

NOTICE OF MEETING



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DESIGNED AND PROCURED BY

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Invitation from the Chairman

Dear Shareholder,

We would like to invite you to our 2014 Annual General Meeting to be held at **10.00am on Wednesday 12 November 2014**. The AGM will be held at Computershare's Global Headquarters, 452 Johnston Street, Abbotsford, Victoria.

This year we have combined our Shareholder Review and Notice of Meeting. We hope you find this format more convenient.

The Notice of Meeting material starts on page 7 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 voting form.

This year, in addition to the directors who will be standing for re-election, there are two new directors standing for election. We recently welcomed Tiffany Fuller, who is based in Melbourne, and Joseph Velli, who is based in New York, to our Board and look forward to the contributions they will make.

There are a number of other resolutions to consider, including one to approve a grant of performance rights to our Chief Executive Officer Stuart Irving under the terms of our new long term incentive plan. Full details are included in the Notice of Meeting.

YEAR IN REVIEW

The 2014 financial year saw solid earnings growth for the group. Statutory earnings per share increased 60.1%, driven by improved operating performance, lower acquisition integration costs and lower charges associated with disposal of non-core or underperforming assets compared to last year. Management earnings per share, our key performance indicator representing underlying operating performance, increased by a pleasing 9.8%.

While revenues were largely flat compared to the previous year, earnings benefited from a reduction in costs, underpinned by further substantial synergies from the integration of the Shareowner Services business acquired in 2011 and the successful rollout of our global service model.

We witnessed another year of strong growth in our employee plans business and recorded good progress in a range of divisions within Business Services, the most notable of these being mortgage servicing. However, transaction-based activity remained subdued in a number of our businesses and prolonged low interest rates continued to adversely impact our margin income returns. Operating cash flows were very healthy increasing 22.5% year-on-year to \$409.3 million.

We completed the prioritised asset portfolio clean-up that began in 2013, enabling a clearer focus on our existing businesses and opportunities. We also finalised two 'bolt on' North American registry acquisitions during the year, which are progressing positively.

You will find a summary of our key financial metrics, on pages 3 and 4 of this report.

DIVIDEND INCREASED

The Board increased the final dividend by AUD 1 cent to AUD 15 cents per share, with the combined interim and final dividends for FY2014 totalling AUD 29 cents. The dividend remained 20% franked during FY2014.

Invitation from the Chairman

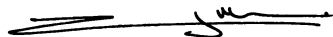
OUTLOOK

As we look to FY2015, and as advised in our annual results announcement in August 2014, we expect management earnings per share in FY2015 to be around 5% higher than FY2014. This assessment of the outlook is subject to the forward-looking statements disclaimer in our annual results announcement and assumes that equity, foreign exchange and interest rate markets remain at the levels that existed at the time of providing that guidance.

ACKNOWLEDGEMENTS

We again thank our employees across the globe for their contribution to this year's result as well as our directors for their support and continued guidance. Thank you to our shareholders for their ongoing support of Computershare, and to our clients, who continue to look to us for great service and advice. Finally, we extend our best wishes to our outgoing Chief Executive Officer, Stuart Crosby, for fifteen years of distinguished service that has significantly contributed to Computershare's success.

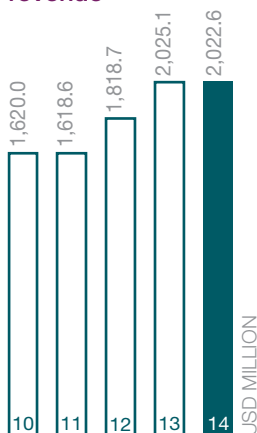
Yours sincerely,

A handwritten signature in black ink, appearing to read 'Chris Morris', with a long horizontal line extending to the left.

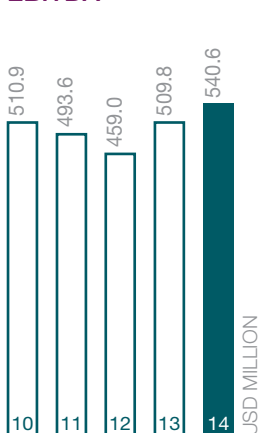
Chris Morris
Chairman

Key Financial Metrics

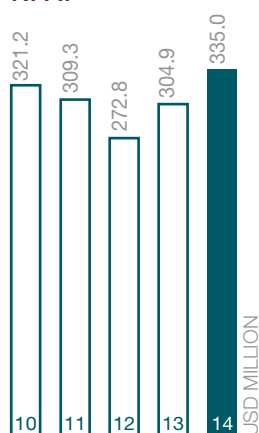
Management revenue



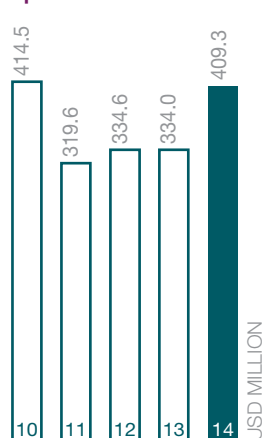
Management EBITDA



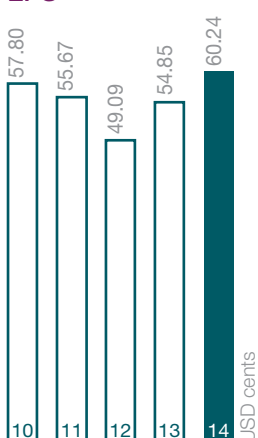
Management NPAT



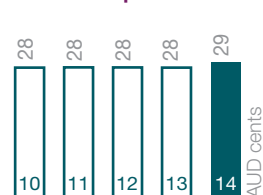
Cash flow from operations



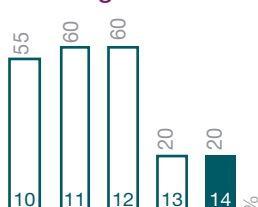
Management EPS



Dividend per share



Franking %

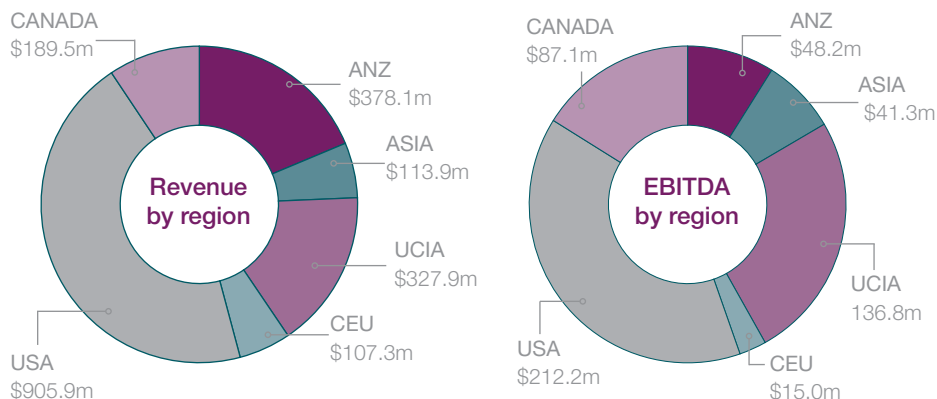


Management adjusted results are used, along with other measures, to assess operating business performance. The Group believes that exclusion of certain items permits better analysis of the Group's performance on a comparative basis and provides a better measure of underlying operating performance. Management adjustment items that were income to the Group are included in statutory results as other income and therefore management total revenue is consistent with statutory total revenue.

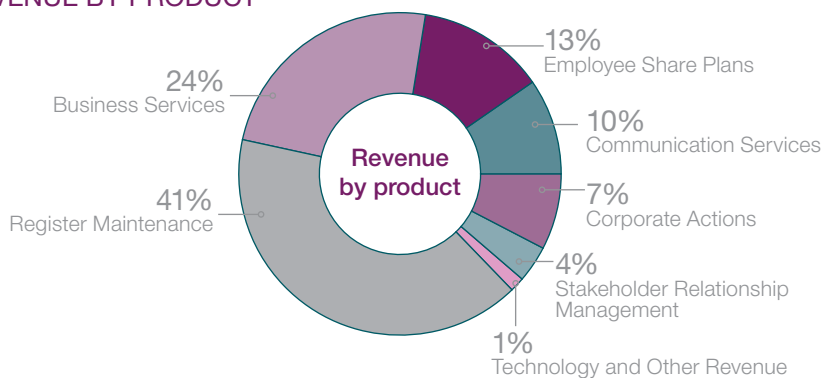
For more details on management adjustment items, please refer to note 6 on page 64 of the Company's 2014 Annual Report which can be found at www.computershare.com

Key Financial Metrics

REGIONAL ANALYSIS



REVENUE BY PRODUCT



PERFORMANCE INDICATORS

Balance Sheet	FY14	FY13	Change
Total Assets	3,808.2m	3,618.9m	+ 5.2%
Total Equity	1,267.2m	1,130.9m	+ 12.0%
Statutory EPS	45.20c	28.25c	+ 60.1%
Management EPS	60.24c	54.85c	+ 9.8%
Net Debt to EBITDA Ratio	2.13 times	2.47 times	- 0.34 times
Return On Equity (ROE)	28.01%	25.80%	+ 221 bps
Return On Invested Capital (ROIC)	16.38%	15.84%	+ 54 bps

Corporate Responsibility

Computershare strives to conduct business in ways that produce social, environmental and economic benefits for communities around the world. Throughout our global business operations we are committed to respecting and working to improve the communities and environment in which we operate. Our shareholders, employees, suppliers, customers and joint venturers share the responsibility of meeting these environmental objectives; together we engage in a range of projects and ongoing initiatives every year.

CHANGE A LIFE

Our global community giving programme Change a Life funds projects that address poverty and empower communities to effect change around the world. Six projects have been supported by donations of AUD 1.1 million in FY2014, and all have contributed to giving some of the most impoverished people in our world a sustainable future.

Our newest project in Ghana, the Talensi Farmer Managed Natural Regeneration (FMNR) project is now in its second year of a five year commitment. This project is a low cost land restoration technique used to combat poverty and hunger among poor subsistence farmers by increasing food and timber production and resilience to climate extremes.

During the year, employees from our US and Canadian businesses took part in a bike ride in Cambodia, raising more than AUD 215,000 for Sunrise3, a village for HIV affected orphans in Cambodia. This money will be spent on a bus to take the children to school, a truck to bring in supplies for the cooks, a new dental chair for the dental clinic and the construction of five new classrooms.



A girl studying in Chad, where Computershare partnered with World Vision to implement a Farmer Managed Natural Regeneration project



33 volunteers from our US and Canadian businesses rode more than 450 kms around Cambodia to raise funds for Change a Life

Corporate Responsibility

SUSTAINABILITY INITIATIVES

Computershare has a relatively low impact on the environment, however, we continue to have significant opportunities to maximise our environmental sustainability. In line with our corporate strategy of driving operational quality and efficiency through improved measurement, benchmarking and technology, we aim to minimise our consumption of natural resources and where we do use them, to do so sparingly and as sustainably as possible.

Our first three sustainability principles – minimising the environmental impact of our internal meetings, reducing the power consumed by our PCs and laptops and considering the sustainability credentials of suppliers, have had good exposure across our global offices.

GREEN OFFICE CHALLENGE – THE GREEN OSCARS

Our Green Office Challenges encourage friendly competition across our global offices to achieve sustainability goals and raise environmental awareness. We carried out our fourth global Green Office Challenge this year, and it was our biggest to date. Teams competed to win a Green Oscar by completing office and community sustainability projects. 43 projects were entered into the competition from 19 office locations in ten countries, with a huge variety of themes – from herb gardens to bee and butterfly projects, carbon and paper reduction programmes to smart phone application design, beach clean-ups and support for local schools.



20,000 bees are now making honey in Bristol as part of one employee's Green Oscar project that focused on sourcing local produce



Computershare colleagues in New York planted hundreds of tulip bulbs in Jersey City's Liberty State Park for their Green Oscar project

For more detailed information, please visit www.computershare.com/csr

Notice of Annual General Meeting

The 2014 Annual General Meeting (AGM) of Computershare Limited (ABN 71 005 485 825) (Company) will be held on Wednesday, 12 November 2014 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 2014.

2. Re-election of Mr S D Jones as a director

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

"That Mr S D Jones, 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 Mrs N P Withnall as a director

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

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

4. Re-election of Dr M E Kerber as a director

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

"That Dr M E Kerber, who retires from office under clause 64 of the Company's Constitution, is re-elected as a director of the Company."

5. Election of Mrs T L Fuller as a director

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

"That Mrs T L Fuller, who retires from office under clause 63 of the Company's Constitution, is elected as a director of the Company."

6. Election of Mr J M Velli as a director

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

"That Mr J M Velli, who retires from office under clause 63 of the Company's Constitution, is elected as a director of the Company."

7. 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 2014 is adopted."

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

Notice of Annual General Meeting

8. 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 approve the grant to the Chief Executive Officer, Stuart Irving, of 107,084 performance rights under the Company’s Long Term Incentive plan on the terms summarised in the Explanatory Notes.”

9. Non-Executive Directors’ Remuneration

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

“That the total aggregate amount of directors’ fees that may be paid to all of the Company’s non-executive directors is increased by AU\$500,000, from AU\$1,500,000 per annum to AU\$2,000,000 per annum.”

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 7, 8 and 9. 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 Items 8 and 9 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 2014

Explanatory Notes

These Explanatory Notes are included in, and form part of, the Notice of AGM dated 7 October 2014.

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 S D Jones as a director

Reasons for retirement and presentation for re-election

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

Professional experience

Position Non-Executive Director

Age 58

Independent Yes

Term of Office Mr Jones was appointed to the Board in November 2005 as a Non-Executive Director. He was last re-elected in 2011.

Qualifications MA (Oxon), ACA

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

Other Directorships and Offices

Director of Canterbury Partners

Chairman of Melbourne IT Limited (Director since 2003 and Chairman since 2009)

Chairman of the Advisory Board of MAB Corporation Pty Ltd

Board Committee Membership

Chairman of the Risk and Audit Committee

Member of the Nomination Committee

Member of the Remuneration Committee

Member of the Acquisitions Committee

Recommendation

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

ITEM 3 – Re-election of Mrs N P Withnall as a director

Reasons for retirement and presentation for re-election

Mrs Nerolie Withnall retires in accordance with clause 64 of the Company's Constitution and, being eligible, offers herself for re-election.

Explanatory Notes

Professional experience

Position Non-Executive Director

Age 70

Independent Yes

Term of Office Mrs Withnall was appointed to the Board in July 2008 as a Non-Executive Director. She was last re-elected in 2011.

Qualifications BA, LLB, FAICD

Skills and Experience Mrs Withnall was a commercial lawyer with specialist skills in the areas of corporate advice, capital raisings, securities and corporate trusts. She was a Corporate Partner with Minter Ellison Lawyers until she retired as a partner in 2001.

Other Directorships and Offices

Chairman of ALS Limited (Director since 1994 and Chairman since 2012)

Director of PanAust Limited (since 1996)

Director of the Australian Rugby Union Limited (since 2013)

Director of Alchemia Limited (from 2003 to 2013)

Board Committee Membership

Chairman of the Remuneration Committee

Member of the Risk and Audit Committee

Member of the Nomination Committee

Recommendation

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

ITEM 4 – Re-election of Dr M E Kerber as a director

Reasons for retirement and presentation for re-election

Dr Markus Kerber retires in accordance with clause 64 of the Company's Constitution and, being eligible, offers himself for re-election.

Professional experience

Position Non-Executive Director

Age 51

Independent Yes

Term of Office Dr Kerber was first appointed to the Board as a Non-Executive Director in August 2004. In November 2009 he was required to retire as a Director due to his appointment as the Head of the Planning Department in the German Treasury. Markus was re-elected to the Board in 2011.

Qualifications Dipl.oec, Dr. Rec. Soc.

Skills and Experience Dr Kerber is Managing Director of the German Federation of Industries. He has worked as an investment banker in London in the equity capital markets divisions of Deutsche Bank AG and S.G. Warburg & Co Limited. Prior to his appointment to the German Treasury, Markus was the Director General at the German Ministry of the Interior from 2006 until 2009. Between 1998 and 2005 he was Chief Financial Officer, Chief Operating Officer and Vice Chairman of the Supervisory Board of GFT Technologies AG.

Explanatory Notes

Other Directorships and Offices

Member of the Supervisory Board of Commerzbank Aktiengesellschaft

Member of the Administrative Board of KfW

Board Committee Membership

Member of the Nomination Committee

Member of the Remuneration Committee

Member of the Acquisitions Committee

RECOMMENDATION

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

ITEM 5 – Election of Mrs T L Fuller as a director

Reasons for election

Mrs Tiffany Fuller was appointed by the directors as an additional Non-Executive Director on 1 October 2014. Under clause 63 of the Company's Constitution she holds office until the end of this AGM and, being eligible, presents herself for election.

Professional experience

Position Non-Executive Director

Age 44

Independent Yes

Term of Office Mrs Fuller was appointed to the Board as an additional Non-Executive Director on 1 October 2014.

Qualifications B.Com, GAICD, ACA

Skills and Experience Mrs Fuller has held various accounting, corporate finance, financial advisory and management consulting positions with Arthur Andersen in Australia, the United States and in England. She subsequently held roles in investment banking with Rothschild Australia and was a Director in Rothschild's private equity group, focusing on microcap investments and early stage technology companies in Australia and New Zealand. Mrs Fuller has also been appointed as a non-executive director for various public and private entities in both the for-profit and not-for-profit sectors.

Other Directorships and Offices

Director of Smart Parking Technologies (since 2011)

Director of Adslot Limited (2011 to 2014)

Director of The Snowdome Foundation (2010 to 2013)

Board Committee Membership

Member of the Risk and Audit Committee

Member of the Nomination Committee

Member of the Remuneration Committee

Recommendation

The Board (excluding Mrs Fuller) recommends the election of Mrs Fuller as a director of the Company.

Explanatory Notes

ITEM 6 – Election of J M Velli as a director

Reasons for election

Mr Joseph Velli was appointed by the directors as an additional Non-Executive Director on 1 October 2014. Under clause 63 of the Company's Constitution he holds office until the end of this AGM and, being eligible, presents himself for election.

Professional experience

Position Non-Executive Director

Age 56

Independent Yes

Term of Office Mr Velli was appointed to the Board as an additional Non-Executive Director on 1 October 2014.

Qualifications BA, MBA

Skills and Experience Mr Velli is a retired financial services and technology executive with extensive securities servicing, M&A and public board experience. For most of his career, Mr Velli served as a Senior Executive Vice President of The Bank of New York and as a member of the Bank's Senior Policy Committee. During his 22-year tenure with the Bank, Mr Velli's responsibilities included heading Global Issuer Services, Global Custody and related Investor Services, Global Liquidity Services, Pension and 401k Services, Consumer and Retail Banking, Correspondent Clearing and Securities Services. Most recently Mr Velli served as the Chairman and Chief Executive Officer of Convergenx Group. Mr Velli is based in the New York area.

Other Directorships and Offices

Director of Paychex, Inc.

Board Committee Membership

Member of the Nomination Committee

Member of the Remuneration Committee

Recommendation

The Board (excluding Mr Velli) recommends the election of Mr Velli as a director of the Company.

ITEM 7 – 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 2014. The report is found on pages 32 to 45 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 7 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 7.

ITEM 8 – Grant of Performance Rights to the Chief Executive Officer

The Company is seeking shareholder approval for the grant of 107,084 performance rights to the CEO, Stuart Irving, in respect of his FY2015 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, in establishing the LTI Plan, wishes to ensure that the Company's remuneration arrangements for its most senior executives remain appropriate and effective and incentivise those executives to deliver sustainable growth outcomes for the Computershare group over the longer term. A comparison of the key features of the LTI Plan and the DLI plan is set out on pages 33 to 35 of the Remuneration Report that is included in the Annual Report.

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 107,084. This number was determined based on the CEO's maximum FY2015 LTI opportunity which is calculated by dividing 100% of the CEO's base salary and on target STI opportunity of \$1,300,000 by \$12.14, being the volume weighted average price of Computershare shares over the five trading days following the release of the Company's FY14 results on 13 August 2014.

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 adjusted earnings per share (Management EPS) over the performance period; and
 - › 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 2015 through to 2017 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 2014 to 30 June 2017.

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 Rights).

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;
- › This is the first grant of performance rights to the CEO under the LTI Plan. The CEO has previously received grants of performance rights under a different long term incentive plan offered by the Company when he did not hold the office of CEO;
- › 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; and
- › 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 8:

- › 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 8.

ITEM 9 – Non-Executive Directors' Remuneration

In accordance with Clause 67 of the Company's Constitution and ASX Listing Rule 10.17, shareholder approval is sought to increase the total aggregate amount of directors' fees that may be paid to the Company's non-executive directors in any financial year (Fee Pool) by AU\$500,000, from AU\$1,500,000 to AU\$2,000,000.

The current Fee Pool of AU\$1,500,000 was approved by shareholders at the 2007 Annual General Meeting.

Explanatory Notes

It is proposed that the increase in the Fee Pool will take effect from 12 November 2014 and will apply pro rata to the financial year ending 30 June 2014.

The Company appointed Mrs Tiffany Fuller and Mr Joseph Velli as two additional non-executive directors on 1 October 2014. Mrs Fuller and Mr Velli are eligible for election at this meeting. This increase in the number of non-executive directors has resulted in the Company presently using more than 95% of the current Fee Pool of AU\$1,500,000. There have been no changes made to non-executive director remuneration, other than to accommodate increases in statutory superannuation contributions, since 1 October 2012.

Accordingly, in order to accommodate the increase in the number of non-executive directors and to otherwise ensure that the Company maintains the ability to pay competitive fees and attract and retain high calibre non-executive directors, the directors are seeking to increase the Fee Pool on the terms outlined in these Explanatory Notes.

Details of fees paid to non-executive directors for the year ended 30 June 2014 are included in the Remuneration Report.

There have been no securities issued to a non-executive director under either Listing Rule 10.11 or 10.14 with the approval of shareholders at any time within the three years preceding the date of this notice of meeting.

For the purposes of this resolution, the term 'directors' fees' has the meaning given to that term in Listing Rule 10.17. It means all fees payable by Computershare or any of its subsidiaries or entities under its control to a non-executive director for acting as a director of Computershare or any subsidiary or entity under its control (including attending and participating in any board committee meetings) and includes superannuation contributions for the benefit of a non-executive director and any fees which a non-executive director agrees to sacrifice for other benefits. It does not include reimbursement of genuine out-of-pocket expenses, genuine 'special exertion' fees paid in accordance with the entity's constitution, or securities issued to a non-executive director under rule Listing Rule 10.11 or 10.14 with the approval of shareholders.

Voting exclusion statement

The Company will disregard any votes cast on Item 9:

- By or on behalf of any director or an associate of any director, 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

No recommendation is made by the Board in respect of Item 9 as the Chairman and each Non-Executive Director has an interest in this item.

Information for Shareholders

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; or
 - (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.

Appointing a proxy

- 1.8 A proxy:
- (a) Need not be a shareholder of the Company; and
 - (b) May be an individual or a body corporate.

Information for Shareholders

- 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; or
 - (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 7, 8 and 9 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 7, 8 or 9, he or she will not vote your proxy on those items of business.

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; or
 - (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.

Information for Shareholders

- 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, 10 November 2014. 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, 10 November 2014.
- 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, 10 November 2014. 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, 10 November 2014.

2. Corporate representatives

- 2.1 Corporate shareholders and corporate proxies may appoint a representative in accordance with the Corporations Act.
- 2.2 The Company will require a certificate appointing the corporate representative. A form of certificate may be obtained from the Company's share registry.
- 2.3 The certificate must be lodged with the Company before the AGM or at the registration desk on the day of the AGM before the AGM commences. The certificate will be retained by the Company. A corporate representative will not be permitted to attend the AGM unless the necessary certificate of appointment has been produced prior to admission.

Information for Shareholders

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 ten 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, 201, 205 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.



 **computershare**

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

Computershare Limited

ABN 71 005 485 825

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: I999999999

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, 10 November 2014**

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, 12 November 2014 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 7, 8 and 9 (except where I/we have indicated a different voting intention below) even though Items 7, 8 and 9 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 7, 8 and 9 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 S D Jones as a director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 3 Re-election of Mrs N P Withnall as a director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 4 Re-election of Dr M E Kerber as a director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 5 Election of Mrs T L Fuller as a director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 6 Election of Mr J M Velli as a director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 7 Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 8 Grant of Performance Rights to the Chief Executive Officer	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 9 Non-Executive Directors' Remuneration	<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 / /