



Computershare

2025

Corporate
Governance
Statement

Computershare's approach to Corporate Governance

Computershare seeks to maintain high standards of corporate governance through Board oversight of a comprehensive governance framework for the management and conduct of our business. This statement outlines the main corporate governance practices in place during the financial year ended 30 June 2025. Throughout the reporting period, these complied with the recommendations set by the fourth edition of the ASX Corporate Governance Council's Corporate Governance Principles and Recommendations.

In this statement 'Computershare' and the 'Company' refers to Computershare Limited and 'Group' refers to Computershare Limited and its controlled entities. The term 'Board' refers to the Board of Directors of the Company and 'Group management' refers to the Group's Chief Executive Officer and the executives reporting directly to the Chief Executive Officer.

This Corporate Governance Statement has been approved by the Board and is current as at 22 September 2025.

1. Board responsibilities

The Board has a charter that documents its membership, duties and responsibilities and operating procedures. A copy of the charter is available from www.computershare.com/governance.

The principal role of the Board is to ensure the long-term prosperity of the Group by setting broad corporate governance principles that govern the Group's business operations and accountability and to ensure that those principles are effectively implemented by Group management.

The Board's main duties and responsibilities are:

Strategic planning for the Group – involves commenting on and providing final approval of the corporate strategy and related performance objectives as developed by Group management; and monitoring Group management's implementation and performance with respect to the agreed corporate strategy.

Financial and risk management – includes approving the Group's annual financial budget and other performance indicators and monitoring progress against them; approving and monitoring financial and other reporting, internal and external audit plans; setting the Group's financial and non-financial risk appetite and approving enterprise risk management plans; and monitoring the progress of major capital expenditure, acquisitions, and divestitures within the scope of Board approved delegations.

Corporate governance – incorporates overseeing Computershare's corporate governance framework, including approving Computershare's statement of values and Code of Conduct as well as changes made to key supporting Group policies; and overseeing Computershare's reporting to shareholders and its compliance with its continuous disclosure obligations.

Overseeing Group management – involves the appointment and (if required) removal of the Chief Executive Officer as well as the monitoring of his or her ongoing performance; and the appointment and (if required) removal of Group management personnel, including the Chief Financial Officer and Company Secretary.

Remuneration – comprises the approval of Computershare's overall remuneration framework and determining the remuneration of non-executive directors within the limits approved by shareholders.

The Board has delegated the responsibility for day-to-day management and administration of Computershare to the Chief Executive Officer who, in conjunction with Group management, is responsible for managing the Group in accordance with the corporate strategy, plans and policies approved by the Board.

2. Board composition

Computershare's Constitution states that the Board must have a minimum of three and a maximum of ten directors. Re-appointment is not automatic; if retiring directors would like to continue to hold office, they must submit themselves for re-election by Computershare's shareholders at the Annual General Meeting. No director (other than the Chief Executive Officer) may be in office for longer than three years without facing re-election.

In addition to ensuring that the Board has the mix of skills, knowledge and experience commonly required across boards of major ASX-listed companies, the Board also regularly reassesses its composition to ensure that it:

- › Aligns with the Group's strategic objectives
- › Has the necessary skills and expertise to provide oversight of those areas of the Group's business where there is the greatest scope to increase shareholder value in the future
- › Has an appropriate balance of directors who are based in or who have experience of regions where there are significant Group operations
- › Is of a size that is conducive to effective discussion and efficient decision making.

To assist in this process, the Board has developed a skills matrix that sets out the skills and experiences that it has or is looking to achieve. The current skills and experience of the Board, assessed against the matrix, are as follows:

Leadership and governance	Total out of seven Directors	
Strategy	7	<div></div>
Innovation and entrepreneurship	5	<div></div>
CEO-level experience	4	<div></div>
Other non-executive director experience	6	<div></div>
ESG experience	7	<div></div>
Business experience		
M&A and capital markets experience	7	<div></div>
International business experience	7	<div></div>
Working in regulated industries	6	<div></div>
Outsourced business services	6	<div></div>
Business development/access to networks	5	<div></div>
Financial and risk		
Accounting and finance	4	<div></div>
Banking and treasury	3	<div></div>
Audit, risk management and compliance	7	<div></div>
Other		
Technology, digital and cyber	6	<div></div>
People and Culture	6	<div></div>
Geographic experience		
North America	7	<div></div>
UK and Europe	7	<div></div>
Asia	4	<div></div>
Australia	5	<div></div>

3. Director and senior executive appointments

Computershare's non-executive directors sign formal letters of appointment setting out the key terms and conditions relating to their appointment as a director. Senior executives at Computershare also sign employment agreements, except in certain overseas jurisdictions due to local employment practices.

Proposed appointees to the Board and senior executive appointments are subject to appropriate background checks. The format of these checks is dependent on the residence of the proposed appointee but would typically include police and bankruptcy checks and searches of relevant public records and filings. This is in addition to confirmation of the proposed appointee's experience and character as appropriate.

Any director appointed by the Board will be required to stand for election at the next AGM, at which time the Company will provide in the notice of meeting all material information known to the Company that is relevant for shareholders to decide on whether to appoint the director.

On appointment, all new directors undertake an induction process. They receive copies of all key governance documents, as well as briefings from senior management on material matters relating to the Computershare Group, including strategic considerations, financial performance, major markets and business lines, people related matters as well as operational and technological capability. The Board has typically held meetings in all the major markets in which the Group operates, which provides new directors, along with the rest of the Board, the opportunity to meet with local management and staff.

Directors receive briefings on material developments that might impact the Group. Members of the Risk and Audit Committee also receive updates on financial reporting and accounting matters as part of continuing professional education. Directors otherwise keep themselves informed of relevant matters by self-education and attendance at various courses and presentations and may also request that the Company provide them with specific development opportunities which they may consider necessary to improve their skills and knowledge.

During the reporting period, Ms Lisa Gay retired as a director of Computershare Limited effective on 28 February 2025.

The Directors

As at the date of the Annual Report, the members of the Board are:



Paul Reynolds
Chairman



Stuart Irving
Chief Executive Officer



Abigail Cleland
Non-Executive Director



Tiffany Fuller
Non-Executive Director



John Nendick
Non-Executive Director



Gerrard Schmid
Non-Executive Director



Joseph Velli
Non-Executive Director

4. Board independence

The Board has reviewed the independence of each of the seven directors in office as at the date of the Annual Report and has determined that six out of the seven directors are independent and were so throughout the reporting period. The director who is not considered to be independent is Stuart Irving, as the Group Chief Executive Officer.

To determine the independence of a director, the Board must consider several different factors, including those set out below:

- › Whether the director acts (or has recently acted) in an executive capacity for the Company
- › The materiality of the director's shareholding in the Company (if any)
- › The existence of any other material relationship between the director and a member of the Group (for example, where the director is or has been an officer of a significant adviser, supplier or customer)
- › The ability of the director to exercise their judgement independently

The Board notes that Joseph Velli is a director of Cognizant Technology Solutions Corporation, a company which supplies IT and business outsource services to the Group. The Board has considered this relationship and is satisfied that Mr Velli's position as a director of Cognizant Technology Solutions Corporation does not have any impact on his capacity to bring an independent judgement to bear on issues before the Board. The Board has appropriate procedures in place to manage circumstances where a matter relating to Cognizant Technology Solutions Corporation might be under consideration by the Board.

Joseph Velli and Tiffany Fuller were each appointed as Directors in 2014. The Board has considered and is satisfied that neither Mr Velli's nor Ms Fuller's tenure as a director has any impact on their capacity to bring an independent judgement to bear on issues before the Board or to act in the best interests of Computershare as a whole.

5. Board meetings and reports

The Board's meeting schedule in FY25 included four in-person meetings as well as a series of scheduled update meetings. The Board also meets as required to discuss and, if appropriate, approve specific strategic initiatives contemplated by the Group.

In-person Board meetings generally take place over three days and provide the Board with the opportunity to meet senior management relevant to the agenda for the meeting. At its meetings, the Board discusses the Group's results, prospects, strategy (both short and long-term), operational performance and other matters, including legal, governance and compliance issues.

The Committees of the Board also meet regularly to fulfil their duties (as discussed further below).

Group management provides a monthly report to the Board detailing current financial information concerning the Group.

6. Board committees

To assist in discharging its responsibilities, the Board has established three committees.

Risk and Audit
Committee

Nomination
Committee

People and Culture
Committee

Risk and Audit Committee

The principal function of the Risk and Audit Committee is to provide assistance to the Board in fulfilling its corporate governance and oversight responsibilities in relation to the Company's financial and sustainability reporting, internal control structure, risk management systems, internal audit function and external audit requirements. The Committee also reviews material tax and legal matters and receives updates on reports made under the Group's Whistleblower program and Financial Crime Unit.

The Risk and Audit Committee is chaired by John Nendick who assumed the position of Chair at the start of calendar year 2025. The previous Chair, Tiffany Fuller, remains a member of the Committee along with Paul Reynolds and Gerrard Schmid. Each member of this Committee is considered by the Board to be independent.

The Board regards these members as having the required collective financial expertise and an appropriate understanding of the markets in which the Group operates to effectively discharge their duties as members. The Chief Executive Officer, the Chief Financial Officer, the Group General Counsel and Company Secretary, the Group Chief Audit Executive, the Group Risk Officer and the Company's external auditors are invited to meetings of the Risk and Audit Committee at the Committee's discretion.

The Risk and Audit Committee is governed by a Board-approved charter. A copy of this Risk and Audit Committee Charter is available from www.computershare.com/governance.

Nomination Committee

The main functions of the Nomination Committee are to review the competence, expertise, performance, constitution and succession of the Board, as well as the performance of individual directors.

The Nomination Committee generally meets on each occasion that the Board meets in person. All current directors are members of the Nomination Committee, and it is chaired by Paul Reynolds in his capacity as Chairman of the Board.

The Nomination Committee's policy for the appointment of directors is to select candidates whose skills, expertise, qualifications, networks and knowledge of the markets in which Computershare operates (and other markets into which it may expand) complement those of existing Board members so that the Board as a whole has the requisite skills, diversity and experience to fulfil its duties.

The Nomination Committee is governed by a Board-approved charter. A copy of this Nomination Committee Charter is available from www.computershare.com/governance.

People and Culture Committee

The People and Culture Committee's principal functions are to advise the Board on matters relating to performance, talent and succession, culture and inclusion and diversity, as well as the remuneration of the Group's key management personnel and more broadly across the Group.

In relation to remuneration-related matters, the Committee considers, reviews and makes recommendations to the Board about the following matters:

- › The Chief Executive Officer's remuneration policy recommendations
- › Remuneration and contract terms for the Chief Executive Officer and the Group's key executives
- › Terms and conditions of long-term incentive plans, short-term incentive plans, share rights plans, performance targets and bonus payments for the Chief Executive Officer and the Group's key executives
- › Terms and conditions of any employee incentive plans
- › The recommendations of the Chief Executive Officer on offers to executives under any long-term incentive plan established by the Company from time to time
- › Remuneration of non-executive directors within the limits approved by shareholders
- › Content of the remuneration report to be included in the Company's Annual Report

In relation to people and culture matters, the Committee considers, reviews and makes recommendations to the Board about the following matters:

- › Succession planning for senior management and development frameworks for key talent
- › The effectiveness of the Group's diversity policies and initiatives
- › Monitoring surveys conducted by the Company in relation to the culture of the organisation; assessing performance against measurable objectives for achieving diversity on an annual basis, including the relative proportion of women at all levels; and Computershare's compliance with external reporting requirements

The Committee is chaired by Paul Reynolds who assumed responsibility as Chair following Lisa Gay's retirement as a director in February 2025. The other members of the Committee are Abigail Cleland and Joseph Velli. The Committee's Charter requires that the Committee must be comprised of a majority of independent directors.

The Committee has access to Group management and, where necessary, may consult independent experts to discharge its responsibilities effectively.

The People and Culture Committee is governed by a Board-approved charter. A copy of this People and Culture Committee Charter is available from www.computershare.com/governance.

Details of directors' attendance at Board and Committee meetings is set out on page 25 of the FY25 Annual Report.

7. Equity participation by non-executive directors

The Board adopted a minimum shareholding requirement policy in FY24 that applies to non-executive directors as well as executive key management personnel. The policy sets out the holding requirements, which are 100% of base annual fees (excluding committee fees) for the non-executive directors and 100% of annual base salary for the executive KMP. The holding requirement must be satisfied within the latter of 5 years of the date of appointment and the commencement date of the policy. As at the date of this report, all non-executive directors hold their minimum holding target.

8. Remuneration

Details relating to the Group's remuneration practices, non-executive directors' remuneration and that of the Group's executive key management personnel during the year ended 30 June 2025 are set out in the Remuneration Report in Computershare's FY25 Annual Report which is available at www.computershare.com.

9. Annual review of Board and Group management performance

During the reporting period, the Board and each Committee undertook a review of Board and Committee performance by completing questionnaires and discussing the responses. The process for evaluating the performance of individual directors is an informal one. The Chairman is responsible for engaging directly with directors on any individual performance concerns. Directors can raise concerns they might have with an individual director's performance directly with the Chairman.

The Board also annually reviews the Chief Executive Officer's performance, while the Chief Executive Officer annually reviews the performance of the other members of Group management. This process includes a review of KPIs for the purpose of determining management's short-term incentive outcomes for the year and these outcomes are reviewed by the People and Culture Committee and ultimately approved by the Board.

10. Identifying and managing business risks

Computershare has a clear and well-established approach to the oversight and management of risk, based on the 'three lines of defence' model. This model provides a simple framework for the implementation and oversight of risk management in which management, as the first line of defence, has responsibility for its own risk management and control activities. The risk function, as part of the second line of defence, is responsible for setting the risk framework which includes policies and procedures for identifying and managing risk. The internal audit function, as the third line of defence, provides an independent and objective assurance function with the responsibility of confirming that the framework, policies and controls designed to manage key risks are being executed effectively by management.

The Board is responsible for setting the risk appetite for the Group and approving Computershare's risk management framework and policies annually, as well as assessing their effectiveness in mitigating the risks present in our business. The Board delegates some of this responsibility to the Risk and Audit Committee. The Risk and Audit Committee is highly qualified with deep expertise in strategic, operational and financial risk management. It receives quarterly reports on the key and emerging risks in the Group, supported by both quantitative data and qualitative information as well as reporting on performance against key risk metrics. This reporting provides confidence to the Committee that the Group is operating with due regard to the risk appetite set by the Board. The Risk and Audit Committee also meets with management to discuss and challenge its views on Group, business line, or functional risks, as well as any actions they are taking to mitigate those risks.

The Risk and Audit Committee also reviewed the Group's risk management framework during the reporting period and was satisfied that it remained sound.

11. Fairness, Culture and Diversity and Inclusion (D&I)

D&I is part of Computershare's commitment to doing the right thing and forms part of our ongoing Fairness and Culture program. Our goal is for every team member, customer, and supplier to feel valued. We will make every effort to eliminate barriers and obstacles; and enforce a zero-tolerance policy toward any form of discrimination. We aim to provide everyone with an opportunity to succeed on their own merits, starting from the application process and continuing throughout their career with us.

Our employee survey results continue to show that we have created an inclusive workplace where individuals' values and differences are respected, and our managers work well with people with different views and backgrounds. This is an important part of Computershare's culture and our Being Purple ways of working.

This summary outlines the progress we have made to further embed fairness and culture principles across our organisation during FY25, and our focus areas for FY26.

FY25 Progress

- › Continued to support the growth of our Employee Resource Groups (ERGs). We have around 1,750 individual members of our ERGs (around 14% of our permanent workforce).
- › Enhanced guidance for managers on writing inclusive job adverts.
- › Reviewed and updated accessibility and accommodation support in our recruitment process.
- › Reviewed and updated our learning and development processes, raised awareness of accessibility options in our offering and ensured all new digital courses are aligned to the Web Content Accessibility Guidelines.
- › Further embedded our interview and assessment standards, aligned to our Being Purple ways of working, to help reduce bias during the interview process.
- › Offered development opportunities to diverse talent in our team, such as mentoring through our ERGs and our partnership with an external leadership development program for women of colour.
- › Launched a new Fairness and Culture intranet site to help raise employee awareness of our commitment and ERGs.

Feedback on FY25 Measurable Objectives

Objective	Measurement	Result
Continue to promote the use of demographic data fields in our People Management System and Employee Opinion Survey to help set goals in talent acquisition and employee engagement.	Demographic data collected.	<p>We continue to promote and collect demographic data for our employees, in line with the relevant law in each country we operate.</p> <p>99% of our employees have declared their gender, 58% have declared their ethnicity (2% increase from FY24) and 33% have declared their disability status (7% increase from FY24).</p> <p>* Lower percentages of data collected for ethnicity and disability reflects these fields being optional and/or not being available for declaration in certain countries due to legislation.</p>
Action the recommendations in our Accessibility Action Plan to create meaningful career pathways for people with disabilities.	Increase in employment of and engagement with people with a disability. Clear guidelines for employees on how to request accommodations for their disability.	<p>2.29% of employees have declared they have a disability in FY25 vs 1.99% in FY24 (43 more employees).</p> <p>We have engaged our disAbility PLUS ERG to gain feedback and enhance our people processes and policies. In addition to some of the items listed under FY25 progress, we have:</p> <ul style="list-style-type: none"> Improved our careers pages and internal processes to make it clearer and easier for candidates with accessibility or accommodation requirements to apply for a role Rolled out a new Global Health & Safety Intranet page, with clear and consistent global guidance for employees on our disability and impairment processes and procedures, including how to request accommodations
Continue embedding diversity principles into People policies, processes, and leadership competencies by reviewing D&I gaps identified by ERGs, regulations, or industry best practices.	Inclusive policies in place.	<ul style="list-style-type: none"> We have developed a new Fairness and Culture policy and updated all other relevant policies to ensure they: <ul style="list-style-type: none"> Support our goal that every team member, customer, and supplier feel valued and that every effort is made to ensure that our organisation is welcoming to all by eliminating barriers and obstacles Enforce a zero-tolerance policy toward any form of discrimination Reviewed and updated our mandatory learning to reflect changing legislation Worked with our disAbility ERG on our Accessibility Action Plan
Build project plans around data insights, such as Affirmative Action Plan (AAP), Workplace Gender Equality Act (WGEA) and UK Gender Pay Gap reporting.	Implement strong practices that address data insights.	<ul style="list-style-type: none"> We continue to meet the evolving reporting requirements across jurisdictions Due to changes in the US impacting federal contractors, AAP is no longer a requirement in the US for women and minorities. We continue to meet our obligations under AAP for veterans and individuals with disabilities In our 2024 UK Gender Pay Gap we saw a 3% decrease in the median pay gap and a 1% decrease in the mean pay gap when compared to the 2023 results In our 2024/25 WGEA reporting (Australia) we saw a 2% decrease in the total remuneration pay gap and a 0.3% increase in the median pay gap when compared to 2023/24 results The gender pay gap is generally caused by a higher number of men in higher paying roles, and we continue to focus on addressing this across the organisation by: <ul style="list-style-type: none"> Increasing guidance to support managers at job offer and pay reviews, where managers have an opportunity to address any pay gaps Implementing new emerging talent programs to encourage applicants from a wide talent pool Making updates to our careers pages to further encourage diverse applicants. Promoting our Women PLUS ERG In May 2025, our South African business achieved Level 1 BBBEE status, the highest level that can be awarded, in support of increasing economic participation of black South Africans.
Continue to support Year Up, a US based diversity organisation, through our workplace giving program, Change A Life, and promote volunteer and intern opportunities.	Participate in successful programs within the Year Up community.	<p>Our employees have volunteered virtually to help prepare young people with mock interviews and networking skills</p> <p>\$60,000 USD was donated to Year Up, with 10 employees volunteering to support with networking, interview skills and mock interviews</p>

Gender diversity statistics for FY25

The table below includes data on gender statistics at a global level as of 30 June 2025.

	F	M	F%	M%	Total	Change to Female %
Board (inc. CEO)	2*	5	29%	71%	7	-
Direct reports of CEO	3**	12	20%	80%	15	-
Company Executive	43	81	35%	65%	124	+
Senior Manager	241	373	39%	61%	614	+
Manager	839	965	47%	53%	1,804	+
Other	5,150	4,626	53%	47%	9,776	+
Total	6,278	6,062	51%	49%	12,340	+

* Lisa Gay left the Computershare Board in February 2025.

** Samantha Coggins-Thompson retired in March 2025.

Computershare has had a measurable objective of having gender diversity in the composition of its board of not less than 30% of its directors of each gender. During FY2025, Lisa Gay retired as a director for personal reasons effective 28 February 2025. This resulted in female representation on the Computershare board reducing to 29%. Computershare expects that it will meet its measurable objective on gender composition for the Board during FY2026.

FY26 focus areas and objectives

Objective	Measurement
Set gender diversity targets at a local level where required by legislation.	<ul style="list-style-type: none"> Targets and associated action plans in place for each country where required by legislation
Support ERGs with senior sponsorship, ensuring they remain open to all to encourage diverse perspectives, foster respectful dialogue and uphold a workplace culture aligned to our Being Purple ways of working.	<ul style="list-style-type: none"> Senior leadership sponsors for each ERG
Support career growth through mentorship and learning opportunities that are available to all.	<ul style="list-style-type: none"> Launch new global mentoring program and learning opportunities to meet different needs Number of people involved in the mentoring program Employee feedback ratings of mentoring programs
Embed fair and transparent hiring practices by continuing to reach the broadest possible pool of applicants for every position and ensuring all candidates have equal opportunities based on skills, qualifications, and experience.	<ul style="list-style-type: none"> Evidence of adherence to hiring practice standards, such as job advertising, role profile content and interview data Evidence of continued development of sourcing tools and channels to engage the broadest possible applicant pool, including specialist diversity job boards (where legislation permits)

Our Fairness and Culture Policy is available at www.computershare.com/governance.

12. Workplace Gender Equality Report

In each country in which Computershare operates, the Company complies with legislated diversity reporting requirements. In Australia, Computershare met its reporting requirements under the Federal Government's Workplace Gender Equality Act 2012, including submitting an annual public report on 23 June 2025.

A copy of this report is available from www.computershare.com/governance. Any comments regarding this report can be submitted via email to the following address: wgea.comments@computershare.com.au.

13. Securities Trading Policy

The Group Securities Trading Policy sets out the restrictions that apply to trading in Computershare securities by the Group's directors, officers and employees.

The policy explains the insider trading laws as they relate to trading in Computershare securities and the securities of Computershare's clients. It also sets out the penalties that apply to insider trading offences under the Corporations Act 2001 and makes clear that Computershare adopts a zero tolerance approach to breaches of insider trading laws.

The policy imposes additional restrictions on dealings in Computershare securities by Computershare directors and certain specified executives (designated persons). These designated persons may deal in Computershare securities during the four-week period after the Company releases its half-year and full-year financial results and after the date on which its Annual General Meeting is held (subject always to the laws on insider trading).

In addition, these designated persons may only deal in Computershare securities outside those specified, four-week trading windows with an express prior clearance by a nominated director. During certain prohibited periods, being the period between 15 December and the Company's release of its half-year results, the period between 15 June and the Company's release of its full-year results and other such periods as may be determined by the Board from time to time, clearance to deal can only be given in exceptional circumstances.

Under the policy, designated persons are also prohibited from entering into an arrangement pursuant to which they seek to hedge the economic risk associated with an unvested incentive award made to them by Computershare.

The list of designated persons is set out in the Schedule to the Securities Trading Policy. It is reviewed and updated as appropriate, having regard to any changes in the structure of Group management or the creation of new roles within it. An up-to-date copy of the Board-approved Securities Trading Policy is available from www.computershare.com/governance.

14. Corporate reporting

The Board is committed to the integrity of all corporate reporting and that accounting and financial controls are adequate and effective. Where any periodic corporate report is released by Computershare to the market, in addition to reports that are audited or subject to review by its external auditor PwC, Computershare ensures that the content of the report is subject to extensive review and sign-off by senior members of staff, which includes the allocation of material disclosures to designated persons to verify the disclosures by reference to appropriate source documents or, if no source documents are available, by persons with the knowledge and expertise to confirm the accuracy and completeness of the disclosure.

All corporate financial reporting is also reviewed by the Risk and Audit Committee or, if applicable, a designated sub-committee of the Board.

Before signing the Directors' declaration in the Annual Report, the Chief Executive Officer and the Chief Financial Officer make a declaration to the Board that confirms that, in their opinion:

- › the financial statements comply with accounting standards and the Corporations Act 2001 and give a true and fair view of the financial position and performance of the Company
- › the consolidated entity disclosure statement set out in the Annual Report is true and correct
- › Their opinion has been founded on a sound system of risk management and internal control; and
- › that the system is operating effectively in all material respects in relation to financial reporting risks.

The Chief Executive Officer and the Chief Financial Officer also provide an equivalent statement to the Directors in respect of the Company's half-year report.

These declarations from the CEO and CFO were received by the Board in respect of the financial statement for the half year ended 31 December 2024 and full year ended 30 June 2025.

15. Conflict of interest and independent advice

If a director has an actual or potential conflict of interest in a matter under consideration by the Board or a Committee of the Board, that director must promptly disclose that conflict of interest and abstain from deliberations on the matter. In that circumstance, the director is not permitted to exercise any influence over other Board members or Committee members on that issue nor receive relevant Board or Committee papers.

The Company permits any director or Committee of the Board to obtain external advice about transactions or matters of concern at the Company's cost. Directors seeking independent advice must obtain the approval of the Chairman, who is required to act reasonably in deciding whether the request is appropriate.

16. Our values and ethical standards

Computershare recognises the need for directors and employees to perform to the highest standards of behaviour and business ethics. The Company has adopted the "Being Purple" ways of working, which outline our values as an organisation and the conduct, behaviours and professional attributes we want to promote and reward.

The Board has also adopted a Code of Conduct that sets out the principles and standards with which all officers and employees are expected to comply as they perform their respective functions. The Code recognises the legal and other obligations that the Company has to legitimate stakeholders and requires that directors, officers and employees maintain the highest standards of propriety and also act in accordance with the law.

The People and Culture and Risk and Audit Committees also receive regular reporting on information relating to employee misconduct matters (including where identified through the Whistleblower program, which is detailed in section 22 below).

A copy of the Group's Board-approved Code of Conduct is available at www.computershare.com/governance.

17. Shareholder communications and investor relations

Computershare has an investor relations program in place which is designed to facilitate effective communication between Computershare and its investors. A key feature of this program is to ensure that shareholders are appropriately notified of information necessary to assess Computershare's performance and are able to access it. Information is communicated to shareholders through the following means:

- › The Annual Report, which is distributed to all shareholders who elect to receive it. The AGM and any other shareholder meetings, called from time to time to obtain shareholder approval as required. Computershare conducts its AGM as a hybrid meeting, which provides an opportunity for shareholders to attend the meeting in person or via an online platform. Attending the meeting online enables shareholders to view the AGM live, ask questions and cast votes during the meeting.
- › Computershare's website, which contains information regarding the Group and its corporate governance framework. The Investor Relations section of the website also includes information released to the ASX, a copy of investor and analyst briefing documentation, press releases and webcasts. Computershare also releases new and substantive investor presentations on the ASX announcements platform.
- › By email to those shareholders who have supplied their email addresses for the purpose of receiving communications electronically. Computershare actively encourages shareholders to provide an email address to facilitate more timely and effective communication with them.

Computershare also encourages shareholders to participate in the Company's AGM. Shareholders who are unable to attend and vote either in person or online during the meeting are encouraged to vote electronically in advance via Computershare's service known as InvestorVote. Computershare also encourages shareholders who are unable to attend the AGM to communicate any issues or questions by writing to the Company. All resolutions at the AGM are decided by way of a poll.

18. Commitment to an informed market relating to Computershare securities

Computershare has adopted a Market Disclosure Policy that establishes procedures that are designed to ensure the fair and timely disclosure of price-sensitive information to the investment community as required by applicable law. Under the policy the Board must approve announcements relating to the annual and half-year financial reports, as well as any other information for disclosure to the market that concerns financial projections, statements as to future financial performance or changes to the policy or strategy of Computershare (taken as a whole). Announcements that do not require the approval of the Board can be approved for release by the Chief Executive Officer, and routine administrative announcements may be made by the Company Secretary. Directors are also provided with copies of material announcements once made.

In order to effectively manage its continuous disclosure obligations, the Chief Executive Officer has also established a Disclosure Committee to provide guidance on the following matters:

- › Considering what information needs to be released to the market by Computershare.
- › Referring announcements to the Board for approval where required.
- › Ensuring there are adequate systems for ensuring timely disclosure of material information to the market, including where such information needs to be released urgently.

The Disclosure Committee consists of the Chief Executive Officer, the Chief Financial Officer, the Head of Investor Relations, and the Group General Counsel/Company Secretary. When an issue that should be referred to the board under company policy has an urgency that prevents its consideration by the full Board, all available directors in conjunction with the Disclosure Committee may approve an announcement relating to that issue to the market.

Further, in circumstances where it is considered appropriate to request a trading halt (for example, where Computershare is required to disclose information to the market but, for whatever reason is unable to do so promptly), the Chief Executive Officer (or, if the Chief Executive Officer is unavailable, the Chairman, Chair of the Risk and Audit Committee or Chief Financial Officer) is authorised to request a trading halt on behalf of the Company. The full Board is to be consulted as far as is practicable on any request for a trading halt.

A copy of the Board-approved Market Disclosure Policy is available from the corporate governance section at www.computershare.com/governance.

19. External auditors

The Company's policy is to appoint external auditors who demonstrate professional ability and independence. The auditor's performance is reviewed annually.

PricewaterhouseCoopers were appointed as the external auditors in May 2002. Audit services are periodically put out to tender. A comprehensive tender process took place during FY2025 which resulted in PricewaterhouseCoopers being retained as the external auditors.

PricewaterhouseCoopers rotates its audit engagement partners on listed companies every five years. PricewaterhouseCoopers also provides an annual declaration of independence, a copy of which can be found on page 48 of the Annual Report. The external auditor is required to attend the Company's Annual General Meeting and be available to answer shareholder questions about the conduct of the audit and the preparation of the content of the audit report, the accounting policies adopted by the Company in relation to the preparation of the financial statements and the independence of the auditor in relation to the conduct of the audit.

An analysis of fees paid to the external auditors, including fees for non-audit services, is provided on page 108 of the Annual Report. The Board has a formal policy for reviewing and approving non-audit services provided by the external auditor.

20. Internal auditors

Computershare has a dedicated Group Internal Audit function. The function is led by the Group Chief Audit Executive who has a reporting line to the Chair of the Risk and Audit Committee. Group Internal Audit is authorised to audit all areas of the Computershare Group without the need for prior approval. In carrying out its responsibilities, it has full and unrestricted access to all records, property, functions, IT systems and staff members in the Group.

Each financial year the function develops an annual audit plan, which is approved by the Risk and Audit Committee. The function's key responsibilities are to:

- › Review and appraise the adequacy, design and effectiveness of the Group's system of internal controls
- › Evaluate and improve the effectiveness of risk management, control and governance processes, as well as identify control gaps.

On completion of audit assignments, Internal Audit will issue written reports, which are distributed to management and communicated to the Risk and Audit Committee. Where the report identifies specific findings and recommendations, the report will include an action plan from management to implement appropriate corrective action within specific timeframes, which are actively monitored. All internal audits are conducted in accordance with the Institute of Internal Auditors (IIA) Standards for the Professional Practice of Internal Auditing.

21. Anti-Bribery and Corruption

The Board has approved an Anti-Bribery and Corruption policy, which sets out Computershare's clear statement of zero tolerance for acts of bribery and corruption and confirmation that Computershare will not tolerate its employees or contractors being involved in acts of bribery and corruption in any form. This is reinforced in the Group Code of Conduct.

The Anti-Bribery and Corruption policy is part of the framework for the Computershare Groupwide Anti-Bribery and Anti-Corruption (ABC) Program, which is under the responsibility of the Group Risk and Compliance function. All breaches of the policy must be reported to the compliance function and ultimately to the Risk and Audit Committee.

A copy of the Board-approved Anti-Bribery and Corruption policy is available from the corporate governance section of www.computershare.com/governance.

22. Whistleblowing

The Board has approved a Whistleblower Policy that outlines procedures for dealing with allegations of improper conduct made by directors, officers or employees of the Company or parties external to Computershare. Concerns can be raised anonymously in a number of ways, including through an externally managed hotline and web portal, or by directly contacting designated regional Whistleblower officers. Any reported concerns are assessed and handled by these regional Whistleblower officers. The Group Whistleblower Officer also provides quarterly reports to the Group Risk and Audit Committee and to the People and Culture Committee (on employee conduct matters) on any reports raised over the period and more serious matters may be escalated to the Committee within a reporting period where appropriate.

All Computershare employees receive annual training about the Company's Whistleblower Policy, including how to detect and report improper conduct. A copy of the Whistleblower Policy is available from www.computershare.com/whistleblowing.

23. Environment, Social and Governance (ESG)

Computershare incorporates ESG risk within its Enterprise Risk Management Framework and has policies to ensure there is clear ownership and management of ESG related risks. For details relating to Computershare's strategy to manage ESG related risks, refer to the Computershare Sustainability Report, which can be accessed at www.computershare.com/governance

A copy of the Board-approved Environmental, Social and Governance Policy is also available from the corporate governance section at www.computershare.com/governance.

24. Health and safety

Computershare aims to provide and maintain a safe and healthy work environment. Computershare acts to meet this commitment under a Group wide health and safety governance framework which is designed to ensure that the Group implements work practices and procedures that comply with the relevant regulations governing workplaces in each country in which the Group operates. Employees are expected to take all practical measures to ensure a safe and healthy working environment in keeping with their defined responsibilities and applicable laws.

25. Company Secretary

The Company Secretary during the reporting period was Dominic Horsley. Under Computershare's Constitution, the appointment and removal of the Company Secretary is a matter for the Board.

Among other matters, the Company Secretary advises the Board on governance procedures and supports their effectiveness by monitoring Board policy and procedures, by coordinating the completion and dispatch of Board meeting agendas and papers, as well as by assisting with the induction of new Directors. The Company Secretary is accountable to the Board, through the Chairman, for these responsibilities.

Dominic Horsley joined Computershare in 2006 and is the Group General Counsel and Company Secretary with global responsibility for Computershare's legal and secretarial teams. Dominic has extensive experience in corporate and commercial law, having held prior in-house and private practice roles in Australia and the UK. Dominic is a member of the Association of Corporate Counsel GC100 and is a Fellow of the Governance Institute of Australia. Dominic completed a Bachelor of Arts (Hons) in Economics at the University of Cambridge and completed his legal studies at the College of Law in London.

All directors have access to the advice and services of the Company Secretary.