### **ASX PRELIMINARY FINAL REPORT**

### **Computershare Limited**

### ABN 71 005 485 825

### **30 JUNE 2019**

Lodged with the ASX under Listing Rule 4.3A

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This report covers the consolidated entity consisting of Computershare Limited and its controlled entities. The financial statements are presented in United States dollars (unless otherwise stated).

### COMPUTERSHARE LIMITED AND ITS CONTROLLED ENTITIES YEAR ENDED 30 JUNE 2019

(Previous corresponding period year ended 30 June 2018)

**Record date** for determining entitlements to the final dividend (Appendix 4E item 2.5)

### RESULTS FOR ANNOUNCEMENT TO THE MARKET

|                                                                 |             |                |         | \$000               |  |
|-----------------------------------------------------------------|-------------|----------------|---------|---------------------|--|
| Revenue from continuing operations                              | up          | 2.5%           | to      | 2,346,003           |  |
| (Appendix 4E item 2.1)                                          |             |                |         |                     |  |
| <b>Profit/(loss)</b> after tax attributable to members          | up          | 38.5%          | to      | 415,732             |  |
| (Appendix 4E item 2.2)                                          |             |                |         |                     |  |
| <b>Net profit/(loss)</b> for the period attributable to members | up          | 38.5%          | to      | 415,732             |  |
| (Appendix 4E item 2.3)                                          |             |                |         |                     |  |
| Dividends (Appendix 4E item 2.4)                                | Amoun       | t per security | Franked | amount per security |  |
| Final dividend                                                  | ΔΠ          | 23 cents       |         | AU 6.9 cents        |  |
| Interim dividend                                                | AU 21 cents |                |         | AU 6.3 cents        |  |

21 August 2019

#### **Explanation of revenue** (Appendix 4E item 2.6)

Total revenue from continuing operations for the year ended 30 June 2019 was \$2,346.0 million, an increase of 2.5% over the corresponding period.

The US region revenues increased due to US mortgage services revenue growth in loan portfolio and ancillary services, and US register maintenance recorded another strong result. The growth was offset by lower revenues from corporate actions (excluding margin income), class actions and stakeholder relationship businesses, where large event based activity from FY18 was not repeated in FY19.

Margin income increased \$66.9 million during the period primarily driven by interest rate increases in the US, Canada and the UK and higher average client balances in the first half.

The main drivers of growth in the UCIA region were the plans services' contribution due to the Equatex acquisition and the UK mortgage services business supported by new lending clients, partially offset by run-off from existing clients. The region also benefited from an improvement in corporate actions revenues.

The Australia and New Zealand region declined due to lower communication services revenues and the Asia region declined due to the sale of Karvy on 17 November 2018.

A weaker British pound, Australian dollar and Canadian dollar relative to the prior period reduced the translated revenue contribution from those regions.

### Explanation of profit/(loss) from ordinary activities after tax (Appendix 4E item 2.6)

Net statutory profit after tax attributable to members was \$415.7 million, an increase of 38.5% over the corresponding period. This was supported by higher margin income driven by interest rate increases in the US, Canada and the UK and higher average client balances in the first half. The reduced EBITDA contribution from the Karvy joint venture sale was more than offset by the Equatex acquisition.

Higher interest costs and amortisation were primarily driven by higher loan numbers, interest rates and MSR purchases in US mortgage services. Depreciation has increased in line with the increased capital expenditure. The Group's effective tax rate was in line with the prior period.

### COMPUTERSHARE LIMITED AND ITS CONTROLLED ENTITIES YEAR ENDED 30 JUNE 2019

(Previous corresponding period year ended 30 June 2018)

### **RESULTS FOR ANNOUNCEMENT TO THE MARKET**

A gain from the disposal of Karvy of \$106.5 million has been recognised in other income in the consolidated statement of comprehensive income during the reporting period. An estimate of the related capital gains tax was booked in the previous financial year, and finalised in the current financial year.

### Explanation of net profit/(loss) (Appendix 4E item 2.6)

Please refer above.

### **Explanation of dividends** (Appendix 4E item 2.6)

The following dividends have been paid, declared or recommended since the end of the preceding financial year:

#### **Ordinary shares**

A final dividend in respect of the year ended 30 June 2018 was declared on 15 August 2018 and paid on 17 September 2018. This was a fully franked ordinary dividend of AU 21 cents per share, amounting to AUD 113,998,579 (\$81,820,636).

An interim dividend was declared on 13 February 2019 and paid on 15 March 2019. This was an ordinary dividend of AU 21 cents per share franked to 30%, amounting to AUD 113,963,249 (\$81,795,279).

A final dividend in respect of the year ended 30 June 2019 was declared by the directors of the Company on 14 August 2019, to be paid on 16 September 2019. This is an ordinary dividend of AU 23 cents per share, franked to 30%. As the dividend was not declared until 14 August 2019, a provision was not recognised as at 30 June 2019.

# COMPUTERSHARE LIMITED AND ITS CONTROLLED ENTITIES PRELIMINARY CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME FOR THE YEAR ENDED 30 JUNE 2019

|                                                                                                  | Note     | 2019<br>\$000 | 2018<br>\$000 |
|--------------------------------------------------------------------------------------------------|----------|---------------|---------------|
|                                                                                                  |          | •             | ,             |
| Revenue from continuing operations                                                               |          |               |               |
| Sales revenue                                                                                    |          | 2,341,247     | 2,282,728     |
| Dividends received                                                                               |          | 1,333         | 4,193         |
| Interest received                                                                                |          | 3,423         | 2,968         |
| Total revenue from continuing operations                                                         | _        | 2,346,003     | 2,289,889     |
| Other income                                                                                     | 11       | 123,025       | 11,218        |
| Expenses                                                                                         |          |               |               |
| Direct services                                                                                  |          | 1,544,961     | 1,537,138     |
| Technology costs                                                                                 |          | 294,445       | 284,302       |
| Corporate services                                                                               |          | 33,575        | 27,951        |
| Finance costs                                                                                    |          | 66,689        | 62,117        |
| Total expenses                                                                                   |          | 1,939,670     | 1,911,508     |
| Share of net profit/(loss) of associates and joint ventures accounted for using the              |          |               |               |
| equity method                                                                                    | 10       | (1,006)       | 297           |
| Profit before related income tax expense                                                         |          | 528,352       | 389,896       |
| Income tax expense/(credit)                                                                      | 5 _      | 109,397       | 81,567        |
| Profit for the year                                                                              | _        | 418,955       | 308,329       |
| Other comprehensive income that may be reclassified to profit or loss                            |          |               |               |
| Available-for-sale financial assets                                                              |          | -             | (15)          |
| Cash flow hedges                                                                                 |          | 7,967         | ` 44          |
| Exchange differences on translation of foreign operations                                        |          | 6,793         | (13,657)      |
| Income tax relating to components of other comprehensive income                                  |          | 711           | 2,711         |
| Total other comprehensive income for the year, net of tax                                        | _        | 15,471        | (10,917)      |
| Total comprehensive income for the year                                                          | _        | 434,426       | 297,412       |
| Profit for the year attributable to:                                                             |          |               |               |
| Members of Computershare Limited                                                                 |          | 415,732       | 300,064       |
| Non-controlling interests                                                                        |          | 3,223         | 8,265         |
| · · · · · · · · · · · · · · · · · · ·                                                            | <u> </u> | 418,955       | 308,329       |
| Total comprehensive income for the year attributable to                                          |          |               |               |
| <b>Total comprehensive income for the year attributable to:</b> Members of Computershare Limited |          | 431,716       | 291,009       |
| Non-controlling interests                                                                        |          | 2,710         | 6,403         |
| Non condoming meresa                                                                             | _        | 434,426       | 297,412       |
| Basic earnings per share (cents per share)                                                       | 3        | 76.57 cents   | 55.17 cents   |
| busic curmings per siture (cents per siture)                                                     | 5        | 70.57 Cents   | JJ.17 CEIRS   |
| Diluted earnings per share (cents per share)                                                     | 3        | 76.42 cents   | 55.05 cents   |

The above consolidated statement of comprehensive income should be read in conjunction with the accompanying notes.

# COMPUTERSHARE LIMITED AND ITS CONTROLLED ENTITIES PRELIMINARY CONSOLIDATED STATEMENT OF FINANCIAL POSITION AS AT 30 JUNE 2019

| AS AT SO SOILE ESTS                                                     | Note         | 2019      | 2018      |
|-------------------------------------------------------------------------|--------------|-----------|-----------|
|                                                                         |              | \$000     | \$000     |
| CURRENT ASSETS                                                          |              | E64 D46   | E00 000   |
| Cash and cash equivalents                                               |              | 561,346   | 500,888   |
| Bank deposits                                                           |              | 6,335     | 6,539     |
| Other financial assets                                                  |              | 67,096    | 16,517    |
| Receivables                                                             |              | 483,301   | 428,973   |
| Loan servicing advances                                                 |              | 281,458   | 156,689   |
| Financial assets at fair value through profit or loss                   |              | 24,247    | 1,791     |
| Available-for-sale financial assets                                     |              | -         | 4,361     |
| Inventories                                                             |              | 4,654     | 3,844     |
| Current tax assets                                                      |              | 26,950    | 2,236     |
| Other current assets                                                    |              | 45,681    | 40,079    |
| Assets classified as held for sale                                      | <del>-</del> | -         | 79,999    |
| Total current assets                                                    |              | 1,501,068 | 1,241,916 |
|                                                                         |              |           |           |
| NON-CURRENT ASSETS                                                      |              |           |           |
| Receivables                                                             |              | 2,639     | 152       |
| Investments accounted for using the equity method                       | 10           | 11,126    | 26,770    |
| Financial assets at fair value through profit or loss                   |              | 102,400   | 4,263     |
| Available-for-sale financial assets                                     |              | -         | 26,566    |
| Property, plant and equipment                                           |              | 136,612   | 115,249   |
| Deferred tax assets                                                     |              | 139,179   | 145,654   |
| Intangibles                                                             |              | 2,782,680 | 2,327,626 |
| Other non-current assets                                                | _            | 9,251     | _         |
| Total non-current assets                                                | _            | 3,183,887 | 2,646,280 |
| Total assets                                                            | _            | 4,684,955 | 3,888,196 |
|                                                                         |              |           |           |
| CURRENT LIABILITIES                                                     |              |           |           |
| Payables                                                                |              | 489,915   | 442,270   |
| Interest bearing liabilities                                            |              | 74,525    | 427,292   |
| Current tax liabilities                                                 |              | 35,330    | 42,319    |
| Financial liabilities at fair value through profit or loss              |              | 3,265     | 88        |
| Provisions                                                              |              | 45,170    | 50,746    |
| Deferred consideration                                                  |              | 15,487    | 29,432    |
| Mortgage servicing related liabilities                                  |              | 35,024    | 27,740    |
| Liabilities directly associated with assets classified as held for sale |              | -         | 69,639    |
| Other liabilities                                                       |              | 2,345     | 2,083     |
| Total current liabilities                                               |              | 701,061   | 1,091,609 |
|                                                                         |              |           |           |
| NON-CURRENT LIABILITIES                                                 |              |           |           |
| Payables                                                                |              | 6,632     | 2,842     |
| Interest bearing liabilities                                            |              | 1,961,784 | 1,053,844 |
| Financial liabilities at fair value through profit or loss              |              | 744       | 5,333     |
| Deferred tax liabilities                                                |              | 217,589   | 193,026   |
| Provisions                                                              |              | 22,902    | 24,762    |
| Deferred consideration                                                  |              | 16,310    | 26,110    |
| Mortgage servicing related liabilities                                  |              | 178,596   | 154,404   |
| Other liabilities                                                       |              | 5,266     | 2,869     |
| Total non-current liabilities                                           |              | 2,409,823 | 1,463,190 |
| Total liabilities                                                       |              | 3,110,884 | 2,554,799 |
| Net assets                                                              | _            | 1,574,071 | 1,333,397 |
|                                                                         | _            |           |           |
| EQUITY                                                                  |              |           |           |
| Contributed equity                                                      | 8            | -         | -         |
| Reserves                                                                |              | (134,551) | (148,098) |
| Retained earnings                                                       | 14 _         | 1,706,427 | 1,455,187 |
| Total parent entity interest                                            | _            | 1,571,876 | 1,307,089 |
| Non-controlling interests                                               |              | 2,195     | 26,308    |
| Total equity                                                            | _            | 1,574,071 | 1,333,397 |
| . ,                                                                     | _            | , ,-      | , ,       |

The above consolidated statement of financial position should be read in conjunction with the accompanying notes.

# COMPUTERSHARE LIMITED AND ITS CONTROLLED ENTITIES PRELIMINARY CONSOLIDATED STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 30 JUNE 2019

### **Attributable to members of Computershare Limited**

|                                                              | Note | Contributed<br>Equity<br>\$000 | Reserves<br>\$000 | Retained<br>Earnings<br>\$000 | Total<br>\$000 | Non-<br>controlling<br>Interests<br>\$000 | Total<br>Equity<br>\$000 |
|--------------------------------------------------------------|------|--------------------------------|-------------------|-------------------------------|----------------|-------------------------------------------|--------------------------|
| Total equity at 1 July 2018                                  |      | -                              | (148,098)         | 1,455,187                     | 1,307,089      | 26,308                                    | 1,333,397                |
| Change in accounting policy                                  | 1    |                                | (263)             | (876)                         | (1,139)        | -                                         | (1,139)                  |
| Restated total equity at the beginning of the financial year |      |                                | (148,361)         | 1,454,311                     | 1,305,950      | 26,308                                    | 1,332,258                |
| Profit for the year                                          |      | -                              | _                 | 415,732                       | 415,732        | 3,223                                     | 418,955                  |
| Cash flow hedges Exchange differences on translation         |      | -                              | 7,967             | -                             | 7,967          | -                                         | 7,967                    |
| of foreign operations                                        |      | -                              | 7,306             | -                             | 7,306          | (513)                                     | 6,793                    |
| Income tax (expense)/credits                                 |      |                                | 711               | -                             | 711            | -                                         | 711                      |
| Total comprehensive income for                               |      |                                |                   |                               |                |                                           |                          |
| the year                                                     |      |                                | 15,984            | 415,732                       | 431,716        | 2,710                                     | 434,426                  |
| Transactions with owners in their capacity as owners:        |      |                                |                   |                               |                |                                           |                          |
| Dividends provided for or paid                               |      | -                              | -                 | (163,616)                     | (163,616)      | (8,110)                                   | (171,726)                |
| Disposal of non-controlling interest                         | 11   | -                              | -                 | -                             | -              | (18,713)                                  | (18,713)                 |
| Cash purchase of shares on market                            |      | -                              | (21,671)          | -                             | (21,671)       | -                                         | (21,671)                 |
| Share based remuneration                                     |      | -                              | 19,497            | -                             | 19,497         | -                                         | 19,497                   |
| Balance at 30 June 2019                                      |      | -                              | (134,551)         | 1,706,427                     | 1,571,876      | 2,195                                     | 1,574,071                |

### **Attributable to members of Computershare Limited**

|                                                                                        | Contributed<br>Equity<br>\$000 | Reserves<br>\$000  | Retained<br>Earnings<br>\$000 | Total<br>\$000        | Non-<br>controlling<br>Interests<br>\$000 | Total<br>Equity<br>\$000 |
|----------------------------------------------------------------------------------------|--------------------------------|--------------------|-------------------------------|-----------------------|-------------------------------------------|--------------------------|
| Total equity at 1 July 2017                                                            | -                              | (98,487)           | 1,315,607                     | 1,217,120             | 19,908                                    | 1,237,028                |
| Profit for the year Available-for-sale financial assets Cash flow hedges               | -<br>-<br>-                    | -<br>(15)<br>44    | 300,064<br>-<br>-             | 300,064<br>(15)<br>44 | 8,265<br>-<br>-                           | 308,329<br>(15)<br>44    |
| Exchange differences on translation of foreign operations Income tax (expense)/credits | -                              | (11,795)<br>2,711  | -                             | (11,795)<br>2,711     | (1,862)                                   | (13,657)<br>2,711        |
| Total comprehensive income for the year                                                |                                | (9,055)            | 300,064                       | 291,009               | 6,403                                     | 297,412                  |
| Transactions with owners in their capacity as owners:                                  |                                |                    |                               |                       |                                           |                          |
| Dividends provided for or paid<br>Share buy-back                                       | -                              | -<br>(38,533)      | (160,484)<br>-                | (160,484)<br>(38,533) | (3)                                       | (160,487)<br>(38,533)    |
| Cash purchase of shares on market<br>Share based remuneration                          | -                              | (20,158)<br>18,135 | -                             | (20,158)<br>18,135    | -                                         | (20,158)<br>18,135       |
| Balance at 30 June 2018                                                                | -                              | (148,098)          | 1,455,187                     | 1,307,089             | 26,308                                    | 1,333,397                |

The above consolidated statement of changes in equity should be read in conjunction with the accompanying notes.

## COMPUTERSHARE LIMITED AND ITS CONTROLLED ENTITIES PRELIMINARY CONSOLIDATED STATEMENT OF CASH FLOWS FOR THE YEAR ENDED 30 JUNE 2019

|                                                                                    | Note | 2019        | 2018        |
|------------------------------------------------------------------------------------|------|-------------|-------------|
| CACH ELOWIC EDOM ODED ATTING ACTIVITIES                                            |      | \$000       | \$000       |
| CASH FLOWS FROM OPERATING ACTIVITIES                                               |      |             |             |
| Receipts from customers                                                            |      | 2,373,626   | 2,390,107   |
| Payments to suppliers and employees                                                |      | (1,788,401) | (1,794,529) |
| Loan servicing advances (net)                                                      |      | (124,769)   | 61,063      |
| Dividends received from associates, joint ventures and equity securities           |      | 1,470       | 4,337       |
| Interest paid and other finance costs                                              |      | (73,089)    | (63,014)    |
| Interest received                                                                  |      | 3,423       | 2,968       |
| Income taxes paid                                                                  |      | (105,502)   | (86,881)    |
| Net operating cash flows                                                           | 6(a) | 286,758     | 514,051     |
| CASH FLOWS FROM INVESTING ACTIVITIES                                               |      |             |             |
| Payments for purchase of controlled entities and businesses (net of cash acquired) |      | (445,201)   | (22,865)    |
| Payments for intangible assets including MSRs                                      |      | (101,822)   | (98,299)    |
| Proceeds from sale of property, plant and equipment                                |      | 2,837       | -           |
| (Payments for)/proceeds from disposal of associates and joint ventures             |      | ,<br>-      | (11,866)    |
| Proceeds from/(payments for) investments                                           |      | (18,779)    | 3,776       |
| Payments for property, plant and equipment                                         |      | (55,626)    | (39,361)    |
| Proceeds from sale of subsidiaries and businesses (net of cash disposed)           |      | 75,727      | -           |
| Net investing cash flows                                                           | _    | (542,864)   | (168,615)   |
| CASH FLOWS FROM FINANCING ACTIVITIES                                               |      |             |             |
| Payment for purchase of ordinary shares - share based awards                       |      | (21,671)    | (20,158)    |
| Proceeds from borrowings                                                           | 6(b) | 2,175,760   | 1,337,297   |
| Repayment of borrowings                                                            | 6(b) | (1,786,677) | (1,353,618) |
| Loan servicing borrowings (net)                                                    | 6(b) | 97,580      | (75,697)    |
| Dividends paid - ordinary shares (net of dividend reinvestment plan)               |      | (155,468)   | (150,116)   |
| Purchase of ordinary shares - dividend reinvestment plan                           |      | (8,148)     | (10,368)    |
| Dividends paid to non-controlling interests in controlled entities                 |      | (8,110)     | (3)         |
| Payments for on-market share buy-back                                              |      | -           | (38,533)    |
| Repayment of finance leases                                                        | 6(b) | (4,021)     | (5,390)     |
| Net financing cash flows                                                           | _    | 289,245     | (316,586)   |
| Net increase/(decrease) in cash and cash equivalents held                          |      | 33,139      | 28,850      |
| Cash and cash equivalents at the beginning of the financial year                   |      | 534,669     | 510,683     |
| Exchange rate variations on foreign cash balances                                  |      | (6,462)     | (4,864)     |
| Cash and cash equivalents at the end of the year*                                  | _    | 561,346     | 534,669     |
| •                                                                                  | _    | ·           | <u> </u>    |

<sup>\*</sup>Cash and cash equivalents at 30 June 2019 includes nil (2018: \$33.8 million) cash presented in the assets classified as held for sale line item in the consolidated statement of financial position.

The above consolidated statement of cash flows should be read in conjunction with the accompanying notes.

#### 1. STATEMENT OF SIGNIFICANT ACCOUNTING POLICIES

This preliminary final report has been prepared in accordance with ASX Listing Rule 4.3A and the disclosure requirements of ASX Appendix 4E.

This report is to be read in conjunction with any public announcements made by Computershare Limited during the reporting period in accordance with the continuous disclosure requirements of the *Corporations Act 2001* and Australian Securities Exchange Listing Rules.

The financial report, comprising the financial statements and notes of Computershare Limited and its controlled entities, complies with International Financial Reporting Standards (IFRS) as issued by the International Accounting Standards Board (IASB).

Where necessary, comparative figures have been adjusted to comply with the changes in presentation in the current period.

The principal accounting policies adopted in the preparation of the financial statements are consistent with those of the previous financial year with the exception of those discussed below.

#### (a) AASB 9 Financial Instruments

AASB 9 replaced the provisions of AASB 139 that relate to the recognition, classification and measurement of financial assets and financial liabilities, derecognition of financial instruments, impairment of financial assets and hedge accounting. The adoption of AASB 9 *Financial Instruments* from 1 July 2018 resulted in changes in accounting policies and adjustments to the amounts recognised in the financial statements. In accordance with the transition provisions of AASB 9, comparative figures have not been restated.

#### Accounting policy applied from 1 July 2018

Under AASB 9, the Group classifies its financial assets in the following measurement categories:

- those to be measured subsequently at fair value (either through other comprehensive income, or through profit or loss), and
- those to be measured at amortised cost.

The classification depends on the entity's business model for managing the financial assets and the contractual terms of the cash flows. For assets measured at fair value, gains and losses are recorded in profit or loss or other comprehensive income. For investments in equity instruments that are not held for trading, this depends on whether the Group has made an irrevocable election at the time of initial recognition to account for the equity investment at fair value through other comprehensive income.

At initial recognition, the Group measures a financial asset at its fair value plus, in the case of a financial asset not at fair value through profit or loss, transaction costs that are directly attributable to the acquisition of the financial asset. Transaction costs of financial assets carried at fair value through profit or loss are expensed in profit or loss.

#### Debt instruments

Subsequent measurement of debt instruments depends on the Group's business model for managing the asset and the cash flow characteristics of the asset. There are three measurement categories into which the Group classifies its debt instruments:

- Amortised cost: Assets that are held for collection of contractual cash flows where those cash flows represent
  solely payments of principal and interest on specified dates are measured at amortised cost. This category
  includes cash and bank deposits, receivables, loan servicing advances and other financial assets which include
  client deposits.
- Fair value through other comprehensive income: Assets that are held for collection of contractual cash flows and for selling the financial assets, where the assets' cash flows represent solely payments of principal and interest, are measured at fair value through other comprehensive income. Unrealised gains and losses for

changes in fair value are recognised in other comprehensive income. When the financial asset is derecognised, the cumulative gain or loss previously recognised in other comprehensive income is reclassified to profit or loss. Currently, the Group has no financial instruments classified into this category.

Fair value through profit or loss: Assets that do not meet the criteria for amortised cost or fair value through
other comprehensive income are measured at fair value through profit or loss. A gain or loss on a debt
investment that is subsequently measured at fair value through profit or loss is recognised in profit or loss and
presented net within other gains/(losses) in the period in which it arises.

#### **Derivatives**

Derivatives are initially recognised at fair value on the date a derivative contract is entered into and are subsequently remeasured to their fair value at the end of each reporting period. The accounting for subsequent changes in fair value depends on whether the derivative is designated as a hedging instrument, and if so, the nature of the item being hedged.

#### Equity instruments

The Group measures all equity instruments at fair value through profit or loss. Dividends from such investments continue to be recognised in profit or loss as other income. Changes in fair value are recognised in profit or loss as applicable.

#### Investment in structured entities

The Group measures investments in structured entities at fair value through profit or loss. Dividends from such investments continue to be recognised in profit or loss as other income. Changes in fair value are recognised in profit or loss as applicable.

#### **Impairment**

From 1 July 2018, the Group assesses, on a forward-looking basis, the expected credit losses associated with its financial assets carried at amortised cost. The impairment methodology applied depends on whether there has been a significant increase in credit risk. For trade receivables and contract assets, the Group applies the simplified approach, which requires expected lifetime credit losses to be recognised from initial recognition of the receivables. For loan servicing advances and other receivables, the Group applies the general approach, which requires recognition of a loss allowance based on either 12-month expected credit loss or lifetime expected credit loss depending on whether there has been a significant increase in credit risk since initial recognition. The changes in the loss allowance balance are recognised in profit or loss as an impairment gain or loss.

#### (b) AASB 15 Revenue from Contracts with Customers

AASB 15 is the new standard for recognition of revenue and replaces AASB 118 which covered revenue arising from the sale of goods and the rendering of services and AASB 111 which covered construction contracts. The Group adopted AASB 15 from 1 July 2018 which resulted in minor changes in accounting policies and adjustments to the amounts recognised in the financial statements. In accordance with the transition provisions in AASB 15, the Group adopted the modified retrospective method of implementation and comparative figures were not restated.

### Accounting policy applied from 1 July 2018

Revenue is recognised in a manner that depicts the transfer of promised goods or services to customers in an amount that reflects the consideration to which the provider of the goods or services expects to be entitled. This involves following a 5-step model of revenue recognition:

- Identifying the contract with a customer
- Identifying performance obligations under the contract
- Determining the transaction price
- Allocating the transaction price to performance obligations under the contract
- Recognising revenue when Computershare satisfies its performance obligations.

The Group's policy for revenue recognition under AASB 15 is largely consistent with the policy applied previously with two minor changes:

#### Upfront fees

There are a number of customer contracts in the Group's registry, plan managers and business services business lines which include an upfront fee charged at the beginning of the contract for setup and implementation activities. The upfront fees were previously recognised when billed at the beginning of the contract. Under AASB 15, the activities underlying the upfront fees are classified as fulfilment activities. The revenue associated with these fees is now recognised over the life of the relevant contract term as performance obligations are met on a straight line basis. Where the related implementation costs can be measured reliably, they are now deferred and amortised over the same period.

#### • Shareholder meetings

Some of the Group's customer contracts in the registry business line include the shareholder meeting service in the general registry maintenance fee, which is recognised as revenue over time as the registry maintenance service is provided. For contracts where the shareholder meeting fee is not billed separately, the portion of the fee attributable to the shareholder meeting service was previously recognised progressively over the year. Under AASB 15, revenue related to shareholder meetings is recognised now at a point in time when the shareholder meeting service has been provided.

### (c) Combined impact of AASB 9 and AASB 15 on the opening balance sheet

The following table shows the adjustments recognised in the opening balance sheet on 1 July 2018 for each individual line item:

| Balance sheet (extract)                               | 30 June<br>2018<br>\$000 | AASB 9<br>\$000 | AASB 15<br>\$000 | 1 July 2018<br>Restated<br>\$000 |
|-------------------------------------------------------|--------------------------|-----------------|------------------|----------------------------------|
| Current assets                                        | ·                        |                 | ·                | •                                |
| Receivables                                           | 428,973                  | (6,050)         | -                | 422,923                          |
| Available-for-sale financial assets                   | 4,361                    | (4,361)         | -                | -                                |
| Financial assets at fair value through profit or loss | 1,791                    | 4,361           | -                | 6,152                            |
| Other current assets                                  | 40,079                   | -               | 3,748            | 43,827                           |
| Non-current assets                                    |                          |                 |                  |                                  |
| Available-for-sale financial assets                   | 26,566                   | (26,566)        | -                | -                                |
| Financial assets at fair value through profit or loss | 4,263                    | 26,566          | -                | 30,829                           |
| Deferred tax assets                                   | 145,654                  | 1,948           | 2,152            | 149,754                          |
| Other non-current assets                              | -                        | -               | 9,598            | 9,598                            |
| Impact of changes on total assets                     |                          | (4,102)         | 15,498           |                                  |
| Current liabilities                                   |                          |                 |                  |                                  |
| Payables                                              | 442,270                  | -               | 4,229            | 446,499                          |
| Non-current liabilities                               |                          |                 |                  |                                  |
| Payables                                              | 2,842                    | -               | 5,737            | 8,579                            |
| Deferred tax liabilities                              | 193,026                  | -               | 2,569            | 195,595                          |
| Impact of changes on total liabilities                |                          | -               | 12,535           |                                  |
| Impact of changes on net assets                       |                          | (4,102)         | 2,963            |                                  |
| Reserves                                              | (148,098)                | (263)           | -                | (148,361)                        |
| Retained earnings                                     | 1,455,187                | (3,839)         | 2,963            | 1,454,311                        |
| Impact of changes on total equity                     |                          | (4,102)         | 2,963            |                                  |

### 2. MATERIAL FACTORS AFFECTING THE ECONOMIC ENTITY FOR THE CURRENT PERIOD

Refer to the Market Announcement and Management Presentation dated 14 August 2019 for discussion of the nature and amount of material items affecting revenue, expenses, assets, liabilities, equity or cash flows, where their disclosure is relevant in explaining the financial performance or position of the entity for the period.

### **3. EARNINGS PER SHARE** (Appendix 4E item 14.1)

| Year ended 30 June 2019                                                                                                                                                      | r ended 30 June 2019 Basic EPS Diluted EPS |                                  | Year ended 30 June 2019 Basic EPS       |                                         | Management<br>Basic EPS | Management<br>Diluted EPS |  |
|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------|----------------------------------|-----------------------------------------|-----------------------------------------|-------------------------|---------------------------|--|
| Earnings per share (cents per share)                                                                                                                                         | 76.57 cents                                | 76.57 cents 76.42 cents          |                                         | 70.1 cents                              |                         |                           |  |
| Reconciliation of earnings Profit for the year Non-controlling interest (profit)/loss Less management adjustment items (see below) Net profit attributable to the members of | \$000<br>418,955<br>(3,223)<br>-           | \$000<br>418,955<br>(3,223)<br>- | \$000<br>418,955<br>(3,223)<br>(34,368) | \$000<br>418,955<br>(3,223)<br>(34,368) |                         |                           |  |
| Computershare Limited                                                                                                                                                        | 415,732                                    | 415,732                          | 381,364                                 | 381,364                                 |                         |                           |  |
| Weighted average number of ordinary shares used as denominator in calculating earnings per share                                                                             | 542,955,868                                | 543,996,500                      | 542,955,868                             | 543,996,500                             |                         |                           |  |
| Year ended 30 June 2018                                                                                                                                                      | Basic EPS                                  | Diluted EPS                      | Management<br>Basic EPS                 | Management<br>Diluted EPS               |                         |                           |  |
| Earnings per share (cents per share)                                                                                                                                         | 55.17 cents                                | 55.05 cents                      | 63.38 cents                             | 63.24 cents                             |                         |                           |  |
| Reconciliation of earnings Profit for the year Non-controlling interest (profit)/loss Add back management adjustment items (see below)                                       | \$000<br>308,329<br>(8,265)                | \$000<br>308,329<br>(8,265)      | \$000<br>308,329<br>(8,265)<br>44,631   | \$000<br>308,329<br>(8,265)<br>44,631   |                         |                           |  |
| Net profit attributable to the members of Computershare Limited                                                                                                              | 300,064                                    | 300,064                          | 344,695                                 | 344,695                                 |                         |                           |  |
| Weighted average number of ordinary shares used as denominator in calculating earnings per share                                                                             | 543,874,751                                | 545,090,537                      | 543,874,751                             | 545,090,537                             |                         |                           |  |
| Reconciliation of weighted average number of shares used as the denominator:  2019 2018                                                                                      |                                            |                                  |                                         |                                         |                         |                           |  |
| Weighted average number of ordinary shares used                                                                                                                              | d as the denominator                       | r in calculating                 | Number                                  | Number                                  |                         |                           |  |
| basic earnings per share<br>Adjustments for calculation of diluted earnings per                                                                                              |                                            | 542,955,868                      | 543,874,751                             |                                         |                         |                           |  |
| Performance rights Weighted average number of ordinary shares and                                                                                                            | potential ordinary sh                      | nares used as                    | 1,040,632                               | 1,215,786                               |                         |                           |  |
| the denominator in calculating diluted earnings pe                                                                                                                           |                                            |                                  | 543,996,500                             | 545,090,537                             |                         |                           |  |

The weighted average number of potential dilutive ordinary shares excludes 744,431 performance rights (2018: 533,458) as they are not dilutive for the year ended 30 June 2019. These performance rights could potentially dilute basic earnings per share in the future.

No employee performance rights have been issued since year end.

For the year ended 30 June 2019 management adjustment items include the following:

|                                                                | Gross<br>\$000 | Tax effect<br>\$000 | Net of tax<br>\$000 |
|----------------------------------------------------------------|----------------|---------------------|---------------------|
| Amortisation                                                   |                |                     |                     |
| Amortisation of intangible assets                              | (55,808)       | 15,734              | (40,074)            |
| Acquisitions and disposals                                     |                |                     |                     |
| Gain on disposal of Karvy                                      | 106,456        | (14)                | 106,442             |
| Acquisition related expenses                                   | (17,170)       | 3,595               | (13,575)            |
| One-off tax expense on Equatex IP restructure                  | -              | (5,801)             | (5,801)             |
| Acquisition accounting adjustments                             | (702)          | (11)                | (713)               |
| Other                                                          |                |                     |                     |
| Major restructuring costs                                      | (19,891)       | 5,100               | (14,791)            |
| Impairment charge - investments in associates                  | (13,953)       | 442                 | (13,511)            |
| Restatement of deferred tax balances due to US tax law changes | -              | 12,819              | 12,819              |
| Marked to market adjustments – derivatives                     | 4,363          | (1,310)             | 3,053               |
| Put option liability re-measurement                            | 1,672          | -                   | 1,672               |
| True-up of US tax reform impact on foreign subsidiary profits  | -              | (1,153)             | (1,153)             |
| Total management adjustment items                              | 4,967          | 29,401              | 34,368              |

### **Management Adjustment Items**

Management adjustment items net of tax for the year ended 30 June 2019 were as follows:

### **Amortisation**

Customer relationships and most of other intangible assets that are recognised on business
combinations or major asset acquisitions are amortised over their useful life in the statutory results but
excluded from management earnings. The amortisation of these intangibles in the year ended 30 June
2019 was \$40.1 million. Amortisation of mortgage servicing rights, certain acquired software as well as
intangibles purchased outside of business combinations is included as a charge against management
earnings.

### **Acquisitions and disposals**

- An accounting gain of \$106.4 million was recognised on disposal of the Indian Karvy venture.
- Acquisition related expenses of \$10.9 million were incurred related to the acquisition of Equatex Group
  Holding AG (Equatex), including a \$6.2 million loss on derivatives used to fix the amount of borrowings
  needed to fund the acquisition. Additionally, acquisition related expenses of \$2.6 million were incurred
  related to the acquisition of LenderLive Financial Services LLC.
- Pursuant to the Australian controlled foreign company rules, a one-off tax expense of \$5.8 million has been recognised as a result of the Equatex IP restructure.
- An expense of \$0.7 million was recognised for re-measurement of contingent consideration payable to the sellers of RicePoint Administration Inc, Capital Markets Cooperative, LLC and Altavera, LLC.

#### Other

- Costs of \$14.8 million were incurred in relation to progress of the shared services and technology components of the structural cost-out programmes and the major operations rationalisation underway in Louisville, USA.
- An impairment charge of \$13.5 million was recognised due to the write-off of Computershare's investments in SETL Development Limited and CVEX Group, Inc (note 10).
- A restatement of deferred tax balances due to tax law changes in two US states resulted in a tax benefit of \$12.8 million.
- Derivatives that have not received hedge designation are marked to market at the reporting date and taken to profit and loss in the statutory results. The marked to market valuation resulted in a gain of \$3.1 million.
- The Karvy put option liability re-measurement up to the date of disposal resulted in a gain of \$1.7 million.
- A true-up of the US tax reform impact on foreign subsidiary profits resulted in a tax expense of \$1.2 million.

For the year ended 30 June 2018 management adjustment items were as follows:

|                                                                   | Gross     | Tax effect | Net of tax |
|-------------------------------------------------------------------|-----------|------------|------------|
|                                                                   | \$000     | \$000      | \$000      |
| Amortisation                                                      |           |            |            |
| Amortisation of intangible assets                                 | (52,432)  | 15,427     | (37,005)   |
| Acquisitions and disposals                                        |           |            |            |
| Acquisition accounting adjustments                                | (7,606)   | -          | (7,606)    |
| Acquisition and disposal related expenses                         | (5,694)   | 281        | (5,413)    |
| One-off accruals regime tax payable due to acquisition of Equatex | -         | (5,244)    | (5,244)    |
| Tax on expected disposal of Karvy                                 | -         | (3,777)    | (3,777)    |
| Other                                                             |           |            |            |
| Restatement of deferred tax balances due to US tax reform         | -         | 44,692     | 44,692     |
| Put option liability re-measurement                               | (13,577)  | -          | (13,577)   |
| Major restructuring costs                                         | (19,904)  | 6,528      | (13,376)   |
| Voucher Services impairment                                       | (3,621)   | -          | (3,621)    |
| Marked to market adjustments – derivatives                        | 217       | 79         | 296        |
| Total management adjustment items                                 | (102,617) | 57,986     | (44,631)   |

### 4. SEGMENT INFORMATION (Appendix 4E item 14.4)

The operating segments presented reflect the manner in which the Group has been internally managed and the financial information reported to the chief operating decision maker (CEO) in the current financial year. The Group has determined the operating segments based on the reports reviewed by the CEO that are used to make strategic decisions and assess performance.

There are seven operating segments. Six of them are geographic: Asia, Australia and New Zealand, Canada, Continental Europe, UCIA (United Kingdom, Channel Islands, Ireland & Africa) and the United States of America. In addition, Technology and Other segment comprises the provision of software specialising in share registry and financial services, as well as serving as a research and development function. The CEO reviews discrete financial information for this segment.

In each of the six geographic segments the consolidated entity offers a combination of its core products and services: investor services, business services, plans services, communication services and stakeholder relationship management services. Investor services comprise the provision of registry maintenance and corporate actions. Business services comprise the provision of bankruptcy, class action and utilities administration services, voucher services, corporate trust services and mortgage servicing activities. Plans services comprise the provision of administration and related services for employee share and option plans. Communication services comprise laser imaging, intelligent mailing, inbound process automation, scanning and electronic delivery. Stakeholder relationship management services comprise the provision of investor analysis, investor communication and management information services to companies, including their employees, shareholders and other securities industry participants.

There is a corporate function which includes entities whose main purpose is to hold intercompany investments and conduct financing activities. It is not considered an operating segment and includes activities that are not allocated to other operating segments.

During the year, Computershare has undertaken a review of its management structure to identify ways to intensify customer focus, identify opportunities for new business and operating efficiencies and develop additional products. Effective from 1 July 2019, the Group's management structure and reporting has changed from a regional model to a global business model, aligned to Computershare's products. Consequently, the Group will change its operating segments in the financial year ending June 2020 to reflect the new management structure and the way financial information will be reported to the CEO.

### **OPERATING SEGMENTS**

|                                                  | Asia    | Australia<br>& New<br>Zealand | Canada  | Continental<br>Europe | Technology<br>& Other | UCIA    | United<br>States | Total      |
|--------------------------------------------------|---------|-------------------------------|---------|-----------------------|-----------------------|---------|------------------|------------|
|                                                  | \$000   | \$000                         | \$000   | \$000                 | \$000                 | \$000   | \$000            | \$000      |
| June 2019                                        | •       | •                             | •       | •                     | •                     | •       | ·                | •          |
| Total segment revenue                            |         |                               |         |                       |                       |         |                  |            |
| and other income                                 | 123,388 | 216,059                       | 184,107 | 104,537               | 256,114               | 559,318 |                  | 2,597,705  |
| Intersegment revenue <b>External revenue and</b> | (1,628) | (559)                         | (3,068) | (1,264)               | (235,861)             | (3,399) | (4,229)          | (250,008)  |
| other income                                     | 121,760 | 215,500                       | 181,039 | 103,273               | 20,253                | 555,919 | 1,149,953        | 2,347,697  |
| Daviania mankusinasa                             |         |                               |         |                       |                       |         |                  |            |
| Revenue per business line:                       |         |                               |         |                       |                       |         |                  |            |
| Registry maintenance                             | 57,753  | 84,218                        | 58,584  | 45,679                | 2,825                 | 78,866  | 377,540          | 705,465    |
| Corporate actions                                | 11,725  | 21,208                        | 19,415  | -                     | -                     | 12,463  | 99,481           | 164,292    |
| Business services                                | 16,531  | 8,666                         | 74,501  | -                     | -                     | 302,497 | 525,177          | 927,372    |
| Stakeholder relationship                         | •       | ,                             | ,       |                       |                       | ,       | •                | •          |
| management                                       | 6,096   | 963                           | -       | 5,472                 | -                     | 8,422   | 46,366           | 67,319     |
| Plans services                                   | 29,055  | 14,381                        | 20,408  | 21,025                | -                     | 143,347 | 60,323           | 288,539    |
| Communication services                           | -       | 85,825                        | 6,767   | 29,708                | -                     | 6,516   | 40,096           | 168,912    |
| Technology and other                             | 600     | 239                           | 1,364   | 1,389                 | 17,428                | 3,808   | 970              | 25,798     |
| _                                                | 121,760 | 215,500                       | 181,039 | 103,273               | 20,253                | 555,919 | 1,149,953        | 2,347,697  |
| Management                                       |         |                               |         |                       |                       |         |                  |            |
| adjusted EBITDA                                  | 43,005  | 33,400                        | 83,294  | 18,751                | 18,052                | 131,368 | 356,241          | 684,111    |
| uujustau 12112/                                  | 15,005  | 22,100                        | 00,20   | 10,701                | 13,001                | -5-,555 | 333,212          | 00.,222    |
|                                                  |         |                               |         |                       |                       |         |                  |            |
| June 2018                                        |         |                               |         |                       |                       |         |                  |            |
| Total segment revenue and other income           | 161,481 | 242,869                       | 183,184 | 106,755               | 263,708               | 484,606 | 1,108,564        | 2,551,167  |
| Intersegment revenue                             | (4,719) | (747)                         | (2,497) | (894)                 | (244,993)             | (2,199) | (3,435)          | (259,484)  |
| External revenue and                             | (1,713) | (717)                         | (2,137) | (031)                 | (211,555)             | (2,133) | (3, 133)         | (233, 101) |
| other income                                     | 156,762 | 242,122                       | 180,687 | 105,861               | 18,715                | 482,407 | 1,105,129        | 2,291,683  |
|                                                  |         |                               |         |                       |                       |         |                  |            |
| Revenue per business line:                       |         |                               |         |                       |                       |         |                  |            |
| Registry maintenance                             | 64,216  | 93,117                        | 61,863  | 44,516                | 1,488                 | 79,399  | 359,724          | 704,323    |
| Corporate actions                                | 15,352  | 22,490                        | 15,731  | -                     | -                     | 9,005   | 97,974           | 160,552    |
| Business services                                | 46,460  | 9,512                         | 73,478  | -                     | -                     | 298,258 | 466,734          | 894,442    |
| Stakeholder relationship                         |         |                               |         |                       |                       |         |                  |            |
| management                                       | 5,411   | 523                           | -       | 5,912                 | -                     | 8,523   | 74,391           | 94,760     |
| Plans services                                   | 23,891  | 14,997                        | 21,033  | 25,283                | -                     | 78,182  | 65,056           | 228,442    |
| Communication services                           | - 405   | 101,251                       | 7,209   | 28,442                | -                     | 6,360   | 38,381           | 181,643    |
| Technology and other                             | 1,432   | 232                           | 1,373   | 1,708                 | 17,227                | 2,680   | 2,869            | 27,521     |
| <del>-</del>                                     | 156,762 | 242,122                       | 180,687 | 105,861               | 18,715                | 482,407 | 1,105,129        | 2,291,683  |
| Management                                       |         |                               |         |                       |                       |         |                  |            |
| adjusted EBITDA                                  | 55,868  | 34,479                        | 81,029  | 18,807                | 16,979                | 103,519 | 312,645          | 623,326    |

Segment revenue

The revenue reported to the CEO is measured in a manner consistent with that of the statement of comprehensive income. Sales between segments are included in the total segment revenue, whereas sales within a segment have been eliminated from segment revenue. Sales between segments are at normal commercial rates and are eliminated on consolidation.

Segment revenue reconciles to total revenue from continuing operations as follows:

|                                                  | 2019      | 2018      |
|--------------------------------------------------|-----------|-----------|
|                                                  | \$000     | \$000     |
| Total operating segment revenue and other income | 2,597,705 | 2,551,167 |
| Intersegment eliminations                        | (250,008) | (259,484) |
| Corporate revenue and other income               | (1,694)   | (1,794)   |
| Total revenue from continuing operations         | 2,346,003 | 2,289,889 |

### Management adjusted EBITDA

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.

A reconciliation of management adjusted EBITDA to operating profit before income tax is provided as follows:

|                                                                 | 2019     | 2018      |
|-----------------------------------------------------------------|----------|-----------|
|                                                                 | \$000    | \$000     |
| Management adjusted EBITDA - operating segments                 | 684,111  | 623,326   |
| Management adjusted EBITDA - corporate                          | (9,233)  | (680)     |
| Management adjusted EBITDA                                      | 674,878  | 622,646   |
| Management adjustment items (before related income tax effect): |          |           |
| Amortisation of intangible assets                               | (55,808) | (52,432)  |
| Gain on disposal of Karvy                                       | 106,456  | -         |
| Major restructuring costs                                       | (19,891) | (19,904)  |
| Acquisition and disposal related expenses                       | (17,170) | (5,694)   |
| Impairment charge - investments in associates                   | (13,953) | -         |
| Marked to market adjustments - derivatives                      | 4,363    | 217       |
| Put option liability re-measurement                             | 1,672    | (13,577)  |
| Acquisition accounting adjustments                              | (702)    | (7,606)   |
| Voucher Services impairment                                     | -        | (3,621)   |
| Total management adjustment items (note 3)                      | 4,967    | (102,617) |
| Finance costs                                                   | (66,689) | (62,117)  |
| Other amortisation and depreciation                             | (84,804) | (68,016)  |
| Profit before income tax from continuing operations             | 528,352  | 389,896   |

#### 5. RECONCILIATION OF INCOME TAX EXPENSE

| Numerical reconciliation of income tax expense to prima facie tax payable                                                           |          |          |
|-------------------------------------------------------------------------------------------------------------------------------------|----------|----------|
|                                                                                                                                     | 2019     | 2018     |
|                                                                                                                                     | \$000    | \$000    |
| Profit before income tax expense                                                                                                    | 528,352  | 389,896  |
| The tax expense for the financial year differs from the amount calculated on the profit. The differences are reconciled as follows: |          |          |
| Prima facie income tax expense thereon at 30%                                                                                       | 158,506  | 116,969  |
| Variation in tax rates of foreign controlled entities                                                                               | (7,554)  | (2,201)  |
| Tax effect of permanent differences:                                                                                                |          |          |
| Gain on disposal of Karvy                                                                                                           | (32,493) | 3,777    |
| Effect of changes in tax rates (excluding US tax reform)                                                                            | (14,284) | (6,538)  |
| Tax payable on one-off Equatex IP restructure                                                                                       | 5,801    | -        |
| Prior year tax (over)/under provided                                                                                                | (4,120)  | (1,739)  |
| Impairment of investment in SETL                                                                                                    | 2,339    | -        |
| True-up of US tax reform impact on foreign subsidiary profits                                                                       | 1,153    | -        |
| Restatement of deferred tax balances due to US tax reform                                                                           | -        | (44,692) |
| Withholding tax not creditable                                                                                                      | -        | 9,142    |
| One-off accruals regime tax payable due to acquisition of Equatex                                                                   | -        | 5,244    |
| Net other                                                                                                                           | 49       | 1,605    |
| Income tax expense                                                                                                                  | 109,397  | 81,567   |

#### **Australian thin capitalisation**

The Group has renewed an existing bilateral advance pricing arrangement with the Australian Taxation Office (ATO) and Her Majesty's Revenue and Customs in relation to remuneration to be paid to the Australian Group from its ownership and licensing of certain intangible assets. As part of that process, the ATO undertook collateral review activities and issued a draft position paper challenging the inclusion of these intangible assets in the thin capitalisation calculation used by the Australian Group to determine the amount of tax deductible interest on Australian borrowings between 1 July 2010 and 30 June 2014. Computershare disagrees with the ATO's views and responded to the draft position paper in September 2017. If the ATO maintains its views, Computershare intends to vigorously defend its position. This process may take some years to resolve. As the Group does not expect to pay additional tax related to this matter, no provision was recognised at 30 June 2019. If Computershare is unsuccessful in defending its position, the maximum potential primary tax liability in respect of the period from 1 July 2010 to 30 June 2019 excluding interest is estimated at \$52.1 million.

#### 6. CASH FLOW INFORMATION

### (a) Reconciliation of net profit after tax to cash flows from operating activities

|                                                                                               | 2019      | 2018     |
|-----------------------------------------------------------------------------------------------|-----------|----------|
|                                                                                               | \$000     | \$000    |
| Net profit after income tax                                                                   | 418,955   | 308,329  |
| Adjustments for non-cash income and expense items:                                            |           |          |
| Depreciation and amortisation                                                                 | 140,612   | 120,450  |
| Gain on disposal of Karvy                                                                     | (106,456) | -        |
| Net (gain)/loss on asset disposals and asset write-downs                                      | 817       | (26)     |
| Contingent consideration re-measurement                                                       | 702       | 7,606    |
| Share of net (profit)/loss of associates and joint ventures accounted for using equity method | 1,006     | (297)    |
| Employee benefits – share based expense                                                       | 18,049    | 17,564   |
| Hedge cost of business combination                                                            | 7,138     | -        |
| Impairment charge                                                                             | 13,953    | 3,621    |
| Fair value adjustments                                                                        | (6,035)   | 13,360   |
| Changes in assets and liabilities:                                                            |           |          |
| (Increase)/decrease in receivables                                                            | (52,636)  | (26,577) |
| (Increase)/decrease in inventories                                                            | (832)     | (144)    |
| (Increase)/decrease in loan servicing advances                                                | (124,769) | 61,063   |
| (Increase)/decrease in other current assets                                                   | 1,899     | (11,681) |
| Increase/(decrease) in payables and provisions                                                | (29,540)  | 26,105   |
| Increase/(decrease) in tax balances                                                           | 3,895     | (5,322)  |
| Net cash and cash equivalents from operating activities                                       | 286,758   | 514,051  |

Operating cash flows were impacted by the acquisition of \$125.0 million loan servicing advances related to an MSR transaction completed in a prior reporting period, whereby the Group undertook to purchase on 14 December 2018 any uncollected amounts that had been advanced relating to this MSR before it was acquired. Excluding loan servicing advances, operating cash flows decreased by \$41.5 million.

### (b) Reconciliation of liabilities arising from financing activities

|                                         | Current<br>borrowings<br>\$000 | Non-<br>current<br>borrowings<br>\$000 | Current<br>lease<br>liabilities<br>\$000 | Non-<br>current<br>lease<br>liabilities<br>\$000 | Cross<br>currency<br>swap<br>\$000 | Total<br>\$000 |
|-----------------------------------------|--------------------------------|----------------------------------------|------------------------------------------|--------------------------------------------------|------------------------------------|----------------|
| Opening balance at 1 July 2018          | 423,676                        | 1,051,842                              | 3,616                                    | 2,002                                            | -                                  | 1,481,136      |
| Cash flows                              | (156,859)                      | 651,399                                | (3,317)                                  | (704)                                            | (7,877)                            | 482,642        |
| Non-cash changes:                       |                                |                                        |                                          |                                                  |                                    |                |
| Acquisitions of entities and businesses | 16,993                         | -                                      | -                                        | -                                                | -                                  | 16,993         |
| Additions                               | -                              | -                                      | 1,136                                    | 5,127                                            | -                                  | 6,263          |
| Fair value adjustments                  | 245                            | 50,300                                 | -                                        | -                                                | 9,781                              | 60,326         |
| Transfers and other                     | (211,586)                      | 208,488                                | 565                                      | (565)                                            | -                                  | (3,098)        |
| Currency translation difference         | 125                            | (6,049)                                | (69)                                     | (56)                                             | 547                                | (5,502)        |
| Balance at 30 June 2019                 | 72,594                         | 1,955,980                              | 1,931                                    | 5,804                                            | 2,451                              | 2,038,760      |

### Interest bearing liabilities

On 20 November 2018, Computershare US issued 24 notes in the United States with a total value of \$550.0 million. These notes were for a tenor of seven and ten years. Fixed interest is paid on all the issued notes on a semi-annual basis. The Group uses interest rate derivatives to manage the fixed interest exposure.

On 10 May 2018, a bridge facility was executed for the Equatex acquisition of GBP 332.0 million (USD: \$420.6 million) maturing on 20 April 2020. The bridge facility was drawn on 8 November 2018 to settle the Equatex acquisition, then fully repaid on 22 November 2018 upon which date the facility was terminated.

### 7. BUSINESS COMBINATIONS

a) On 9 November 2018, the Group acquired 100% of Equatex Group Holding AG, a European employee share plan administration business headquartered in Zurich, Switzerland. Total consideration was EUR 370.2 million. The acquisition enhances Computershare's Employee Share Plans client base, product suite, capabilities and position in key European markets.

This business combination contributed \$67.8 million to the total revenue of the Group. If the acquisition had occurred on 1 July 2018, the total revenue contribution by the acquired entity would have been \$91.9 million.

Details of the acquisition are as follows:

|                                                 | \$000     |
|-------------------------------------------------|-----------|
| Cash consideration                              | 419,680   |
| Total consideration paid                        | 419,680   |
| Less fair value of identifiable assets acquired | (175,264) |
| Goodwill on consolidation                       | 244,416   |

Assets and liabilities arising from this acquisition are as follows:

|                                                                       | Fair value<br>\$000 |
|-----------------------------------------------------------------------|---------------------|
| Customer relationships                                                | 123,962             |
| Client deposits <sup>1</sup>                                          | 49,642              |
| Software                                                              | 33,594              |
| Cash and cash equivalents                                             | 26,131              |
| Receivables                                                           | 19,632              |
| Deferred tax assets                                                   | 14,126              |
| Brand name                                                            | 5,499               |
| Other current assets                                                  | 2,350               |
| Property, plant and equipment                                         | 13                  |
| Client deposits liability <sup>1</sup>                                | (49,642)            |
| Deferred tax liabilities                                              | (26,986)            |
| Payables                                                              | (21,968)            |
| Provisions                                                            | (845)               |
| Current tax liabilities                                               | (188)               |
| Financial liabilities at fair value through profit or loss            | (56)                |
| Net assets                                                            | 175,264             |
| Purchase consideration:                                               |                     |
| Inflow/(outflow) of cash to acquire the entity, net of cash acquired: | \$000               |
| Cash balance acquired                                                 | 26,131              |
| Less cash paid                                                        | (419,680)           |
| Net inflow/(outflow) of cash                                          | (393,549)           |

<sup>&</sup>lt;sup>1</sup> Equatex AG is a registered broker dealer and custodian in Switzerland and the client monies it manages as part of providing plan manager services meet the accounting criteria for on-balance sheet recognition. These deposits are recognised in other financial assets in the statement of financial position, with a corresponding offsetting liability recognised in payables.

b) On 31 December 2018, Computershare acquired 100% of LenderLive Financial Services, LLC. LenderLive is a fulfilment and secondary market service provider in the US mortgage industry, based in Denver, USA. This acquisition will further strengthen Computershare's growth in the US mortgage services market, adding scale to existing fulfilment and secondary market services.

This business combination contributed \$20.3 million to the total revenue of the Group. If the acquisition had occurred on 1 July 2018, the total revenue contribution by the acquired entity would have been \$40.0 million.

Details of the acquisition were as follows:

|                                                 | \$000    |
|-------------------------------------------------|----------|
| Cash consideration                              | 31,801   |
| Total consideration paid                        | 31,801   |
| Less fair value of identifiable assets acquired | (28,526) |
| Goodwill on consolidation                       | 3,275    |

Assets and liabilities arising from this acquisition are as follows:

|                                                                       | Fair value |
|-----------------------------------------------------------------------|------------|
|                                                                       | \$000      |
| Cash and cash equivalents                                             | 15,817     |
| Financial assets at fair value through profit or loss                 | 14,654     |
| Receivables                                                           | 7,995      |
| Property, plant and equipment                                         | 3,033      |
| Other current assets                                                  | 831        |
| Intangibles                                                           | 7,283      |
| Interest bearing liabilities                                          | (16,993)   |
| Payables                                                              | (3,290)    |
| Provisions                                                            | (446)      |
| Other liabilities                                                     | (358)      |
| Net assets                                                            | 28,526     |
| Purchase consideration:                                               |            |
| Inflow/(outflow) of cash to acquire the entity, net of cash acquired: | \$000      |
| Cash balance acquired                                                 | 15,817     |
| Less cash paid                                                        | (31,801)   |
| Net inflow/(outflow) of cash                                          | (15,984)   |

c) On 10 July 2018, Computershare acquired the business of Title XI Software Solutions. Title XI is a provider of software and technology solutions for Chapter 11 and Chapter 7 bankruptcy administration based in California, USA.

This business combination did not materially contribute to the total revenue of the group.

Details of the acquisition were as follows:

| Goodwill on consolidation                       | 2,782   |
|-------------------------------------------------|---------|
| Less fair value of identifiable assets acquired | (3,750) |
| Total consideration paid                        | 6,532   |
| Deferred consideration                          | 2,454   |
| Cash consideration                              | 4,078   |
|                                                 | \$000   |

### **8. CONTRIBUTED EQUITY** (Appendix 4E item 14.2)

On 16 August 2017, Computershare announced an on-market buy-back of shares with an aggregate value of up to AUD 200.0 million for capital management purposes starting on 30 August 2017. The on-market share buy-back ended on 29 August 2018.

Since the effect of share buy-backs over the years has reduced contributed equity to nil, a reserve has been created to reflect the excess value of shares bought over the original amount of subscribed capital.

There has been no issue of ordinary shares during the year ended 30 June 2019.

### Movement in contributed equity

 Balance at 1 July 2018
 Number of shares

 Balance at 30 June 2019
 542,955,868

On 14 August 2019, Computershare announced an on-market buy-back of shares with an aggregate value of up to AUD 200.0 million for capital management purposes, commencing on 3 September 2019.

### 9. CONTROLLED ENTITIES ACQUIRED OR DISPOSED OF (Appendix 4E item 10)

| Acquired                               | Date control gained |
|----------------------------------------|---------------------|
| Equatex Group Holding AG               | 9 November 2018     |
| Equatex Holding AG                     | 9 November 2018     |
| Equatex IP AG                          | 9 November 2018     |
| Equatex AG                             | 9 November 2018     |
| Equatex Norway AS                      | 9 November 2018     |
| Equatex Employee Services AS           | 9 November 2018     |
| Equatex US Inc.                        | 9 November 2018     |
| Equatex UK Ltd                         | 9 November 2018     |
| Equatex Deutschland GmbH               | 9 November 2018     |
| Equatex Poland Sp.Z.o.o.               | 9 November 2018     |
| Equatex UK Nominee Ltd                 | 9 November 2018     |
| LenderLive Financial Services, LLC     | 31 December 2018    |
| LenderLive Network, LLC                | 31 December 2018    |
| Disposed                               | Date control lost   |
| Karvy Computershare Private Limited    | 17 November 2018    |
| Karvy Computershare W.L.L              | 17 November 2018    |
| Karvy Computershare (Malaysia) Sdn Bhd | 17 November 2018    |

#### **10. ASSOCIATES AND JOINT VENTURE ENTITIES** (Appendix 4E item 11)

| Name                                                                                                                                                              | Place of incorporation                                                                          | Principal activity                                                                                                             | Ownership interest           |                                      | Consoli carrying                  |                                            |
|-------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------|------------------------------|--------------------------------------|-----------------------------------|--------------------------------------------|
|                                                                                                                                                                   |                                                                                                 |                                                                                                                                | June                         | June                                 | June                              | June                                       |
|                                                                                                                                                                   |                                                                                                 |                                                                                                                                | 2019                         | 2018                                 | 2019                              | 2018                                       |
|                                                                                                                                                                   |                                                                                                 |                                                                                                                                | %                            | %                                    | \$000                             | \$000                                      |
| Joint Ventures                                                                                                                                                    |                                                                                                 |                                                                                                                                |                              |                                      |                                   |                                            |
| Computershare Pan Africa Holdings Ltd                                                                                                                             | Mauritius                                                                                       | Investor Services                                                                                                              | 60                           | 60                                   | -                                 | -                                          |
| Asset Checker Ltd                                                                                                                                                 | United Kingdom                                                                                  | Investor Services                                                                                                              | 50                           | 50                                   | -                                 | -                                          |
| VisEq GmbH                                                                                                                                                        | Germany                                                                                         | Investor Services                                                                                                              | 66                           | 66                                   | 39                                | 45                                         |
| Associates SETL Development Limited <sup>1</sup> Expandi Ltd Milestone Group Pty Ltd CVEX Group, Inc <sup>2</sup> The Reach Agency Holdings Pty Ltd Mergit s.r.l. | United Kingdom<br>United Kingdom<br>Australia<br>United States of America<br>Australia<br>Italy | Business Services<br>Investor Services<br>Technology Services<br>Investor Services<br>Investor Services<br>Technology Services | 25<br>20<br>20<br>46.5<br>30 | 10.8<br>25<br>20<br>20<br>46.5<br>30 | -<br>6,304<br>3,611<br>-<br>1,172 | 13,490<br>6,354<br>3,918<br>1,940<br>1,023 |
|                                                                                                                                                                   |                                                                                                 |                                                                                                                                |                              |                                      | 11,126                            | 26,770                                     |

<sup>&</sup>lt;sup>1</sup>SETL Development Limited entered into administration during the current reporting period. Consequently, the Group's investment in this entity was written off in full and SETL Development Limited is no longer considered an associate of the consolidated entity.

The share of net profit/loss of associates and joint ventures accounted for using the equity method for the year ended 30 June 2019 is a \$1.0 million loss (2018: \$0.3 million profit).

### **11. OTHER SIGNIFICANT INFORMATION** (Appendix 4E item 12)

On 17 November 2018, Computershare completed the sale of its 50% interest in the Indian venture Karvy. A gain of \$106.5 million has been recognised in other income in the consolidated statement of comprehensive income during the reporting period. Karvy's revenues and EBITDA contribution until the date of disposal are included in the Asia segment in note 4.

Details of the disposal are as follows:

|                                                          | \$000   |
|----------------------------------------------------------|---------|
| Cash consideration                                       | 99,043  |
| Less:                                                    |         |
| Carrying amount of net assets disposed                   | (1,952) |
| Disposal of non-controlling interest                     | 18,713  |
| Reclassification of foreign currency translation reserve | (7,312) |
| Disposal costs                                           | (2,036) |
| Gain on disposal before income tax                       | 106,456 |
| Income tax expense                                       | (14)    |
| Gain on disposal after tax                               | 106,442 |
|                                                          |         |

<sup>&</sup>lt;sup>2</sup> The investment in CVEX Group, Inc was considered impaired during the current financial year and was therefore fully written off

Carrying amount of net assets disposed:

| Assets and liabilities        | \$000    |
|-------------------------------|----------|
| Cash and cash equivalents     | 21,280   |
| Receivables                   | 20,176   |
| Intangibles                   | 19,274   |
| Property, plant and equipment | 8,672    |
| Other assets                  | 137      |
| Put option liability          | (53,563) |
| Payables                      | (9,891)  |
| Current tax liabilities       | (2,293)  |
| Deferred tax liabilities      | (1,081)  |
| Provisions                    | (759)    |
| Net assets                    | 1,952    |

### **Disposal consideration:**

Inflow/(outflow) of proceeds received from sale of subsidiary, net of cash disposed:

|                              | <b>等ししし</b> |
|------------------------------|-------------|
| Cash consideration           | 99,043      |
| Less cash disposed           | (21,280)    |
| Net inflow/(outflow) of cash | 77,763      |

### 12. ADDITIONAL DIVIDEND INFORMATION (Appendix 4E item 7)

Details of dividends declared or paid during or subsequent to the year ended 30 June 2019 are as follows:

| Record date      | Payment date      | Туре    | Amount<br>per<br>security | Total dividend  | Franked<br>amount per<br>security | Conduit Foreign Income amount per security |
|------------------|-------------------|---------|---------------------------|-----------------|-----------------------------------|--------------------------------------------|
| 22 August 2018   | 17 September 2018 | Final   | AU 21 cents               | AUD 113,998,579 | AU 21.0 cents                     | AU 0.0 cents                               |
| 20 February 2019 | 15 March 2019     | Interim | AU 21 cents               | AUD 113,963,249 | AU 6.3 cents                      | AU 14.7 cents                              |
| 21 August 2019   | 16 September 2019 | Final   | AU 23 cents               | AUD 124,879,850 | AU 6.9 cents                      | AU 16.1 cents                              |

<sup>\*</sup> Based on 542,955,868 shares on issue as at 14 August 2019

### **13. DIVIDEND REINVESTMENT PLANS** (Appendix 4E item 8)

Computershare operates a Dividend Reinvestment Plan (DRP) which provides eligible shareholders with the opportunity to elect to take all or part of dividends in the form of shares in accordance with the DRP plan rules. Shares are provided under the plan free of brokerage and other transaction costs and will rank equally with all other ordinary shares on issue.

The DRP will apply to the final dividend declared on 14 August 2019 in respect of the FY19 financial year. Applications or notices received after 5.00pm (Melbourne time) on 22 August 2019 will not be effective for payment of this final dividend but will be effective for future dividend payments.

The DRP price for the final dividend will be equal to the arithmetic average of the daily volume weighted average market price (rounded to the nearest cent) of all shares sold through a normal trade on the ASX automated trading system during the DRP pricing period for this dividend, being 26 August 2019 to 6 September 2019 (inclusive). No discount will apply to the DRP price.

### **14. RETAINED EARNINGS** (Appendix 4E item 6)

|                                                                    | 2019<br>\$000 | 2018<br>\$000 |
|--------------------------------------------------------------------|---------------|---------------|
| Retained earnings                                                  |               |               |
| Retained earnings at the beginning of the financial year           | 1,455,187     | 1,315,607     |
| Ordinary dividends provided for or paid                            | (163,616)     | (160,484)     |
| Net profit/(loss) attributable to members of Computershare Limited | 415,732       | 300,064       |
| Change in accounting standards (note 1)                            | (876)         | -             |
| Retained earnings at the end of the financial year                 | 1,706,427     | 1,455,187     |
| 15. NTA BACKING (Appendix 4E item 9)                               |               |               |
|                                                                    | 2019          | 2018          |
| Net tangible asset backing per ordinary share                      | (2.49)        | (2.15)        |

### **16. COMMENTARY ON RESULTS** (Appendix 4E item 14)

Refer to the Market Announcement and Management Presentation.

#### 17. SIGNIFICANT FEATURES OF OPERATING PERFORMANCE (Appendix 4E item 14.3)

Refer to the Market Announcement and Management Presentation.

### **18. TRENDS IN PERFORMANCE** (Appendix 4E item 14.5)

Refer to the Market Announcement and Management Presentation.

### 19. OTHER FACTORS THAT AFFECTED RESULTS IN THE PERIOD OR WHICH ARE LIKELY TO AFFECT RESULTS IN THE FUTURE (Appendix 4E item 14.6)

Refer to the Market Announcement and Management Presentation.

### **20. AUDIT STATUS** (Appendix 4E item 15)

This report is based on accounts which are in the process of being audited.