

NOTICE OF MEETING 2015



CERTAINTY

INGENUITY

ADVANTAGE

 **Computershare**

DESIGNED AND PROCURED BY

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Invitation from the Chairman

Dear Shareholder,

We would like to invite you to our 2015 Annual General Meeting to be held at 10.00am on Wednesday 11 November 2015. The AGM will be held at Computershare's Global Headquarters, 452 Johnston Street, Abbotsford, Victoria.

The Notice of Meeting material starts on page 10 and outlines the formal business that you will need to consider, whether in person at our AGM or through lodgement of your proxy. Lodgement is available using our online voting product at www.investorvote.com.au or alternatively you can complete and return the enclosed proxy form.

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

Full details are included in the Notice of Meeting.

YEAR IN REVIEW

The Company started the year with a range of known challenges, but once again delivered a creditable result, with strong cost outcomes underpinning our performance.

In constant currency terms (measuring performance based on exchange rates from the prior period) the Group delivered growth in revenues, Management earnings per share (EPS) and Management net profit. However, the strengthening of the USD, our reporting currency, materially impacted our actual financial results.

Our statutory earnings were impacted by a goodwill impairment of \$109.5 million relating to our voucher services business. This followed the UK Government's decision to insource all administration related to its new Tax-Free Childcare scheme. This impairment was the primary driver of the fall in Statutory Net Profit of 38.9% year-on-year to \$153.6 million.

In actual currency terms, Computershare's key performance indicator, Management EPS, was down a modest 0.7% to 59.82 cents. Total revenues fell 2.3% to \$1,976.1 million. Operating costs were down by 4.1% to \$1,419.7 million, benefiting in part from the stronger USD.

There was a net benefit to revenues from the impact of acquisitions and disposals, while expenses were flat in constant currency terms despite the additional costs associated with the acquisitions made during the period. Corporate actions activity was mixed and, like many revenue lines, suffered from the continuation of historically low interest rates, resulting in the weakest corporate actions revenues in over a decade. Operating cash flows were 9% lower this year at \$372.1 million and capital expenditure was \$38.6 million having normalised following the recent year lows. You will find a summary of our key financial metrics on pages 4 and 5.

DIVIDEND INCREASE

The Board increased the final dividend by AUD 1 cent to AUD 16 cents per share, with the combined interim and final dividends for FY2015 totalling AUD 31 cents. The final dividend was 25% franked.

Invitation from the Chairman

OUTLOOK

In August 2015, we reported that we expect underlying business performance in FY2016 to be broadly similar to FY2015, however, the translation impact of the stronger US dollar and anticipated lower yields on client balances are again expected to be significant earnings headwinds. The business is also anticipating some increased costs, including those associated with investments in product development and efficiency initiatives. Taking all factors into account, we reported that we expect Management EPS for FY2016 to be around 7.5% lower than FY2015.


This assessment of the outlook is subject to the forward-looking statements disclaimer in our annual results announcement and assumes that corporate actions activity is similar to FY2015, and that equity, foreign exchange and interest rate markets remain at the levels that existed at the time of providing that guidance.

ACKNOWLEDGEMENTS

We would like to thank our clients who continue to use our market-leading services around the world. We again thank our employees for their contribution to this year's result as well as our fellow directors for their ongoing support and continued guidance. We also extend our best wishes to former director Nerolie Withnall and acknowledge her valuable contribution.

We appreciate your continued loyalty as a shareholder, and welcome comments and feedback via investor.relations@computershare.com.au.

Yours sincerely,

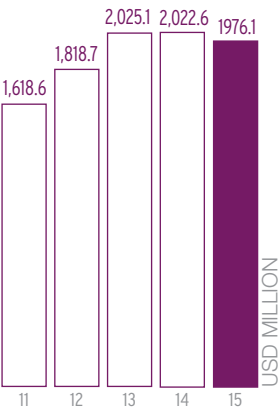


Chris Morris
Chairman

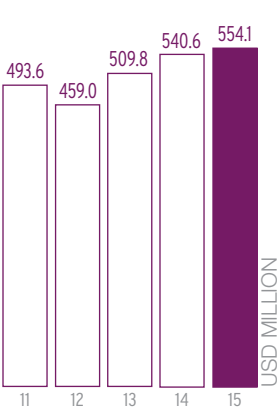
Key financial metrics

All financials are presented in United States Dollars (USD) and all comparative references are to FY2014 unless otherwise noted.

MANAGEMENT REVENUE



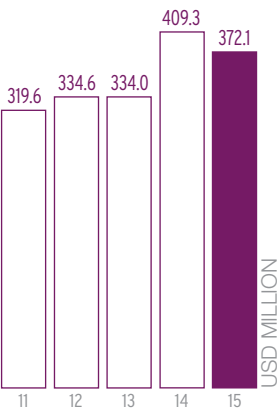
MANAGEMENT EBITDA



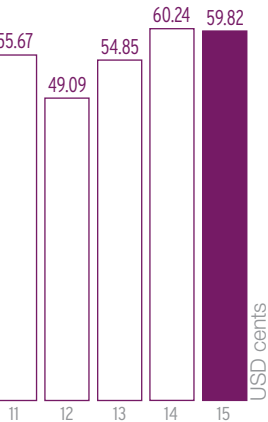
MANAGEMENT NPAT



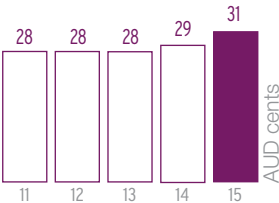
CASH FLOW FROM OPERATIONS



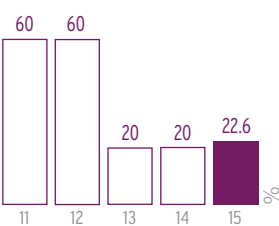
MANAGEMENT EPS



DIVIDEND PER SHARE



FRANKING %

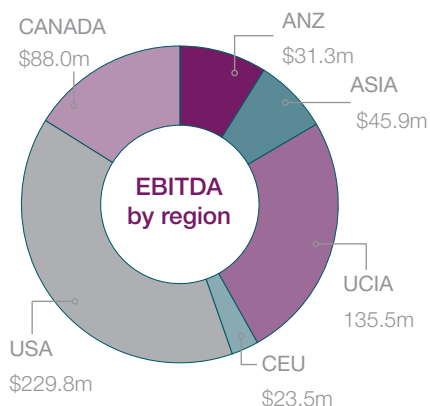
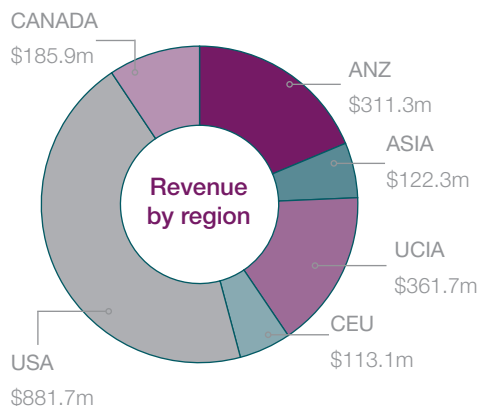


Management adjusted results are used, along with other measures, to assess operating business performance. The Group believes that exclusion of certain items permits better analysis of the Group's performance on a comparative basis and provides a better measure of underlying operating performance.

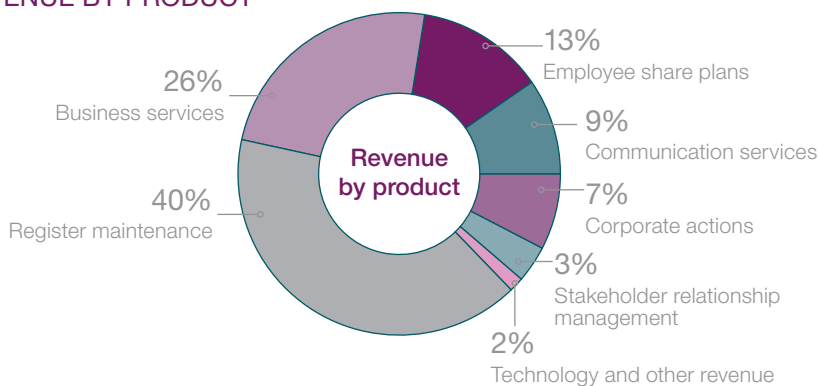
For more details on management adjusted items, please refer to note 3 on page 57 of the Company's 2015 Annual Report which can be found at www.computershare.com

Key financial metrics

REGIONAL ANALYSIS



REVENUE BY PRODUCT



PERFORMANCE INDICATORS

Balance Sheet	FY2015	FY2014	Change
Total Assets	3,801.5m	3,808.2m	- 0.2%
Total Equity	1,177.6m	1,267.2m	- 7.1%
Statutory EPS	27.61c	45.20c	- 38.9%
Management EPS	59.82c	60.24c	- 0.7%
Net Debt to EBITDA Ratio	2.10 times	2.13 times	- 0.03 times
Return On Equity (ROE)	28.62%	28.01%	+ 61 bps
Return On Invested Capital (ROIC)	16.48%	16.38%	+ 10 bps

FY2015 global achievements

DRIVING SYNERGIES

Finished integrating global acquisitions:



OPENED

operations centre in Louisville, Kentucky a lower-cost region of the US outside the snow and hurricane belt



ROLL OUT

of global service delivery model with virtual desktop platform now also servicing UK, Europe and Asia

BIG CLIENT PROJECTS

\$9 billion
demerger

of **South32**
from **BHP Billiton**
spanning
4 markets

Integrated IPO solution

Used our inbound document processing capability and multi-channel integration, to support the **biggest Australian IPO in 10 years**

Processed
400,000 calls
over 12 weeks,
with **82% of calls**
answered within
30 seconds

18,000

Cross-border
transactions spanning
8 markets

WE LOOK AFTER:

70%

ASX 20

77%

DOW 30

76%

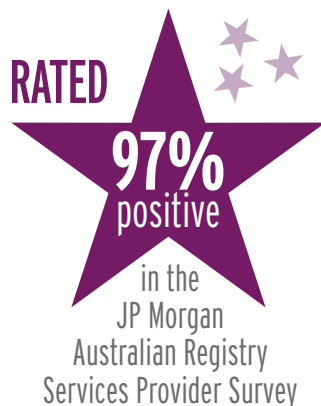
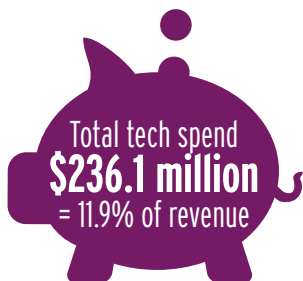
Hang Seng
Index

60%

European
ETF market

75%

Johannesburg
Stock Exchange



LAUNCHED



RETAINED MARKET-LEADING POSITION
in all our main European markets

FOCUS FOR FY2016



Corporate Responsibility

ENVIRONMENT

We have sustainability targets and environmental programs in place around the globe to further minimise our already low impact on the natural world.

MINIMISING OUR RESOURCE CONSUMPTION

Progress on 5 year plan to reduce gas, electricity, water and waste in 4 key premises by 2018:

	General waste The Pavilions, Bristol and Burr Ridge, Chicago have reached and maintained their targets		Electricity East Beaver Creek, Toronto and Burr Ridge have reached and maintained their targets		Natural gas The Pavilions have reached and maintained their individual site target with Yarra Falls, Melbourne almost at the target		Water Burr Ridge have reached and maintained their individual site target
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REVIEW OF FY2015 SUSTAINABILITY OBJECTIVES

GREAT RESULTS FROM OUR GLOBAL GREEN OSCARS PROJECT



SUCCESSFUL GREEN DAYS

Carbon Games was the most popular among employees



IMPLEMENT FIRST SUSTAINABILITY PRINCIPLES GLOBALLY

Rollled out for internal meetings, IT powersave, recycling and eWaste

IDENTIFY AND IMPLEMENT TARGETS FOR NEW OFFICES

Completed for Hong Kong, Munich, Auckland and Canton, US



REVIEW OF GLOBAL EWASTE PROGRAMME

Effective eWaste program confirmed to be in place for all locations

EMPLOYEES' PARTICIPATION DRIVES OUR SUSTAINABILITY EFFORTS

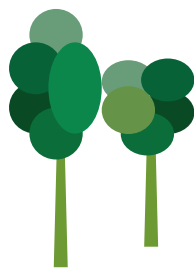
We share our sustainability activity internally through newsletters, intranet news pages and our internal networking platform. Visit www.computershare.com/csr for more info or scan the QR code.



COMMUNITY

Our global community giving programme Change A Life funds projects that address poverty and empower communities to effect change around the world.

Donations of
AUD 550,000
supported
4 projects
in FY2015



SUNRISE COMMUNITY VILLAGE IN SIHANOUKVILLE, CAMBODIA

 **101** orphans, **89** HIV positive

 **10** of **12** houses occupied

 **4** kitchens in use

AUD 200,000 donation from Computershare will fund new classrooms and houses

TALENSI FARMER MANAGED NATURAL REGENERATION INITIATIVE, GHANA

3rd year of 5 year

 commitment, low-cost land restoration technique reducing the hunger gap for

 **8,000** children and their families


COMMUNITY LEARNING CENTRE PROJECT, KENYA

4th year, giving over **2,000** local people access to services and resources in:

 technology  health  education

COME-SHARE EDUCATION PROJECT, SRI LANKA

 **15 years** of support from Computershare

 **823** students received individual tuition to date

 Average of **280** students a year attend group classes

CHANGE A LIFE CYCLING INITIATIVE, SOUTH AFRICA

Raised **AUD 345,000** of **2 million** donation to anti-crime and youth development projects

6th year

77 riders

5 days

600 kms



Get updates on environmental and community activity on our Twitter feed (@Computershare), corporate Facebook page and at www.computershare.com/csr and the Change a Life website at www.changealife.com.au

Notice of Annual General Meeting

The 2015 Annual General Meeting (AGM) of Computershare Limited (ABN 71 005 485 825) (Company) will be held on Wednesday 11 November 2015 commencing at 10.00am at Yarra Falls, 452 Johnston Street, Abbotsford, Victoria, Australia.

ITEMS OF BUSINESS

1. Financial Statements and Reports

To receive and consider the Financial Report, the Directors' Report and the Auditor's Report for the year ended 30 June 2015.

2. Re-election of Mr C J Morris as a director

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

"That Mr C J Morris, who retires from office under clause 64 of the Company's Constitution, is re-elected as a director of the Company."

3. Re-election of Ms P J Maclagan as a director

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

"That Ms P J Maclagan, who retires from office under clause 64 of the Company's Constitution, is re-elected as a director of the Company."

4. Remuneration Report

To consider, and if thought fit, pass the following resolution as an ordinary resolution: "That the Remuneration Report for the year ended 30 June 2015 is adopted."

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

5. Grant of performance rights to the Chief Executive Officer

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

"That the Company approves the grant to the Chief Executive Officer, Stuart Irving, of 130,522 performance rights under the Company's Long Term Incentive Plan on the terms summarised in the Explanatory Notes."

Notice of Annual General Meeting

ADDITIONAL INFORMATION

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

Under the Corporations Act, voting restrictions apply to the Company's key management personnel (KMP) and their closely related parties for Items 4 and 5. The term 'closely related party' in relation to a member of KMP includes a spouse, dependent and certain other close family members, as well as any companies controlled by the KMP. In addition, voting exclusions apply in respect of Item 5 under the ASX Listing Rules. Please refer to the Explanatory Notes for more details.

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

By Order of the Board

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

D M Horsley
Company Secretary
7 October 2015

Explanatory Notes

These Explanatory Notes are included in, and form part of, the Notice of AGM dated 7 October 2015.

ITEM 1 – Financial Statements and Reports

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

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

ITEM 2 – Re-election of Mr C J Morris as a director

Reasons for retirement and presentation for re-election

Mr Chris Morris retires in accordance with clause 64 of the Company's Constitution and, being eligible, offers himself for re-election.

Professional experience

Position Non-Executive Chairman

Age 67

Independent No

Term of office

Mr Morris and an associate established Computershare in 1978. He was appointed Chief Executive Officer in 1990 and oversaw the listing of Computershare on the ASX in 1994. Chris became the Computershare Group's Executive Chairman in November 2006 and relinquished his executive responsibilities in September 2010. Chris was last re-elected in 2012.

Skills and experience

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

Other directorships and offices

Chairman of Smart Parking Limited (since 2009)

Chairman of DTI Limited (since 2011)

Director of Adslot Limited (2010 to 2014)

Board committee membership

Chairman of the Nominations Committee

Chairman of the Acquisitions Committee

Member of the Remuneration Committee

Recommendation

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

Explanatory Notes

ITEM 3 – Re-election of Ms P J Maclagan as a director

Reasons for retirement and presentation for re-election

Ms Penny Maclagan retires in accordance with clause 64 of the Company's Constitution and, being eligible, offers herself for re-election.

Professional experience

Position Non-Executive Director

Age 63

Independent No

Term of office

Ms Maclagan joined Computershare in 1983 and was appointed to the Board as an executive director in May 1995. Penny relinquished her executive responsibilities in September 2010. Penny was last re-elected in 2012.

Qualifications BSc (Hons), DipEd

Skills and experience

Ms Maclagan has over 30 years of experience and knowledge in the securities industry. Having led Computershare's Technology Services business until 2008, Penny has a very deep understanding of Computershare's leading proprietary technology that contributes to its competitive advantage in the global marketplace.

Other directorships and offices

Director of Smart Parking Limited (since 2011)

Board committee membership

Member of the Remuneration Committee

Member of the Nomination Committee

Recommendation

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

ITEM 4 – Remuneration Report

The Remuneration Report sets out the policy for the remuneration of the directors, the CEO and other KMP and contains details on how their remuneration is structured. It also contains remuneration details for the KMP for the period ended 30 June 2015. The report is found on pages 34 to 47 of the Annual Report, which is available on Computershare's website – www.computershare.com

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

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

Explanatory Notes

Voting exclusion statement

The Company will disregard any votes cast on Item 4 by or on behalf of a member of the KMP whose remuneration is disclosed in the Remuneration Report (and their closely related parties) in any capacity. In addition, any votes cast as a proxy on this item by any other member of the KMP (and their closely related parties) will also be disregarded.

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

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

Recommendation

The Board recommends that shareholders vote in favour of Item 4.

ITEM 5 – Grant of Performance Rights to the Chief Executive Officer

The Company is seeking shareholder approval for the grant of 130,522 performance rights to the CEO, Stuart Irving, in respect of his FY2016 long term incentive grant under the Computershare Long Term Incentive Plan (LTI Plan) on the terms set out below. Approval is requested under the ASX Listing Rules to enable the Company to grant equity securities to the CEO (as a director of the Company) under an employee incentive scheme.

The Board of Computershare established a new long term incentive plan, being the LTI Plan, in June 2014. This followed a review of the Company's long term incentive remuneration arrangements that was conducted earlier in 2014 by the Company's Remuneration Committee. The LTI Plan replaces a previous long term incentive plan (known as the DLI plan) that had been operated by the Company since 2009.

The Board wishes to ensure that the LTI Plan provides an appropriate and effective incentive for its most senior executives to deliver sustainable growth outcomes for the Computershare Group over the longer term.

Key terms of grant of Performance Rights

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

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

Explanatory Notes

Details of proposed grant to the CEO

The total number of performance rights to be granted to the CEO is 130,522. This number was determined based on the CEO's maximum FY2016 LTI opportunity which is calculated by dividing 100% of the CEO's base salary and on target STI opportunity of AUD1,300,000 by AUD9.96, being the volume weighted average price of Computershare shares over the five trading days following the release of the Company's FY2015 results on 12 August 2015.

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

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

Performance conditions

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

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

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

EPS hurdle

The percentage of performance rights subject to the EPS hurdle that vest will be determined by the Board with reference to the compound annual growth in Management EPS across the performance period, being the financial years 2016 through to 2018 as follows:

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

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

Explanatory Notes

Relative TSR hurdle

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

The Company's relative TSR performance is tested by measuring the Company's TSR performance against the TSR performance of the companies within the ASX 100 index at the start of the performance period (any exclusions to be determined by the Board). The comparator group may be adjusted to take into account events during the performance period including, but not limited to takeovers, mergers, de-mergers or de-listings. The performance period is 1 July 2015 to 30 June 2018.

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

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

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

Treatment of performance rights on cessation of employment

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

Change of control

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

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

Explanatory Notes

Clawback

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

Other information

In relation to the LTI Plan:

- › The CEO is the only director entitled to participate in the LTI Plan.
- › The CEO received a grant of 107,084 performance rights at no cost under the LTI Plan in FY2015 in accordance with shareholder approval received at the 2014 AGM.
- › There is no loan scheme in relation to the acquisition of the performance rights (or the shares provided on vesting) as no payment is required.
- › On vesting of performance rights, shares may be issued or acquired on market, or the Board may determine to settle the award in cash.
- › The CEO is prohibited from entering into any scheme or arrangement under which he hedges or alters the economic benefit that he may derive in respect of the grant of performance rights.

Voting exclusion statement

The Company will disregard any votes cast on Item 5:

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

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

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

Recommendation

The Board (excluding Mr Irving) considers the grant of performance rights to Mr Irving to be appropriate and recommends that shareholders vote in favour of Item 5.

Explanatory Notes

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

1. Voting, direct votes and proxy votes

- 1.1. A shareholder entitled to attend and vote at the AGM may vote by:
 - (a) attending the meeting in person
 - (b) appointing a proxy representative or attorney to attend and vote at the meeting on their behalf
 - (c) lodging a valid notice of their voting intention by means of a direct vote
- 1.2. A shareholder may only vote by one of the methods listed in paragraph 1.1 above.
- 1.3. Shareholders who do not plan to attend the AGM are encouraged to complete and return a voting form, or to register their direct vote or proxy electronically (see below). Shareholders may withdraw their direct vote or proxy, and attend and vote at the AGM, even if they have sent a voting form to the Company or registered their vote electronically.

How to lodge a direct vote or appoint a proxy

- 1.4. A shareholder may lodge a direct vote or appoint a proxy by:
 - (a) using the voting form provided with this Notice of AGM; or
 - (b) the electronic medium available at the website <http://www.investorvote.com.au>

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

Direct voting

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

Explanatory Notes

Appointing a proxy

- 1.8. A proxy:
- (a) need not be a shareholder of the Company
 - (b) may be an individual or a body corporate
- 1.9. A shareholder may direct their proxy how to vote by indicating on the voting form that they are appointing a proxy to vote on their behalf and then placing a mark in one of the boxes opposite each item of business on the voting form. All of the shareholder's shares will be voted in accordance with such direction, unless the shareholder indicates that their proxy is:
- (a) to vote only a portion of their votes on any item
 - (b) to cast their votes in different ways on any item by inserting the percentage or number of shares in the appropriate box or boxes.
- 1.10. If a shareholder appointing a proxy does not mark any of the boxes on a given item, the proxy may vote as the proxy chooses. If the shareholder does not direct the proxy regarding all of their votes on any item, the proxy may vote as the proxy chooses in respect of the undirected votes.
- If the shareholder directs the proxy to cast their votes in different ways on any item, the proxy must not vote on a show of hands in respect of that item, but may vote on a poll.
- 1.11. If a shareholder appointing a proxy marks more than one box on an item, their vote on that item will be invalid. If a shareholder inserts percentages or a number of shares in boxes on any item that in total exceed 100% or exceed the number of shares that the shareholder holds as at the voting entitlement time, the shareholder's vote on that item will be invalid, unless the shareholder inserted the number of shares in one box only, in which case it will be taken to be valid for the total number of shares held at that time.
- 1.12. If the shareholder is entitled to cast two or more votes, the shareholder has the right to appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If the appointment does not specify the proportion or number of the shareholder's votes each proxy may exercise, each proxy may exercise one half of the shareholder's votes.
- If the shareholder appoints two proxies, neither proxy may vote on a show of hands.
- 1.13. Any directed proxies that are not voted on a poll at the meeting will automatically default to the Chairman of the Meeting, who is required to vote proxies as directed.

Appointing the Chairman as your proxy

- 1.14. The Chairman of the Meeting intends to vote all available undirected proxies in favour of all of the resolutions. If you complete a proxy form that authorises the Chairman of the Meeting to vote on your behalf as proxy, and you do not mark any of the boxes so as to give the Chairman directions about how your vote should be cast, then, in accordance with the express authority provided for in the voting form, the Chairman will vote in favour of all resolutions, including those at Items 4 and 5 even though they are directly or indirectly connected with the remuneration of the KMP. If you wish to appoint the Chairman of the Meeting as your proxy, and you wish to direct him how to vote, please tick the appropriate box on the form.
- 1.15. If you appoint as your proxy any director of Computershare, except the Chairman of the Meeting, or any other KMP or any of their closely related parties and you do not direct your proxy how to vote on either Items 4 or 5, he or she will not vote your proxy on those items of business.

Explanatory Notes

Signing the voting form

1.16. If the shareholder is:

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

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

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

Lodging the voting form

1.19. To be effective, the voting form, together with any authority under which the voting form was signed and which has not already been provided to the Company, must be received by the Company's share registry at its registered office at 452 Johnston Street, Abbotsford, Victoria, 3067, Australia by no later than 10.00am (Melbourne time) on Monday 9 November 2015. Lodgement by mail is to the following address: Computershare Investor Services Pty Limited, GPO Box 242, Melbourne, Victoria, 3001, Australia.

1.20. A shareholder who wishes to lodge their direct vote or appoint their proxy electronically through <http://www.investorvote.com.au> (or <http://www.intermediaryonline.com> for custodians and other intermediaries who are users of Computershare's Intermediary Online service) must do so by no later than 10.00am (Melbourne time) on Monday 9 November 2015.

1.21. Voting forms, together with any authority under which they were signed and which has not already been provided to the Company, may also be lodged by facsimile if received by no later than 10.00am (Melbourne time) on Monday 9 November 2015. The facsimile number for this purpose is 1800 783 447 (within Australia) and +61 3 9473 2555 (outside Australia).

Electronic voting

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

Share register

1.23. The Company has determined, in accordance with regulation 7.11.37 of the Corporations Regulations 2001 (Cth), that for the purpose of the AGM (including voting), shares will be taken to be held by those persons recorded in the Company's register as at 7.00pm (Melbourne time) on Monday 9 November 2015.

2. Corporate representatives

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

2.2. The Company will require a certificate appointing the corporate representative. A form of certificate may be obtained from the Company's share registry.

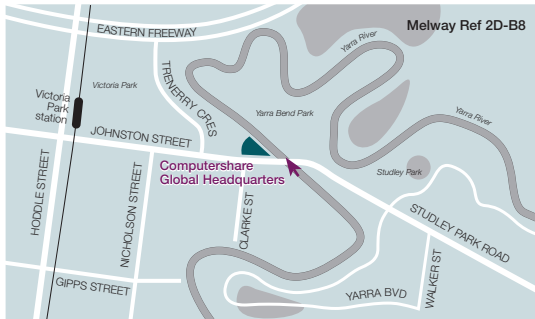
Information for shareholders

- 2.3. The certificate must be lodged with the Company before the AGM or at the registration desk on the day of the AGM before the AGM commences. The certificate will be retained by the Company. A corporate representative will not be permitted to attend the AGM unless the necessary certificate of appointment has been produced prior to admission.

3. How to get to the AGM

3.1. Location

Yarra Falls, 452 Johnston Street, Abbotsford, Victoria, 3067.
Entrance is via the Conference Centre.
Melways Reference 2D-B8.



3.2. Getting there

By train

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

By bus

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

By car

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

4. Registration

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

HEAD OFFICE

Computershare Limited
ABN 71 005 485 825

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

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

The Annual Report and
Notice of Meeting are available online:

www.computershare.com



Lodge your vote:



Online:

www.investorvote.com.au



By Mail:

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

In Person:

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

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

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

For all enquiries call:

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

└ 000001 000 CPU
MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

Voting Form



Vote and view the annual report online

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

Your access information that you will need to vote:

Control Number: 999999

SRN/HIN: I9999999999 PIN: 99999

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



**For your vote to be effective it must be received by
10.00am (Melbourne time) Monday, 9 November 2015**

How to Vote on Items of Business

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

Vote Directly

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

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

Appoint a Proxy to Vote on Your Behalf

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

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

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

A proxy need not be a securityholder of the Company.

Signing Instructions for Postal Forms

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

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

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

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

Attending the Meeting

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

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

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

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

☐

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



I 9999999999

I ND

Voting Form

Please mark ☒ to indicate your directions

STEP 1

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

XX

At the Annual General Meeting of Computershare Limited to be held at Yarra Falls, 452 Johnston Street, Abbotsford, Victoria, Australia on Wednesday, 11 November 2015 commencing at 10.00am (Melbourne time) and at any adjournment or postponement of that meeting, I/We being member/s of Computershare Limited direct the following:

1. Vote Directly

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



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

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

☐ the Chairman of the Meeting **OR**

OR

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

Chairman authorised to exercise undirected proxies on remuneration related resolutions: Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman becomes my/our proxy by default), I/we expressly authorise the Chairman to exercise my/our proxy on Items 4 and 5 (except where I/we have indicated a different voting intention below) even though Items 4 and 5 are connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman.

Important Note: If the Chairman of the Meeting is (or becomes) your proxy you can direct the Chairman to vote for or against or abstain from voting on Items 4 and 5 by marking the appropriate box in step 2 below.



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

STEP 2

Items of Business



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

	For	Against	Abstain
Item 2 Re-election of Mr C J Morris as a director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 3 Re-election of Ms P J Maclagan as a director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 4 Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 5 Grant of Performance Rights to the Chief Executive Officer	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

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

SIGN

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

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

Contact
Name

Contact
Daytime
Telephone

Date