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INVITATION FROM THE CHAIRMAN

Dear Shareholder,

We would like to invite you to our 2022 Annual General Meeting to be held at 10.00 am (Melbourne time) on Thursday 10 November 2022.

I am delighted that, after two years of pandemic-related restrictions, we are once again able to invite you to attend this year's AGM in person, at our newly refurbished headquarters at Yarra Falls in Abbotsford, Victoria. We also understand that, for many of our shareholders, the ability to attend our AGM online is very welcomed and that option will continue to be available for all shareholders using Computershare's own online meeting platform that we launched last year.

ITEMS OF BUSINESS

The resolutions to be considered at the AGM include the standard director re-elections, and this year Tiffany Fuller is standing for re-election.

The resolutions also include the adoption of the remuneration report, which you can read from pages 45 to 66 of our Annual Report, as well as a resolution to approve a proposed equity award grant to our Chief Executive Officer Stuart Irving under our long-term incentive plan. We are also putting forward a special resolution this year to approve a new constitution for the company. This document was last updated in 2012 and, given changes to regulations and market practice since then, your Board believed it was an appropriate time to align it to current best governance practices.

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

YEAR IN REVIEW

FY22 continued to be a challenging year in a volatile and uncertain environment. Nevertheless, we continued to support our people, deliver for our customers and grow our business. The pandemic still poses challenges, but our people have again excelled under difficult circumstances.

While we are yet to return to pre-pandemic numbers, Computershare's financial results for FY22 were very pleasing.

Management revenues increased by over 12% and Management EBIT increased 19%, with eight months' contribution from the Corporate Trust acquisition in the US. Strong cost controls and growth in client fee income offset weaker transaction revenues, and we were able to manage the impact of inflation as we began to benefit from higher than anticipated interest rate rises in some of our key markets in the last quarter.

Issuer Services and Employee Share Plans continue to win market share. Transaction-based revenues in Corporate Actions and Employee Share Plan trading were impacted by market volatility in the second half, and the expected recoveries in Bankruptcy and Class Actions are yet to come through.

Management Revenue

 **\$2.6bn**
UP 12.2%

Management EBIT

 **\$530.9m**
UP 19.0%

Return on Invested Capital

 **12.2%**
UP 130bps

Margin Income (MI)

 **\$186.5m**
UP 74.3%

Management EPS

58.03 cps

 **LEGACY**
UP 2.1%¹

 **TOTAL GROUP**
UP 10.6%²

Final Dividend Per Share (AUD)

 **30.0 cps³**
UP 30%⁴

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

1 The Legacy business for FY22 is defined as Computershare excluding the Computershare Corporate Trust (CCT) contribution. The +2.1% is the change between FY22 Legacy Management EPS of 53.57 cps and FY21 Management EPS of 52.46 cps. This growth is calculated on a pre-rights issue basis. The weighted average number of shares (WANOS) for this calculation was 540,879,593.

2 The +10.6% is the change between FY22 Management EPS (including CCT) of 58.03 cps assuming a WANOS of 603,729,336 vs FY21 Management EPS of 52.46 cps assuming a WANOS of 540,879,593.

3 Unfranked.

4 Compared to FY21 final dividend per share of 23.0 cps. Notes: Reconciliation of statutory to management results can be found on slide 52 of our Results Presentation.

Mortgage Services in the US delivered a disappointing result, although the medium-term outlook is more positive.

The well-timed Computershare Corporate Trust (CCT) acquisition in the US continues to exceed expectations. We are making good progress integrating the business and delivering the expected synergy benefits. The business delivered \$90m of EBITDA for the year, with \$80m of that in the second half.

Computershare's free cash flow and balance sheet were standouts. We generated over \$320m of free cash flow with over 60% EBITDA to cash conversion. Debt leverage has improved to 1.64x where post acquisition leverage as at December 2021 was 2.02x. This balance sheet flexibility will enable us to continue to strengthen and scale our global growth businesses, fund the integration plan for CCT and reward shareholders.

We continue to use our strong liquidity to support our shareholders, increasing our final dividend to 30 cents per share, an increase of 30% on the prior year.

It's in Computershare's DNA to put our people and sustainability first. Our Board considers Environment, Social and Governance (ESG) matters regularly given their importance not only to our people, but also the communities in which we operate. We are committed to playing a role in the global transition to a Net Zero emissions economy, which we aim to achieve by 2042. We are also excited to have recently launched the next stage of our multi-year diversity and inclusion (D&I) strategy, and all senior employees now have ESG metrics embedded into their targets. This year we have published a standalone ESG Report, which discloses our plans, progress and performance in relation to these important topics and is available on our website.

OUTLOOK*

In August 2022, we provided earnings guidance for FY23. In constant currency, we expect Management EPS to be up around 55%. This equates to around 90 cents per share.

Margin income is the big driver. We are guiding to around \$520 million of margin income in FY23. This includes the benefit of both recent interest rate rises and the global market's expectation of future interest rate rises, as well as the impact of our hedging strategies, where we are looking to deliver a smoother earnings profile over time.

The other side of higher interest rates is higher inflation. We are not immune to inflationary pressure and, while we will maintain our disciplined focus on cost control, we expect cost growth of around 5% on a proforma basis in FY23, while the interest expense associated with servicing our debt will also materially increase. With a strong financial position, we will continue to invest in our businesses and assess complementary acquisition opportunities while maintaining a conservative capital structure and rewarding our shareholders.

ACKNOWLEDGEMENTS

I have been honoured to serve as Chairman since 2015, and it has been a privilege to work with the Board, Stuart Irving as CEO, and his executive team during this time. The timing is now right for a smooth transition to our new Chairman, Dr Paul Reynolds, to guide Computershare through this next phase.

I'd like to thank all shareholders for your support and for being able to serve you as a Director and a Chairman.

Thank you to our employees for their hard work, determination and ingenuity. Despite another challenging year, our teams found new ways to collaborate in a hybrid workplace and keep consistently delivering for our clients and customers.

Thank you to my fellow directors for their invaluable support and for the experience, insight and expertise they bring to the Group. I have valued your counsel greatly over the years and will miss being part of this diverse group.

Finally, I would like to thank Stuart Irving, our CEO and President, for the exemplary leadership he has provided and his commitment to protecting our Company. His dedication is appreciated, as is the great contribution he continues to make to Computershare's performance and our distinctive purple culture.



Simon Jones
Chairman

* This guidance was provided subject to the assumptions, detailed financial data and the important notice on slide 64 regarding forward looking statements of Computershare's FY22 results presentation available at www.asx.com.au.

HOW TO PARTICIPATE AT THE COMPUTERSHARE 2022 AGM

ATTENDING THE MEETING IN PERSON

Venue

The Computershare 2022 AGM will be held at Computershare's offices at Yarra Falls, 452 Johnston Street, Abbotsford, VIC 3067. Access will be via the main entrance to the building.

How to get to the AGM

- Train:** The nearest train station is Victoria Park station, which is a 10-minute walk from the Yarra Falls building. Victoria Park station is a stop on both the Mernda and Hurstbridge lines.
- Bus:** Bus route numbers 200 and 207 stop outside the Yarra Falls building on Johnston Street.
- Car:** Car parking is available at the Abbotsford Convent carpark at 1 Heliers Street or otherwise in the surrounding streets to Yarra Falls.

Registration

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

ATTENDING THE MEETING ONLINE

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

To participate in the meeting online:

1. Go to the following website: <https://meetnow.global/CPU2022>
2. Click on 'Join Meeting Now'.
3. Enter your SRN/HIN. Proxyholders will need to contact Computershare prior to the AGM to obtain their login details.
4. Enter your postcode registered to your holding if you are an Australian shareholder. If you are an overseas shareholder, select the country of your registered holding from the drop-down list.
5. Accept the Terms and Conditions and 'Click Continue'.

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

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

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

LODGING YOUR VOTE BEFORE THE AGM

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

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

Proxies may be lodged in the following ways:

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

A proxy appointment (and the power of attorney or other authority under which it is signed, if any) must be received by Computershare's Share Registry, no later than 10.00 am (Melbourne time) on Tuesday, 8 November 2022.

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

HOW TO ASK QUESTIONS

We welcome questions from shareholders before and during the meeting. Questions should relate to matters relevant to the business of the meeting. Shareholders may also submit questions to Computershare's Auditor on the content of the Auditor's Report or the conduct of its audit for the year ended 30 June 2022. The Auditor is not obliged to provide written answers.

To ask a question before the AGM

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

To ask a question during the AGM

If you are attending online at <https://meetnow.global/CPU2022>, then follow the instructions in the platform on how to ask a question. If attending in person, the Chairman will outline the process during the meeting. The Chairman of the meeting will endeavour to address the more frequently raised themes during the course of the meeting. Please note that individual responses will not be sent to shareholders.

COVID-19

Computershare is committed to the health and safety of our shareholders and employees. We ask that you do not attend the AGM if you feel unwell or have been in contact with someone who may have been recently affected by Covid-19. Computershare will continue to monitor Covid-19 information on gatherings and if alternative arrangements are required, information will be lodged with the ASX at asx.com.au (under stock code CPU).

NOTICE OF ANNUAL GENERAL MEETING

The 2022 Annual General Meeting (AGM) of Computershare Limited (ABN 71 005 485 825) (Company) will be held on Thursday, 10 November 2022 commencing at 10.00 am (Melbourne time). The meeting will be held as a hybrid meeting and shareholders may either attend online or in person at Yarra Falls, 452 Johnston Street, Abbotsford, Victoria.

ITEMS OF BUSINESS

1. FINANCIAL STATEMENTS AND REPORTS

To receive and consider the Financial Report, the Directors' Report and the Auditor's Report for the year ended 30 June 2022.

2. RE-ELECTION OF MS TIFFANY FULLER AS A DIRECTOR

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

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

3. REMUNERATION REPORT

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

"That the Remuneration Report for the year ended 30 June 2022 is adopted."

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

4. FY23 LTI GRANT TO THE CHIEF EXECUTIVE OFFICER

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

"That the Company approve the grant to the Chief Executive Officer, Stuart Irving, of 146,771 performance rights under the Company's Long Term Incentive plan on the terms summarised in the Explanatory Notes."

5. TO REPLACE THE CONSTITUTION OF THE COMPANY

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

"That the new Constitution, as tabled at the meeting and signed by the Chairman of the meeting for the purposes of identification, be approved and adopted as the Constitution of the Company in place of the current Constitution, with effect from the close of the 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 3 and 4. The term 'closely related party' in relation to a member of KMP includes a spouse, dependent and certain other close family members, as well as any companies controlled by the KMP. In addition, a voting exclusion applies in respect of item 4 under the ASX Listing Rules. Please refer to the Explanatory Notes for more details.

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

By Order of the Board



D M Horsley
Company Secretary
7 October 2022

EXPLANATORY NOTES

These Explanatory Notes are included in, and form part of, the Notice of AGM dated 7 October 2022.

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 MS TIFFANY FULLER AS A DIRECTOR

Reasons for retirement and presentation for re-election

Ms Tiffany Fuller retires from office and, being eligible, offers herself for re-election.

Professional experience

Position: Non-Executive Director

Age: 52

Independent: Yes

Term of office

Ms Tiffany Fuller was appointed to the Board on 1 October 2014 as a non-executive director, and she was last re-elected by shareholders in November 2019.

Skills and experience

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

Other directorships and offices

Non-Executive Director of Washington H. Soul Pattinson & Company Limited

Non-executive Director of Australian Venue Co Limited

Board committee membership

Chair of the Risk and Audit Committee

Member of the Nomination Committee

Recommendation

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

ITEM 3 – REMUNERATION REPORT

Shareholders are asked to adopt the Company's Remuneration Report for the year ended 30 June 2022. The Remuneration Report is set out on pages 45 to 66 of the Company's 2022 Annual Report.

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

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

The vote on resolution 3 is advisory only and does not bind the Directors or the Company. However, a reasonable opportunity for discussion of the Remuneration Report will be provided at the Annual General Meeting. The Board will take into account the discussion on this resolution and the outcome of the vote when considering the future remuneration arrangements of the Company.

We trust that the 2022 Remuneration Report explains our remuneration strategy in the context of the markets in which we compete for our executive talent, how the elements of our remuneration are intended to underpin our long-term strategies and how our Group performance dictates executive remuneration outcomes and provides alignment with shareholders.

Voting exclusion statement

The Company will disregard any votes cast on Item 3 by or on behalf of a member of the KMP whose remuneration is disclosed in the Remuneration Report (and their closely related parties) in any capacity. In addition, any votes cast as a proxy on this item by any other member of the KMP (and their closely related parties) will also be disregarded.

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

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

Recommendation

The Board recommends that shareholders vote FOR Item 3.

ITEM 4 – FY23 LTI GRANT TO THE CHIEF EXECUTIVE OFFICER

The Company is seeking shareholder approval for the grant of 146,771 performance rights to the CEO, Stuart Irving, in respect of his FY23 long-term incentive grant under the Computershare Long Term Incentive Plan (LTI Plan) on the terms set out below.

The structure of the proposed FY23 LTI plan is consistent with the FY22 LTI plan and comprises a grant of performance rights that are subject to three separate performance measures as explained in further detail below:

- > rTSR – 40%
- > Earnings per Share (excluding margin income) – 30%
- > Return on Invested Capital – 30%

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

FY23 LTI grant of Performance Rights

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

The total number of performance rights to be granted to the CEO is 146,771. This number was determined by dividing A\$3,463,792 (being the CEO's FY23 LTI opportunity translated into AUD) by A\$23.60 (being the volume-weighted average price of Computershare shares over the five trading days following the release of the Company's FY22 results on 9 August 2022).

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

rTSR Hurdle - 40% of FY23 LTI plan award

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

The Company's TSR performance is tested relative to the TSR performance of the companies within the ASX 100 index at the start of the performance period (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 2022 to 30 June 2025.

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

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

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

EPS ex Margin Income (MI) hurdle - 30% of FY23 LTI plan award

The percentage of performance rights subject to the EPS ex MI hurdle that vest will be determined by the Board with reference to the average annual growth in management EPS excluding margin income (calculated on a constant currency basis) across the performance period, being 1 July 2022 to 30 June 2025 as follows:

Average annual growth in management EPS ex MI over the performance period (constant currency)		Performance Rights subject to EPS ex MI Hurdle that vest (%)
Maximum % or above	10% or greater	100%
Between threshold % and maximum %	Between 5% and 10%	Progressive pro rata vesting between 50% to 100% (i.e. on a straight line basis)
Threshold %	5%	50%
Less than the threshold %	Less than 5%	0%

Setting EPS ex MI as a performance hurdle under the LTI plan incentivises management to deliver growth in the underlying business and the proposed target represents a challenging target where growth must be delivered without the benefit of any increases in margin income that may arise from interest rate increases that occur over the performance period. Margin income will also remain a material determinant of performance under the LTI plan as it impacts shareholder returns and is also captured in the return on invested capital hurdle outlined below.

The EPS ex MI hurdle will be calculated on a constant currency basis. Constant currency means the impact of changes in foreign exchange rates on group earnings is eliminated. The Board considers the use of constant currency in assessing performance against the EPS ex MI hurdle is the better approach, as it provides a correlation between management performance and remuneration outcomes and avoids unintended windfall gains and losses by virtue of currency movements.

Average annual Return on Invested Capital (ROIC) hurdle – 30% of FY23 LTI plan award

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

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

The percentage of performance rights subject to the ROIC hurdle that vest will be determined by the Board with reference to the rolling average ROIC achieved by the Company across the performance period, being 1 July 2022 to 30 June 2025 as follows:

Average annual ROIC over the performance period		Performance Rights subject to ROIC that vest (%)
Maximum % or above	14.5% or greater	100%
Between threshold % and maximum %	Between 12.75% and 14.5%	Progressive pro rata vesting between 50% to 100% (i.e. on a straight line basis)
Threshold %	12.75%	50%
Less than the threshold %	Less than 12.75%	0%

The ROIC target for the FY23 LTI plan is based on projected returns over the performance period with a stretch target, such that the achievement of the threshold target ROIC of 12.75% will result in 50% vesting, increasing to maximum vesting at 113.7% of the threshold target of 14.5.

Approval requested

Approval is requested under the ASX Listing Rules to enable the Company to grant equity securities to the CEO (as a director of the Company) under an employee incentive scheme.

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

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

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

CEO's current remuneration package

The CEO's current remuneration package is as follows:

Fixed	£1,097,586
STI opportunity	100% of fixed remuneration at target, 150% of fixed remuneration at maximum
LTI opportunity	172% of fixed remuneration on a face value basis

Computershare undertook a comprehensive benchmarking exercise in 2022 that analysed the CEO's remuneration quantum and structure against several peer groups including ASX20-50 as well as a blend of financial services and general market data for the US and the UK market. Together, this reflects Computershare's ASX ranking (being ASX 41 on a 12-month average market capitalisation to June 2022 and ASX 28 as at 30 June 2022) and the international nature of its operations (over 90% of the revenue and the workforce are from outside Australia). As an outcome of this review, the CEO's total remuneration was increased by 11.5%, with no increase to the CEO's fixed pay and all of the increase allocated to his variable opportunities. The resulting pay mix allows for over 73% of the CEO's package to be in the form of performance based variable pay. The structure of the CEO's package is now more closely aligned to other global CEO's within the ASX market who also head organisations with significant international operations.

Treatment of performance rights on cessation of employment

If the CEO ceases employment before the end of the performance period as a 'good leaver', the Board may determine, in its sole and absolute discretion, the manner in which the unvested performance rights will be dealt with, including but not limited to allowing some or all of the awards to continue to be held by the CEO, and be subject to the existing conditions (except any service condition) or requiring that some or all the performance rights lapse.

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

Change of control

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

Clawback

In the event that the CEO engages in certain conduct such as that which involves fraud, dishonesty or a material misstatement of or omission from the financial statements, the Board may make a determination as to the treatment of awards, including lapsing unvested awards, or clawing back vested shares or the proceeds from the sale of vested shares, to ensure that no unfair benefit is obtained by the CEO.

Outcome if shareholder approval is not obtained

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

Other information

In relation to the LTI Plan:

- The CEO is the only director entitled to participate in the LTI Plan.
- The total number of securities that have previously been issued to the CEO under the LTI plan since it was introduced in 2014 is 1,104,300 performance rights and 367,406 share appreciation rights for nil consideration.
- There is no loan scheme in relation to the acquisition of the performance rights (or the shares provided on vesting) as no payment is required.
- On vesting of performance rights, shares may be issued or acquired on market, or the Board may determine to settle the award in cash.

The CEO is prohibited from entering into any scheme or arrangement under which he hedges or alters the economic benefit that he may derive in respect of the grant of performance rights.

Details of any securities issued under the LTI plan will be published in the FY23 Annual Report along with a statement that approval for this issue was obtained as per Rule 10.14. Any additional persons covered by listing rule 10.14 who become entitled to participate in an issue of securities under the scheme after the resolution is approved and who were not named in the notice of meeting will not participate until approval is obtained under that rule.

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

Voting exclusion statement

The Company will disregard any votes cast on Item 4:

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

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

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

Recommendation

The Board (excluding Mr Irving) considers the grant of performance rights to Mr Irving to be appropriate and recommends that shareholders vote FOR Item 4.

ITEM 5 - TO REPLACE THE CONSTITUTION OF THE COMPANY

The Constitution of Computershare was adopted on 14 November 2012 and has not been substantially updated since this date. There have been a number of developments in law, corporate governance principles and general corporate and commercial practice for ASX listed companies since that time.

The Board proposes to adopt a new Constitution which reflects current market practice and terminology. Many of the proposed changes are administrative or relatively minor in nature. The principal differences between the current Constitution and the proposed new Constitution are outlined below.

Copies of the Company's existing Constitution and proposed new Constitution are available on Computershare's website at <https://www.computershare.com/corporate/investor-relations/events/annual-general-meetings>. You can also request a copy of the Company's existing Constitution and proposed new Constitution at no charge by emailing company.secretary@computershare.com.au or by written request to the Company Secretary at Yarra Falls, 452 Johnston Street Abbotsford VIC 3067.

Topic	Overview of proposed changes
Directors	<p>The proposed amendments expand the director meeting provisions to contemplate more regular use of technology by establishing a standing consent to the use of technology to conduct Board meetings.</p> <p>The proposed new Constitution includes an updated provision to reflect ASX Listing Rule 10.17 to clarify that the calculation of non-executive directors' remuneration (for the purposes of the shareholder approved non-executive director fee pool):</p> <ul style="list-style-type: none"> > includes fees for acting as a director of the company or any child entity (including attending and participating in any board committee meetings where the Board has not made a determination that it is a special exertion fee); and > excludes securities, issued with the approval of members under the ASX Listing Rules. <p>The Company's current constitution permits a Director, with the approval of the other Directors, to appoint an alternate director at rule 74. The new Constitution removes a director's ability to appoint an alternate director because it is not a provision used by Computershare Directors and as it has become uncommon for companies to have alternate directors given the widespread availability of modern technology.</p>
General meetings	<p>The proposed new Constitution incorporates a number of changes to assist with the orderly conduct of general meetings of the Company and to reflect changes in market practice since the Constitution was last updated.</p> <p>The current Constitution allows general meetings to be held using any technology that gives members a reasonable opportunity to participate. The proposed new Constitution also provides that the directors may determine to hold a general meeting of members using or with the assistance of any technology that gives the members a reasonable opportunity to participate, which may include but is not limited to attending in person, electronic participation facilities or linking separate meeting places together by technology. The updated wording will ensure Computershare has flexibility to adapt its meeting approach to reflect changes in market practice, external factors and advancements in technology. The proposed new Constitution does not include virtual only meeting provisions.</p> <p>The proposed new Constitution confirms the Chairman's powers in relation to the conduct of meetings, including meetings held using technology and clear powers to adjourn or postpone the general meeting if there is a technical difficulty.</p> <p>The proposed new Constitution allows for matters to be decided on a show of hands but recognises that all resolutions set out in the notice of meeting would be determined by a poll. This reflects market practice, as well as the Company's practice to provide for all resolutions to be determined by a poll.</p>
Dividends	<p>The proposed new Constitution reflects section 254V(1) of the <i>Corporations Act 2001</i>, as well as market practice. There are a number of updates to the dividend provisions in the proposed Constitution, including providing the Company with the flexibility to rescind a dividend up to the payment date if the Company's financial position no longer justifies payment of dividends or as otherwise permitted by the ASX Listing Rules.</p>
Variation of class rights	<p>For the procedure for varying class rights, the proposed amendments provide that only consent from the class of shareholders affected by a proposed variation of class rights is required. Computershare does not presently have any different classes of shares on issue.</p>
Joint holders of shares	<p>The proposed Constitution will allow Computershare to register two or more persons as joint holders of a share up to the number of joint holders permitted by the ASX Listing Rules and applicable regulations (subject to a few exceptions).</p>
General updates	<p>Other general proposed amendments to the Constitution have been included to align with current terminology contained in the Corporations Act, ASX Listing Rules and the ASX Settlement Operating Rules.</p> <p>The proposed Constitution will explicitly facilitate the electronic execution of documents on behalf of the Company and, to align with ASX Listing Rule 8.14.1, expressly allows the Company to charge a reasonable fee for registering a transfer of shares except where it is not permitted to do so by the Listing Rules.</p>

Recommendation

The Board recommends that shareholders vote FOR Item 5.

IMPORTANT INFORMATION FOR SHAREHOLDERS

WHO CAN VOTE AT THE AGM?

To vote at the AGM, you must be a registered holder of Computershare shares as at 7.00 pm (Melbourne time) on Tuesday, 8 November 2022. The number of shares you hold at that time determines your voting entitlement. Restrictions apply to the eligibility of certain people to vote on particular items of business. Computershare has set out the applicable voting exclusions against each relevant item of business in this notice of meeting.

HOW WILL VOTING BE CONDUCTED?

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

HOW DO I REGISTER MY ONLINE ATTENDANCE ON THE DAY OF THE AGM?

Online registration will open from 9.00 am on (Melbourne time) on Thursday, 10 November 2022. We ask that shareholders and proxyholders log in at least 15 minutes prior to the meeting.

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

I HAVE A POWER OF ATTORNEY FROM A SHAREHOLDER - HOW DO I VOTE?

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

I AM A CORPORATE SHAREHOLDER - HOW CAN I ATTEND AND VOTE?

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

WHAT IF MY PROXY IS A KMP OF COMPUTERSHARE OR A CLOSELY RELATED PARTY OF THE KMP?

If you appoint as your proxy any director of Computershare, except the Chairman of the Meeting, or any other KMP or any of their closely related parties, and you do not direct your proxy how to vote on either Item 3 or 4, he or she will not vote your proxy on those items of business.

CAN I APPOINT THE CHAIRMAN OF THE MEETING AS MY PROXY?

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

CAN I LODGE A DIRECT VOTE BEFORE THE MEETING?

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

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

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

If you insert a number of shares in boxes on any item that, in total, exceed the number of shares that you hold as at the voting entitlement time, your vote on that item will be invalid, unless you inserted the number of shares in one box only, in which case it will be taken to be valid for the total number of shares held at that time.

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

TECHNICAL DIFFICULTIES

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

Where he considers it appropriate, the Chairman may continue to hold the meeting and transact business, including conducting a poll and voting in accordance with valid proxy instructions. For this reason, shareholders are encouraged to lodge a proxy by 10.00 am (Melbourne time) on Tuesday, 8 November 2022, even if they plan to attend online.



Annual Report

An electronic version of Computershare's Annual Report is available at:
<https://www.computershare.com/annualreport>

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



CPU

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

NEED ASSISTANCE?

Phone:

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

Online:

www.investorcentre.com/contact

YOUR VOTE IS IMPORTANT

For your vote to be effective it must be received by 10.00am (Melbourne time) Tuesday, 8 November 2022.

VOTING FORM

VOTE ONLINE

Use your mobile device to scan the personalised QR code.



or go to
www.investorvote.com.au
and lodge your vote online using your secure access information:

Control Number: 999999

SRN/HIN: I9999999999

PIN: 99999

OR FILL OUT THIS FORM ► AND RETURN

by mail:

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

by fax:

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

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

HOW TO VOTE ON ITEMS OF BUSINESS

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

Vote directly

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

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

Appointment of Proxy

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

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

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

A proxy need not be a securityholder of the Company.

Signing instructions for postal forms

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

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

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

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

Participating in The Meeting

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

VOTING FORM

Please mark  to indicate your directions

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STEP 1

Indicate How Your Vote Will Be Cast

Select one option only

At the Annual General Meeting of Computershare Limited to be held as a hybrid meeting on Thursday, 10 November 2022 commencing at 10.00am (Melbourne time) and at any adjournment or postponement of that meeting, I/We being member/s of Computershare Limited direct the following:

A Vote Directly ☐ Record my/our votes strictly in accordance with directions in Step 2. **PLEASE NOTE:** A Direct Vote will take priority over the appointment of a Proxy. For a valid Direct Vote to be recorded you must mark FOR, AGAINST, or ABSTAIN on each item.

OR

B Appoint a proxy to vote on your behalf I/We hereby appoint: ☐ **The Chairman of the Meeting** **OR** **PLEASE NOTE:** Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

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

Chairman authorised to exercise undirected proxies on remuneration related resolutions: Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman becomes my/our proxy by default), I/we expressly authorise the Chairman to exercise my/our proxy on Items 3 and 4 (except where I/we have indicated a different voting intention in step 2) even though Items 3 and 4 are connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman.

The Chairman of the Meeting intends to vote undirected proxies in favour of each Item of business.

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 3 and 4 by marking the appropriate box in step 2.

STEP 2

Items of Business

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

	For	Against	Abstain
Item 2 Re-election of Ms Tiffany Fuller as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 3 Remuneration report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 4 FY23 LTI Grant to the Chief Executive Officer	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 5 To replace the Constitution of the Company	<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.

STEP 3

Signature of Securityholder(s)

This section must be completed.

Individual or Securityholder 1	Securityholder 2	Securityholder 3
<input type="text"/>	<input type="text"/>	<input type="text"/>
Sole Director and Sole Company Secretary	Director	Director/Company Secretary



The 2022 Computershare Annual General Meeting will be held on 10 November 2022 at 10.00am

To participate online you will need to visit <https://meetnow.global/CPU2022> on your smartphone, tablet or computer.

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

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



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