatment of awards, including lapsing unvested awards, 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.

Board discretion

The Board expressly reserves its discretion to adjust performance hurdles as may be appropriate in accordance with the Board approved business case should Computershare undertake a material transaction. This is to ensure that the LTI remains an appropriate incentive (and not a disincentive) to management to undertake transactions that are in the long term interests of shareholders. The Board's discretion will also include the ability to decide that the impact of the material transaction and associated costs be excluded from the calculation of Management EPS ex MI and/or ROIC for the purposes of the LTI. This could include, without limiting the Board's discretion, where the transaction occurs in the last year of the performance period and a full year's earnings would not be recognised by Computershare while all capital expended and transaction costs were recognised.

Outcome if shareholder approval is not obtained

If shareholder approval is not obtained, the proposed grant of performance rights to the CEO will not proceed. This may impact Computershare's ability to incentivise the CEO, to align his interests with those of shareholders and to align his remuneration arrangements with the remuneration arrangements of Computershare's other senior executives. In these circumstances, the Board intends to approve the provision of an equivalent benefit in cash (including the same performance conditions and period).

Other information

In relation to the LTI Plan:

- › The CEO is the only director entitled to participate in the LTI Plan.
- › The total number of securities that have previously been issued to the CEO under the LTI plan since it was introduced in 2014 is 1,539,450 performance rights and 367,406 share appreciation rights for nil consideration.
- › 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.

Details of any securities issued under the LTI plan will be published in the FY26 Annual Report along with a statement that approval for this issue was obtained as per Rule 10.14. Any additional persons covered by listing rule 10.14 who become entitled to participate in an issue of securities under the scheme after the resolution is approved and who were not named in the notice of meeting will not participate until approval is obtained under that rule.

A copy of the Computershare Limited Equity Incentive Plan Rules can be made available upon request.

Voting exclusion statement

The Company will disregard any votes cast on Item 4:

- › 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 by:

- › A person as a proxy or attorney for a person who is entitled to vote on the resolution, in accordance with direction given to the proxy or attorney to vote on the resolution in that way, or
- › The Chairman of the meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the Chairman to vote on the resolution as the Chairman decides, or
- › A holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary, provided the following conditions are met:
 - › The beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and
 - › The holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

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 4.

Important information for shareholders

Who can vote at the AGM?

To vote at the AGM, you must be a registered holder of Computershare shares as at 7.00 pm (Melbourne time) on Tuesday, 11 November 2025. The number of shares you hold at that time determines your voting entitlement. Restrictions apply to the eligibility of certain people to vote on particular items of business. Computershare has set out the applicable voting exclusions against each relevant item of business in this notice of meeting.

How will voting be conducted?

The Chairman of the Meeting intends to call a poll, to be conducted by electronic means, on each resolution.

How do I register my online attendance on the day of the AGM?

Online registration will open from 9am on (Melbourne time) on Thursday, 13 November 2025. We ask that shareholders and proxyholders log in at least 15 minutes prior to the meeting.

To make the registration process quicker, please have your SRN/HIN and registered postcode or country code ready. Proxyholders will need to contact the call centre on +61 3 9415 4024 prior to the AGM to obtain their login details.

I have a power of attorney from a shareholder – how do I vote?

An original or certified copy of the power of attorney under which you are authorised to attend and vote at the meeting must be provided to Computershare's Share Registry prior to the AGM (unless you or the shareholder has previously lodged this paperwork with Computershare's Share Registry).

I am a corporate shareholder – how can I attend and vote?

Corporate shareholders and corporate proxies may appoint a representative in accordance with the Corporations Act. Computershare will require a certificate appointing the corporate representative. A form of certificate may be obtained from the Company's share registry. The certificate must be lodged with the Company before the AGM.

What if my proxy is a KMP of Computershare or a closely related party of the KMP?

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 3 or 4, he or she will not vote your proxy on those items of business.

Can I appoint the Chairman of the meeting as my proxy?

Yes, you can appoint the Chairman of the meeting as your proxy. If you appoint the Chairman of the meeting as your proxy, or the Chairman of the meeting is appointed as your proxy by default, and you do not mark the voting boxes on the voting form for Items 3 and 4, then by completing and submitting the voting form you are expressly authorising the Chairman of the meeting to exercise your proxy as he sees fit in relation to those resolutions, even though they are connected with the remuneration of Computershare's KMP. The Chairman of the meeting intends to vote all available proxies in favour of each item of business.

Can I lodge a direct vote before the meeting?

If you are a shareholder, you may also deliver a direct vote by indicating on the voting form that you are casting your vote directly and then placing a mark in one of the boxes opposite each item of business on the voting form.

All of your shares will be voted in accordance with such direction, unless you indicate that your direction is to vote only a portion of your votes on any item or to cast your votes in different ways on any item, by inserting the number of shares in the appropriate box or boxes.

If you indicate that you are lodging your votes directly and then do not mark any of the boxes on a given item, no direct votes will be recorded on that item. If you indicate that you are delivering your votes directly and then mark more than one box on an item, your vote on that item will be invalid.

If you insert a number of shares in boxes on any item that, in total, exceed the number of shares that you hold as at the voting entitlement time, your vote on that item will be invalid, unless you 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.

You can lodge your direct vote in the same way as a proxy – refer to "When and how do I lodge a proxy?".

Technical difficulties

Technical difficulties may arise during the course of the AGM. The Chairman has discretion as to whether and how the meeting should proceed in the event that a technical difficulty arises. In exercising his discretion, the Chairman will have regard to the number of shareholders impacted and the extent to which participation in the business of the meeting is affected.

Where he considers it appropriate, the Chairman may continue to hold the meeting and transact business, including conducting a poll and voting in accordance with valid proxy instructions. For this reason, shareholders are encouraged to lodge a proxy by 10.00 am (Melbourne time) on Tuesday, 11 November 2025, even if they plan to attend online.



