

COMPUTERSHARE ANNUAL REPORT 2008

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Financial Highlights

	JUNE 2008	JUNE 2007	% CHANGE
PROFIT (US\$M)			
Sales revenue	1,564.0	1,404.2	11%
Earnings before interest, tax, depreciation and amortisation*	479.2	370.5	29%
Net profit after OEI*	290.4	219.4	32%
BALANCE SHEET (US\$M)			
Total assets	2,238.0	1,735.1	29%
Total shareholders' equity	770.2	832.6	-7%
PERFORMANCE INDICATORS			
Basic earnings per share	50.12 cents	39.08 cents	28%
Management earnings per share*	51.61 cents	36.68 cents	41%
Operating cash flow	\$347.3M	\$321.0M	8%
Net debt to EBITDA*	1.6 times	0.9 times	
Return on equity	40.2%	26.4%	
Staff numbers	12,480	10,465	

* These financial indicators are based on Management adjusted results that exclude certain items to permit more appropriate and meaningful analysis of underlying performance on a comparative basis.

Financial Calendar

2008

5 SEPTEMBER	Books close for final dividend
19 SEPTEMBER	Final dividend paid
11 NOVEMBER	The Annual General Meeting of Computershare Limited ABN 71 005 485 825
LOCATION:	Computershare Conference Centre Yarra Falls, 452 Johnston Street Abbotsford Victoria 3067
TIME:	10.00am

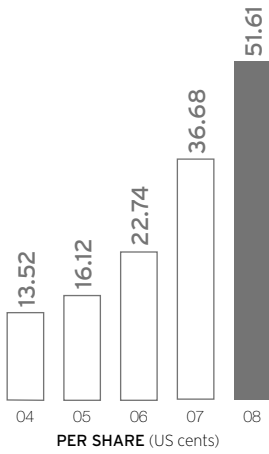
2009

11 FEBRUARY	Announcement of financial results for the half year ending 31 December 2008
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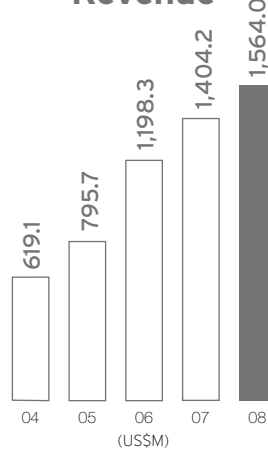
“Computershare delivered record earnings despite challenging global market conditions. We expect another strong performance in FY2009.” W.S. Crosby, President and CEO

Performance Indicators

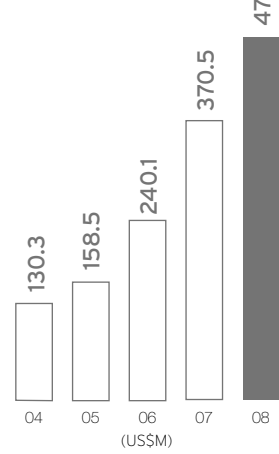
+41%
EPS
Earnings*



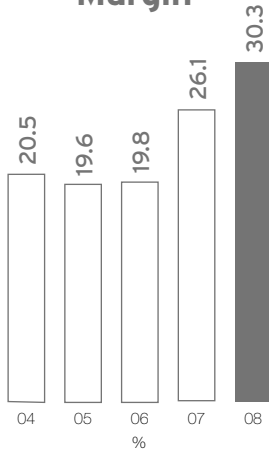
+11%
Sales
Revenue



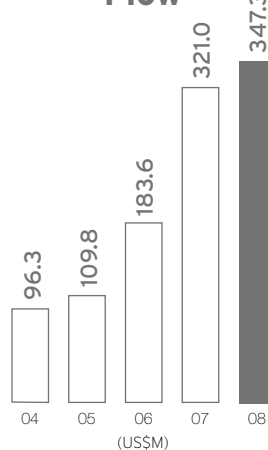
+29%
EBITDA*



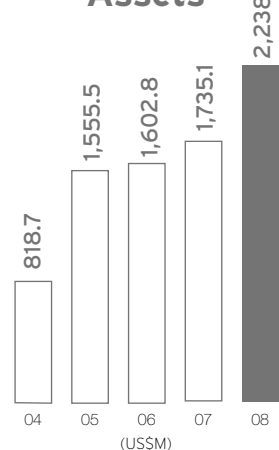
Margin at **30%**
EBITDA
Margin*



+8%
Cash Flow
Operating Cash
Flow

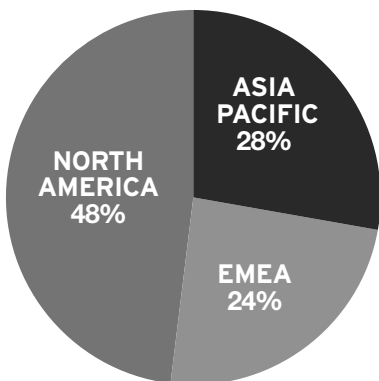


+29%
Assets
Total
Assets

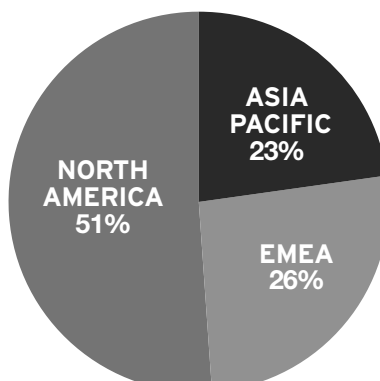


Regional Analysis

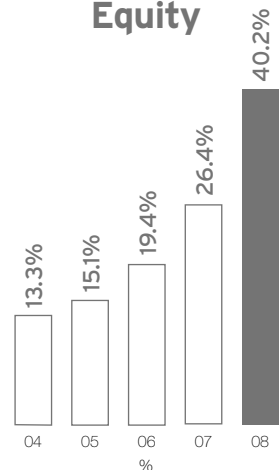
Total Revenue



EBITDA



ROE at **40%**
Return on
Equity



Chairman and Chief Executive Officer Review

CONTINUED GROWTH

We are delighted to present Computershare's 2008 annual report, detailing a fifth successive year of record earnings. Computershare's impressive performance was achieved despite turbulent global financial market conditions and the impact of reduced northern hemisphere interest rates.

Pleasingly, the consolidated group performed strongly despite weaker performances from some business lines.

We look forward to earnings growth for the sixth consecutive year in 2009.

THE YEAR IN REVIEW

Computershare delivered record financial earnings, increasing earnings per share (on a management adjusted basis) by 41% from 36.68 to 51.61 cents per share. This represents Management net profit after Outside Equity Interest ("OEI") of \$290.4 million. Total revenues increased by 12% to \$1,582.5 million, while operating cash flows grew 8% to \$347.3 million.

North America

The North American businesses delivered marginally lower revenue following excellent results in FY2006/2007, with reduced northern hemisphere interest rates and slower corporate transaction activity resulting in a variety of successes throughout the region. An uplift of 16% in EBITDA was achieved despite revenue falling 2% to \$766.9 million, delivering 51% of the Group's EBITDA. North American regional highlights included:

- > Maintained the largest market share of top-tier issuers - with over a third of the S&P 500
- > Georgeson managed the proxy solicitation for TXU Corporation's acquisition by a private equity consortium
- > Facilitated some of the largest deals in Canadian history, including the Rio Tinto offer for Alcan worth \$37.6 billion.

Europe, Middle East and Africa (EMEA)

A widespread contribution from all businesses ensured an improved regional result. The UK's Investor Services and Plans businesses continued to expand and win a number of important clients, while the smaller businesses of Ireland, South Africa and Russia all exceeded expectations. Revenue for the region grew 19% to \$371.0 million, resulting in a contribution of 26% of consolidated EBITDA. EMEA regional highlights included:

- > Acquired VEM Aktienbank AG, one of Germany's most active corporate actions banks
- > The Investor Services business facilitated the £11.6 billion RBS Rights Issue - the largest in European corporate history
- > The UK custodial tenancy Deposit Protection Service administration continued to exceed expectations.

Asia Pacific

The Asia Pacific region's excellent result was driven by strong corporate transaction activity and another successful year for the Australian Investor Services business. Improved performances from the Hong Kong and Indian businesses, aided by the continued momentum of IPO activity from China, also drove the excellent outcome. Overall revenue increased to \$437.0 million, resulting in a 23% contribution to Group EBITDA. Asia Pacific regional highlights included:

- > Continued IPO activity in Hong Kong, including four IPOs that each registered over 500,000 applications
- > Acquired customer communication solutions company QM Technologies
- > Handled Wesfarmers' AU\$2.6 billion rights issue.

Global

The success of Computershare's Global Capital Markets Group and Global Transaction Unit continued, with an increase in cross-border activity such as IPOs, secondary listings, M&As and reincorporations. Major examples included the provision of exchange services for Rio Tinto's \$38 billion bid for Alcan, Citigroup's acquisition of Nikko Cordial in Japan, Barclays Global Investor's cross-listing of NYSE listed ETFs on the ASX, and the demerger of Dr PepperSnapple Inc (USA) from Cadbury Schweppes PLC (UK) - creating Cadbury PLC (UK). The Group processed over 27,000 transactions from brokers and other market participants and is now also investigating opportunities created by stock exchanges (e.g. India, Hong Kong and China) to attract international issuers.

CAPITAL MANAGEMENT

As a result of the buy back program during FY2008, shareholders' equity decreased by \$62.4 million or 7%, while operating cash flow grew 8% to \$347.3 million.

Dividend

A final dividend of AU11 cents per share (30% franked) is to be paid on 19 September 2008. This follows an interim dividend of AU10 cents per share (20% franked) paid on 25 March 2008. Total dividends for 2008 increased 24% to AU21 cents per share.

On-market ordinary share buy back

On 15 November 2006 Computershare announced an on-market buy back of up to 25 million ordinary shares over a period of six months. On 24 May 2007 Computershare announced an extension of the buy back period until 29 November 2007. On 15 August 2007 the Company announced that the buy back was to be increased to a total of 45 million ordinary shares under the existing program. The on-market buy back was completed on 18 October 2007. The Company purchased 45 million ordinary shares at a total cost of AU\$445.8 million during the entire program. This included the purchase of 35,205,009 shares at a cost of AU\$343.2 million during FY2008. Issued ordinary shares outstanding were 555,654,059 at 30 June 2008, a net reduction during FY2008 of 35,205,009.

Debt

The Group increased bank debt facilities from AU\$400 million to US\$750 million throughout FY2008 and raised an additional US\$235 million from the US Private Placement market post balance date. This brought total available debt facilities to US\$1.30 billion of which US\$1.05 billion was drawn at the date of this report.

TECHNOLOGY PRIORITIES

Computershare's total technology expenditure rose 19% to \$157.2 million, and ratio of technology expenditure to sales revenue increased to 10%. The total spend included \$64.8 million in research and development expenditure, which was expensed during the period.

The Company continued to focus on enhancing client solutions using common technology applications and re-investing in technology to facilitate the globalisation of its products. The year saw successful implementations on a number of projects including the UK Depository Protection Scheme, InSearch Broker Portal, .NET rewrites of web services and self-service tools for our core business groups. The regulatory and compliance environment continues to be a strong focus with investment in and implementation of products and tools across the enterprise, such as data encryption and data leakage prevention, to further enhance our capabilities.

Priorities include a continued focus on client reporting using data warehouse techniques, improving the functionality of our internal workflow systems to drive operational efficiency and quality, and the integration of product suites from acquired entities.

We acknowledge the significant contribution over many years of Penny Maclagan, who stepped down as head of the Technology Group. Penny has been replaced by Stuart Irving, formerly CIO of Computershare's operations in North America.

ACQUISITIONS

Computershare continued its strategy of consolidating businesses around the world and pursuing diversified revenue sources. Acquisitions included:

- > 4 July 2007 - acquired Datacare Software Group Limited ("Datacare"), one of the world's leading suppliers of entity management and subsidiary governance software solutions
- > 24 July 2007 - acquired transfer agency business of US-based UMB Bank
- > 8 October 2007 - acquired Restricted Stock Systems, Inc. (RSS), a software solutions provider for company insiders
- > 18 October 2007 - acquired Administar Services Group LLC, a US provider of administration services related to the settlement of securities and consumer class action litigation as well as Chapter 11 bankruptcy litigation
- > 1 February 2008 - acquired VEM Aktienbank AG (VEM), a German corporate actions bank
- > 26 March 2008 - acquired Australian customer communications company QM Technologies Limited
- > 7 April 2008 - acquired Strand Business Systems and Strand Enterprises, the UK's leading provider of electoral management software and services
- > Throughout FY2008 - acquired IML distributors in Australia, Belgium, South Africa and the USA.

OUTLOOK

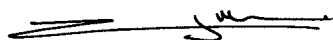
Computershare will continue to follow a clear strategy:

1. Drive operational quality and efficiency through improved measurement, benchmarking and technology.
 2. Improve our front office skills to protect and drive revenue through more effective account management, new business generation and exploitation of cross-selling opportunities.
 3. Seek acquisition and other growth opportunities where we can add value and enhance returns for Computershare shareholders.
- Once again, Computershare has a strong operational and financial platform to execute on this strategy and achieve continued growth.

CONCLUSION

Computershare delivered excellent results in FY2008 under difficult global market conditions. As such, we would like to recognise the valuable contribution from all our global staff, as well as thank the Board of Directors for their continued advice and guidance. The Company lost a valuable Director and dear friend with the passing of Mr Philip DeFeo. Phil is sadly missed.

We extend our gratitude to our shareholders and clients for their ongoing support. We look forward to another rewarding and successful year ahead.



C.J. MORRIS
Executive Chairman



W.S. CROSBY
Director

Management Discussion and Analysis

Computershare produced its fifth consecutive year of record revenues, earnings and operating cash flows.

Management earnings per share increased 41% to 51.61 cents per share, compared to 36.68 cents per share in FY2007. Reported basic earnings per share was 50.12 cents.

Management net profit after Outside Equity Interest ("OEI") was \$290.4 million, an increase of 32% over FY2007. Reported net profit after OEI was \$282.0 million.

The final dividend was AU11 cents per share, 30% franked. Total dividends for the year were AU21 cents per share, an increase of 24% on FY2007 (AU17 cents per share).

FINANCIAL PERFORMANCE

Total revenues increased 12% to a record \$1,582.5 million. Register maintenance revenues grew 13% driven by improved pricing outcomes in Canada, Australia and the UK, increased holders in Hong Kong from continued Chinese IPO activity, a full year contribution from smaller US registry acquisitions and continuation of the growth trend in India and Russia. Corporate action revenue increased 20% with a strong run of IPOs in Hong Kong in the first half and the emergence of capital reorganisations (mainly in the UK and Australia) offsetting the effects of equity and financial market instability, which otherwise slowed the second half.

Communication Services revenue grew 39%, driven mainly by the Permail and QM Technologies acquisitions in Australia. Fund Services revenue was 21% lower than the record achieved in FY2007 due to a lack of major transactions in the US Mutual Fund sector. This was partially offset by an 88% growth in Indian mutual fund revenues. External Technology and other revenues grew 28% underpinned by the contributions from the Datacare Software Group, Restricted Stock Systems and VEM Aktienbank AG acquisitions.

Included in the overall revenue growth was a 25% increase in margin income as higher cash balances and favourable exchange rate translation more than offset the second half decline in northern hemisphere interest rates.

Total operating expenses were again contained in FY2008, increasing 5% to \$1,106.0 million as against the 12% increase in revenues. Management EBITDA was \$479.2 million, an increase of 29% on the previous year. If the US Dollar had remained at FY2007 levels, Management EBITDA would have been approximately \$455 million, a constant dollar increase over FY2007 of 23%. Management EBITDA Margin increased from 26% in FY2007 to 30% in FY2008. Borrowing costs increased 34% to \$41.5 million as a result of increased debt levels from acquisitions and capital management initiatives.

Depreciation increased 25% to \$28.6 million due to additional depreciation from acquired businesses. Amortisation increased 21% to \$11.1 million due to additional spend on property leasehold improvements.

The headline effective tax rate for the year ended 30 June 2008 was 26.0% (FY2007 25.8%). The normalised effective tax rate adjusted for specific management adjustments (being recognition of tax losses and non-assessable gain on the sale of controlled entities) for the period ending 30 June 2008 was 26.4% (FY2007 28.5%).

REGIONAL PERFORMANCE

Regionally, revenues were derived from North America 48%, EMEA 24% and Asia Pacific 28%. EBITDA contribution by region was North America 51%, EMEA 26% and Asia Pacific 23%.

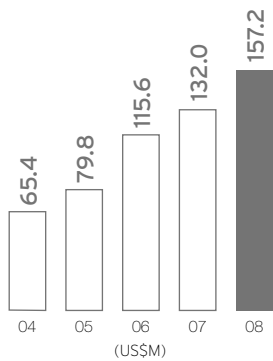
The **North American region** contributed revenues of \$766.9 million and EBITDA of \$246.2 million. The region was down marginally in revenue terms but was able to deliver a 16% uplift in EBITDA. The US and Canadian registry businesses were both flat despite the negative impact of sizeable falls in interest rates, whilst the Canadian Fixed Interest business delivered another strong performance.

Transactional-based businesses such as Fund Services and Corporate Proxy were down on the prior corresponding period. Communication Services experienced improved financial outcomes in the US, but was flat in Canada. Employee Plans results were mixed; the Canadian business matched last year's result whereas the US business fell below expectations partially as a result of lower activity as equity markets weakened. Smaller US acquisitions contributed to the improved EBITDA outcome.

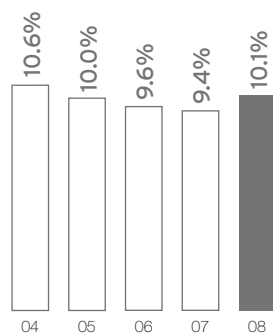
The **EMEA region** contributed revenues of \$371.0 million and EBITDA of \$124.6 million. EMEA regional improvement was driven by widespread contributions. The UK Registry and UK Plans businesses again underpinned the overall UK business expansion whilst the smaller businesses of Russia, Ireland and South Africa all delivered markedly improved financial outcomes. Full year contributions from The Deposit Protection Service (DPS) contract as well as the Datacare acquisition aided the region's substantial progress. Germany was largely flat on FY2007, as was the Interactive Meetings Ltd (IML) business.

The **Asia Pacific region** contributed revenues of \$437.0 million and EBITDA of \$108.4 million. Asia Pacific's improvement was driven by another strong result from the Australian Registry business and substantial uplifts in the Hong Kong and Indian businesses. The Communication Services business in Australia benefited from the QM Technologies acquisition in the fourth quarter of FY2008, whilst the Australian Employee Plans, Fund Services and Corporate Proxy businesses were flat on FY2007.

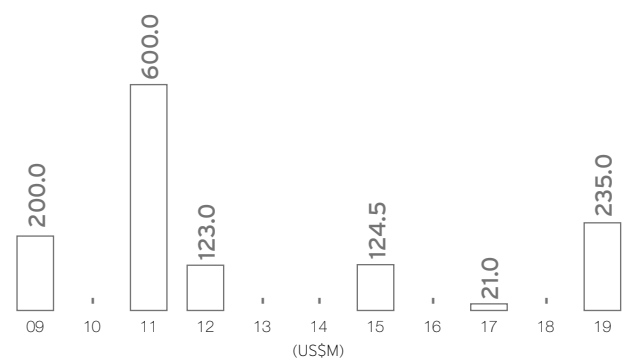
Technology costs



Technology costs as a % of sales revenue



Debt facility maturity profile



INVESTMENT ANALYSIS

Technology expenditure for the year was \$157.2 million, an increase of 19% on FY2007. Technology costs include \$64.8 million in research and development expenditure which was expensed during the period, compared to \$43.3 million in FY2007.

Capital expenditure totalled \$42.8 million, an increase of \$17.1 million over FY2007. The increase was largely due to post-acquisition property-related expenditure. Capital expenditure included occupancy upgrades of \$12.7 million, technology infrastructure of \$22.7 million and Communication Services equipment of \$4.1 million.

Computershare continued to expand globally with the acquisition of:

- > Datacare Software Group Limited
- > Transfer agency business of UMB Bank
- > Restricted Stock Systems, Inc.
- > Administar Services Group LLC
- > QM Technologies
- > VEM Aktienbank AG
- > IML distributors Machine Dreams Inc., Ezicomms, Four Points and Audience Alive
- > Strand Business Systems and Strand Enterprises.

Refer to the Chairman and CEO Review for more detail on these acquisitions.

Computershare also increased ownership in the National Registry Company in Russia (from 65% to 80%).

Refer to the Chairman and CEO Review for details of Computershare's on-market buy back of 45 million ordinary shares.

BALANCE SHEET AND CASH FLOWS

Total assets were \$2,238.0 million, financed by shareholders' funds totalling \$770.2 million. Shareholders' funds decreased by \$62.4 million or 7%, as a result of the buy back program completed during FY2008.

Cash flows from operations were \$347.3 million, an improvement of \$26.3 million or 8% compared to last year. Debtor days increased slightly to 44 days, from 43 days at June 2007.

Total funding facilities at 30 June 2008 was \$1,068.5 million. During FY2008 bank debt facilities increased from AU\$400 million to US\$750 million via one and three year tranches. The lender group increased from two to five lenders.

Net borrowings increased \$438.4 million to \$786.7 million to fund acquisitions and ordinary share buy back activities. Gross borrowings at 30 June 2008 were \$910.9 million, 109% higher than twelve months ago. Net Debt to Management EBITDA increased from 0.94 times at 30 June 2007 to 1.64 times at 30 June 2008.

POST BALANCE DATE

On 29 July 2008 Computershare completed a US Private Placement (USPP) debt raising of \$235 million maturing July 2018. As a result, total funding facilities are now \$1,303.5 million and the average maturity of drawn debt is 4.8 years.

On 13 August 2008 Computershare announced it had agreed principal terms for the acquisition of Busy Bees Childcare Vouchers Limited, one of the leading UK-based managers and administrators of childcare voucher schemes.

North America Regional Overview

Despite a more challenging market environment, Computershare's North American business was able to deliver 16% higher profit than FY2007 through a focus on quality, service excellence and innovative client solutions.

During the year the North American business provided solutions to clients involved in some of the biggest transactions in corporate history.

USA

YEAR IN REVIEW

The USA business provided returns consistent with the difficult market conditions, with recurring revenue and earnings gains offsetting poorer returns in transaction-based businesses.

The Investor Services business maintained the largest market share of top-tier issuers - 63% of the Dow 30 and 36% of the S&P 500 - and recorded further growth driven by a number of innovative service offerings.

Despite lower returns in the past year, the Fund Services business continues to lead a generally weaker market.

Computershare continues to be a leading voice with industry organisations and the SEC in efforts to maintain a fair and balanced environment for issuers and their shareholders.

ACHIEVEMENTS

The 2008 financial year featured the first proxy season under the SEC's new 'notice and access rules' for proxy mailings. As of 13 June 2008, 56 clients had taken advantage of Computershare's ProxyAccess solution to mail notices, rather than full sets, to 4.8 million registered shareholders - resulting in significant client savings in paper and mailing costs. Overall, only one percent of registered shareholders who received a notice requested hard-copy materials and all clients achieved a quorum for their meetings.

Georgeson managed the proxy solicitation for TXU Corporation's acquisition by a private equity consortium - the largest leveraged buyout in history.

Computershare acted as the depository for Home Depot's Dutch auction which was one of the largest transactions of its kind.

All Communication Services facilities in the US have achieved ISO 9001:2000 certification, highlighting their exceptional quality management standards.

The Fund Services business had a challenging year but maintained its strong market share, again handling more than 70% of deals in the industry, including top funds such as Nuveen, AIM Funds, UBS Funds and Pioneer Funds.

The Plans Software and Plan Managers businesses now offer clients a sophisticated tracking and trading solution for insider transactions through Computershare's acquisition of Restricted Stock Systems (now the Executive Services business).

The acquisition and integration of the transfer agent business of UMB Bank was successfully executed in a short timeframe.

Administar Services Group LLC joined Computershare and will utilise the company's core capabilities - such as print services, call centres, shareholder identification services and payment processing - to grow its class action litigation and bankruptcy administration services business.

OUTLOOK AND PRIORITIES

The focus for the next financial year will be on developing innovative solutions for clients and their shareholders while continuing successful quality enhancement programs.

The Georgeson business will seek to capitalise on its corporate governance experience to expand its advisory capabilities and deliver a greater share of large scale proxy contest work.

Finally, as more clients and their customers adopt electronic communications, Computershare will continue to develop solutions that are more environmentally and cost friendly.

As US investor pressure for a stronger voice in corporate governance grows, Computershare will also continue to work with issuers to provide new and improved ways of communicating with all their shareholders.

2008 HIGHLIGHTS

- > Maintained largest market share of top-tier issuers
- > Proxy solicitation for TXU Corporation's acquisition by a private equity consortium and the facilitation of some of the largest deals in Canadian corporate history
- > Played a key role in the strong cross border activity in the energy and resources sector
- > Successful integration of TD Bank Financial Group's Corporate Trust business and the transfer agent business of UMB Bank



CANADA

YEAR IN REVIEW

Despite a much softer M&A market in Canada from late 2007, the Canadian business achieved more than modest revenue growth and better than expected earnings growth in FY2008.

Highlights included the successful integration of TD Bank Financial Group's Corporate Trust business into Computershare's client portfolio, the implementation of new operating efficiencies in the Plan Managers business and continued leadership in IPO appointments.

Interest in the energy and resources sector has benefited Computershare's Global Capital Markets business, with Canadian companies listing in overseas markets such as the UK, South Africa, Australia, Dubai and Hong Kong, and foreign companies reciprocating with listings on the TSX.

ACHIEVEMENTS

Georgeson capitalised on increased proxy contest activity, representing management on the Pulse Data, First Calgary and Tree Island Board contests.

The Corporate Trust business achieved a number of high profile client wins, including new mandates and re-appointments through tenders. The business also expanded its global reach by acting on numerous international transactions. Overall, total debt under administration increased by \$144 billion to \$882 billion.

The global acquisition of Datacare enhanced Canada's Governance Services offering and added key clients including Royal Bank, Loblaw's, Magna and Encana.

Despite softer markets, the business facilitated some of the largest deals in Canadian history, such as the \$37.6 billion Rio Tinto offer for Alcan and OAO MMC Norilsk Nickel's \$6.8 billion offer for LionOre, as well as TELUS Corp. in its \$763 million take-over of Emergis Inc.

Communication Services achieved new product growth and further market penetration, improving economies of scale. Plan Managers secured several large clients in Western Canada and the Governance Services business secured entity management wins including Ontario Teachers Pension Plan, Fortis and Molson Coors.

OUTLOOK AND PRIORITIES

The business will continue to refine mature product segments with operational enhancements while leveraging key industry relationships to explore new avenues for its data management and trust capabilities.

The Canadian Federal Government's new Tax Free Savings Account will create a major opportunity for Plan Managers when introduced in January 2009, while Governance Services is predicting a significant board portal market within the Canadian issuer community.

The Global Capital Markets Group will seek to take advantage of opportunities presented by increasing numbers of multi-listed companies requiring assistance in managing shareholders in multiple regions.

Asia Pacific Regional Overview

Computershare's Asia Pacific businesses experienced another year of substantial growth, largely as a result of the continued momentum from IPO activity in Hong Kong as well as strong Australian corporate action activity.

In line with the company's expansion efforts in new markets, earnings from the Indian business were significantly higher than previous years and an office was opened in Beijing.

AUSTRALASIA

YEAR IN REVIEW

Strong corporate action and transactional activity led to another outstanding year for the Investor Services business. The retention of several leading clients on improved pricing, without tender, was a highlight.

The major acquisition of ASX-listed customer communication solutions company QM Technologies solidified the Communication Services business as a leading provider of innovative, technology driven communication solutions. The acquisition presents a number of further growth opportunities.

Plan Managers achieved its tenth successive year of growth. Georgeson maintained its position as the leading Australian provider of proxy solicitation services, while the New Zealand Investor Services business again performed strongly despite subdued market activity. The Fund Services business pursued significant opportunities in Australia and Asia, building on its solid platform of large-scale unit registry and fund administration solutions.

ACHIEVEMENTS

Investor Services capitalised on strong M&A activity, with involvement in major transactions including Wesfarmer's AU\$2.6 billion rights issue, the AU\$600 million Bank of Queensland-Home Building Society merger and NIB's demutualisation and subsequent ASX listing. Computershare managed more than half of all Australian IPOs. Over 650 clients adopted Computershare's online company reporting solutions, following the introduction of the Simpler Regulatory System Act in 2007.

Computershare's global capabilities were reinforced by winning the registry appointment for global Exchange Traded Funds provider Barclays Global Investors.

The New Zealand business managed high profile corporate actions including the Canadian Pension Plan Investment Board's attempted partial takeover of Auckland International Airport, and accounted for over NZ\$5 billion raised from debt issuances.

Georgeson represented companies during major transactions including Coles in Wesfarmers takeover bid, Toll Holding's demerger of Asciano and BHP Billiton's ongoing takeover battle for Rio Tinto.

Communication Services major commercial client wins included Synergy Energy and Connect East. Gateway Credit Union became Australia's first commercial eTree client, and the business's long term partnership with David Jones was extended.

The majority of Fund Services clients have migrated to Computershare's new TrustArchitect unit registry system, helping them to capitalise on the changing market environment.

Plan Managers handled the migration and local management of BHP Billiton's global employee share plan, won the mandate for Brambles' global employee share plan rollout and executed Wesfarmers' complex acquisition of Coles and subsequent rights issue.

OUTLOOK AND PRIORITIES

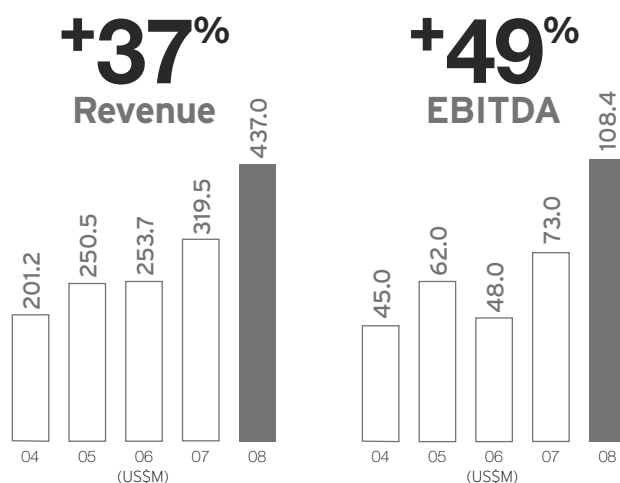
A key focus will be the successful completion of the QM Technologies integration through ongoing rationalisation of systems, premises and staff and by converting new market opportunities.

Investor Services will continue to focus on margin improvement through the deployment of new products and services and operational efficiencies. Similarly, Plan Managers will implement new market-leading technology, particularly for non-contribution schemes, while continuing to invest in operational improvements and leverage its leading market position.

Fund Services will focus on the continued development of its systems and associated web functionality and take advantage of ongoing cost focus and legacy system concerns in the fund administration market.

2008 HIGHLIGHTS

- > Acted for all major IPOs in Hong Kong, managing over 9.5 million applications in 15 mega floats
- > Acquired QM Technologies
- > Wesfarmers AU\$2.6 billion rights issue
- > Managed the largest IPO in Indian corporate history and commenced managing the register of the leading Mutual Fund in India



ASIA

YEAR IN REVIEW

Computershare's Asian businesses continued to perform well throughout the year, although a change in market conditions and a slowdown in IPOs (but not in other corporate actions) occurred in the second half.

The Hong Kong business again performed strongly, achieving both revenue and EBITDA growth due to a consistent flow of IPOs from China.

In October 2007 the Computershare International Information Consultancy Services Limited business was officially opened in Beijing. A number of Computershare's China-focused client service functions will now be managed out of this office, providing an important local presence for Chinese clients.

The Indian business continued to prosper, maintaining profitability in the registry business and realising substantial growth in the mutual fund services area. This business is now a clear market leader in both the equities and mutual funds registry space both in terms of market share and most importantly client service and quality.

Computershare's joint venture in Japan with Mitsubishi UFJ Trust Bank continued to perform well in the shareholder identification space, providing substantial work for Georgeson.

ACHIEVEMENTS

Computershare's momentum in the Hong Kong IPO market continued, capturing 84% of capital raised and 65% of new listings, and adding 46 new registry clients including SOHO China Limited, Fosun International Limited and China Railway Construction Corporation Limited. During the year the business managed four IPOs with over 500,000 applications each. Computershare's electronic IPO application service and electronic announcement service for IPO application results both recorded increased adoption rates.

The Indian Investor Services business successfully managed the float of Reliance Power Limited, handling well over 10 million applications.

During the year the Indian Mutual Fund business seamlessly consolidated all investor record-keeping for the Unit Trust of India group, taking on an additional three million mutual fund accounts in the process.

Plan Managers again won the majority of employee plans opportunities in China, particularly for Chinese companies listed overseas. With the latest changes in share plan regulations affecting overseas listed companies, Computershare is the only provider with a proven capability to operate under the new regulatory regime.

In April 2008 the IML business established a sales capability in Hong Kong, expanding its presence in the Asian region and enhancing its ability to meet the increasing demand for international conferences in China.

Georgeson achieved its first proxy solicitation mandate in Taiwan and continued to obtain mandates in China. Since May 2008 additional business development resources have been added to drive further Georgeson opportunities in the region.

OUTLOOK AND PRIORITIES

While Hong Kong IPO activity is not expected to return to the levels of the first half of 2008 due to softening market conditions, a reasonable rate of corporate activity is expected.

The Indian business will continue to grow in the next year, leveraging the excellent foundation provided in FY2007.

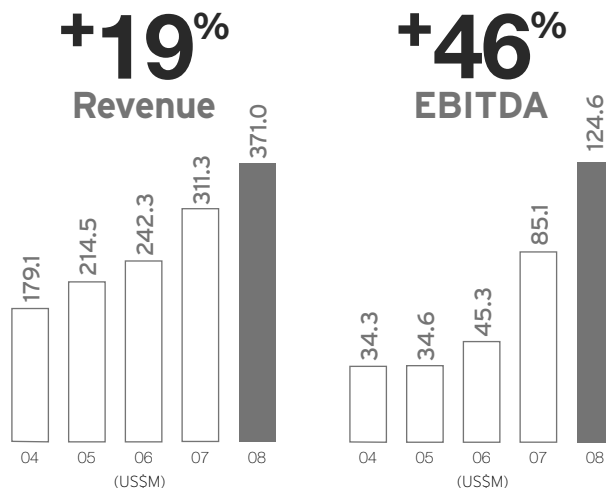
Computershare will continue to leverage its presence in growing markets in the region through excellent client relationships to offer value-added services.

Europe, Middle East & Africa Regional Overview

The growth of Computershare's EMEA business continued, its improved result driven by a strong contribution from all business lines and a number of new acquisitions and important client wins. Over the coming year the group will continue to increase market presence and to look for further acquisitions across Europe.

2008 HIGHLIGHTS

- > Acquired German corporate action bank VEM Aktienbank AG
- > Completed £11.6 billion RBS Rights Issue
- > Integral in completing Cadbury Schweppes plc demerger
- > Formed Computershare Electoral Management Services



YEAR IN REVIEW

Financial success has continued across all EMEA businesses, with an increase in earnings across the board.

New acquisitions included VEM Aktienbank AG, one of the most active corporate actions banks in Germany, and IML distributors in Belgium, South Africa and other locations.

The development of Governance Services (formerly Datacare and World Records) has further contributed to regional success, and market changes in information rights and deemed consent have delivered growth opportunities for Investor Services.

Computershare continues to promote paperless communications such as online annual reports, and has seen a marked increase in broker and shareholder self-service transactions.

ACHIEVEMENTS

After only a year of operation, The Deposit Protection Service is exceeding expectations in terms of client service and efficiency. The DPS now protects 250,000 deposits and continues to grow.

In June 2008, Investor Services completed the £11.6 billion RBS Rights Issue - the largest in European corporate history. Investor Services also played a significant role in both the demerger of Cadbury Schweppes plc (working with the Global Capital Markets group) and the takeover of Eurotunnel PLC by Groupe SA.

The ground breaking global tax calculator developed by the Plan Managers business and Royal Dutch Shell plc won the 'Best Use of Technology' award at the Global Equity Organisation Awards. Major client wins for Plan Managers included BG Group plc, Logica plc and Vodafone Group Plc.

Georgeson worked on some of the region's largest deals, including the offer for ABN AMRO Bank N.V by Barclays Bank PLC and the cross-border tender offer for Altadis S.A. by Imperial Tobacco Group PLC. Georgeson achieved the highest ever delisting result on the Italian Stock Exchange, with 98.1% success in delisting Polynt S.p.A.

Strand Business Systems was acquired in April 2008 and re-branded as Computershare Electoral Management Services, which provides electoral management software and services to 112 local authorities across the UK.

IML continued its momentum and now services approximately 2,500 events globally, including for the first time the provision of electronic voting technology to annual general meetings in Eastern Europe.

OUTLOOK AND PRIORITIES

With the recent equity and debt market turbulence the business is preparing to capitalise on increased Rights Issue activity in the coming financial year.

Plan Managers will focus on further expansion into the global marketplace, specifically Russia and Ireland, featuring an increase in technology-based service delivery including an expanded e-communication offering to all clients.

The Electoral Management Services business will focus on growing its local authority client base, broadening its product offering and expanding further into electoral management outsourcing services.

Governance Services is set to expand its client base in Germany and the UK, while Communication Services remains focused on consistent quality and customer service.

Computershare will continue to pursue primary market presence and further acquisitions across Europe.

Corporate Social Responsibility

Computershare has spent the past year continuing to refine its corporate social responsibility initiatives.



For more information visit:

Australia	www.etreecom.au
Canada	www.etreeca
UK	www.etreuk.com
USA	www.etreusa.com



The children of Sunrise Children's Village in Cambodia.

Change a life

www.computersharecares.com

UPDATE ON KEY INITIATIVES

Environmental Policy

Computershare has strengthened the measurement of its environmental footprint. This drives strategies for reducing or offsetting its energy consumption, water and paper use, waste disposal and air travel.

Visit the Corporate Social Responsibility page at www.computershare.com for more information.

Online Investor Communications

Following the introduction of the Simpler Regulatory System Act in June 2007, over 90% of our investors will receive Computershare's annual report in an electronic format. Of the more than 650 Australian clients who adopted our strategic online company reporting solutions, an average of only 9.5% of investors have elected to receive a printed annual report, saving the equivalent of over 700 million A4 sheets of paper and over 80,000 trees.

eTree

Computershare's eTree initiative, now in its fifth year, has almost 200 major companies participating around the world and has directly led to the planting of over three million trees globally by migrating more than one million investors to electronic communications. eTree operates in partnership with Landcare Australia, American Forests, Tree Canada Foundation, the Woodland Trust (UK), and Food and Trees for Africa.

Change a Life

Computershare's Change a Life initiative has continued to fund projects that address poverty and empower communities to effect change around the world. Over AU\$2.7 million has now been raised from company-matched employee donations, shareholder dividend donations, corporate contributions and fundraising programs.

The major projects supported include a farmer-managed natural regeneration project in Chad, a community development project in Laos and an educational program in Sri Lanka. In Cambodia, Change a Life continues to support the Australia Cambodia Foundation's Sunrise Children's Village orphanage project, and has commenced supporting CARE Australia's Highland Community Education Program.

In South Africa, the Change a Life Mike Thomson Trust was established following the murder of Computershare Senior Manager Mike Thomson in 2007. The Trust sponsors grassroots initiatives aimed at combating crime, as well as providing support to victims of crime, with a special focus on children.

Following the success of 2007's Change a Life Cycle Challenge in Laos, the Change a Life African Cycle Event will take place in September 2008 covering 450km and travelling through Zimbabwe, Botswana, Namibia and Zambia. The major beneficiary of the event will be the Mike Thomson Trust.

For more information on the projects supported by Change a Life visit www.computersharecares.com

OUTLOOK AND PRIORITIES

Computershare's long-term commitment to measuring and reducing its environmental impact and to the eTree and Change a Life initiatives will continue. We ask for the continual support of our shareholders, employees, suppliers, customers and joint venture partners, who together will share the responsibility of meeting Computershare's environmental and Change a Life objectives.

Corporate Governance Statement

1. COMPUTERSHARE'S APPROACH TO CORPORATE GOVERNANCE

Good corporate governance is important to Computershare, and the Board is committed to maintaining high governance standards.

A description of Computershare's main corporate governance practices is set out in this corporate governance statement. All practices were in place for the entire year ended 30 June 2008, unless otherwise stated. References in this statement to the 'Group' refer to Computershare Limited and its controlled entities.

2. BOARD RESPONSIBILITIES

The Board is responsible for the corporate governance of the Group and is governed by the principles set out in the Board Charter, a summary of which is available from the corporate governance section of the Computershare website - www.computershare.com.

The principal role of the Board is to ensure the long term prosperity of the Group by setting broad corporate governance policies and ensuring that they are effectively implemented by management. The Board carries out this role primarily by:

- > overseeing the Group and its global operations;
- > appointing and removing, where appropriate, the senior executives of the Group;
- > setting the strategic direction of the Group, and providing strategic advice to management;
- > providing input into, and approving, the corporate strategy and performance objectives developed by management;
- > reviewing and ratifying systems of governance, risk management, and internal compliance and control as well as codes of conduct and legal compliance to ensure appropriate compliance frameworks and controls are in place;
- > approving budgets and monitoring progress against those budgets, and establishing and reporting on financial and non-financial key performance indicators; and
- > ensuring executive remuneration is appropriate and consistent with guidance provided by the Board's Remuneration Committee.

The Board has delegated to senior management responsibility for a number of matters, including:

- > managing the Group's day to day operations in accordance with Board approved authorisations, policies and procedures;
- > developing the Group's annual budget, recommending it to the Board for approval and managing the Group's day to day operations within that budget; and
- > implementing corporate strategy and making recommendations on significant corporate strategic initiatives.

3. COMPOSITION OF THE BOARD OF DIRECTORS

Computershare's Constitution provides that:

- > the minimum number of directors is three and the maximum number of directors is ten;
- > at each annual general meeting, at least two directors must retire from office. Re-appointment is not automatic. If retiring directors wish to continue to hold office they must submit themselves for re-election by Computershare's shareholders; and
- > no director (other than the Managing Director) may be in office for longer than three years without facing re-election.

Membership and expertise of the Board

The Board has a broad range of necessary skills, knowledge and experience to govern the Group and understand the markets and challenges the Group faces.

As at the date of this Annual Report, the Board composition (with details of the professional background of each director) is as follows:

Christopher John Morris



Position: Executive Chairman

Age: 60

Independent: No

Chris Morris was a founding member of Computershare in 1978 and was its Chief Executive Officer from 1990 to 2006. His extensive knowledge of the securities industry and its user requirements from both a national and international perspective has been instrumental in developing Computershare into a global company. His passion and strategic vision have helped to create a company that is unique in its ability to provide a full range of solutions to meet the needs of listed companies and their stakeholders.

Chris is also the Group Managing Director for the EMEA region.

Chris is Chairman of the Nomination Committee and the Acquisitions Committee and is a member of the Remuneration Committee. Chris is based in Melbourne.

W. Stuart Crosby



Position: Chief Executive Officer

Age: 52

Independent: No

Stuart Crosby was appointed Chief Executive Officer and President of the Computershare Group in November 2006. He joined Computershare in 1999 as a strategic business development manager and, in that role, worked to build the Group's interests in Continental Europe and Asia. In 2002, he was appointed Group Managing Director - Asia Pacific, responsible for operations in Australia, New Zealand, India and Hong Kong and, in 2005, he was appointed the Group's Chief Operating Officer.

Prior to joining Computershare, Stuart was the National Head of Listings at the ASX, and worked for the Hong Kong Securities and Futures Commission, heading its intermediary licensing division and later as a director of enforcement.

Stuart is a member of the Nomination Committee and the Acquisitions Committee. He is based in Melbourne.

Penelope Jane Maclagan BSc (Hons), DipEd



Position: Executive Director

Age: 56

Independent: No

Penny Maclagan joined Computershare in 1983 and was appointed to the Board as an executive director in May 1995.

Until 2008, as head of Computershare Technology Services, Penny was responsible for planning, developing and executing technology across the world in support of the Group's global strategy. In 2008, Penny reduced her day to day involvement and gave up her line management role.

As has been the case throughout her career with Computershare, Penny remains deeply involved in technology support and development. Her detailed understanding of Computershare's proprietary technology and of the global securities industry greatly contributes to the maintenance of Computershare's competitive advantage in the global marketplace.

Penny is a member of the Remuneration and Nomination Committees and is based in Melbourne.

Anthony Norman Wales FCA, FCIS



Position: Non-Executive Director

Age: 64

Independent: Yes

Tony Wales has been involved with Computershare since 1981 and was appointed Executive (Finance) Director in 1990. On 30 September 2001, Tony relinquished his executive responsibilities and, since that time, has remained on the Board in a non-executive capacity.

During his time as Finance Director, Tony was instrumental in much of the strategic expansion of the Group from its days as a small Australian provider of bureau services to one of Australia's largest and most successful technology companies with operations in many countries. Of particular importance was Tony's principal role in negotiations and the due diligence process for the Company's major acquisitions.

Tony continues to be actively involved with Computershare and his background, experience and understanding of both the Group and international markets are valued highly by both the Board and senior management.

Tony is Chairman of the Remuneration Committee and is a member of the Risk and Audit Committee and the Nomination Committee. He is based in Sydney.

Corporate Governance Statement

Dr. Markus Kerber
Dipl.OEC, Dr. Rer. Soc.



Position: Non-Executive Director

Age: 45

Independent: Yes

Markus Kerber was appointed to the Board on 18 August 2004 as a non-executive director.

Markus is Director General at the German Ministry of the Interior and has held that position since January 2006. Between 1998 and 2005 Markus was CFO, COO and Vice Chairman of the Supervisory Board of GFT Technologies AG.

Prior to GFT, Markus worked as an investment banker in London in the equity capital markets divisions of Deutsche Bank AG and S.G. Warburg & Co Limited.

He is a member of the London-based International Institute for Strategic Studies (IISS) and the German Council on Foreign Relations (DGAP) in Berlin.

Markus is a member of the Acquisitions Committee, the Remuneration Committee and the Nomination Committee and is based in Berlin.

Simon Jones
M.A.(Oxon), A.C.A.



Position: Non-Executive Director

Age: 52

Independent: Yes

Simon Jones was appointed to the Board on 10 November 2005 as a non-executive director.

Simon is a qualified chartered accountant and is a principal of Canterbury Partners, a corporate advisory firm based in Melbourne. Simon has extensive corporate experience having previously held the positions of Managing Director - Victoria and private equity at N M Rothschild & Son and Managing Partner - Audit and Business Advisory Australasia at Arthur Andersen. He is currently a director of Melbourne IT Limited, Chairman of the Advisory Board of MAB Limited and Treasurer of the Melbourne International Arts Festival.

Simon is Chairman of the Risk and Audit Committee and is a member of the Remuneration Committee, Acquisitions Committee and the Nomination Committee. He is based in Melbourne.

Arthur Leslie (Les) Owen
BSc, FIA, FIAA, FPMI



Position: Non-Executive Director

Age: 59

Independent: Yes

Les Owen was appointed to the Computershare Board on 1 February 2007.

Les is a qualified actuary with over 35 years experience in the financial services industry. From January 2000 to September 2006, he was the Group Chief Executive Officer of AXA Asia Pacific Holdings Limited, one of Australia's top 50 listed companies. Prior to his appointment at AXA Asia Pacific, he was the Chief Executive Officer of AXA Sun Life plc, one of the largest life insurance companies in the UK. He was also a member of the Global AXA Group Executive Board and a member of the Federal Treasurer's Financial Sector Advisory Council.

Les is based in Bristol in the UK, although he splits his time between the UK and Australia and retains significant ties to Melbourne. He is a non-executive director of Discovery Holdings, Coverzones and the Football Federation of Australia.

Les is a member of the Risk and Audit Committee, the Remuneration Committee and the Nomination Committee.

Nerolie Phyllis Withnall
BA LLB FAICD



Position: Non-Executive Director

Age: 64

Independent: Yes

Nerolie Withnall was appointed to the Board as an additional independent non-executive director on 1 July 2008. A former Corporate Partner with Minter Ellison lawyers until 2000, Nerolie holds a range of directorships, including Hedley Leisure and Gaming Property Partners Limited, Campbell Brothers Limited, PanAust Limited and Alchemia Limited.

Nerolie was also Chairman of QM Technologies Limited from 2003 until its takeover by Computershare Communication Services Limited in March 2008.

She is Deputy President of the Australian Takeovers Panel, a member of the Australian Corporations and Markets Advisory Committee and of the Senate of the University of Queensland.

Nerolie is a member of the Remuneration Committee and the Nomination Committee.

4. BOARD INDEPENDENCE

The Board has considered each of the eight directors in office as at the date of this Annual Report and determined that a majority (five out of eight) of them are independent. The three directors who are not considered to be independent are Chris Morris, Stuart Crosby and Penny Maclagan (who are each executive directors).

The Board has recently reviewed the independence of Tony Wales in light of the revised ASX Corporate Governance Principles and Recommendations which apply to the Company for the financial year ended 30 June 2009. The Board has determined that Tony Wales is able to, and does in fact exercise, an independent judgement when acting in his capacity as a non-executive director, notwithstanding that he holds a 5.24% equity interest in the Company. Accordingly, Tony Wales is now considered by the Board to be an independent director.

The four remaining directors (namely, Simon Jones, Markus Kerber, Les Owen and Nerolie Withnall) have not been previously employed by the Group, and the Board believes they do not have any other relationships that interfere with the exercise of their independent judgment.

The ASX Corporate Governance Council's principles and recommendations which applied to the Company during the reporting period recommend that a majority of the Board should be independent directors. The Board did not comprise a majority of independent directors at all times during the reporting period as Tony Wales was not considered an independent director during the period. Bill Ford resigned during the year due to his commitments as Chief Executive Officer of General Atlantic LLC and Sandy Murdoch did not stand for re-election at the 2007 AGM. It was with great sadness that the Company also announced that Phil De Feo had passed away in December 2007.

The Board notes that the ASX Corporate Governance Council's best practice recommendations also include a recommendation that the Chairman be an independent director. As previously mentioned, although he is Chairman of the Board, Chris Morris is not an independent director. He has been the driving force behind the success of Computershare, and was its Chief Executive Officer from 1990 to November 2006. The Board believes that it is important Chris retains an executive role and that this requirement is best met by Chris holding the position of Executive Chairman. The Board is also of the view that it is capable of making, and does make, independent decisions having regard to the best interests of the Company notwithstanding that the Chairman of the Board is not independent.

The role of Executive Chairman is separate from the position of Chief Executive Officer and President, which is held by Stuart Crosby. The Board has delegated overall responsibility for the day to day management of the Group to Stuart.

In addition to ensuring that the Board has a broad range of necessary skills, knowledge and experience to govern the Group, and understands the markets and challenges the Group faces, the Board believes that its membership should represent an appropriate balance between directors with experience and knowledge of the Group and directors with an external or 'fresh' perspective. The Board also considers that its size should be conducive to effective discussion and efficient decision making. The Board believes that its current composition meets these requirements.

5. BOARD MEETINGS

The Board officially convenes in person at least three times each year both as a Board and in conjunction with senior management in order to discuss the results, the prospects and the short and long term strategy of the Group as well as other matters, including operational performance and legal, governance and compliance issues. The Board also typically convenes formal meetings by telephone at least twice each financial year to review recent Board reports, discuss matters of importance with management, make recommendations to management and discuss strategy.

The Board receives a monthly report from management which provides the Board with current financial information concerning the Group and each of the regions in which it operates. Other information on matters of interest to the Board, including operational performance and major initiatives, is also provided by management as appropriate.

The Committees of the Board also meet regularly to dispatch their duties, as discussed further below.

6. BOARD COMMITTEES

As described in more detail below, four Board Committees have been established to assist the Board in discharging its responsibilities.*

The Risk and Audit Committee

The Risk and Audit Committee is governed by a Board approved charter, a copy of which is available from the corporate governance section of the Computershare website - www.computershare.com.

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 reporting, internal control structure, risk management systems and internal and external audit functions.

The Risk and Audit Committee is chaired by Simon Jones. The Committee currently has two other permanent non-executive members, being Tony Wales and Les Owen. The Board considers that these members have the required financial expertise and an appropriate understanding of the markets in which the Group operates.

The Chief Executive Officer, the Chief Financial Officer, the Global Enterprise Risk and Audit Manager and the Company's external auditors are invited to meetings of the Risk and Audit Committee at the Committee's discretion.

Corporate Governance Statement

The Nomination Committee

The Nomination Committee is governed by a Board approved charter, a copy of which is available from the corporate governance section of the Computershare website - www.computershare.com.

The main functions of the Nomination Committee are to assess the desirable competencies of Board members, review Board succession plans, establish a framework for evaluating the performance of the Board, individual directors, the Chief Executive Officer and senior management and to make recommendations for the appointment and removal of directors.

All current directors are members of the Nomination Committee and it is chaired by the Chairman of the Board. Although Chris Morris is Executive Chairman of the Board and, therefore, Chairman of the Nomination Committee, he is not an independent director. Nonetheless, for the reasons set out above in section 4 (Board Independence), including Chris's extensive experience and understanding of both Computershare and the industry in which it operates, the Board believes that it is appropriate for Chris to chair the Nomination Committee. The Nomination Committee meets no less than once per year.

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 and experience to fulfil its duties.

When selecting new directors for recommendation to the Board, the Nomination Committee reviews prospective directors' CVs, meets with them and speaks with their referees and those who have previously worked with them to assess their suitability.

The Remuneration Committee

The Remuneration Committee is governed by a Board approved charter, a copy of which is available from the corporate governance section of the Computershare website - www.computershare.com.

The principal function of the Remuneration Committee is to assist the Board in ensuring that the Group's remuneration levels are appropriate and sufficient to attract and retain the directors and key executives required to run the Group successfully.

The Committee is chaired by Tony Wales and consists of all Directors other than Stuart Crosby. The composition of the Committee changed after the reporting period. During the reporting period the Committee comprised Tony Wales (as Chairman), Chris Morris and Simon Jones. The Board notes that the ASX Corporate Governance Council's best practice recommendations include a recommendation that a remuneration committee consist of a majority of independent directors and be chaired by an independent director. As mentioned above in section 4 (Board Independence), Tony Wales (who is a substantial shareholder) was not considered an independent director in the reporting period, although the status of Tony Wales has subsequently been revised. Regardless, the Board believes that the Committee is capable of making, and does make, independent decisions regarding the Group's remuneration levels, having regard to relevant external remuneration benchmarks and the Company's best interests.

The Committee meets at least annually with additional meetings being convened as required. The Committee has access to senior management of the Group and may consult independent experts where it considers this necessary in order to discharge its responsibilities effectively.

The Acquisitions Committee

The Board established the Acquisitions Committee in 2006. The Acquisitions Committee is governed by a Board approved charter, a copy of which is available from the corporate governance section of the Computershare website - www.computershare.com.

The Committee receives a monthly report from management and meets as necessary to consider prospective merger and acquisition opportunities brought to its attention by management. The Committee is chaired by Chris Morris and also comprises Markus Kerber, Simon Jones and Stuart Crosby.

* For details of director attendances at Committee meetings, see the Directors' Report on page 22.

7. EQUITY PARTICIPATION BY NON-EXECUTIVE DIRECTORS

The Board encourages non-executive directors to own shares in the Company, but the Company has not awarded shares to non-executive directors.

8. REMUNERATION

For information relating to the Group's remuneration practices, and details relating to directors' and executives' remuneration during the financial year, see the Remuneration Report which starts on page 26 and is incorporated into this corporate governance statement by reference.

In addition to the disclosure contained in the Remuneration Report, it should be noted that the Board is keen to encourage equity holdings by employees with a view to aligning staff interests with those of shareholders. Many employees have participated in the various share and option plans offered by the Company, and the directors believe that, historically, this has been a significant contributing factor to the Group's success.

With limited exceptions, the Company's share plans were in place prior to the release of the ASX Corporate Governance Council's best practice recommendations and were not submitted to shareholders for approval at the time of their adoption, other than in certain cases where approval was required under the *Corporations Act 2001* (Cth). The most recent of these plans, the Deferred Long Term Incentive Plan ("DLI Plan") was submitted to, and approved by, shareholders at the annual general meeting held in November 2005.

The Board considers that, as a general rule, the composition of executive remuneration and equity-related employee incentive plans are the domain of the Board, subject to meeting the Company's statutory and ASX Listing Rule disclosure obligations. It is not the current intention of the Board to submit or re-submit details of its existing share and option plans that were adopted prior to the release of the ASX's best practice recommendations to shareholders for approval. However, the Board proposes to submit all subsequent or new plans for executive equity-based remuneration, such as the DLI Plan, for approval by shareholders at a general meeting.

9. REVIEW OF BOARD AND EXECUTIVE PERFORMANCE

A review of the Board has taken place during the reporting period in accordance with Computershare's performance evaluation process for directors. This was an informal review whereby the Nomination Committee (which consists of all members of the Board) considers the performance of the Board and any steps that could be taken to maintain its effectiveness. The Board believes that, given the qualifications and experience of each individual director and as the Board works well together in considering the best interests of the Company, a more formal performance evaluation process was not required. The Board annually reviews the performance of the senior management group. A summary of the performance evaluation process for directors and executives was available on Computershare's website throughout the reporting period.

10. IDENTIFYING AND MANAGING BUSINESS RISKS

There are a variety of risks that exist in the markets in which Computershare operates and there are a range of factors, some of which are beyond the control of Computershare, which may impact the Group's performance.

The Board, in conjunction with the Risk and Audit Committee, reviews and approves the parameters under which such risks are managed, including the responsibility for internal control systems, the procedure for identifying business risks and the methods to control their financial impact on the Group. The Board has approved a Risk Management Policy, a summary of which is available on the corporate governance section of the Computershare website - www.computershare.com. In essence, the policy is designed to ensure that strategic, operational, legal, reputational and financial risks are identified, evaluated, monitored and mitigated to enable the achievement of the Group's business objectives.

The Chief Executive Officer and senior management team are instructed and empowered by the Board to implement risk management strategies co-operatively with the Risk and Audit Committee, report to the Board and the Risk and Audit Committee on developments related to risk, and suggest to the Board new and revised strategies for mitigating risk.

The Global Enterprise Risk and Audit Manager ("GERAM") is a senior role with responsibility for providing counsel and direction in risk management across the Group. This includes counsel on the refinement, implementation and monitoring of a comprehensive and integrated risk management framework based on unit manager ownership of risk with independent monitoring. The GERAM reports directly to the Group's Chief Executive Officer with a dotted line to the Chairman of the Risk and Audit Committee.

The role of Internal Audit as part of the Group's risk management framework is to understand the key risks of the organisation and to examine and evaluate the adequacy and effectiveness of the system of risk management and internal controls used by management. Internal Audit carries out regular systematic monitoring of control activities and reports to both relevant business unit management and the Risk and Audit Committee.

Typically, the audit methodology includes performing risk assessments of the area under review, undertaking audit tests, including selecting and testing audit samples, reviewing progress made on previously reported audit findings and discussing internal control or compliance issues with line management, and reaching agreement on the actions to be taken.

11. CORPORATE REPORTING

The Chief Executive Officer and Chief Financial Officer have made a statement to the Board of Directors in respect of the year ended 30 June 2008 as detailed on page 90 of this Annual Report.

12. CONFLICT OF INTEREST AND INDEPENDENT ADVICE

If a director has a potential conflict of interest in a matter under consideration by the Board or a Committee of the Board, that director must 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 advice about transactions or matters of concern at the Company's cost. Directors seeking independent advice must obtain the approval of the Executive Chairman, who is required to act reasonably in deciding whether the request is appropriate.

Corporate Governance Statement

13. ETHICAL STANDARDS

Computershare recognises the need for directors and employees to observe the highest standards of behaviour and business ethics. The Board has adopted a Code of Ethics that sets out the principles and standards with which all officers and employees are expected to comply in the performance of their respective functions and which recognises the legal and other obligations the Company has to legitimate stakeholders. A key element of that code is the requirement that directors, officers and employees act in accordance with the law and with the highest standards of propriety.

A summary of the Group's Code of Ethics is available from the corporate governance section of the Computershare website - www.computershare.com.

14. CODE OF PRACTICE FOR BUYING AND SELLING COMPUTERSHARE SECURITIES

The freedom of directors and senior management to deal in Computershare's securities is restricted in a number of ways - by statute, by common law and by the requirements of the ASX Listing Rules. In addition to these restrictions, the Company has adopted a Code of Practice for Buying and Selling Computershare Securities. The code of practice contains additional restrictions on dealing in Computershare securities and derivatives of Computershare securities. The code of practice also provides that directors or executives may only deal in Computershare securities, provided they are not in possession of material non-public information, in the four weeks after the release by the Company of its half year and full year financial results and, if relevant, any shareholders' meeting. Directors and senior executives may only deal in Computershare securities outside of these times, or deal in derivatives of Computershare securities at any time, with the express prior approval of the Executive Chairman.

A copy of this code of practice is available from the corporate governance section of the Computershare website - www.computershare.com.

15. SHAREHOLDER COMMUNICATIONS

The Board aims to ensure that shareholders are informed of all material information necessary to assess the performance of Computershare. Information is communicated to shareholders through:

- > the annual report, which is distributed to all shareholders (other than those who elect not to receive it);
- > the annual general meeting and other shareholder meetings called to obtain approvals as appropriate;
- > making available all information released to the ASX on Computershare's website immediately following confirmation of receipt by the ASX;
- > in circumstances where presentations are the subject of a webcast, making available the webcast on Computershare's website shortly after the close of the meeting;
- > ensuring all press releases issued by Computershare are posted on the Company's website;
- > encouraging active participation by shareholders at shareholder meetings. For shareholders who are unable to attend and vote at shareholder meetings, Computershare encourages electronic voting by accessing Computershare's website where, in advance of a shareholders' meeting, shareholders can view an electronic version of the voting form and submit their votes;
- > actively encouraging shareholders to provide their e-mail addresses to facilitate more timely and effective communication with shareholders at all times;
- > directly contacting shareholders who have supplied e-mail addresses to provide details of upcoming events of interest; and
- > encouraging shareholders who are unable to attend general meetings to communicate issues or ask questions by writing to the Company.

A copy of the Board approved Shareholder Communications Policy is available from the corporate governance section of the Computershare website - www.computershare.com.

16. COMMITMENT TO AN INFORMED MARKET RELATING TO COMPUTERSHARE SECURITIES

The Board has approved a Market Disclosure Policy to ensure the fair and timely disclosure of price sensitive information to the investment community as required by applicable law. Computershare's joint Company Secretary and Chief Legal Counsel (Asia Pacific), Dominic Horsley, has been appointed as the disclosure officer and is required to keep abreast of all material information and, where appropriate, ensure disclosure of share price sensitive information. A copy of the policy is available on the corporate governance section of the Computershare website - www.computershare.com.

17. EXTERNAL AUDITORS

The Company's policy is to appoint external auditors who demonstrate professional ability and independence. The performance of the auditor is reviewed annually and applications for tender of external audit services are requested as deemed appropriate, taking into account an assessment of the performance of, and value delivered by, the current auditor and tender costs. PricewaterhouseCoopers were appointed as the external auditors in May 2002.

PricewaterhouseCoopers rotates audit engagement partners on listed companies every five years. It is also PricewaterhouseCoopers' policy to provide an annual declaration of independence to the Company's Risk and Audit Committee. In addition, the Company has put in place a policy which lists the types of services that PricewaterhouseCoopers will not be able to undertake in order to maintain the independence and integrity of its services to the Company. As part of this policy, the Board must approve any permitted non-external audit task where the total fee for non-audit services may exceed 10% of the annual external audit engagement fee.

The external auditor is required to attend the 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 a breakdown of fees for non-audit services, is provided in the Directors' Report.

18. WHISTLEBLOWING

The Board has approved a Whistleblowing Policy that specifically outlines procedures for dealing with allegations of improper conduct. Concerns can be raised in a number of ways, including anonymously in writing through the Company's online whistleblower reporting system, or by telephone. Any concerns that are reported are assessed and handled by regional disclosure co-ordinators.

All employees have received training about the Company's Whistleblowing Policy, including how to detect and report improper conduct.

19. CORPORATE AND SOCIAL RESPONSIBILITY

For details relating to the Company's corporate and social responsibility initiatives see page 13 of this Annual Report.

20. HEALTH AND SAFETY

Computershare aims to provide and maintain a safe and healthy work environment. Computershare acts to meet this commitment by implementing work practices and procedures throughout the Group that comply with the relevant regulations governing the workplace. Employees are expected to take all practical measures to ensure a safe and healthy working environment in keeping with their defined responsibilities and applicable law.

21. COMPANY SECRETARIES

The Company Secretaries are Dominic Horsley and Katrina Bobeff. Under Computershare's Constitution, the appointment and removal of the Company Secretaries is a matter for the Board. Among other matters, the Company Secretaries advise the Board on governance procedures and seek to support the effectiveness of the Board by monitoring Board policy and procedures and coordinating the completion and despatch of Board meeting agendas and papers.

Dominic Horsley joined the Company in June 2006, having previously practised law at one of Asia Pacific's leading law firms and as a Corporate Counsel with a major listed Australian software and services supplier. Dominic completed a Bachelor of Arts (Hons) in Economics at Cambridge University and completed his legal studies at the College of Law in London. Dominic is also the Chief Legal Counsel for the Group's Asia Pacific operations.

Katrina Bobeff commenced with Computershare in February 2007, having previously practised law at Allens Arthur Robinson since 1999. Katrina has completed a Bachelor of Laws and a Bachelor of Arts at Melbourne University, and a Graduate Certificate in Applied Finance and Investment with the Securities Institute of Australia. Katrina is also Senior Corporate Counsel for the Group's Asia Pacific operations.

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

Directors' Report

The Board of Directors of Computershare Limited has pleasure in submitting its report in respect of the financial year ended 30 June 2008.

DIRECTORS

The following directors were directors during the whole of the financial year and up to the date of this report unless otherwise noted:

Non-executive

Simon David Jones	
Markus Kerber	
Arthur Leslie Owen	
Anthony Norman Wales	
William E Ford	Resigned 28 September 2007
Alexander Stuart Murdoch	Resigned 14 November 2007
Philip Daniel DeFeo	Deceased 29 November 2007
Nerolie Phyllis Withnall	Appointed 1 July 2008

Executive

Christopher John Morris	Executive Chairman
William Stuart Crosby	Managing Director and Chief Executive Officer
Penelope Jane Maclagan	

PRINCIPAL ACTIVITIES

The principal activities of the consolidated entity during the course of the financial year were the operation of Investor Services, Plan Services, Communication Services, Shareholder Relationship Management Services and Technology Services.

- > The Investor Services operations comprise the provision of registry and related services.
- > The Plan Services operations comprise the provision and management of employee share and option plans.
- > The Communication Services operations comprise laser imaging, intelligent mailing, scanning and electronic delivery.
- > The Shareholder Relationship Management Services Group provide investor analysis, investor communication and management information services to companies, including their employees, shareholders and other security industry participants.
- > Technology Services include the provision of software specializing in share registry, financial services and stock markets.

Specific Computershare subsidiaries are registered securities transfer agents. In addition, certain subsidiaries are Trust companies whose charters include the power to accept deposits, primarily acting as an escrow and paying agent on behalf of customers. In certain jurisdictions the Group is subject to regulation by various federal, provincial and state agencies and undergoes periodic examinations by those regulatory agencies.

CONSOLIDATED PROFIT

The profit of the consolidated entity for the financial year was \$289,125,702 after income tax and \$281,970,941 after income tax and minority interests. The profit after tax and minority interests represents a 20.6% increase on the 2007 result of \$233,785,113. Profit of the consolidated entity for the financial year excluding significant items was \$290.4 million after income tax and minority interests. This represents a 32.4% increase on the 2007 result of \$219.4 million.

Net profit excluding significant items is determined as follows:

	2008	Consolidated
	\$000	2007
		\$000
Net profit attributable to members of the parent entity	281,971	233,785
Exclusion of significant items (net of tax):		
(Profit)/Loss on sale of subsidiaries	480	(7,886)
Restructuring costs	6,200	(4,078)
Tax losses	(1,746)	(6,819)
Marked to market adjustments - derivatives	(964)	179
Client list amortisation	4,641	4,246
Other	(193)	-
Net profit excluding significant items	290,389	219,427

DIVIDENDS

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

Ordinary shares

A final dividend in respect of the year ended 30 June 2007 was declared on 15 August 2007 and paid on 21 September 2007. This was an ordinary dividend of AU 9.0 cents per share unfranked, amounting to AU\$51,638,553 (US\$46,162,730).

An interim ordinary dividend in respect of the half year ended 31 December 2007 was declared on 13 February 2008 and paid on 25 March 2008. This was an ordinary dividend of AU 10.0 cents per share franked to 20.0% amounting to AU\$55,565,406 (US\$49,672,672).

A final dividend in respect of the year ended 30 June 2008 was declared by the directors of the Company on 13 August 2008, to be paid on 19 September 2008. This is an ordinary dividend of AU 11.0 cents per share, franked to 30.0%. As the dividend was not declared until 13 August 2008 a provision has not been recognised as at 30 June 2008.

REVIEW OF OPERATIONS

Overview

The FY08 result demonstrated the capacity of the Group to grow revenue and earnings despite conditions weakening in major markets. Interest rate levels fell in North American markets, nonetheless margin income grew on FY07 due to increased client balances. Continued focus on controllable costs and the ability to keep cost increases well below the rate of revenue growth again contributed to the record result. Favourable exchange rate movements and share buy back activity also contributed to earnings per share growth.

Computershare delivered record financial earnings, increasing earnings per share (on a management adjusted basis) by 41% from 36.68 to 51.61 cents per share. This represents Management net profit after Outside Equity Interest ("OEI") of \$290.4 million. Total revenues increased by 12% to \$1,582.5 million while operating cash flows grew 8% to \$347.3 million.

Due to business growth, operating expenses have increased 5% compared to the prior year but remain lower than the 12% increase in operating revenue. Depreciation and amortisation expenses remained consistent year on year.

The Group's effective tax rate has increased from 25.8% for the year ended 30 June 2007 to 26.0% in the current financial year. The Group's financial position remains strong with total assets of \$2,238.0 million being financed by shareholders' funds totalling \$770.2 million.

Revenues

Regionally, revenues were apportioned between Asia Pacific 28%, North America 48% and EMEA 24%.

The Asia Pacific region contributed total revenues of \$437.0 million (2007: \$319.5 million). North America contributed total revenues of \$766.9 million (2007: \$782.4 million). The EMEA region contributed total revenues of \$371.0 million (2007: \$311.3 million).

Operating costs

Operating expenses were \$1,106.0 million an increase over prior year of 5%. Cost of sales remained constant whilst personnel costs grew 9%. Corporate & other direct costs decreased 16% and 14% respectively.

Total technology costs increased to \$157.2 million (2007: \$132.0 million) which includes \$64.8 million of research and development expenditure which has been expensed in line with the Group's policy.

Working capital

Improved profits contributed to operating cash flows of \$347.3 million for the 2008 financial year. This is an improvement of \$26.3 million or 8% on the previous financial year. Capital expenditure of \$42.8 million was an increase of \$17.1 million over 2007 due largely to post acquisition property related expenditure. Days sales outstanding increased slightly to 44 days (2007: 43 days).

Ordinary shares

On 15 November 2006, Computershare announced an on-market buy-back of up to 25 million ordinary shares for capital management purposes. The buy-back commenced in December 2006 for a period of six months. On 24 May 2007 Computershare announced that the buy-back would be extended by a further six months so that it continued until 29 November 2007 or earlier if the maximum number of shares were bought back before that date. On 15 August 2007 Computershare announced that the buy-back was increased to a total of 45 million ordinary shares under the existing program. The buy-back period was also extended to 31 January 2008.

From 1 July 2007 to 18 October 2007, the Company purchased and cancelled 35,205,009 ordinary shares at a total cost of AU\$343.2 million with an average price of AU\$9.75 and a price range from AU\$8.76 to AU\$11.00.

On 18 October 2007, Computershare completed the on-market buy-back program when the total number of shares bought back and cancelled reached 45 million. The total cost of the buy-back program was AU\$445.8 million with an average price of AU\$9.91 and a price range from AU\$8.52 to AU\$11.00.

Directors' Report

Earnings per share

	2008	2007
	Cents	Cents
Basic earnings per share	50.12	39.08
Diluted earnings per share	49.89	39.00
Management basic earnings per share	51.61	36.68
Management diluted earnings per share	51.38	36.61

The management basic and diluted earnings per share amounts have been calculated to exclude the impact of significant items (refer note 7 in the financial report) in order to make the earnings per share amounts for the current year more comparable with the earnings per share amounts for 2007.

SIGNIFICANT CHANGES IN ACTIVITIES

Significant changes in the affairs of the consolidated entity during the financial year that are reported in the consolidated financial statements were:

Acquisitions

- On 4 July 2007, Computershare acquired Datacare Software Group Limited based in Ireland, a supplier of entity management and subsidiary governance software.
- On 24 July 2007, Computershare acquired the transfer agency business of UMB Bank based in Kansas City, USA.
- On 8 October 2007, Computershare acquired Restricted Stock Systems, Inc. based in the United States, which provides officers, directors and affiliates of public companies ("insiders") a software solution when buying or selling company securities.
- On 18 October 2007, Computershare acquired Administar Services Group LLC based in the United States, which provides administration services related to the settlement of securities and consumer class action litigation as well as Chapter 11 bankruptcy litigation.
- On 1 November 2007, Computershare acquired Four Points BVBA based in Belgium, which provides meeting services.
- On 20 December 2007, Computershare acquired Ezicomms Pty Ltd based in Australia, which provides meeting services.
- On 1 February 2008, Computershare acquired control of VEM Aktienbank AG (VEM). VEM is a corporate actions bank listed on the regulated market of the Munich Securities Exchange and traded on the open market of the Frankfurt Stock Exchange. It provides services for execution of initial public offerings and other corporate actions as well as designated sponsoring mandates.
- On 3 March 2008, Computershare acquired Machine Dreams Inc.'s business based in USA, which provides audience response systems which bring sophisticated interactive communications and data capture to events and meetings.
- On 26 March 2008, Computershare acquired QM Technologies Limited based in Australia, which provides essential mail and customer communication management services.
- On 7 April 2008, Computershare acquired Strand Business System Limited based in the United Kingdom, which provides electoral management software and services.
- On 1 June 2008, Computershare acquired Audience Alive Pty Ltd based in South Africa, which provides interactive voting systems for meetings and conferences.

In the opinion of the directors there were no other significant changes in the affairs of the consolidated entity during the financial year under review that are not otherwise disclosed in this report or the consolidated accounts.

SIGNIFICANT EVENTS AFTER YEAR END

No matter or circumstance has arisen since the end of the financial year which is not otherwise dealt with in this report or in the consolidated financial statements that has significantly affected or may significantly affect the operations of the consolidated entity, the results of those operations or the state of affairs of the consolidated entity in subsequent financial years, except that:

Acquisitions post 30 June 2008

On 13 August 2008, Computershare agreed principal terms for the acquisition of Busy Bee Childcare Vouchers Limited, one of the leading UK based managers and administrators of childcare voucher schemes. The acquisition was completed on 1 September 2008 with consideration paid of GBP£90 million. The acquisition is expected to be EPS positive in FY2009 and increasingly accretive thereafter. The impact on earnings is not expected to be material to the Group. It is impracticable to disclose the value of assets and liabilities information due to the proximity to year end.

Debt Facility

During FY08 Computershare increased its bank debt facilities from AU\$ 400 million to US\$ 750 million via one and three year tranches. The lender group increased from two to five lenders.

Post balance date on 29 July 2008 Computershare issued notes in the US Private Placement market, raising US\$235 million maturing in 10 years for a fixed coupon of 6.34%.

LIKELY DEVELOPMENTS AND FUTURE RESULTS

There are no likely developments in the operations of the consolidated entity, constituted by the Computershare Group and the entities it controls from time to time, that were not finalised at the date of this report.

The Company continues to target long term growth in management earnings per share of 20% per year, to be achieved by a combination of organic growth and acquisitions, as well as balance sheet management. Looking to financial year 2009 and having regard to current equity and interest rate market conditions, the Company expects management earnings per share to be more than 10% higher than financial year 2008.

ENVIRONMENTAL REGULATIONS

The Computershare Group is not subject to significant environmental regulation.

INFORMATION ON DIRECTORS

The qualifications, experience and responsibilities of directors together with details of all directorships of other listed companies held by a director in the three years to 30 June 2008 and any contracts to which the director is a party to under which they are entitled to a benefit are outlined in the Corporate Governance Statement and form part of this report.

Directors' Interests

At the date of this report, the direct and indirect interests of the directors in the securities of the Company are:

Name	Number of ordinary shares	Number of performance rights
C.J. Morris	54,113,442	-
W.S. Crosby	224,146	1,500,000
A.N. Wales	29,092,384	-
P.J. Maclagan	14,400,000	-
Dr. M. Kerber	40,000	-
S.D. Jones	14,000	-
A.L. Owen	2,000	-
N.P. Withnall	-	-

Meetings of directors

The number of meetings of the Board of Directors (and of Board Committees) and the number of meetings attended by each of the directors during the financial year are:

	Directors' Meetings		Audit Committee Meetings		Nomination Committee Meetings		Remuneration Committee Meetings	
	A	B	A	B	A	B	A	B
C.J. Morris	6	6	-	-	1	1	1	1
W.S. Crosby	6	6	-	-	1	1	-	-
S.D. Jones	5	6	6	6	1	1	1	1
Dr. M. Kerber	6	6	-	-	1	1	-	-
A.L. Owen	6	6	6	6	1	1	-	-
A.N. Wales	6	6	6	6	1	1	1	1
P.J. Maclagan	6	6	-	-	1	1	-	-
W.E. Ford ¹	2	2	-	-	-	-	-	-
A.S. Murdoch ²	3	3	3	3	-	-	-	-
P.D. DeFeo ³	3	3	-	-	-	-	-	-

A - Number of meetings attended

B - Number of meetings held during the time the director held office during the year.

¹ W.E. Ford resigned 28 September 2007

² A.S. Murdoch resigned 14 November 2007

³ P.D. DeFeo deceased 29 November 2007

The Board also has an Acquisitions Committee comprising S.D. Jones, Dr. M. Kerber, C.J. Morris and W.S. Crosby. The Committee received a monthly report and meets on an informal basis as necessary. Accordingly, it is not included in the above table.

Directors' Report

INFORMATION ON COMPANY SECRETARIES

The qualifications, experience and responsibilities of company secretaries are outlined in the Corporate Governance Statement and form part of this report.

INDEMNIFICATION OF OFFICERS

During the period, the company paid an insurance premium to insure directors and executive officers of the company and its subsidiaries against certain liabilities.

Disclosure of the amount of insurance premium payable and a summary of the nature of liabilities covered by the insurance contract is prohibited by the insurance policy.

REMUNERATION REPORT

The Remuneration Report outlines the remuneration arrangements in place for the directors of Computershare Limited and other key management personnel of the Company and Group. References in this report to the Group refer to the Company and its subsidiaries.

This report is set out under the following main headings:

- A. Principles used to determine the nature and amount of remuneration
- B. Remuneration structure and service contracts
- C. Details of remuneration
- D. Share based remuneration
- E. Additional information

The information provided in this remuneration report has been audited as required by Section 308(3c) of the Corporations Act 2001.

Key management personnel is inclusive of directors and those within the Company and Group who have the authority and responsibility for planning, directing and controlling the activities of the Group.

A. PRINCIPLES USED TO DETERMINE THE NATURE AND AMOUNT OF REMUNERATION

Remuneration philosophy

The performance of the Group depends upon the quality of its key management personnel. To prosper, the Group must attract, motivate and retain highly skilled key management personnel.

To this end, the Group embodies the following principles in its remuneration framework:

- > Provide competitive rewards to attract, retain and motivate high calibre key management personnel;
- > Link key management personnel rewards to shareholder wealth; and
- > Provide performance incentives which allow key management personnel to share the rewards of the success of the business.

Remuneration Committee

The Remuneration Committee of the Board of Directors is responsible for determining and reviewing compensation arrangements for the directors, the chief executive officer and the senior management team.

The Remuneration Committee assesses the appropriateness of the nature and amount of the remuneration of directors and other key management personnel on a periodic basis with the overall objective of ensuring maximum stakeholder benefit from the retention of a high quality board and key management team.

B. REMUNERATION STRUCTURE AND SERVICE CONTRACTS

In accordance with best practice corporate governance, the structure of non-executive directors, executive directors and other key management personnel remuneration is separate and distinct.

Non-executive director remuneration

The Board seeks to set aggregate remuneration at a level which provides the Group with the ability to attract and retain non-executive directors of a high calibre, whilst incurring a cost which is acceptable to shareholders.

Fees to non-executive directors reflect the demands which are made on, and the responsibilities of, the non-executive directors.

Non-executive directors' fees are determined within an aggregate non-executive directors' fee pool limit, which is periodically recommended for approval by shareholders. A pool of AU\$1,500,000 per annum was last approved by shareholders in November 2007. The aggregate amount of non-executive directors' fees is reviewed periodically with reference taken to the fees paid to non-executive directors of comparable companies. The Board may also elect to receive advice from independent remuneration consultants if necessary.

No incentives, either short or long term, are paid to non-executive directors. Non-executive directors are not provided with retirement benefits other than statutory requirements. Non-executive directors are not eligible to participate in any of the Group's option or share plans. Except for the Managing Director, no director may be in office for longer than three years without facing re-election. Please refer to Section 3 of the Corporate Governance Statement for further information on the Company's re-election process.

The remuneration of non-executive directors for the period ending 30 June 2008 is detailed in the table on page 30 of this report.

EXECUTIVE DIRECTORS AND OTHER KEY MANAGEMENT PERSONNEL REMUNERATION

Overview

The objective of the Group's reward framework is to ensure reward for performance is competitive and appropriate. The remuneration framework also seeks to align executive directors and other key management personnel reward with the achievement of strategic objectives and the creation of shareholder value.

The executive directors and other key management personnel pay and reward framework has a mix of fixed and variable pay, and, as far as the variable remuneration is concerned, a blend of short and long term incentives. Both short and long term incentives are discretionary and are subject to both the Group and the individual meeting requirements agreed upon during the year.

Terms and conditions of employment

The executive directors are employed under open ended arrangements with the Group. C. Morris became Executive Chairman on 16 November 2006. His appointment is subject to re-election by the Company's shareholders at the Annual General Meeting in November 2008 and subsequently will be subject to re-election on the same rotating basis that applies to P. Maclagan and all of the non-executive directors. W.S. Crosby became Managing Director of the Company under the Company's Constitution effective at this date. Executive directors are not eligible for any special termination payments should their employment or directorships cease for any reason. They are entitled to vesting of awards under the Long Term Incentive ("LTI") Plan and Deferred Long Term Incentive ("DLI") Plan that were made prior to their appointment as director on the same terms as other key management personnel, as outlined below.

None of the other key management personnel are employed under contract arrangements with Computershare or its subsidiaries, although on termination of employment (except for cause) they are entitled to full vesting of existing awards under the LTI Plan in place for key personnel, and partial vesting of awards under the DLI Plan, as well as any statutory entitlements in their respective jurisdictions of employment.

Fixed remuneration

The objective of fixed remuneration is to provide a base level of remuneration which is appropriate to the position, the geographic location and that is competitive in the market. Fixed remuneration for executive directors and other key management personnel is reviewed annually by the Remuneration Committee. The process includes a review of Group and individual performance, relevant comparative remuneration in the market and if necessary, external advice on policies and practices.

Fixed remuneration includes base salary and superannuation arrangements and is not dependent on the satisfaction of a performance condition.

Several key management personnel also act as Company directors and secretaries for subsidiaries. No additional payments are made in consideration for their activities as directors or secretaries of subsidiary companies within the Group.

Fixed remuneration is available to be received in a variety of forms including cash and fringe benefits such as motor vehicle and computer hire plans on the same terms and conditions as all employees of the Group.

Other remuneration

From time to time other key management personnel may be awarded discretionary shares in the Company as part of their total remuneration package. For example, these awards may form part of a total relocation package or result from a change in role within the Group. None of the key management personnel listed in the tables below received such an award in the period ending 30 June 2008.

Details of total executive director and other key management personnel remuneration are set out in the remuneration table on page 30 of this report.

Variable remuneration

Variable remuneration - short term incentives

Variable remuneration for individual key management personnel comprises both short term and long term incentives and may be paid in years in which the Group's or the individual's performance meets or exceeds agreed performance hurdles. Short term incentives have been awarded to key management personnel of the Group with the exception of executive directors who are not eligible to participate in the Group's option or share plans.

Short term incentives are designed to provide performance incentives which allow key management personnel to share the rewards of the success of the Group. Actual short term awards are made to recognise the contribution of each individual to achieving the Group's agreed performance hurdles.

Directors' Report

Details of total short term cash incentives relating to the current financial year that have been awarded to executive directors and other key management personnel are set out in the remuneration table on page 30 of this report. These cash incentives are expected to be paid in September 2008.

Variable remuneration - long term incentives

The Group also provides long term share based awards for key management personnel other than executive directors of the Company. Recipients of long term share based awards must complete specified periods of service (two years for the LTI plan and five years for the DLI Plan) as a minimum before any share awards under the long term incentive plan become unconditional. The DLI Plan includes an additional performance criteria (refer below). The method of long term incentive reward framework has been adopted to seek to align key management personnel's financial interest with those of the shareholders and to assist in the retention of participants.

The performance of each individual is reviewed on an annual basis. Both short term and long term incentive awards are discretionary and are subject to approval of the Board based on recommendations from the Remuneration Committee. The exercise of the discretion in any given year is based on the Group's performance and the attainment of specific individual objectives agreed upon during the year.

All key management personnel, with the exception of executive directors, are also eligible to participate in the Company's general employee share plans on the same terms and conditions as all other employees. Executive directors are not eligible to participate in the Company's option or share plans. An overview of the Company's employee option and share plans are disclosed in note 28 of the financial statements.

Variable remuneration performance conditions

As explained above, executive directors and other key management personnel's variable remuneration is a blend of short and long term incentives.

Short term incentives

As detailed above, the eligibility of Company and Group executive directors and other key management personnel to receive their short term variable remuneration is dependent on the achievement of certain performance criteria.

In the case of executive directors and other key management personnel, short term bonus eligibility is, in part, conditional on the achievement of budgeted financial performance measures. At least 50% of the total amount of available short term bonus remuneration for a year is conditional on achieving predetermined or budgeted levels of financial performance (EBITDA or earnings before interest, tax, depreciation and amortisation) of the area of the key manager 's overall responsibility. Financial performance is measured as actual EBITDA of the area compared to budgeted EBITDA.

This measure is chosen as it is readily capable of objective determination and fosters an entrepreneurial business development ethos among the key management personnel of the Group.

The balance of the performance conditions used to determine bonus eligibility relate to a subjective assessment of various non-financial measures and considerations. These measures and considerations differ between executive directors and other key management personnel depending on the areas of their overall responsibility. Separate subjective factors relevant to work areas are chosen for each key manager.

In the case of C. Morris, P. Maclagan, W.S. Crosby, S. Rothbloom and S. Irving in their roles to the date of this report, the non-financial considerations include the achievement of business service levels, achievement of organic growth objectives and various other considerations.

In the case of T. Honan, the non-financial considerations include an assessment of his achievement on risk management initiatives, the quality of budgeting and financial reporting, expense control and investor relations initiatives.

In each case, the applicable non-financial performance conditions have been chosen as they are considered to be both appropriate and important measures of non-financial objectives that are within each key management personnel's sphere of influence and relevant to their area of work within the Group.

Long term incentives

The eligibility of key management personnel (other than directors) to receive their long term incentive remuneration under the DLI Plan is dependent on the achievement of a key performance condition: namely an increase in management basic earnings per share of the Group over a 5 year period. For example, awards under the DLI Plan in the year ended 30 June 2005 are based on average compounded growth in the Group's earnings in the 5 year period ending 30 June 2010. Recognising that the minimum performance hurdle for the performance rights granted on 1 July 2005 (to vest in 2010) was achieved three years early, the Board used its powers under the DLI plan rules to vary the performance hurdles attaching to the performance rights. The specified period of service of five years before the share awards become unconditional remains unchanged.

Previously, if compounded growth in the Groups' earnings over a five year period was less than 15% no rights vested and if it was more than 20% then all rights vested and if growth was between 15% to 20% then the proportion of rights that vested increased on a pro rata straight line basis between 40% (for growth of 15%) and 100% (for growth of 20%). Under the amended performance hurdles, the Board will compare the growth in the Group's earnings as at the end of year 4 as against a 5 year compounded growth target using this same basis of calculation. The holder will then receive 50% of that amount as a minimum vesting at the end of year 5. If the actual growth in earnings at the end of year 5 results in a higher number of rights vesting, then the holder will receive that amount.

In the case of key management personnel (other than directors), the amount of available long term incentive remuneration, measured in shares, is determined by applying a given weighting to a variety of measures. These measures include:

- > Overall financial performance as determined by the growth in earnings per share of the Group compared to the previous reporting period;
- > Individual performance including achieving predetermined performance goals, facilitating positive change within the Group and extent of contribution to the Group's strategic initiatives;
- > Leadership including team building, staff development, succession planning and communication skills;
- > An assessment of the key management personnel's standing in the marketplace, individual skills and overall commitment to the Group and the capacity of the Group to find a like replacement; and
- > An assessment of the individual's personality and fit with the Group's internal culture.

Application of performance conditions in the determination of variable remuneration

In relation to both short term and long term variable remuneration, the financial performance conditions outlined above have been chosen as they are considered the best way to align performance outcomes with shareholder value. The applicable non-financial performance conditions have been chosen as they are considered to be both appropriate and important measures of non-financial objectives that are within each executive director's and other key management personnel's sphere of influence and relevant to their work.

The method of assessing all financial performance conditions involves a comparison of actual achievement against the predetermined target. The method of assessing all non-financial conditions and considerations involves the application by the Remuneration Committee, or its nominated delegate, of a subjective weighted average of the nominated criteria summarised above. In each case, the assessment methods have been chosen because the Board considers such assessment criteria to be reasonable and appropriate.

C. DETAILS OF REMUNERATION

Directors

The directors of Computershare Limited are listed below. Unless otherwise indicated those individuals held their position for the whole of the current financial year.

Non-executive	Executive	
S.D. Jones	C.J. Morris	Executive Chairman
Dr. M. Kerber	W.S. Crosby	Managing Director and Chief Executive Officer
A.L. Owen	P.J. Maclagan ⁴	Managing Director Computershare Technology Services/Group Information Technology Director
A.N. Wales		
W.E. Ford ¹		
A.S. Murdoch ²		
P.D. DeFeo ³		

¹ W.E. Ford resigned 28 September 2007

² A.S. Murdoch resigned 14 November 2007

³ P.D. DeFeo deceased 29 November 2007

⁴ From 1 July 2007 to 31 December 2007 P.J. Maclagan held the position Managing Director Computershare Technology Services. From 1 January 2008, she was appointed Group Information Technology Director.

Key management personnel other than directors

The individuals listed below are key management personnel other than directors (within the meaning of the Australian accounting standard AASB 124 Related Party Disclosures) who have the authority and responsibility for planning, directing and controlling the activities of the Group. All individuals named below held their position for the whole of the financial year ended 30 June 2008 unless otherwise noted.

Name	Position	Employer
S. Rothbloom	President, North America	Computershare Inc (US)
T. Honan	Chief Financial Officer	Computershare Limited
S. Irving ¹	Chief Information Officer	Computershare Technology Services
P. Conn	Head of Global Capital Markets	Computershare Inc (US)

¹ S. Irving was appointed on 1 January 2008.

D. Horsley and K. Bobeff were joint Company Secretary from 1 July 2007 to 30 June 2008. Neither D. Horsley nor K. Bobeff were remunerated as a consequence of this office. Therefore they are not considered to be one of the individuals with the authority and responsibility for planning, directing and controlling the activities of the Group. Accordingly their remuneration details have been excluded from this report.

Directors' Report

W.S. Crosby and T. Honan are considered to be key management personnel of the Company and are considered to be 'company executives' within the meaning of the *Corporations Act 2001*.

S. Rothbloom, T. Honan, P. Conn, S. Irving and J. Wong are the most highly remunerated executives of the Group within the meaning of the *Corporations Act 2001* during the current financial year.

Amounts of remuneration

Details of the nature and amount of each element of the total remuneration for each director, Company and Group key management personnel and most highly remunerated executives within the Group for the year ended 30 June 2008 are set out in the table below. Where remuneration was paid in a foreign currency it has been translated at the average exchange rate for the financial year.

Salary and fees, non-monetary benefits, post employment remuneration and sign-on shares are fixed remuneration and are not related to the performance of the Group. Share based payments and cash profit share and bonuses are variable remuneration and are linked to both the performance of the individual and the Group.

Key management personnel and most highly remunerated executives of the Company and Group

2008	Short term		Long term	Post employment		Share based payments		Other	Total
	Salary & fees	Cash Profit Share & Bonuses	Other	Super-annuation & Pension	Retirement benefits	Shares	Performance Rights*		
	\$	\$	\$	\$	\$	\$	\$	\$	\$
Directors									
S. D. Jones	178,121	-	-	-	-	-	-	-	178,121
A.N. Wales	116,215	-	-	11,621	-	-	-	-	127,836
A.L. Owen	114,899	-	-	-	-	-	-	-	114,899
A.S. Murdoch ¹	44,738	-	-	4,473	-	-	-	-	49,211
P.D. DeFeo ²	35,750	-	-	-	-	-	-	-	35,750
W.E. Ford ³	26,812	-	-	-	-	-	-	-	26,812
Dr. M. Kerber ⁴	-	-	-	-	-	-	-	-	-
W.S. Crosby	688,348	698,959	3,226	11,737	-	16,805	1,696,090	-	3,115,165
C.J. Morris	536,375	-	10,380	53,838	-	-	-	-	600,593
P.J. Maclagan ⁵	335,234	178,976	14,637	33,523	-	-	-	-	562,370
TOTAL	2,076,492	877,935	28,243	115,192	-	16,805	1,696,090	-	4,810,757

Company and Group key management personnel

S. Rothbloom	1,108,795	315,567	-	12,400	-	19,633	1,113,122	-	2,569,517
T. Honan	578,212	611,107	1,124	11,737	-	88,195	604,495	2,682	1,897,552
P. Conn	437,968	202,998	-	12,400	-	74,014	302,247	-	1,029,627
S. Irving	415,612	256,957	3,496	20,922	-	195,833	100,749	2,879	996,448

Other most highly remunerated executives

J. Wong	501,349	277,244	-	50,135	-	165,578	-	-	994,306
TOTAL	3,041,936	1,663,873	4,620	107,594	-	543,253	2,120,613	5,561	7,487,450

* Performance rights expense has been included in total remuneration on the basis that it is considered more likely than not at the date of this financial report that the key performance condition, namely a 20% compound increase in the earnings per share of the Group over a 5 year period, will be met. In future reporting periods, if the probability requirement is not met a credit to remuneration will be included to be consistent with the accounting treatment.

¹ A.S. Murdoch resigned 14 November 2007

² P.D. DeFeo deceased 29 November 2007

³ W.E. Ford resigned 28 September 2007

⁴ At his direction, Dr. M. Kerber is not remunerated as a non-executive director.

⁵ From 1 July 2007 to 31 December 2007 P.J. Maclagan held the position Managing Director Computershare Technology Services. From 1 January 2008, she was appointed Group Information Technology Director. From this date P.J. Maclagan reduced her day to day involvement.

Key management personnel and most highly remunerated executives of the Company and Group

2007	Short term		Long term	Post employment		Share based payments		Other	Total
	Salary & fees	Cash Profit Share & Bonuses	Other	Super-annuation & Pension	Retirement benefits	Shares	Performance Rights*		
	\$	\$	\$	\$	\$	\$	\$	\$	\$
Directors									
S.D. Jones	132,446	-	-	-	-	-	-	-	132,446
A.S. Murdoch	119,488	-	-	11,925	-	-	-	-	131,413
A.N. Wales	101,581	-	-	9,735	-	-	-	-	111,316
W.E. Ford	107,887	-	-	-	-	-	-	-	107,887
P.D. DeFeo	101,833	-	-	-	-	-	-	-	101,833
Dr. M. Kerber ¹	-	-	-	-	-	-	-	-	-
A.L. Owen ²	41,777	-	-	4,178	-	-	-	-	45,955
W.S. Crosby	553,568	527,439	9,153	9,913	-	149,303	1,482,516	2,344	2,734,236
C.J. Morris	468,834	468,834	7,845	46,883	-	-	-	-	992,396
P.J. Maclagan	351,626	351,626	5,884	35,163	-	-	-	-	744,299
TOTAL	1,979,040	1,347,899	22,882	117,797	-	149,303	1,482,516	2,344	5,101,781

Company and Group key management personnel

S. Rothbloom	955,987	570,000	-	7,663	-	183,490	1,097,336	-	2,814,476
T. Honan	481,336	309,431	8,054	9,913	-	66,126	528,376	2,344	1,405,580
P. Conn	423,242	222,075	-	-	-	73,113	264,188	-	982,618
P. Tobin ³	125,231	-	-	2,478	-	25,802	-	621,232	774,743

Other most highly remunerated executives

J. Wong	415,869	259,918	-	41,587	-	81,256	-	-	798,630
TOTAL	2,401,665	1,361,424	8,054	61,641	-	429,787	1,889,900	623,576	6,776,047

* Performance rights expense has been included in total remuneration on the basis that it is considered more likely than not at the date of this financial report that the key performance condition, namely a 20% compound increase in the earnings per share of the Group over a 5 year period, will be met. In future reporting periods, if the probability requirement is not met a credit to remuneration will be included to be consistent with the accounting treatment.

¹ At his direction, Dr. M. Kerber is not remunerated as a non-executive director.

² A.L. Owen was appointed on 1 February 2007

³ P. Tobin resigned with effect from 30 September 2006. 'Other' remuneration is a benefit paid on resignation of \$621,232 which represents the outstanding period cost of the LTI shares, vested performance rights from original vesting date to resignation date and other benefit paid on resignation.

D. SHARE BASED REMUNERATION

Directors

Non-executive and executive directors of the Company are not eligible to participate in the Group's share based remuneration schemes.

Valuation of shares

The assessed fair value of shares granted to key management personnel as remuneration is allocated equally over the period from grant date to vesting date. The amount relating to the current financial year is included in the remuneration table on page 30 of this report. Fair values at grant date are independently determined using the closing share price on grant date.

Shares granted as remuneration under long term incentive schemes

77,229 shares were granted to the named Company and Group key management personnel other than directors under the LTI plan in September 2008 in relation to the Group's performance in the financial year ended 30 June 2008. Each Company and Group key management personnel other than directors must remain employed by the Group for two years post the grant date of the shares before these share awards become unconditional.

There has been no alteration to the terms and conditions of shares granted under the LTI plan since the original grant date. There has also not been any sign on fees paid during the year as part of the consideration for any of the above mentioned key management personnel agreeing to hold their positions.

Directors' Report

Share holdings of Company and Group key management personnel

The number of ordinary shares in Computershare Limited held during the financial year by each director and the other named Company and Group key management personnel, including details of shares granted as remuneration during the current financial year and ordinary shares provided as the result of the exercise of remuneration options during the current financial year, are included in the table below.

	Balance at beginning of period	Granted as remuneration under long term incentive schemes	On exercise of options	On market purchases / (sales)	Other	Balance at 30 June 2008
Directors						
C.J. Morris	55,590,427	-	-	(251,890)	-	55,338,537
A.N. Wales	30,092,384	-	-	(1,000,000)	-	29,092,384
P.J. Maclagan	15,977,176	-	-	22,824	-	16,000,000
A.S. Murdoch	524,800	-	-	-	-	524,800*
W.S. Crosby	191,406	32,740	-	-	-	224,146
P.D. DeFeo	80,000	-	-	-	-	80,000*
Dr. M. Kerber	40,000	-	-	-	-	40,000
S.D. Jones	14,000	-	-	-	-	14,000
A.L. Owen	-	-	-	2,000	-	2,000
W.E. Ford	-	-	-	-	-	.*
Company and Group key management personnel						
P. Conn	306,073	17,339	-	(4,572)	-	318,840
S. Irving	147,594	4,050	-	-	637	152,281
S. Rothbloom	152,250	38,250	-	(49,924)	-	140,576
T. Honan	63,439	14,793	-	(70,000)	604	8,836

* Shareholding effective as at date of resignation

Performance rights

The DLI Plan was approved at the Annual General Meeting held on 9 November 2005. The DLI Plan is offered to eligible key management personnel and senior managers in the Group to recognise their ongoing contribution and expected efforts to ensure the performance and success of the Group. The total number of rights approved for issue was 10.0 million, of which 2.75 million were granted on 20 December 2005 (of which 100,000 were vested and 150,000 were forfeited during the year ended 30 June 2007) and 1.1 million performance rights were granted on 13 November 2006. No performance rights have been granted to Company or Group key management personnel during the financial year ended 30 June 2008.

Performance rights are granted under the plan for no consideration and carry no dividend or voting rights. Under the DLI Plan, the performance rights give an entitlement to one fully paid ordinary share per performance right issued subject to satisfaction of performance hurdles (as set out on page 28 of this report) and continued employment.

The assessed fair value of performance rights granted to key management personnel as remuneration is allocated equally over the period from grant date to vesting date. The amount relating to the current financial year is included in the remuneration table on page 30 of this report. Fair values at grant date are independently determined using a Black Scholes option pricing model.

Set out below are summaries of performance rights granted under the plan:

Balance at beginning of year	Vested during the year	Forfeited during the year	Granted during the year	Balance at end of year	Exercisable at end of year
3,600,000	-	-1	-	3,600,000	-

¹ T. Honan resigned with effect from 10 September 2008 and in accordance with the terms of the DLI Plan all performance rights held were forfeited.

No performance rights became exercisable during the current year. No performance rights expired during the period covered by the above table.

There has been no alteration to the terms and conditions of performance rights granted under the DLI plan during the current financial year.

Value of options included in key management personnel remuneration

Non-executive and executive directors of the Group are not eligible to participate in the Group's option scheme. No options have been granted to Company or Group key management personnel during the financial year ended 30 June 2008. There has been no variation in the terms of options provided to Company and Group key management personnel previously granted.

There were no options over ordinary shares held during the financial year by the named Company and Group key management personnel.

E. ADDITIONAL INFORMATION

Relationship between key management personnel remuneration and Group performance and shareholder wealth

The overall level of key management personnel award takes into account the performance of the Group over a number of years, with greater emphasis given to the current and prior financial year.

Over the past five financial years, the Group's management earnings before interest, tax, depreciation and amortisation (EBITDA) grew by a compound annual average rate of 43% (based on an AGAAP calculated EBITDA at 30 June 2003 and an AIFRS calculated EBITDA at 30 June 2008). During this period, shareholder wealth, measured by reference to management earnings per share, has grown by a compound annual average rate of 49% (based on an AGAAP calculated EBITDA at 30 June 2003 and an AIFRS calculated EBITDA at 30 June 2008) and measured by reference to dividend payments has grown by a compound annual average rate of 42%. Over the past five financial years, key management personnel remuneration has grown by an annual compound average rate of 39%, executive director and non-executive director remuneration has grown by an annual compound average rate of 36% and 14% respectively during this period. A year on year analysis of the above metrics together with the compound five year average comparative is set out in the following table.

	Growth over previous financial period	5 year Compound average growth 2003 - 2008
Normalised EBITDA	27%	43%
Management EPS	41%	49%
Dividend	28%	42%
Key management personnel remuneration (average per key management personnel)	(7)% ^{1,2}	39% ¹
Executive director remuneration (average per director)	64% ²	36%

¹ Growth over the previous financial period excluding performance rights share based payments from key management personnel remuneration was 1% and compound average growth over the past 5 years was 29%.

² Growth/decline is mainly attributable to W.S.Crosby being included as the executive director for the current financial year.

Historic executive director and other key management personnel remuneration has been adjusted to exclude non-recurring items. All remuneration included in the calculation has been annualised where key management personnel have left during the year.

During the financial year ended 30 June 2008, the Group's share price decreased approximately 18.4% from AU\$11.29 at the beginning of the year to AU\$9.21 on 30 June 2008.

From 1 July 2007 to 18 October 2007, the Company purchased and cancelled 35,205,009 ordinary shares at a total cost of AU\$343.2 million (US \$306.8 million) with an average price of AU\$9.75 and a price range from AU\$8.76 to AU\$11.00. On 18 October 2007, Computershare completed the on-market buy-back program when the total number of shares bought back and cancelled reached 45 million. The total cost of the buy-back program was AU\$445.8 million with an average price of AU\$9.91 and a price range from AU\$8.52 to AU\$11.00.

Details of remuneration: cash bonuses and performance rights

The percentage value of total remuneration relating to the current financial year received by key management personnel that consists of cash bonuses and performance rights is as follows:

	% of total remuneration received as cash bonus	% of total remuneration received as performance rights	% of remuneration received as equity bonus
P. Maclagan	31.8%	-	-
C. Morris	-	-	-
W.S. Crosby	22.4%	54.4%	0.5%
S. Rothbloom	12.3%	43.3%	0.8%
T. Honan	32.2%	31.9%	4.6%
S. Irving	25.8%	10.1%	19.7%
P. Conn	19.7%	29.4%	7.2%

Directors' Report

The percentage of shares previously awarded under long term incentive schemes which were forfeited in the current financial year and the subsequent financial years in which shares previously awarded under long term incentive schemes will vest if the conditions are met for the named Company and Group key management personnel are provided in the table below.

	Vesting date	% of total shares vesting in the current financial year	% of total shares granted forfeited in the current financial year	Estimated value of shares to be reported in subsequent financial periods
W.S. Crosby	31 August 2007	100%	-	-
S. Rothbloom	31 August 2007	100%	-	-
T. Honan	31 August 2007 to 28 September 2009	36.37%	-	- 1
S. Irving	31 August 2007 to 1 January 2010	5.86%	-	298,429
P. Conn	31 August 2007 to 28 September 2009	45.33%	-	108,524

¹ T. Honan resigned with effect from 10 September 2008 and in accordance with the terms of the LTI Plan all unvested shares held were forfeited.

LOANS TO DIRECTORS AND EXECUTIVES

Computershare has not made any loans to directors and executive directors or other key management personnel during the current financial year.

AUDITOR

PricewaterhouseCoopers continues in office in accordance with section 327 of the *Corporations Act 2001*.

AUDITOR'S INDEPENDENCE DECLARATION

A copy of the auditor's signed independence declaration as required under section 307C of the *Corporations Act 2001* is provided immediately after this report.

NON-AUDIT SERVICES

The Group may decide to employ its auditor, PricewaterhouseCoopers, on assignments in addition to their statutory audit duties where the auditor's expertise and experience with the Group are important.

The Board is satisfied that the provision of non-audit services is compatible with the general standard of independence for auditors imposed by the *Corporations Act 2001* and internal guidelines. Further details regarding the Board's internal policy for engaging PricewaterhouseCoopers for non-audit services is set out in the Corporate Governance Statement.

The directors are satisfied that the provision of non audit services by PricewaterhouseCoopers, as set out below, did not compromise the auditor independence requirements of the *Corporations Act 2001* for the following reasons:

- > No services were provided by PricewaterhouseCoopers that are prohibited by policy (the policy lists services that are not be able to be undertaken).
- > None of the services provided undermine the general principles relating to auditor independence, including reviewing or auditing the auditor's own work, acting in a management capacity or a decision making capacity for the company, acting as an advocate for the company or jointly sharing economic risks and rewards.

Details of the amounts paid to the auditor for both audit and non-audit services are provided in the table below.

During the year the following amounts were incurred in relation to services provided by PricewaterhouseCoopers, the Group auditor, and its related practices.

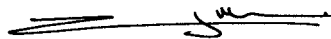
	Consolidated	
	2008	2007
	\$	\$
1. Audit services		
Remuneration received or due & receivable by PricewaterhouseCoopers Australia for:		
> Audit & review of the financial statements & other audit work	830,666	624,534
> Audit & review of the financial statements & other audit work by related practices of PricewaterhouseCoopers Australia	1,996,797	1,377,748
	2,827,463	2,002,282
2. Other assurance services ^(a)		
> Other services performed by PricewaterhouseCoopers Australia	18,263	32,817
> Other services performed by related practices of PricewaterhouseCoopers Australia	2,452,505	218,133
	2,470,768	250,950
Total Remuneration for assurance services	5,298,231	2,253,232

(a) Other assurance services provided relate primarily to regulatory and compliance reviews.

ROUNDING OF AMOUNTS

The Group is of a kind referred to in class order 98/0100, issued by the Australian Securities and Investments Commission, relating to the "rounding off" of amounts in the Directors' Report. Amounts in the Directors' Report have been rounded off in accordance with that Class order to the nearest thousand dollars unless specifically stated to be otherwise.

Signed in accordance with a resolution of the directors.



C.J. MORRIS
Executive Chairman

10 September 2008



W.S. CROSBY
Director

Auditor's Independence Declaration



PricewaterhouseCoopers

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As lead auditor for the audit of Computershare Limited for the year ended 30 June 2008, I declare that, to the best of my knowledge and belief, there have been:

- a) no contraventions of the auditor independence requirements of the *Corporations Act 2001* in relation to the audit; and
- b) no contraventions of any applicable code of professional conduct in relation to the audit.

This declaration is in respect of Computershare Limited and the entities it controlled during the period.

A handwritten signature in black ink, appearing to read 'Simon Gray'.

Simon Gray
Partner
PricewaterhouseCoopers

Melbourne
10 September 2008

Income Statements for the year ended 30 June 2008

	Note	Consolidated		Parent Entity	
		2008	2007	2008	2007
		\$000	\$000	\$000	\$000
Revenues from continuing operations					
Sales revenue	2	1,563,971	1,404,197	-	-
Other revenue	2	7,600	8,492	271,806	126,049
Total revenue from continuing operations		1,571,571	1,412,689	271,806	126,049
Other income	3	15,189	15,310	12,544	1,447
Expenses					
Direct services		960,092	915,626	-	-
Technology services		166,461	138,686	-	-
Corporate services		30,680	22,058	19,576	11,049
Finance costs	2	41,530	31,094	5,254	2,983
Total expenses		1,198,763	1,107,464	24,830	14,032
Share of net profit/(loss) of associates and joint ventures accounted for using the equity method	40 & 41	2,687	2,957	762	276
Profit/(loss) before related income tax expense		390,684	323,492	260,282	113,740
Income tax expense/(benefit)	5	101,558	83,615	23,940	20,399
Profit/(loss) for the period		289,126	239,877	236,342	93,341
(Profit)/loss attributable to minority interests		(7,155)	(6,092)	-	-
Profit/(loss) attributable to members of the parent entity		281,971	233,785	236,342	93,341
Basic earnings per share (cents per share)	7	50.12	39.08		
Diluted earnings per share (cents per share)	7	49.89	39.00		

The above income statements are presented in United States dollars and should be read in conjunction with the accompanying notes.

Balance Sheets as at 30 June 2008

	Note	Consolidated		Parent Entity	
		2008 \$000	2007 \$000	2008 \$000	2007 \$000
Current assets					
Cash and cash equivalents	36	124,235	86,801	7,842	597
Receivables	8	279,657	225,714	33,914	29,660
Financial assets held for trading	13	29,107	0	-	-
Available-for-sale financial assets at fair value	9	1,430	1,294	-	-
Other financial assets	10	30,901	25,768	-	-
Inventories	11	11,753	8,536	-	-
Current tax assets	17	18,974	360	-	-
Derivative financial instruments	18	375	-	-	-
Other current assets	12	19,697	20,418	1,099	233
Total Current Assets		516,129	368,891	42,855	30,490
Non current assets					
Receivables	8	8,082	8,872	249,593	69,901
Investments accounted for using the equity method	14	11,078	16,101	1,737	904
Unlisted investments at cost	15	-	-	902,472	654,074
Available-for-sale financial assets at fair value	9	7,191	5,186	37	2,511
Property, plant and equipment	16	107,393	79,512	371	828
Deferred tax assets	17	85,442	56,756	3,550	978
Derivative financial instruments	18	21,075	1,719	-	-
Intangibles	19	1,480,557	1,197,345	-	-
Other		1,071	733	28	21
Total Non Current Assets		1,721,889	1,366,224	1,157,788	729,217
Total Assets		2,238,018	1,735,115	1,200,643	759,707
Current liabilities					
Payables	20	308,041	260,410	10,552	15,380
Interest bearing liabilities	21	29,804	1,151	-	-
Current tax liabilities	22	48,200	21,307	25,193	11,437
Provisions	23	43,475	34,676	-	-
Derivative financial instruments	18	609	1,364	-	-
Deferred consideration	24	6,783	19,643	-	-
Total Current Liabilities		436,912	338,551	35,745	26,817
Non current liabilities					
Payables	20	1,754	5,476	707,431	144,316
Interest bearing liabilities	21	881,118	433,948	43,437	66,256
Deferred tax liabilities	22	68,158	17,921	-	-
Provisions	23	51,631	54,260	492	414
Derivative financial instruments	18	2,864	25,317	-	-
Deferred consideration	24	17,589	19,501	-	-
Other	25	7,796	7,567	-	-
Total Non Current Liabilities		1,030,910	563,990	751,360	210,986
Total Liabilities		1,467,822	902,541	787,105	237,803
Net Assets		770,196	832,574	413,538	521,904
Equity					
Parent Entity Interest					
Contributed equity - ordinary shares	26	31,689	344,541	31,689	344,541
Reserves	27	126,437	63,894	178,819	114,840
Retained profits	6	600,794	414,658	203,030	62,523
Total parent entity interest	42	758,920	823,093	413,538	521,904
Minority interest	42	11,276	9,481	-	-
Total Equity		770,196	832,574	413,538	521,904

The above balance sheets are presented in United States dollars and should be read in conjunction with the accompanying notes.

Statements of Changes in Equity for the year ended 30 June 2008

	Note	Consolidated		Parent Entity	
		2008 \$000	2007 \$000	2008 \$000	2007 \$000
Total equity at the beginning of the year		832,574	699,868	521,904	494,787
Available-for-sale financial assets, net of tax	27	(768)	1,047	(446)	442
Cash flow hedges, net of tax	27	23,046	(1,881)	-	-
Exchange differences on translation of foreign operations	27	30,069	38,283	58,060	68,209
Net income recognised directly in equity		52,347	37,449	57,614	68,651
Profit for the year		281,971	233,785	236,342	93,341
Total recognised income and expense for the year		334,318	271,234	293,956	161,992
Transactions with equity holders in their capacity as equity holders:					
Contributions of equity, net of transaction costs	26	-	5,700	-	5,700
Dividends provided for or paid	6	(95,835)	(70,252)	(95,835)	(70,252)
Share buy-back	26	(306,824)	(80,193)	(306,824)	(80,193)
Acquisition related share transactions	26	4,446	1,175	4,446	1,175
On market purchase of shares related to employee share plans	26	(10,473)	(561)	(10,473)	(561)
Employee share based remuneration reserve	27	12,558	9,329	11,555	9,256
Equity related contingent consideration	27	(2,363)	(6,359)	(5,191)	-
Minority interest		1,795	2,633	-	-
		(396,696)	(138,528)	(402,322)	(134,875)
Total equity at the end of the year		770,196	832,574	413,538	521,904
Total recognised income and expense for the year is attributable to:					
Members of Computershare Limited		334,318	271,234	293,956	161,992
Minority interest		7,155	6,092	-	-
		341,473	277,326	293,956	161,992

The above statements of changes in equity are presented in United States dollars and should be read in conjunction with the accompanying notes.

Cash Flow Statements for the year ended 30 June 2008

	Note	Consolidated		Parent Entity	
		2008	2007	2008	2007
		\$000	\$000	\$000	\$000
Cash flows from operating activities					
Receipts from customers (inclusive of GST)		1,570,140	1,421,897	-	-
Payments to suppliers and employees (inclusive of GST)		(1,112,875)	(1,025,137)	(30,286)	(18,089)
Dividends received		314	92	1	9
Interest paid and other costs of finance		(44,662)	(32,708)	-	-
Interest received		9,006	6,589	1,101	1,188
Income taxes paid		(74,590)	(49,762)	(9,392)	-
Net operating cash flows	36	347,333	320,971	(38,576)	(16,892)
Cash flows from investing activities					
Payments for purchase of subsidiaries and businesses, net of cash acquired		(308,271)	(81,783)	-	-
Payments for investment in associated entities and joint ventures		(55)	(10,881)	-	-
Dividend received		6,808	-	101	-
Proceeds from sale of assets		20,739	21,204	2,287	156
Payments for investments		(12,845)	(19,496)	(2,032)	(1,805)
Payments for property, plant and equipment		(42,764)	(25,658)	(89)	(4)
Net loan repayments from subsidiaries		-	-	458,780	164,136
Proceeds from sale of subsidiaries, net of cash disposed		(105)	20,246	-	-
Other		(1,481)	(1,626)	-	(39)
Net investing cash flows		(337,974)	(97,994)	459,047	162,444
Cash flows from financing activities					
Proceeds from issues of ordinary shares		-	5,701	-	5,701
Payments for purchase of ordinary shares		(11,149)	(1,467)	(11,149)	(1,927)
Buy-back of ordinary shares		(306,824)	(80,193)	(306,824)	(80,193)
Proceeds from borrowings		627,500	184,151	-	-
Repayment of borrowings		(189,729)	(240,614)	-	-
Dividends paid - ordinary shares		(95,835)	(70,252)	(95,835)	(70,252)
Dividends paid to minority interest in subsidiary		(3,620)	(7,693)	-	-
Proceeds from finance leases		8,253	719	-	-
Repayment of finance leases		(3,573)	(2,597)	-	-
Net financing cash flows		25,023	(212,245)	(413,808)	(146,671)
Net increase/(decrease) in cash and cash equivalents held		34,382	10,732	6,663	(1,119)
Cash and cash equivalents at the beginning of the financial year		86,801	72,801	597	1,580
Exchange rate variations on foreign cash balances		3,052	3,268	582	136
Cash and cash equivalents at the end of the financial year	36	124,235	86,801	7,842	597

Refer to Note 36 for information in respect of any non cash financing and investing transactions.

The above cash flow statements are presented in United States dollars and should be read in conjunction with the accompanying notes.

Notes to the Financial Statements

1. STATEMENT OF SIGNIFICANT ACCOUNTING POLICIES

This general purpose financial report for the reporting period ended 30 June 2008 has been prepared in accordance with Australian equivalents to International Financial Reporting Standards (AIFRS), other authoritative pronouncements of the Australian Accounting Standards Board, Urgent Issues Group Interpretations and the *Corporations Act 2001*.

The Group has adopted *AASB 7 Financial Instruments: Disclosures* for the accounting period beginning 1 July 2007. This had no effect on the results, cash flows or financial position of the Group or company. However, there are changes to the notes on the accounts and comparative information is presented accordingly.

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

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

Basis of preparation of full year financial report

The principal accounting policies adopted in the preparation of the financial report are set out below. These policies have been consistently applied to all the periods presented, unless otherwise stated. The financial report includes separate financial statements for Computershare Limited as an individual entity and the consolidated entity consisting of Computershare Limited and its subsidiaries.

Compliance with IFRS

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

Historical cost convention

The financial statements have been prepared under the historical cost convention as modified by the revaluation of available-for-sale financial assets and financial assets and liabilities (including derivative instruments) at fair value through profit or loss.

Principles of consolidation

The consolidated financial statements include the assets and liabilities of the parent entity, Computershare Limited, and its subsidiaries, referred to collectively throughout these financial statements as the "consolidated entity" or "the Group".

All inter-entity balances and transactions have been eliminated. Where an entity either began or ceased to be controlled during the year, the results are consolidated only from the date control commenced or up to the date control ceased.

Financial statements of foreign subsidiaries, associates and joint ventures presented in accordance with overseas accounting principles are, for consolidation purposes, adjusted to comply with Group policy and AIFRS.

Subsidiaries

Investments in subsidiaries are carried in the company's financial statements at the lower of cost and recoverable amount. Dividends from subsidiaries are brought to account in the income statement when they are declared by the subsidiaries.

Associates

Associates are all entities over which the Group has significant influence but not control, generally accompanying a shareholding of between 20% and 50% of the voting rights. Interests in material associated entities are brought to account using the equity method. Under this method the investment in associates is initially recognised at its cost of acquisition and its carrying value is subsequently adjusted for increases or decreases in the investor's share of post-acquisition results and reserves of the associate. The Group's share of its associates' post acquisition profits or losses is recognised in the income statement. The investment in associated entities is decreased by the amount of dividends received or receivable. Investments in associates are carried at the lower of cost and recoverable amount in the accounts of the parent entity.

Joint ventures

Interests in joint venture partnerships are accounted for in the consolidated financial statements using the equity method and are carried at cost by the parent entity.

Foreign currency translation

Functional and presentation currency

Items included in the financial statements of each of the Group's entities are measured using the currency of the primary economic environment in which the entity operates (the 'functional currency'). The consolidated and parent entity financial statements are presented in US dollars, as a significant portion of the Group's activity is denominated in US dollars. Computershare Limited's functional currency is Australian dollars.

Notes to the Financial Statements

Transactions and balances

Foreign currency transactions are converted to US dollars at exchange rates approximating those in effect at the date of each transaction. Amounts payable and receivable in foreign currencies at balance date are converted to US dollars at the average of the buy and sell rates available on the close of business at balance date. Revaluation gains and losses are brought to account as they occur.

Exchange differences relating to monetary items are included in the income statement, as exchange gains or losses, in the period when the exchange rates change, except when deferred in equity as qualifying cash flow hedges and qualifying net investment hedges.

Group companies

All resulting exchange differences from the translation of the results and financial position of all the Group entities that have a functional currency other than US dollars are recognised as a separate component of equity. On consolidation, exchange differences arising from the translation of any net investment in foreign entities, and of borrowings and other currency instruments designated as hedges of such investments, are taken to shareholders' equity.

Goodwill and fair value adjustments arising on the acquisition of a foreign entity are treated as assets and liabilities of the foreign entity and translated at the closing rate.

Income tax

The financial statements apply the principles of tax-effect accounting. The income tax expense in the income statement represents tax on the pre-tax accounting profit adjusted for income and expenses never to be assessed or allowed for taxation purposes. This is also adjusted for changes in deferred tax assets and liabilities attributable to temporary differences between the tax bases of assets and liabilities and their carrying amounts in the financial statements.

Deferred tax assets and liabilities are recognised for temporary differences calculated at the tax rates expected to apply when the differences reverse. Deferred tax assets are recognised for deductible temporary differences and unused tax losses only if it is probable that future taxable amounts will be available to utilise those temporary differences and losses. Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets and liabilities and when the deferred tax balances relate to the same taxation authority.

Deferred tax assets and liabilities are not recognised for temporary differences between the carrying amount and tax bases of investments in subsidiaries where the parent entity is able to control the timing of the reversal of the temporary differences and it is probable that the differences will not reverse in the foreseeable future.

Current and deferred tax balances attributable to amounts recognised directly in equity are also recognised directly in equity.

Tax consolidation legislation

Computershare Limited and its wholly-owned Australian entities implemented the tax consolidation regime with effect from 1 July 2002. The Australian Taxation Office has been formally notified of this decision.

The relevant entities have also entered into a tax sharing deed, which includes tax funding arrangements. As a consequence, Computershare Limited, as the head entity in the tax consolidation Group, has recognised the current tax liability relating to transactions, events and balances of the wholly owned Australian subsidiaries in this Group in the financial statements as if that liability was its own, in addition to recognising the current tax liability arising in relation to its own transactions, events and balances. Amounts receivable or payable under the tax sharing deed are recognised separately as tax related intercompany payables or receivables. The parent entity and the other relevant entities continue to account for their own deferred tax amounts.

Leases

Leases of property, plant and equipment where the Group has substantially all the risks and rewards of ownership are classified as finance leases. Assets acquired under finance leases are capitalised and amortised over the life of the relevant lease, or where ownership is likely to be obtained on expiration of the lease, over the life of the asset. Lease payments are allocated between interest expense and reduction in the lease liability.

Leases in which a significant portion of the risks and rewards of ownership are retained by the lessor are classified as operating leases. Operating lease assets are not capitalised and rental payments (net of any incentives received from the lessor) are charged against operating profit on a straight line basis over the period of the lease.

Leasehold improvements

The cost of improvements to or on leasehold properties is amortised over the unexpired period of the lease or the estimated useful life of the improvement to the consolidated entity, whichever is the shorter.

Software and research and development costs

Internally developed software and related research and development costs are expensed in the year in which they are incurred as they do not meet the recognition criteria for capitalisation.

Impairment of assets

All non-current assets that have an indefinite useful life are not subject to amortisation and are reviewed at least annually to determine whether their carrying amounts require write-down to recoverable amount. Other assets are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable.

An impairment loss will be recognised for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less costs to sell and value in use. For available for sale assets, a significant or prolonged decline in fair value is considered in determining whether the asset is impaired.

For the purposes of impairment testing, assets are grouped at the lowest levels for which there are separately identifiable cash flows (cash generating units).

These impairment calculations require the use of assumptions.

Inventories

Inventories are valued at the lower of cost and net realisable value. Cost is assigned on a first-in first-out basis. Prepaid inventory is recorded at cost and is bought on behalf of the company's clients. As the inventory is used, the costs are billed.

Property, plant and equipment

Property, plant and equipment is stated at historical costs less depreciation.

The amounts at which property, plant and equipment are stated in these financial statements are regularly reviewed. Where revaluations are made they are based on reports by independent valuers.

The gain or loss on disposal of re-valued assets is calculated as the difference between the carrying amount of the asset at the time of disposal and the proceeds on disposal and is included in the profit or loss of the consolidated entity in the year of disposal. Any related revaluation increment in the asset revaluation reserve at the time of disposal is transferred to retained earnings.

Depreciation

Items of property, plant and equipment, excluding freehold land and leasehold plant and equipment, are depreciated on a straight line basis at rates calculated to allocate their cost, less estimated residual value, over their estimated useful life. Additions and disposals are depreciated for the period held, in the year of acquisition or disposal. Depreciation expense has been determined based on the following rates of depreciation:

- > Buildings (2.5% per annum);
- > Plant and Equipment (10% to 50% per annum);
- > Fixtures and Fittings (13% to 50% per annum); and
- > Motor Vehicles (15% to 40% per annum).

Revenue

Revenue is measured at the fair value of the consideration received or receivable. Sales revenue comprises registry and bureau revenue, sale of software licences and associated development, installation and maintenance fees (net of returns, discounts and allowances) and document processing services.

Registry and bureau revenue includes all revenue earned on the provision of regular services to customers, primarily fixed monthly maintenance fees and transaction processing fees. Additionally, sales revenue includes all associated revenue earned from managing various client corporate actions, such as capital raisings, demutualisations and takeovers, which occur periodically. Revenue derived from both sources of sales revenue includes variable margin income earned on administered funds, including Save As You Earn Schemes.

In relation to the recognition of any profits and losses on the corporate actions which span reporting periods, where they can be reliably measured, revenue and expenses arising from the project are recognised in the income statement by reference to the stage of completion of the project as at balance date.

Software licence sales and associated development, installation and maintenance fees are recognised in accordance with written customer agreements when the entity has the right to be compensated for services and it is probable that compensation will flow to the entity in the future.

Document processing revenues include revenue from the provision of paper and electronic document needs for issuers, investors and many corporations. This includes design, document composition and programming, through to various production and distribution methods. Revenue is recognised to match the period in which services are performed.

Plans and Analytics revenue is recognised to match the period in which services are performed.

Other revenue

Other revenue includes interest income on short-term deposits controlled by the consolidated entity, royalties and dividends received from other persons.

Notes to the Financial Statements

Insurance recoveries

The consolidated entity recognises amounts receivable under its insurance policies, net of any relevant excess amounts, upon indemnity being acknowledged by the insurers.

Significant items

Where items of income and expense are material because of their nature, size or incidence, their nature and amount is disclosed separately.

Trade receivables

Trade receivables are recognised initially at fair value and subsequently measured at amortised cost, less provision for doubtful debts. Collectibility of trade receivables is reviewed on an ongoing basis. Debts which are known to be uncollectible are written off. A provision for doubtful receivables is established when there is objective evidence that the Group will not be able to collect all amounts due according to the original terms of receivables. The amount of the provision is recognised in the income statement.

Trade and other payables

These amounts represent liabilities for goods and services provided to the Group prior to the end of financial year which are unpaid. The amounts are unsecured and are usually paid within 30 days of recognition.

Dividends

Provision is made for the amount of any dividend declared by the directors on or before the end of the financial year but not distributed at balance date.

Earnings per share

Basic earnings per share

Basic earnings per share is determined by dividing net profit after income tax attributable to members of the company, excluding any costs of servicing equity other than ordinary shares, by the weighted average number of ordinary shares outstanding during the financial year, adjusted for bonus elements in ordinary shares issued during the year.

Diluted earnings per share

Diluted earnings per share adjusts the figure used in the determination of basic earnings per share to take into account the after income tax effect of interest and other financing costs associated with dilutive potential ordinary shares and the weighted average number of shares assumed to have been issued for no consideration in relation to dilutive potential ordinary shares.

Management basic earnings per share

Management basic earnings per share excludes certain items to permit a more appropriate and meaningful analysis of the Group's underlying performance on a comparative basis. The net profit used in the Management earnings per share calculation reflects the after tax adjustments for individually significant items (refer note 4).

Cash and cash equivalents

For the purposes of the cash flow statement, cash and cash equivalents includes cash on hand, deposits at call with financial institutions and other highly liquid investments with short periods to maturity (three months or less) which are readily convertible to known amounts of cash on hand and are subject to an insignificant risk of changes in value, net of outstanding bank overdrafts. Cash and cash equivalents excludes broker client deposits carried on the balance sheet that are recorded as other current financial assets.

Intangible Assets

Goodwill

On acquisition of a subsidiary, the difference between the purchase consideration plus directly attributable costs and the fair value of the Group's share of identifiable net assets acquired is initially brought to account as goodwill or discount on acquisition. Within 12 months of completing the acquisition, identifiable intangible assets will be valued by management and separately recognised on the balance sheet.

Purchased goodwill is not amortised. Instead, goodwill is tested annually for impairment or more frequently if events or changes in circumstances indicate that it might be impaired, and is carried at cost less accumulated impairment losses. Gains and losses on disposal of an entity include the carrying amount of goodwill relating to an entity sold.

Goodwill is allocated to cash generating units for the purpose of impairment testing. Each of these cash generating units represents the Group's internal management reporting structure.

Acquired intangible assets

Acquired intangible assets have a finite useful life and are carried at cost less accumulated amortisation. Amortisation is calculated using the straight line method to allocate the cost over their estimated useful lives, ranging from one to ten years.

Business combinations

The purchase method of accounting is used for all business combinations regardless of whether equity instruments or other assets are acquired. Cost is measured as the fair value of the assets given up, shares issued or liabilities undertaken at the date of the acquisition plus incidental costs directly attributable to the acquisition. Where equity instruments are issued in an acquisition, the value of the instruments is their market price as at acquisition date, unless it can be demonstrated that the published price at the date of exchange is an unreliable indicator of fair value and that other evidence and valuation methods provide a more reliable measure of fair value. Transaction costs arising on the issue of equity instruments are recognised directly in equity.

Where settlement of any part of cash consideration is deferred, the amounts payable in the future are discounted to their present value as at the date of the acquisition. The discount rate used is the entity's incremental borrowing rate, being the rate at which a similar borrowing could be obtained from an independent financier under comparable terms and conditions.

Identifiable assets acquired and liabilities and contingent liabilities assumed in a business combination are measured initially at their fair values at acquisition date. The excess of the cost of acquisition over the fair value of the Group's share of identifiable net assets acquired is recorded as goodwill. Where an entity or operation is acquired and the fair value of the identifiable net assets acquired exceeds the cost of acquisition, the difference is recognised as income directly in the income statement.

Employee benefits

Provision has been made in the balance sheet for benefits accruing to employees in relation to annual leave, long service leave, workers compensation and vested sick leave. No provision is made for non-vesting sick leave as the anticipated pattern of future sick leave taken indicates that accumulated non-vesting sick leave will never be paid.

Superannuation is included in the determination of provisions. Vested sick leave and annual leave are measured at the amounts expected to be paid when the liabilities are settled.

The long service leave provision is measured at the present value of estimated future cash flows, discounted by the interest rate applicable to Commonwealth Government securities maturing in the period the liability is expected to fall due. Consideration is given to expected future wage and salary levels, experience of employee departures and periods of service.

Retirement benefits

Contributory superannuation and pension plans exist to provide benefits for the consolidated entity's employees and their dependants on retirement, disability or death. The plans are accumulation plans. The employee sponsors contribute to the plans at varying rates of contribution depending on the employee classification. The contributions made to the funds by Group entities are charged against profits.

Defined benefit superannuation and pension plans are operated in Germany and India only. Where material to the group, a liability or asset in respect of these plans is recognised on the balance sheet, and is measured as the present value of the defined benefit obligation at the reporting date plus unrecognised actuarial gains (less unrecognised actuarial losses) less the fair value of the superannuation fund's assets at that date and any unrecognised past service cost.

Executive share and performance right schemes

Certain employees are entitled to participate in share and performance rights schemes.

The market value of shares issued to employees for no cash consideration issued under the employee and executive share schemes is recognised as a personnel expense over the vesting period with a corresponding increase in share based payments reserve.

The fair value of performance rights issued under the Computershare Deferred Long Term Incentive Plan are recognised as a personnel expense over the vesting period with a corresponding increase in share based payments reserve.

The fair value of performance rights granted is determined using a pricing model that takes into account factors that include the exercise price, the term of the performance right, the vesting and performance criteria, the share price at grant date and the expected price volatility of the underlying share. The fair value calculation excludes the impact of any non market vesting conditions. Non market vesting conditions are included in assumptions about the number of performance rights that are expected to become exercisable. At each balance date, the entity revises its estimate of the number of performance rights that are expected to become exercisable. The personnel expense recognised each period takes into account the most recent estimate.

Where shares are procured by the Group with cash to satisfy obligations for vested employee entitlements, under these plans, a reduction in the share capital is shown.

Shares issued under employee and executive share plans are held in trust until vesting date. Unvested shares held by the trust are consolidated into the group financial statements.

Termination benefits

Liabilities for termination benefits, not in connection with the acquisition of an entity or operation are recognised when a detailed plan for the terminations has been developed and a valid expectation has been raised in those employees affected that the terminations will be carried out. The liabilities for termination benefits are recognised in other payables unless the amount or timing of the payments is uncertain, in which case they are recognised as provisions.

Liabilities for termination benefits relating to an acquired entity or operation that arise as a consequence of an acquisition are recognised as at the date of acquisition if, at or before the acquisition date, the acquiree had an existing liability for restructuring.

Notes to the Financial Statements

Non-current assets (or disposal groups) held for sale

Non-current assets and liabilities (or disposal groups) classified as held for sale are presented separately from other assets and liabilities in the balance sheet. They are stated at the lower of their carrying amount and fair value less costs to sell if their carrying amount will be recovered principally through a sale transaction rather than through continuing use.

An impairment loss is recognised for any initial or subsequent write down of the asset (or disposal group) to fair value less costs to sell. Non-current assets are not depreciated or amortised while they are classified as held for sale. Interest and other expenses attributable to the liabilities of a disposal group classified as held for sale continue to be recognised.

Share capital

Ordinary share capital bears no special terms or conditions affecting income or capital entitlements of the shareholders and is classified as equity. Costs directly attributable to the issue of new shares are shown in equity as a deduction, net of tax, from the proceeds.

Investments and other financial assets

The Group classifies its investments and other financial instruments in the following categories: financial assets at fair value through profit or loss, loans and receivables and available for sale assets. The classification depends on the purpose for which the investments were acquired. Management determines the classification of its investments at initial recognition and re-evaluates this designation at each reporting date.

i. Financial assets at fair value through profit or loss

This category has two sub categories: financial assets held for trading and those designated at fair value through profit or loss on initial recognition. A financial asset is classified in this category if acquired principally for the purpose of selling in the short term or if so designated by management.

ii. Loans and receivables

Loans and receivables are non derivative financial assets with fixed or determinable payments that are not quoted in an active market. They are included in current assets, except for those with maturities greater than 12 months after the balance sheet date which are classified as non-current assets. Loans and receivables are included within receivables in the balance sheet.

iii. Available for sale assets

Available for sale financial assets are non-derivatives that are either designated in this category or not classified in any of the other categories. They are included in non-current assets unless management intends to dispose of the investment within 12 months of the balance sheet date.

Initial recognition and subsequent measurement

All financial assets are initially recognised at fair value plus transaction costs. Loans and receivables are subsequently carried at amortised cost using the effective interest method. Subsequently, available for sale financial assets and financial assets at fair value through profit or loss are carried at fair value. Realised and unrealised gains and losses arising from changes in fair value of financial assets at fair value through profit or loss category are included in the income statement in the period in which they arise. Unrealised gains and losses for changes in fair value of available for sale assets are recognised in equity in the available for sale asset reserve. When these assets are sold or impaired, the accumulated fair value adjustments are included in the income statement.

The fair values of quoted investments (classified as available for sale assets or held for trading assets) are based on current bid prices. If the market for a financial asset is not active (and for unlisted securities), the Group establishes the fair value by using accepted valuation techniques.

The Group assesses at each balance date whether there is objective evidence that a financial asset or group of financial assets is impaired.

Borrowings

Borrowings are initially recognised at fair value. Borrowings are subsequently measured at amortised cost. Any difference between the proceeds and the redemption amount is recognised in the income statement over the period of the borrowing using the effective interest method. Borrowings are classified as current liabilities unless the Group has a legal right to defer settlement of the liability for at least 12 months after the balance sheet date.

Derivative Instruments

The Group uses derivative financial instruments to manage specifically identified interest rate and foreign currency risks. Derivatives are initially recognised at fair value on the date a derivative contract is entered into and are subsequently re-measured to their fair value. The method of recognising the resulting gain or loss depends on whether the derivative is designated as a hedging instrument, and if so, the nature of the item being hedged. The Group designates certain financial instruments, including derivatives, as either; (1) hedges of net investments of a foreign operation; (2) hedges of firm commitments (cash flow hedges); or (3) fair value hedges.

Hedging

The Group documents at the inception of the transaction the relationship between hedging instruments and hedged items, as well as its risk management objective and strategy for undertaking various hedge transactions. The Group also documents its assessment, both at hedge inception and on an ongoing basis, of whether the derivatives that are used in hedging transactions have been and will continue to be highly effective in offsetting changes in fair values or cash flows of hedged items.

i. Hedge of net investment

Changes in the fair value of foreign currency debt balances that are designated and qualify as hedging instruments are recorded in equity in the foreign currency translation reserve. The change in value of the net investment is recorded in the foreign currency translation reserve in accordance with AASB 121 requirements. The gain or loss relating to the ineffective portion is recognised immediately in the income statement.

ii. Cash flow hedge

The Group uses interest rate derivatives to manage interest rate exposure. These derivatives are entered into as part of a hedging relationship.

The effective portion of changes in the fair value of derivatives that are designated and qualify as cash flow hedges is recognised in equity in the cash flow hedge reserve. The gain or loss relating to the ineffective portion is recognised immediately in the income statement.

Amounts accumulated in equity are recycled in the income statement in the periods when the hedged item will affect profit or loss (for instance when the future cash flows that are hedged take place).

When a hedging instrument expires or is sold or terminated, or when a hedge no longer meets the criteria for hedge accounting, any cumulative gain or loss existing in equity at that time remains in equity and is recognised when the forecast transaction is ultimately recognised in the income statement.

iii. Fair value hedge

The Group uses interest rate derivatives to manage the fixed interest exposure that arises as a result of notes issued as part of the US Senior Notes. Changes in the fair value of these derivatives are recorded in the income statement, together with any changes in the fair value of the hedged liabilities that are attributable to the hedged risk.

iv. Derivatives that do not qualify for hedge accounting

Certain forward exchange contracts and foreign currency options do not qualify for hedge accounting. Changes in the fair value of any derivative instrument that does not qualify for hedge accounting are recognised immediately in the income statement.

Fair value estimation

The fair value of financial assets and financial liabilities must be estimated for recognition and measurement or for disclosure purposes.

The fair market value of financial instruments traded in active markets (such as available for sale securities) is on quoted market prices at the balance sheet date. The quoted market price used for financial assets held by the Group is the current bid price.

The fair value of financial instruments that are not traded in an active market is determined using valuation techniques. The Group uses a variety of methods and makes assumptions that are based on market conditions existing at each balance date. Valuation techniques, such as estimated discounted cash flows, are used to determine the fair value of the remaining financial instruments.

New accounting standards and interpretations

Certain new accounting standards and interpretations have been published that are not mandatory for 30 June 2008 reporting periods. The Group's assessment of the impact of these new standards and interpretations is below.

AASB 8 Operating Segments and AASB 2007-3 Amendments to Australian Accounting Standards arising from AASB 8

AASB 8 and AASB 2007-3 are effective for annual reporting periods commencing on or after 1 January 2009. AASB 8 will result in a significant change in the approach to segment reporting, as it requires adoption of a "management approach" to reporting on the financial performance. The information being reported will be based on what the key decision-makers use internally for evaluating segment performance and deciding how to allocate resources to operating segments. The Group has not yet decided when to adopt AASB 8. Application of AASB 8 may result in different segments, segment results and different type of information being reported in the segment note of the financial report. However, it will not affect any of the amounts recognised in the financial statements.

Notes to the Financial Statements

Revised AASB 101 Presentation of Financial Statements and AASB 2007-8 Amendments to Australian Accounting Standards arising from AASB 101

The revised AASB 101 that was issued in September 2007 is applicable for annual reporting periods beginning on or after 1 January 2009. It requires the presentation of a statement of comprehensive income and makes changes to the statement of changes in equity but will not affect any of the amounts recognised in the financial statements. If an entity has made a prior period adjustment or a reclassification of items in the financial statements, it will also need to disclose a third balance sheet (statement of financial position), this one being as at the beginning of the comparative period.

AASB 2008-1 Amendments to Australian Accounting Standard - Share-based Payments: Vesting Conditions and Cancellations

AASB 2008-1 was issued in February 2008 and will become applicable for annual reporting periods beginning on or after 1 January 2009. The revised standard clarifies that vesting conditions are service conditions and performance conditions only and that other features of a share-based payment are not vesting conditions. It also specifies that all cancellations, whether by the entity or by other parties, should receive the same accounting treatment. The Group will apply the revised standard from 1 July 2009, but it is not expected to affect the accounting for the Group's share-based payments.

Revised AASB 3 Business Combinations, AASB 127 Consolidated and Separate Financial Statements and AASB 2008-3 Amendments to Australian Accounting Standards arising from AASB 3 and AASB 127

Revised accounting standards for business combinations and consolidated financial statements were issued in March 2008 and are operative for annual reporting periods beginning on or after 1 July 2009, but may be applied earlier. The Group has not yet decided when it will apply the revised standards. However, the new rules generally apply only prospectively to transactions that occur after the application date of the standard. Their impact will therefore depend on whether the Group will enter into any business combinations or other transactions that affect the level of ownership held in the controlled entities in the year of initial application.

AASB 2008-7 Amendments to Australian Accounting Standards - Cost of an Investment in a Subsidiary, Jointly Controlled Entity or Associate

In July 2008 the AASB approved amendments to AASB 1 First-time Adoption of International Financial Reporting Standards and AASB 127 Consolidated and Separate Financial Statements. The new rules will apply to financial reporting periods commencing on or after 1 January 2009. The Group will apply the revised rules prospectively from 1 July 2009. After that date, all dividends received from investments in subsidiaries, jointly controlled entities or associates will be recognised as revenue, even if they are paid out of pre-acquisition profits, but the investments may need to be tested for impairment as a result of the dividend payment. Furthermore, when a new intermediate parent entity is created in internal reorganisations it will measure its investment in subsidiaries at the carrying amounts of the net assets of the subsidiary rather than the subsidiary's fair value.

Improvements to Australian Accounting Standards: AASB 2008-5 and AASB 2008-6

In July 2008, the AASB issued a number of improvements to existing Australian Accounting Standards. The amendments will generally apply to financial reporting periods commencing on or after 1 January 2009, except for some changes to AASB 5 Non-current Assets Held for Sale and Discontinued Operations regarding the sale of the controlling interest in a subsidiary which will apply from 1 July 2009. The Group will apply the revised standards from 1 July 2009. The Group does not expect that any adjustments will be necessary as the result of applying the revised rules.

IFRIC Interpretation 16 Hedges of a Net Investment in a Foreign Operation

IFRIC Interpretation 16 was issued in July 2008 and applies to reporting periods commencing on or after 1 October 2008. The interpretation clarifies which foreign currency risks qualify as hedged risk in the hedge of a net investment in a foreign operation and that hedging instruments may be held by any entity or entities within the group. It also provides guidance on how an entity should determine the amounts to be reclassified from equity to profit or loss for both the hedging instrument and the hedged item. The Group will apply the interpretation prospectively from 1 July 2009. There will be no changes to the accounting for the existing hedge of the net investment.

AASB 2008-8 Amendment to Australian Accounting Standards - Eligible Hedged Item

In August 2008 the AASB approved an amendment to AASB 139 Financial Instruments: Recognition and Measurement. It is effective for accounting periods beginning on or after 1 July 2009 and must be applied retrospectively in accordance with AASB 108 Accounting Policies, Changes in Accounting Estimates and Errors. The Group will apply the amended standard from 1 July 2009 and has reviewed its hedging transactions and determined that there will be no impact on the financial report when the standard is first applied.

	Consolidated		Parent Entity	
	2008	2007	2008	2007
	\$000	\$000	\$000	\$000
2. REVENUE AND EXPENSES FROM CONTINUING OPERATIONS				
(a) Revenues				
Sales revenue				
Rendering of services	1,563,971	1,404,197	-	-
Other revenue				
Dividends received from:				
> other persons	314	92	1	9
> subsidiaries	-	-	175,246	49,042
Interest received from:				
> other persons	7,286	8,400	1,101	1,188
> subsidiaries	-	-	380	1,847
Other fees received from subsidiaries	-	-	95,078	73,963
Total other revenue	7,600	8,492	271,806	126,049
Total revenue from continuing operations (excluding share of net profits of associates and joint ventures accounted for using the equity method)	1,571,571	1,412,689	271,806	126,049
(b) Expenses				
Depreciation and amortisation				
Depreciation of property, plant and equipment	28,560	22,803	494	479
Amortisation of:				
> Leased assets	-	203	-	-
> Leasehold improvements	4,513	3,155	-	-
> Intangible assets	6,595	5,811	-	-
> Other	7	50	-	-
Total depreciation and amortisation	39,675	32,022	494	479
Finance costs				
Interest paid:				
> to other persons	40,259	30,800	-	-
> to subsidiaries	-	-	5,254	2,983
Loan facility fees	1,271	294	-	-
Total finance costs	41,530	31,094	5,254	2,983
Other operating expense items				
Operating lease rentals	52,629	39,512	-	6
Technology spending - research and development	64,789	43,296	-	-
Employee entitlements expense	601,527	540,671	9,262	9,948
Net charge to provision for doubtful trade debts	3,314	1,513	-	-

	Consolidated		Parent Entity	
	2008	2007	2008	2007
	\$000	\$000	\$000	\$000
5. INCOME TAX				
a) Income tax expense				
Current tax expense	78,360	74,101	26,208	20,625
Deferred tax expense	27,770	8,597	(2,268)	(101)
(Under/ (over) provided in prior years)	(4,572)	917	-	(125)
Total income tax expense	101,558	83,615	23,940	20,399
Deferred income tax (revenue)/ expense included in income tax expense comprises:				
Decrease/ (increase) in deferred tax assets (note 17)	(20,875)	7,937	(3,711)	(533)
(Decrease)/ increase in deferred tax liabilities (note 22)	48,645	660	1,443	432
	27,770	8,597	(2,268)	(101)
b) Numerical reconciliation of income tax expense to prima facie tax payable				
Profit before income tax expense	390,684	323,492	260,283	113,740
The tax expense for the financial year differs from the amount calculated on the profit. The differences are reconciled as follows:				
Prima facie income tax expense thereon at 30%	117,205	97,048	78,085	34,122
Tax effect of permanent differences:				
Non deductible expenses (including depreciation and amortisation)	1,412	1,465	-	203
Research and development allowance	(2,199)	(1,219)	-	-
Tax losses utilised not previously brought to account	-	(6,993)	-	-
Benefit of tax losses not booked	796	-	-	-
Non deductible Share based payments	550	1,808	58	1,133
Finance costs	-	(3,453)	-	-
Rebatable/non-assessable dividend	-	-	(52,574)	(14,713)
Other deductible items	(11,503)	(9,357)	-	-
Non assessable accounting profit on the sale of assets	(774)	(2,573)	(99)	46
Other	(2,921)	(517)	(1,530)	(267)
Differential in overseas tax rates	5,054	6,865	-	-
Prior year tax (over)/under provided	(4,572)	917	-	(125)
Restatement of deferred tax balances due to income tax rate changes	(1,490)	(376)	-	-
Income tax expense (benefit)	101,558	83,615	23,940	20,399
c) Amounts recognised directly in equity				
Net deferred tax - debited/(credited) directly to equity (note 17 and note 22)	650	(1,135)	-	32
d) Unrecognised tax losses				
As at 30 June 2008 companies within the consolidated entity had estimated unconfirmed gross tax losses (including capital losses) of \$45,916,998 (2007: \$44,229,974) available to offset against future years' taxable income. The benefit of these losses has not been brought to account as realisation is not probable. The parent company had estimated unconfirmed gross income tax losses (including capital losses) of \$nil (2007: \$nil).				
e) Tax consolidation legislation				
Computershare Limited and its wholly-owned Australian entities implemented the tax consolidation regime with effect from 1 July 2002. The Australian Taxation Office has been formally notified of this decision.				
The relevant entities have also entered into a tax sharing deed, which includes tax funding arrangements. As a consequence, Computershare Limited, as the head entity in the tax consolidation Group, has recognised the current tax liability relating to transactions, events and balances of the wholly owned Australian subsidiaries in this Group in the financial statements as if that liability was its own, in addition to recognising the current tax liability arising in relation to its own transactions, events and balances. Amounts receivable or payable under the tax sharing deed are recognised separately as tax related intercompany payables or receivables. The parent entity and the other relevant entities continue to account for their own deferred tax amounts.				

Notes to the Financial Statements

	Consolidated		Parent Entity	
	2008	2007	2008	2007
	\$000	\$000	\$000	\$000

6. RETAINED PROFITS AND DIVIDENDS

Retained profits

Retained profits at the beginning of the financial year	414,658	251,125	62,523	39,434
Ordinary dividends provided for or paid	(95,835)	(70,252)	(95,835)	(70,252)
Net profit/(loss) attributable to members of Computershare Limited	281,971	233,785	236,342	93,341
Retained profits at the end of the financial year	600,794	414,658	203,030	62,523

Dividends

Ordinary

Dividends paid during the financial year in respect of the previous year, AU 9 cents per share (2007 - AU 7 cents) unfranked	46,163	32,787	46,163	32,787
Dividends paid in respect of the current financial year June 2008, AU 10 cents per share, unfranked (June 2007, AU 8 cents per share unfranked)	49,672	37,465	49,672	37,465

The directors have determined that a final dividend of AU 11.0 cents per share franked to 30% in respect of the year ended 30 June 2008 is to be paid on 19 September 2008. As the dividend was not declared until 13 August 2008 a provision has not been recognised as at 30 June 2008.

	Consolidated		Parent Entity	
	2008	2007	2008	2007
	\$000	\$000	\$000	\$000

Dividend franking account

Franking credits available for subsequent financial years based on a tax rate of 30%	32,993	12,017	32,993	12,017
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The above amounts represent the balance of the franking account on a tax paid basis.

	Calculation of Basic EPS \$000	Calculation of Diluted EPS \$000	Calculation of Management Basic EPS \$000	Calculation of Management Diluted EPS \$000
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7. EARNINGS PER SHARE

Year end 30 June 2008

Earnings per share (cents per share)	50.12 cents	49.89 cents	51.61 cents	51.38 cents
Net profit	289,126	289,126	289,126	289,126
Minority interest (profit)/loss	(7,155)	(7,155)	(7,155)	(7,155)
Exclusion of significant items (note 4)	-	-	8,418	8,418
Net profit	281,971	281,971	290,389	290,389

Weighted average number of ordinary shares used as denominator in calculating basic earnings per share	562,627,768		562,627,768	
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Weighted average number of ordinary and potential ordinary shares used as denominator in calculating diluted earnings per share		565,136,648		565,136,648
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Year end 30 June 2007

Earnings per share (cents per share)	39.08 cents	39.00 cents	36.68 cents	36.61 cents
Net profit	239,877	239,877	239,877	239,877
Minority interest (profit)/loss	(6,092)	(6,092)	(6,092)	(6,092)
Exclusion of significant items (note 4)	-	-	(14,358)	(14,358)
Net profit	233,785	233,785	219,427	219,427

Weighted average number of ordinary shares used as denominator in calculating basic earnings per share	598,195,249		598,195,249	
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Weighted average number of ordinary and potential ordinary shares used as denominator in calculating diluted earnings per share		599,438,179		599,438,179
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Reconciliation of weighted average number of shares used as the denominator:

	Consolidated	
	2008 Number	2007 Number
Weighted average number of ordinary shares used as the denominator in calculating basic earnings per share	562,627,768	598,195,249
Adjustments for calculation of diluted earnings per share:		
Options (refer note 28 for options on issue)	5,479	-
Equity related contingent consideration	3,401	3,204
Performance rights ¹	2,500,000	1,239,726
Weighted average number of ordinary shares and potential ordinary shares used as the denominator in calculating diluted earnings per share	565,136,648	599,438,179

¹ Performance rights issued during 2005 were considered to be dilutive as at 30 June 2008. They were included as dilutive from 1 January 2007. Performance rights issued during 2006 were not dilutive as at 30 June 2008 and were therefore not included in the calculation of diluted EPS.

	Consolidated		Parent Entity	
	2008 \$000	2007 \$000	2008 \$000	2007 \$000

8. RECEIVABLES

Current

Trade receivables	212,329	167,528	-	-
Trade receivables - intercompany	-	-	33,737	29,571
Total trade receivables	212,329	167,528	33,737	29,571
Less: Provision for doubtful debts	(9,126)	(5,992)	-	-
Trade receivables, net	203,203	161,536	33,737	29,571
Accrued revenue	43,862	39,828	-	-
Other non-trade amounts	23,509	14,541	177	89
Interest receivable	9,083	9,809	-	-
	279,657	225,714	33,914	29,660

Non-Current

Non-trade amounts owing - intercompany	-	-	249,626	65,694
Foreign tax credits	2,854	6,430	(33)	4,207
Other	5,228	2,442	-	-
	8,082	8,872	249,593	69,901

Bad and doubtful trade receivables

Trade receivables are considered impaired where there is objective evidence that the Group will not be able to collect all amounts due according to the original trade and other receivable terms. Terms of trade in relation to credit sales are on a weighted average of 30 days from the date of invoice. Factors considered when determining if impairment exists include aging and timing of expected receipts and the credit worthiness of counterparties. The Group operates in a number of diverse markets and accordingly the terms of trade and review process vary by country and business.

The Group has recognised a loss of \$1,022,056 (2007: \$2,956,128) in respect of bad trade receivables during the year ended 30 June 2008. There were no bad and doubtful trade receivables for the parent in 2008 or 2007. The loss has been included in the direct and technology services expense lines in the income statement.

As at 30 June, the analysis of trade receivables for the consolidated entity that were past due but not impaired is as follows:

	Past due but not impaired					Total \$000
	Neither past due nor impaired \$000	Less than 30 days overdue \$000	More than 30 days but less than 90 days overdue \$000	More than 90 days overdue \$000		
	2008	98,662	69,949	28,693	5,899	
2007	110,145	31,545	17,851	1,995	161,536	

All other receivables (including amounts due from subsidiaries to the Parent entity) do not contain impaired assets and are not past due.

Notes to the Financial Statements

	Consolidated		Parent Entity	
	2008	2007	2008	2007
	\$000	\$000	\$000	\$000

9. AVAILABLE FOR SALE FINANCIAL ASSETS AT FAIR VALUE

Current

Listed equity securities	1,430	1,294	-	-
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Non-Current

Listed equity securities	5,518	4,618	37	2,511
Unlisted equity securities	1,673	568	-	-
	7,191	5,186	37	2,511

10. OTHER FINANCIAL ASSETS

Current

Broker client deposits (a) (note 20)	29,044	25,768	-	-
Other client liabilities (note 20)	200	-	-	-
Other	1,657	-	-	-
	30,901	25,768	-	-

(a) An overseas entity is a licensed deposit taker. As at year end this subsidiary has accepted deposits in its own name, and recorded these funds as other financial assets together with a corresponding liability. The deposits are insured through a local regulatory authority.

	Consolidated		Parent Entity	
	2008	2007	2008	2007
	\$000	\$000	\$000	\$000

11. INVENTORIES

Raw materials and stores, at cost	4,846	4,331	-	-
Work in progress, at cost	6,907	4,205	-	-
	11,753	8,536	-	-

12. OTHER CURRENT ASSETS

Current

Prepayments	19,697	17,183	1,099	233
Other	-	3,235	-	-
	19,697	20,418	1,099	233

13. FINANCIAL ASSETS HELD FOR TRADING

Current

Financial assets held for trading	29,107	-	-	-
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14. INVESTMENTS ACCOUNTED FOR USING THE EQUITY METHOD

Non-Current

Shares in associates (note 40)	9,341	15,197	-	-
Interest in joint venture partnerships (note 41)	1,737	904	1,737	904
	11,078	16,101	1,737	904

15. UNLISTED INVESTMENTS AT COST

Non-Current

Unlisted shares in subsidiaries	-	-	869,042	630,981
Share based payments to subsidiaries	-	-	33,430	23,093
	-	-	902,472	654,074

Consolidated	Land at cost \$000	Building, freehold at cost \$000	Buildings, leasehold at cost \$000	Plant and Equipment \$000	Fixtures and Fittings \$000	Motor Vehicles \$000	Leased plant and equipment \$000	Leasehold improvements at cost \$000	Total \$000
16. PROPERTY, PLANT AND EQUIPMENT									
At 1 July 2006									
Cost	365	838	6,242	163,113	37,703	793	3,611	29,765	242,430
Accumulated depreciation	-	-	(3,126)	(123,950)	(26,644)	(472)	(3,213)	(10,704)	(168,109)
Net book amount	365	838	3,116	39,163	11,059	321	398	19,061	74,321
Opening net book amount	365	838	3,116	39,163	11,059	321	398	19,061	74,321
Acquisition through subsidiaries and businesses acquired	-	-	120	525	33	23	-	28	729
Additions	-	-	96	19,086	1,210	106	-	5,011	25,509
Disposals	-	-	-	(593)	(47)	(10)	-	(56)	(706)
Depreciation charge	-	-	(650)	(18,211)	(3,282)	(137)	(248)	(3,326)	(25,854)
Currency translation differences	22	57	270	3,329	830	25	20	516	5,069
Transfers other	(205)	562	(550)	(313)	358	(6)	502	96	444
Closing net book amount	182	1,457	2,402	42,986	10,161	322	672	21,330	79,512
Cost	182	1,457	6,304	191,850	41,497	1,029	9,334	36,167	287,820
Accumulated depreciation	-	-	(3,902)	(148,864)	(31,336)	(707)	(8,662)	(14,837)	(208,308)
At 30 June 2007	182	1,457	2,402	42,986	10,161	322	672	21,330	79,512
At 1 July 2007									
Opening net book amount	182	1,457	2,402	42,986	10,161	322	672	21,330	79,512
Acquisition through subsidiaries and businesses acquired	-	-	-	5,563	779	79	6,572	69	13,062
Additions	-	-	28	35,520	2,168	219	-	4,714	42,649
Disposals	-	(125)	-	(1,831)	(21)	(25)	-	(84)	(2,086)
Depreciation charge	-	(94)	(550)	(23,547)	(3,435)	(166)	(372)	(4,728)	(32,892)
Currency translation differences	32	162	16	2,828	737	20	517	281	4,593
Transfers Other	-	(400)	248	1,484	114	6	(531)	1,634	2,555
Closing net book amount	214	1,000	2,144	63,003	10,503	455	6,858	23,216	107,393
Cost	214	1,535	5,515	240,735	46,913	1,305	15,771	39,900	351,888
Accumulated depreciation	-	(535)	(3,371)	(177,732)	(36,410)	(850)	(8,913)	(16,684)	(244,495)
At 30 June 2008	214	1,000	2,144	63,003	10,503	455	6,858	23,216	107,393

Notes to the Financial Statements

Parent entity	Building, freehold and leasehold at cost \$000	Plant and Equipment \$000	Fixtures and Fittings \$000	Motor Vehicles \$000	Total \$000
At 1 July 2006					
Cost	115	1,578	2	55	1,750
Accumulated depreciation	(4)	(529)	(1)	(44)	(578)
Net book amount	111	1,049	1	11	1,172
Opening net book amount	111	1,049	1	11	1,172
Additions	-	-	4	-	4
Depreciation charge	(3)	(473)	-	(3)	(479)
Currency translation differences	15	114	-	2	131
Closing net book amount	123	690	5	10	828
Cost	131	1,807	6	63	2,007
Accumulated depreciation	(8)	(1,117)	(1)	(53)	(1,179)
At 30 June 2007	123	690	5	10	828
At 1 July 2007					
Opening net book amount	123	690	5	10	828
Additions	-	95	-	-	95
Disposals	(144)	-	-	-	(144)
Depreciation charge	(1)	(526)	(1)	(4)	(532)
Currency translation differences	27	94	1	2	124
Closing net book amount	5	353	5	8	371
Cost	5	2,146	8	72	2,231
Accumulated depreciation	-	(1,793)	(3)	(64)	(1,860)
At 30 June 2008	5	353	5	8	371

	Consolidated		Parent Entity	
	2008	2007	2008	2007
	\$000	\$000	\$000	\$000

17. TAX ASSETS

Current tax assets

Refunds receivable	18,974	360	-	-
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Deferred tax assets

Attributable to carry forward tax losses	18,908	17,004	-	-
Attributable to temporary differences	66,534	39,752	3,350	978
	85,442	56,756	3,350	978

The deferred tax assets attributable to temporary differences predominantly relate to restructuring provisions, future services provisions, other provisions and other payables.

Movements during the year:

Opening balance at 1 July	56,756	60,077	978	789
Currency translation difference	2,363	3,713	104	120
Credited/(charged) to the income statement (note 5)	20,875	(7,937)	3,711	533
Credited/(charged) to equity	(967)	903	-	(32)
Set off of deferred tax liabilities	-	-	(1,443)	(432)
Acquisition of subsidiary	6,415	-	-	-
Closing balance at 30 June	85,442	56,756	3,350	978

	Consolidated		Parent Entity	
	2008 \$000	2007 \$000	2008 \$000	2007 \$000
18. DERIVATIVE FINANCIAL INSTRUMENTS				
Derivative assets				
Current	375	-	-	-
Non-Current	21,075	1,719	-	-
	21,450	1,719	-	-
Derivative assets - Current and Non-Current				
Fair values of interest rate derivatives designated as cash flow hedges (a)	20,316	1,719	-	-
Fair values of interest rate derivatives designated as fair value hedges (b)	1,134	-	-	-
Total derivative assets	21,450	1,719	-	-
Derivative liabilities				
Current	609	1,364	-	-
Non-Current	2,864	25,317	-	-
	3,473	26,681	-	-
Derivative liabilities - Current and Non-Current				
Fair values of interest rate derivatives designated as cash flow hedges (a)	2,946	9,043	-	-
Fair values of interest rate derivatives designated as fair value hedges (b)	-	16,499	-	-
Fair values of interest rate derivatives for which hedge accounting has not been applied	523	1,036	-	-
Fair Value of foreign currency contracts for which hedge accounting has not been applied	4	103	-	-
Total derivative liabilities	3,473	26,681	-	-

(a) The gain or loss from remeasuring the designated cash flow hedging instruments at fair value is deferred in equity in the cash flow hedge reserve (note 27), to the extent that the hedge is effective, and reclassified into profit and loss when the hedged interest income is recognised. The ineffective portion is recognised in the income statement immediately. In the year ended 30 June 2008 a profit before tax of \$309,509 was transferred to the income statement (30 June 2007: loss before tax of \$254,962).

(b) The gain or loss from remeasuring the designated fair value hedging instruments at fair value is recognised immediately in the income statement. Refer to note 21(b) for further disclosure on the interest rate derivatives designated as fair value hedges.

The following table summarises by currency the United States dollar value of forward and spot foreign exchange agreements. Foreign currency amounts are translated at rates current at the reporting date. The 'buy' amounts represent the United States dollar equivalent of commitments to purchase foreign currencies, and the 'sell' amount represents the United States dollar equivalent of commitments to sell foreign currencies. No hedge accounting is applied to these agreements.

	2008	2007	Average Exchange Rate	
	\$000	\$000	2008	2007
Buy AU dollars, Sell Canadian dollars - 3 months or less	-	11,327	-	0.9060
Buy AU dollars, Sell Japanese yen - 3 months or less	480	-	102.55	-
Sell AU dollars, Buy Canadian dollars - 3 months or less	7	-	0.9720	-
Sell AU dollars, Buy Euro - 3 months or less	79	-	0.6120	-
Sell AU dollars, Buy South African rand - 3 months or less	3	7	7.5467	5.9840
Sell AU dollars, Buy UK pounds - 3 months or less	60	-	0.4816	-
Sell AU dollars, Buy US dollars - 3 months or less	100	-	0.9585	-

Notes to the Financial Statements

Consolidated	Goodwill	Customer contracts and relationships	Other	Total
	\$000	\$000	\$000	\$000
19. INTANGIBLE ASSETS				
At 1 July 2006				
Cost	1,102,315	5,712	8,618	1,116,645
Accumulated amortisation	-	(2,080)	(3,255)	(5,335)
Net book amount	1,102,315	3,632	5,363	1,111,310
Year ended 30 June 2007				
Opening net book amount	1,102,315	3,632	5,363	1,111,310
Additions	17,946	8,122	11	26,079
Acquisitions of subsidiaries	34,716	-	-	34,716
Other reclassification	(30,500)	14,756	10,929	(4,815)
Amortisation charge*	-	(3,781)	(2,080)	(5,861)
Currency translation difference	33,921	2,336	(341)	35,916
Closing net book amount	1,158,398	25,065	13,882	1,197,345
At 30 June 2007				
Cost	1,158,398	31,130	18,504	1,208,032
Accumulated amortisation	-	(6,065)	(4,622)	(10,687)
Net book amount	1,158,398	25,065	13,882	1,197,345
At 1 July 2007				
Opening net book amount	1,158,398	25,065	13,882	1,197,345
Additions	13,396	1,775	-	15,171
Acquisitions of subsidiaries**	219,237	387	18,025	237,649
Other reclassification	(5,525)	4,623	1,786	884
Amortisation charge*	-	(4,009)	(2,592)	(6,601)
Currency translation difference	34,681	1,380	48	36,109
Closing net book amount	1,420,187	29,221	31,149	1,480,557
At 30 June 2008				
Cost	1,420,187	39,851	96,552	1,556,590
Accumulated amortisation	-	(10,630)	(65,403)	(76,033)
Net book amount	1,420,187	29,221	31,149	1,480,557

* The amortisation charge is included within direct services expense in the income statement.

** The acquired goodwill can be attributable to the expected future cashflows of the business associated with the collective experience of management and staff, including ongoing customer relationships, and synergies expected to be achieved as a result of the full integration into the Computershare Group.

The parent entity has no intangible assets.

No impairment losses have been recognised during the current period (2007: Nil).

Where acquisitions have been made during the period, the company has 12 months from acquisition date in which to finalise the necessary accounting, including the calculation of goodwill. Until the expiry of the 12 month period provisional amounts have been included in the consolidated results.

In accordance with accounting policy the acquisition accounting for U.S Stock Transfer Agent Corporation, Permail Pty Ltd, PortfolioServer, Datacare Software Group Limited, and UMB Bank business combinations has been finalised, with the recognition of intangible assets separate from goodwill of US\$6.6 million.

Acquisition accounting requires that management makes estimates around the valuation of certain non monetary assets and liabilities within the acquired entities. The estimates have particular impact in terms of the valuation of provisions, tax related balances and the recognition of contingent liabilities. To the extent that these items are subject to determination during the initial 12 months after acquisition the variation to estimated value will be adjusted through goodwill. To the extent that determination occurs after 12 months any variation will impact the income statement in the relevant period.

Impairment tests for goodwill

Goodwill is allocated to the Group's cash generating units (CGUs) as follows:

	2008	2007
	\$000	\$000
CGU		
Asia Pacific	304,195	169,452
EMEA	191,480	112,881
North America	924,512	876,065
	1,420,187	1,158,398

The recoverable amount of goodwill is determined based on a value in use calculation for each CGU to which goodwill has been allocated. The value in use calculation uses the discounted cash flow methodology for each CGU, based upon five years of pre tax cash flows, plus a terminal value.

(a) Key assumptions used for value in use calculations

Management have reviewed and changed the key assumptions used in the value in use calculations against current market conditions.

The following describes each key assumption on which management has based its value in use calculations for each CGU.

- Five year pre tax cash flow projections, based upon management approved budgets covering a one year period, with the subsequent periods based upon management expectations of growth excluding the impact of possible future acquisitions, business improvement capital expenditure and restructuring.
- Earnings growth rates applied beyond the initial five year period are as follows for each CGU in 2008; Asia Pacific 2% (1% in 2007), EMEA 2% (1% in 2007) and North America 3% (2% in 2007).
- The discount factor used was 12.32% in 2008 and 15.7% in 2007.

(b) Impact of possible changes in key assumptions

Management has considered changes in key assumptions that they believe to be reasonably possible. In all instances considered, the recoverable amount of the CGU's goodwill significantly exceeded its carrying amount.

	Consolidated		Parent Entity	
	2008	2007	2008	2007
	\$000	\$000	\$000	\$000
20. PAYABLES				
Current				
Trade payables - unsecured	25,770	21,851	-	-
Trade payables - intercompany	-	-	1,064	9,468
GST/VAT payable	15,683	14,570	-	-
Employee entitlements (note 28)	14,508	12,406	283	242
Broker client deposits (note 10)	29,044	25,768	-	-
Other client liabilities (note 10)	200	-	-	-
Other creditors and accruals	202,395	165,057	1,660	1,259
Other payables	20,441	20,758	7,545	4,411
	308,041	260,410	10,552	15,380
Non-Current				
Loans from subsidiaries - unsecured	-	-	707,431	144,316
Other payables	1,754	5,476	-	-
	1,754	5,476	707,431	144,316

Notes to the Financial Statements

	Consolidated		Parent Entity	
	2008	2007	2008	2007
	\$000	\$000	\$000	\$000
21. INTEREST BEARING LIABILITIES				
Current				
Bank loans	-	35	-	-
Revolving multi-currency facility (a)	25,000	-	-	-
Lease Liability - secured (c)	4,804	1,116	-	-
	29,804	1,151	-	-
Non-Current				
Bank loans (d)	6,196	-	-	-
Revolving multi-currency facility (a)	544,277	129,565	-	-
USD Senior Notes (b)	319,622	302,012	-	-
Loans from subsidiaries - unsecured	-	-	43,437	66,256
Lease liability - secured (c)	11,023	2,371	-	-
	881,118	433,948	43,437	66,256

(a) The consolidated entity maintains two revolving multi-currency facilities which were signed on 4 October 2007 and amended in March 2008. The first revolving multi-currency facility is for US\$200,000,000. This facility was drawn to United States dollar equivalent of \$25,000,000 at 30 June 2008. This facility terminates on 2 October 2008. The second revolving multi-currency facility is US\$550,000,000 and terminates on 4 October 2010. This facility was drawn to United States dollar equivalent of \$544,277,000 at 30 June 2008. These facilities are subject to negative pledge agreements that impose certain covenants upon the consolidated entity.

(b) On 22 March 2005 Computershare US General Partnership, a controlled entity of Computershare Limited, issued 52 notes in the United States. These notes were six, seven, ten and twelve years in length and were issued at fair value, with no premium or discount. Floating interest is paid on the six year note on a quarterly basis. Fixed interest is paid on the seven, ten and twelve year notes on a semi-annual basis. The consolidated entity uses interest rate derivatives to manage the fixed interest exposure that arises as a result of notes issued. The following table provides a reconciliation of the USD Senior Notes.

	Consolidated	
	2008	2007
	\$000	\$000
Net debt reconciliation		
USD Senior Notes at cost	318,500	318,500
Fair value movement of USD Senior Notes	1,122	(16,488)
Total net debt	319,622	302,012
Interest rate derivative (asset)/liability - fair value hedge (note 18)	(1,134)	16,499
Total	318,488	318,511

The gain or loss from remeasuring the hedging instruments (interest rate derivatives) at fair value is recognised immediately in the income statement along with the change in fair value of the underlying hedged item (USD Senior Notes).

The increase in the 2008 financial year in the USD Senior Notes liability reflects the valuation change due to reduced market interest rates at balance date for the term until maturity. This increase is offset by the asset representing the fair value of interest rate derivatives used to effectively convert the USD fixed interest rate notes to floating interest rates. The conversion to floating interest rate using derivatives provides a hedge against the Group's USD margin income exposure to floating interest rates.

(c) The lease liability is secured directly against the assets to which the leases relate.

(d) The bank loans mature on 30 April 2015.

	Consolidated		Parent Entity	
	2008	2007	2008	2007
	\$000	\$000	\$000	\$000
22. TAX LIABILITIES				
Current tax liabilities				
Provision for income tax	48,200	21,307	25,913	11,437
Deferred tax liabilities				
Provision for deferred income tax on temporary differences	68,158	17,921	-	-
The balance of the deferred tax liability predominantly relates to the deductibility of certain amounts for tax purposes, including deductible goodwill amortisation, the benefit of which may reverse on ultimate disposal of the business to which they relate.				
Movements during the year:				
Opening balance at 1 July	17,921	16,649	-	-
Currency translation difference	755	844	-	-
Charged/(credited) to the income statement (note 5)	48,645	660	1,443	432
Charged/(credited) to equity	(317)	(232)	-	-
Set off of deferred tax assets	-	-	(1,443)	(432)
Acquisition of subsidiary	1,154	-	-	-
Closing balance at 30 June	68,158	17,921	-	-
23. PROVISIONS				
Current				
Loss on early termination of lease	-	190	-	-
Future services	6,504	1,588	-	-
Restructuring	18,440	10,862	-	-
Provisions arising from continuing operations	9,837	10,776	-	-
Other	8,694	11,260	-	-
	43,475	34,676	-	-
Non-Current				
Employee entitlements (note 28)	13,387	12,981	492	414
Restructuring	38,244	41,279	-	-
	51,631	54,260	492	414

Movements in each class of current provision during the financial year, other than employee entitlements, are set out below.

	Loss on early termination of lease	Future services	Restructuring	Provisions arising from continuing operations	Other	Total
	\$000	\$000	\$000	\$000	\$000	\$000
Carrying amount at start of year	190	1,588	10,862	10,776	11,260	34,676
Additional provisions recognised through profit and loss	4	5,097	18,166	837	383	24,487
Payments/other sacrifices of economic benefits	(92)	(85)	(9,528)	(349)	(2,735)	(12,789)
Acquisitions of subsidiaries	-	-	-	-	1,800	1,800
Other transfers	(102)	(102)	77	-	42	(85)
Reversals	-	-	(1,366)	(1,427)	(2,229)	(5,022)
Exchange rate impacts on opening balance	-	6	229	-	173	408
Carrying amount at end of year	-	6,504	18,440	9,837	8,694	43,475

The additional restructuring provision predominately relates to QM Technologies acquisition and North America property restructure.

Notes to the Financial Statements

Movements in each class of non-current provision during the financial year, other than employee entitlements, are set out below.

	Restructuring \$000
Carrying amount at start of year	41,279
Additional provisions recognised	4,409
Payments/other sacrifices of economic benefits	(6,288)
Acquisition of subsidiaries	4,101
Other transfers and reversals	(5,257)
Carrying amount at end of year	38,244

	Consolidated		Parent Entity	
	2008	2007	2008	2007
	\$000	\$000	\$000	\$000

24. DEFERRED CONSIDERATION

Current

Deferred settlement on acquisition of entities	6,783	19,643	-	-
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Non-Current

Deferred settlement on acquisition of entities (a)	17,589	19,501	-	-
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25. OTHER LIABILITIES

Non-Current

Lease inducements (b)	7,796	7,567	-	-
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(a) Non-current deferred settlement on acquisition of entities is payable between one to five years.

(b) Lease inducements represent cash payments received as an allowance for leasehold improvements made to the premises. This receipt is being accounted for as a reduction in the rental expenses over the term of the lease.

	Consolidated		Parent Entity	
	2008 \$000	2007 \$000	2008 \$000	2007 \$000
26. CONTRIBUTED EQUITY				
Ordinary shares	31,689	344,541	31,689	344,541
Movements in ordinary shares for the last two years				
Opening balance: 590,859,068 ordinary shares (1 July 2006: 599,216,559)	344,541	418,419	344,541	418,419
<i>Date</i>	<i>Number of shares</i>	<i>Price per share</i>		
As a result of the exercise of employee options:				
July 2006	38,000	\$2.16	-	82
August 2006	10,000	\$1.97	-	20
August 2006	65,000	\$2.16	-	140
September 2006	100,000	\$1.99	-	200
September 2006	10,000	\$2.16	-	22
October 2006	25,000	\$2.16	-	54
December 2006	28,000	\$1.97	-	55
December 2006	171,500	\$2.16	-	371
Purchases under the employee share plan:				
September 2006	-	\$0.00	-	(45)
April 2007	-	\$0.00	-	(516)
August 2007	-	\$0.00	(8,624)	-
September 2007	-	\$0.00	270	-
October 2007	-	\$0.00	(389)	-
November 2007	-	\$0.00	(4)	-
January 2008	-	\$0.00	(1,718)	-
February 2008	-	\$0.00	(11)	-
Issued as part of the consideration paid for acquisitions:				
December 2006	990,000	\$4.81	-	4,757
Purchased as part of consideration on acquisition:				
March 2007	386,500	\$2.58	-	(996)
September 2007	36,440	\$8.66	(316)	-
Forfeited contingent shares issued in respect to prior period acquisitions :				
July 2006	-	\$2.58	-	(102)
March 2007	-	\$2.58	-	(25)
Consideration shares vested:				
February 2007	355,276	\$5.24	-	1,860
March 2007	45,073	\$2.58	-	116
April 2007	75,691	\$4.25	-	322
January 2008	355,276	\$5.99	2,128	-
March 2008	75,692	\$4.86	368	-
March 2008	366,043	\$5.99	2,193	-
June 2008	7,444	\$10.06	75	-
Share buy-back:				
Between 1 July 2007 and 18 October 2007 the Company bought back 35,205,009 ordinary shares at a total cost of AU\$343,219,486. The shares bought back represent 5.9% of the opening issued ordinary share capital.			(306,824)	(80,193)
Closing balance: 555,654,059 ordinary shares (fully paid) (30 June 2007: 590,859,068)	31,689	344,541	31,689	344,541

There are no restrictions on ordinary shares.

Notes to the Financial Statements

Share buy-back

On 15 November 2006, Computershare announced an on-market buy back of up to 25 million ordinary shares for capital management purposes, commencing in December 2006. On 24 May 2007 Computershare announced that the buy back would be extended so that it would continue until 29 November 2007 or earlier if the maximum number of shares were bought back before that date. On 15 August 2007 Computershare announced that the buy-back was being increased up to a total of 45 million ordinary shares under the existing program and that the buy back period was being extended to 31 January 2008.

From 1 July 2007 to 18 October 2007, the Company purchased and cancelled 35,205,009 ordinary shares at a total cost of AU\$343.2 million (US\$306.8 million) with an average price of AU\$9.75 and a price range from AU\$8.76 to AU\$11.00.

On 18 October 2007, Computershare completed the on-market buy-back program when the total number of shares bought back and cancelled reached 45 million. The total cost of the buy-back program was AU\$445.8 million with an average price of AU\$9.91 and a price range from AU\$8.52 to AU\$11.00.

Employee share plans and options

Refer to note 28 for employee and executive share plan details. There are no shares reserved for issuance under options.

	Consolidated		Parent Entity	
	2008	2007	2008	2007
	\$000	\$000	\$000	\$000
27. RESERVES				
Capital redemption reserve	2	2	2	2
Foreign currency translation reserve	73,868	43,799	143,511	85,451
Cash flow hedge reserve	13,986	(9,060)	-	-
Share based payments reserve	40,090	27,532	38,990	27,435
Equity related consideration	(2,099)	264	(3,652)	1,539
Available for sale asset reserve	590	1,357	(32)	413
	126,437	63,894	178,819	114,840
Movements during the year:				
Foreign currency translation reserve				
Opening balance	43,799	5,516	85,451	17,242
Translation of subsidiaries	30,069	38,283	58,060	68,209
Closing balance	73,868	43,799	143,511	85,451
Cash flow hedge reserve				
Opening balance	(9,060)	(7,179)	-	-
Revaluation	23,046	(1,881)	-	-
Closing balance	13,986	(9,060)	-	-
Share based payments reserve				
Opening balance	27,532	18,203	27,435	18,180
Share based payments expense	12,558	9,329	11,555	9,255
Closing balance	40,090	27,532	38,990	27,435
Equity related contingent consideration reserve				
Opening balance	264	6,623	1,539	1,539
Acquisition related consideration	(2,363)	(6,359)	(5,191)	-
Closing balance	(2,099)	264	(3,652)	1,539
Available for sale asset reserve				
Opening balance	1,357	310	413	(29)
Revaluation	(285)	957	(24)	360
Transfer to net profit	(482)	90	(421)	82
Closing balance	590	1,357	(32)	413

Nature and purpose of reserves

i. Foreign currency translation reserve

Exchange differences arising on translation of the foreign subsidiaries are taken to the foreign currency translation reserve, as described in note 1. This amount is the net of gains and losses on hedge transactions and intercompany loans after adjusting for related income tax effects. The reserve is recognised in the income statement when the net investment is disposed of.

ii. Cash flow hedge reserve

The hedging reserve is used to record gains and losses on a hedging instrument in a cash flow hedge that are recognised directly in equity, as described in note 1.

iii. Share based payments reserve

The share based payments reserve is used to recognise the fair value of shares which will vest to employees under employee and executive share plans.

iv. Equity related contingent consideration reserve

This reserve is used to reflect deferred consideration for acquisitions which is payable through the issue of parent entity equity instruments.

v. Available for sale asset reserve

Changes in fair value of investments, such as equities, classified as available for sale financial assets are taken to this reserve in accordance with note 1.

28. EMPLOYEE AND EXECUTIVE BENEFITS

(a) Share plans

Computershare Limited offers options over ordinary shares to eligible employees at the absolute discretion of the Board. Options are generally exercisable three years after the date granted or earlier in the case of special circumstances such as the employee's death or retirement. The exercise price of the option is set at an amount equal to the market value of the shares at the date of option grant.

During the year ended 30 June 2001 the Company introduced an Exempt Employee Share Plan. The Plan gives Computershare employees the opportunity to acquire shares in Computershare Limited. Each year, participating employees can make contributions from their pre-tax salary to acquire AU\$500 worth of shares in the Company. Such employee contributions are matched by the Company with an additional AU\$500 worth of shares being acquired for each participating employee. All permanent employees in Australia with at least 3 months service and employed at the allocation date are entitled to participate in this Plan.

During the year ended 30 June 2002 a Deferred Employee Share Plan was established to enable Computershare to match dollar for dollar any employee pre-tax contributions to a maximum of AU\$3,000 per employee. Shares purchased and funded by employee's pre-tax salary must remain in the plan for a minimum of 1 year. Matching Company funded shares must be kept in the plan for a minimum of 2 years or they will be forfeited. All permanent employees in Australia with at least 3 months service and employed at the allocation date are entitled to participate in this Plan. A derivative of this Plan and the Exempt Employee Share Plan has been made available to employees in New Zealand, the United Kingdom, Ireland, Canada, South Africa and the United States of America.

Subject to the discretion of the Board, shares in the Company may also be allocated to selected employees in accordance with an employee share plan on a discretionary basis having regard to special circumstances as determined by the Remuneration Committee. Such shares may be subject to vesting and performance criteria as determined by the Board or the Remuneration Committee.

The Group also provides long term share based awards for key management personnel other than executive directors and other employees on a discretionary basis. Recipients of long term share based awards must complete specified periods of service as a minimum before any share awards under the long term incentive plan become unconditional. There has been no alteration to the terms and conditions of shares granted under the LTI plan since the original grant date.

	Ordinary shares		Options	
	2008	2007	2008	2007
Number of employee shares and options held				
Opening balance	8,723,041	10,937,977	-	447,500
Shares purchased on market	2,642,388	1,628,971	-	-
Forfeited shares reissued/options reinstated	136,786	861,448	-	-
Shares/options forfeited	(266,374)	(299,464)	-	-
Shares withdrawn/options exercised	(2,419,482)	(4,405,891)	-	(447,500)
Closing balance	8,816,359	8,723,041	-	-
Fair value of shares granted through the employee share plan (\$000s)*	23,006	16,621	-	-

* Weighted average fair value of shares is determined by the closing price at the end of the day's trading on the Australian Stock Exchange on the allocation date.

Notes to the Financial Statements

(b) Performance rights

The DLI Plan was approved at the Annual General Meeting held on 9 November 2005. The DLI Plan is offered to eligible key management personnel and senior managers in the Group to recognise their ongoing ability and expected efforts and contribution to the performance and success of the Group. The total number of rights approved for issue was 10.0 million, of which 2.75 million were granted on 20 December 2005 (of which 100,000 were vested and 150,000 were forfeited during the year ended 30 June 2007) and 1.1 million performance rights were granted on 13 November 2006.

Performance rights are granted under the plan for no consideration and carry no dividend or voting rights. Under the DLI Plan, the performance rights give an entitlement to one fully paid ordinary share per performance right issued subject to satisfaction of performance hurdles and continued employment.

The assessed fair value of performance rights granted to key management personnel as remuneration is allocated equally over the period from grant date to vesting date. Fair values at grant date are independently determined using a Black Scholes option pricing model.

Set out below are summaries of performance rights granted under the plan:

Balance at beginning of year	Vested during the year	Forfeited during the year	Granted during the year	Balance at end of year	Exercisable at end of year
3,600,000	-	- 1	-	3,600,000	-

¹ T. Honan resigned with effect from 10 September 2008 and in accordance with the terms of the DLI Plan all performance rights held were forfeited.

No performance rights became exercisable during the current year. No performance rights expired during the period covered by the above table.

(c) Options over ordinary shares

Employee options

On 13 September 2007, 200,000 employee options were issued. These options are exercisable between 1 March 2011 and 30 June 2012 with an exercise price of AU\$9.00. No employee options have been issued since year end.

(d) Employee benefits recognised

	Consolidated		Parent entity	
	2008	2007	2008	2007
	\$000	\$000	\$000	\$000
Performance rights expense	3,853	3,082	3,853	3,082
Share plan and options expense	11,275	11,123	611	1,129
Aggregate employee entitlement liability (note 20 and note 23)	27,895	25,387	775	656
	43,023	39,592	5,239	4,867

29. COMMITMENTS

(a) Superannuation commitments

Defined Contribution Funds

The Company and its subsidiaries maintain defined contribution superannuation schemes which provide benefits to all employees upon their disability, retirement or death. Employee contributions to the funds are based upon various percentages of employees' gross salaries as set out below:

Australian subsidiaries contribute to the defined contribution funds as follows:

- Category 1 Management (employer contributions, voluntary employee contributions of at least 1%)
- Category 2 Staff (statutory employer contributions of 9%, voluntary employee contributions)
- Category 3 SGC Staff and casual and fixed term employees (statutory employer contributions, voluntary employee contributions)

Foreign subsidiaries contribute to the defined contribution funds as follows:

- United Kingdom entities - between 7% and 10% of employees gross salaries
- United States entities - voluntary employee contributions with matching employer contribution up to 4% of employees base salaries
- Canadian entities - between 2% and 7% of employees base salaries dependent upon years of service
- South African entities - 12.25% of employees gross salaries
- New Zealand entities - voluntary employee contributions with matching employer contribution up to 6% of employees' base salaries
- Hong Kong entities - between 5% and 20% of employees' base salary dependent upon years of service
- Indian entity - 12% of employees gross salaries

Defined Benefit Funds

- 1) Karvy Computershare Private Limited maintained a defined benefit superannuation scheme which provides benefits to 2,584 employees (30 June 2007: 1,605). Actuarial valuation of plan assets is provided by the Life Insurance Corporation, which maintains the fund and is not material to the Group.
- 2) Computershare GmbH Private Limited maintained a defined benefit scheme which provides benefits to 42 employees (30 June 2007: 47). An actuarial assessment of the scheme was completed as at 30 June 2008 and defined benefits plan liability recognised in accordance with the actuarial valuation. The liability is not material to the Group.

(b) Finance lease commitments

	Consolidated		Parent entity	
	2008	2007	2008	2007
	\$000	\$000	\$000	\$000
Commitments in relation to finance leases are payable as follows:				
Not later than 1 year	5,347	1,227	-	-
Later than 1 year but not later than 5 years	11,912	2,503	-	-
Total commitments	17,259	3,730	-	-
Less: Future finance charges				
Not later than 1 year	(543)	(111)	-	-
Later than 1 year but not later than 5 years	(889)	(132)	-	-
Total future finance charges	(1,432)	(243)	-	-
Net finance lease liability	15,827	3,487	-	-
Reconciled to:				
Current liability (note 21)	4,804	1,116	-	-
Non-current liability (note 21)	11,023	2,371	-	-
	15,827	3,487	-	-

(c) Operating lease commitments

Commitments in relation to leases contracted for at the reporting date but not recognised as liabilities, payable:

Not later than 1 year	47,203	44,111	1,774	1,387
Later than 1 year but not later than 5 years	132,732	132,824	1,230	2,442
Later than 5 years	86,026	112,445	-	-
	265,961	289,380	3,004	3,829

The Group leases various offices and warehouses under non-cancellable operating leases expiring within 2 and 15 years. The leases have varying terms, escalation clauses and renewal rights. Where the leases have fixed escalation clauses, the operating lease is expensed on a straight line basis.

Operating leases are entered into as a means of acquiring access to office facilities. Rental payments are generally fixed, but with inflation and/or market escalation clauses on which contingent rentals are determined. Operating lease commitments in respect of the rental of various premises are subject to market review at various intervals. Certain leases include an option to renew. No operating leases contain restrictions on financing or other leasing activities.

Notes to the Financial Statements

30. DETAILS OF SUBSIDIARIES

Subsidiaries

The financial year of all subsidiaries is 30 June except for Computershare Canada Inc and its subsidiaries, Computershare Hong Kong Investor Services Limited and its subsidiary, National Registry Company and Karvy Computershare Pty Limited due to local statutory reporting requirements. These entities prepare results on a 30 June year end basis for group purposes. Voting power is in accordance with the ownership interest held.

The consolidated financial statements as at 30 June 2008 include the following subsidiaries:

Name of subsidiary	Place of incorporation	Percentages of shares held	
		2008 %	2007 %
Computershare Limited	Australia (2)	-	-
ACN 080 903 957 Pty Ltd	Australia (2)	100	100
CDS International Limited	Australia (2)	100	100
Computershare Communication Services Limited	Australia (2)	100	100
Global eDelivery Group Pty Ltd	Australia	100	100
Computershare Communication Services (WA) Pty Ltd	Australia	100	100
Computershare Communication Services (NSW) Pty Ltd	Australia	100	100
Communication Services Australia Limited (formerly known as QM Technologies Limited)	Australia (2)	100	-
QM Industries (NSW) Pty Ltd	Australia	100	-
ACN 081 035 752 Pty Ltd	Australia (2)	100	100
Georgeson Shareholder Communications Australia Pty Ltd	Australia	100	100
Source One Communications Australia Pty Ltd	Australia	100	100
Computershare Finance Company Pty Ltd	Australia (2)	100	100
Financial Markets Software Consultants Pty Ltd	Australia	100	100
Computershare Analytics Pty Ltd	Australia	100	100
Obadele Pty Ltd	Australia (2)	100	100
Computershare Clearing Pty Ltd	Australia	100	100
Computershare Depositary Pty Ltd	Australia	100	100
Computershare Technology Services Pty Ltd	Australia (2)	100	100
Registrars Holdings Pty Ltd	Australia (2)	100	100
Computershare Investor Services Pty Ltd	Australia (2)	100	100
CRS Custodian Pty Ltd	Australia	100	100
Computershare Plan Managers Pty Ltd	Australia	100	100
Computershare Plan Co Pty Ltd	Australia	100	100
CPU Share Plans Pty Ltd	Australia	100	100
CIS Debt Securities Pty Ltd	Australia	100	100
Computershare Fund Services Pty Ltd	Australia	100	100
IML Interactive Pty Ltd	Australia	100	-
Sepon (Australia) Pty Ltd	Australia	100	100
Pepper Global Pty Ltd	Australia	100	100
Pepper Austria GmbH	Austria	100	-
GS Proxylatina S.A.	Argentina	100	100
Four Points BVBA	Belgium	100	-
Georgeson Shareholder Communications Canada Inc.	Canada (1)	100	100
GSC Shareholder Services Inc.	Canada (1)	100	100
Computershare Canada Inc	Canada (1)	100	100
Computershare Trust Company of Canada	Canada (1)	100	100
Pacific Corporate Trust Company Canada	Canada (1)	100	100
Pacific Corporate Services Limited	Canada (1)	100	100
Pacific Corporate Filing Services Limited	Canada (1)	100	100
Computershare Investor Services Inc	Canada (1)	100	100

Name of subsidiary	Place of incorporation		Percentages of shares held	
			2008 %	2007 %
Computershare Finance LLC	Canada	(1)	100	100
Computershare Governance Services	Canada	(1)	100	-
Computershare International Information Consultancy Services (Beijing) Pty Ltd	China		100	-
Georgeson Shareholder Communications (France) SAS	France		100	100
Computershare GmbH	Germany	(1)	100	100
Computershare Document Services GmbH	Germany	(1)	100	100
Computershare HV Services AG	Germany	(1)	100	100
Computershare Pepper GmbH	Germany	(1)	100	100
Computershare Administration AG	Germany	(1)	-	100
Computershare Governance Services GmbH	Germany	(1)	100	-
Computershare Verwaltungs GmbH	Germany	(1)	100	-
Computershare Deutschland GmbH & Co. KG	Germany	(1)	100	-
VEM Aktienbank AG	Germany	(1)	93.37	-
VEM Capital Management GmbH	Germany	(1)	93.37	-
Fonterelli GmbH & Co. KGaA	Germany	(1)	93.37	-
Am Schonberg GmbH	Germany	(1)	87.77	-
Janosch Film & Medien AG	Germany	(1)	63.30	-
Papa Lowe Filmproduktion GmbH	Germany	(1)	53.81	-
Computershare Hong Kong Investor Services Limited	Hong Kong	(1)	100	100
Hong Kong Registrars Limited	Hong Kong	(1)	100	100
Computershare Asia Limited	Hong Kong	(1)	100	100
Karvy Computershare Private Limited	India	(1)(3)	50	50
Computershare Investor Services (Ireland) Ltd	Ireland	(1)	100	100
Computershare Trustees (Ireland) Ltd	Ireland	(1)	100	100
Computershare Governance Services	Ireland	(1)	100	-
Secretarial Internet Solutions Ltd	Ireland	(1)	100	-
Datacare Computershare Ltd	Ireland	(1)	100	-
Proxitalia s.r.l.	Italy		100	100
Georgeson s.r.l.	Italy		100	100
Computershare Systems (N.Z.) Ltd	New Zealand	(1)	100	100
Computershare New Zealand Limited	New Zealand	(1)	-	100
Computershare Investor Services Limited	New Zealand	(1)	100	100
Computershare Services Ltd	New Zealand	(1)	100	100
CRS Nominees Ltd	New Zealand	(1)	100	100
Sharemart NZ Limited	New Zealand	(1)	100	100
Whistler Technology Services Limited	Philippines	(1)	-	100
The National Registry Company	Russia	(1)	79.88	65
Computershare Company Nominees Limited	Scotland	(1)	100	100
Computershare PEP Nominees Limited	Scotland	(1)	100	100
Computershare Services Nominees Limited	Scotland	(1)	100	100
Pepper Technologies PTE.Ltd	Singapore		100	100
Computershare South Africa (Pty) Ltd	South Africa	(1)	62.16	62.16
Computershare Ltd	South Africa	(1)	62.16	62.16
Computershare Nominees (Pty) Ltd	South Africa	(1)	62.16	62.16
Computershare Outsourcing Limited	South Africa	(1)	62.16	62.16
Minu Investment Managers Ltd	South Africa	(1)	62.16	62.16
Computershare Investor Services Limited	South Africa	(1)	62.16	62.16
Computershare Management Services (Pty) Ltd	South Africa	(1)	62.16	62.16

Notes to the Financial Statements

Name of subsidiary	Place of incorporation		Percentages of shares held	
			2008 %	2007 %
Computershare Plan Managers (Pty) Ltd	South Africa	(1)	62.16	62.16
Computershare CSDP Nominees (Pty) Ltd	South Africa	(1)	62.16	62.16
Computershare Custodial Nominees (Pty) Ltd	South Africa	(1)	62.16	62.16
Computershare Shareholders Nominee (Pty) Ltd	South Africa	(1)	62.16	62.16
Computershare Analytics (Pty) Ltd	South Africa	(1)	62.16	62.16
Computershare Investor Services (Pty) Ltd	South Africa	(1)	62.16	62.16
Computershare Nominee Accounts (Pty) Ltd	South Africa	(1)	62.16	62.16
Georgeson Shareholder Communications South Africa Pty Ltd	South Africa	(1)	100	100
GSC Registrars (Pty) Ltd	South Africa	(1)	100	100
GS Nominees (Pty) Ltd	South Africa	(1)	100	100
Audience Alive Pty Ltd	South Africa	(1)	100	-
GS Proxiberica Si	Spain		100	100
Computershare Governance Services UK Limited	United Kingdom	(1)	100	-
Michael Software Systems Ltd	United Kingdom	(1)	100	-
Computershare Investments (UK) (No.2) Limited	United Kingdom	(1)	100	100
Computershare Limited	United Kingdom	(1)	100	100
Computershare Investments (UK) Limited	United Kingdom	(1)	100	100
Computershare Pepper SRM Ltd	United Kingdom	(1)	100	100
Flag Communication Limited	United Kingdom	(1)	100	100
Computershare Technology Services (UK) Ltd	United Kingdom	(1)	100	100
Georgeson Shareholder Securities Limited (UK)	United Kingdom	(1)	100	100
Shareholder Investments Research Ltd (UK)	United Kingdom	(1)	100	100
Shareholder Investments Research (#1) Ltd (UK)	United Kingdom	(1)	100	100
Computershare Trustees Limited	United Kingdom	(1)	100	100
Computershare Registry Services Limited	United Kingdom	(1)	100	100
Citywatch Limited	United Kingdom	(1)	100	100
Computershare Investor Services PLC	United Kingdom	(1)	100	100
Georgeson Shareholder Communications Ltd (UK)	United Kingdom	(1)	100	100
Shareholder Solutions Limited	United Kingdom	(1)	100	100
Computershare Communication Services Limited	United Kingdom	(1)	-	100
Computershare Investments (UK) (No.3) Limited	United Kingdom	(1)	100	100
Interactive Meetings Ltd	United Kingdom	(1)	100	100
IML Ltd	United Kingdom	(1)	100	100
Computershare Investments (UK) (No.4) Limited	United Kingdom	(1)	100	100
NRC Investments Ltd	United Kingdom	(1)	100	100
Computershare Investments (UK) (No.5) Limited	United Kingdom	(1)	100	100
Computershare Russia Ltd	United Kingdom	(1)	100	100
Legotla Investments Ltd	United Kingdom	(1)	100	100
Source One Communications Limited (UK)	United Kingdom	(1)	100	100
Computershare Electoral Management Services Ltd	United Kingdom	(1)	100	-
Strand Enterprises Ltd	United Kingdom	(1)	100	-
Computershare Governance Services	United States of America	(1)	100	-
Georgeson International Inc.	United States of America	(1)	100	100
Computershare US	United States of America	(1)	100	100
Georgeson Inc.	United States of America	(1)	100	100
Georgeson Securities Corporation	United States of America	(1)	100	100
Computershare US Services Inc.	United States of America	(1)	100	100
Computershare Technology Services, Inc.	United States of America	(1)	100	100

Name of subsidiary	Place of incorporation	Percentages of shares held	
		2008 %	2007 %
Computershare Trust Company, N.A.	United States of America (1)	100	100
Computershare Financial Services, Inc.	United States of America (1)	100	100
Computershare Investor Services, LLC	United States of America (1)	100	100
Computershare Trust Company of New York	United States of America (1)	-	100
Georgeson Shareholder Analytics, Inc.	United States of America (1)	100	100
Computershare Communication Services, Inc.	United States of America (1)	100	100
Computershare Securities Corporation	United States of America (1)	100	100
Lord Securities (Delaware), LLC	United States of America (1)	100	100
Lords Securities Corporation	United States of America (1)	100	100
Computershare Inc.	United States of America (1)	100	100
Computershare Pepper NA Inc.	United States of America (1)	100	100
Administar Services Group LLC	United States of America (1)	100	-
Computershare Executive Services Inc.	United States of America (1)	100	-
Alpine Fiduciary Services Inc.	United States of America (1)	100	100

- (1) Subsidiaries audited by other PricewaterhouseCoopers member firms.
- (2) These wholly owned companies have entered into a deed of cross guarantee dated 26 June 2008 with Computershare Limited which provides that all parties to the deed will guarantee to each creditor payment in full of any debt of each company participating in the deed on winding-up of that company. As a result of a Class Order 98/1418 (as amended) issued by the Australian Securities and Investments Commission, these companies are relieved from the requirement to prepare financial statements.
- (3) These companies are subsidiaries as Computershare Limited has the capacity to control the casting of a majority of the votes cast at a meeting of the board of directors, or the capacity to dominate decision making in relation to the financial and operating policies.

Acquisition of subsidiaries

The following subsidiaries were acquired by the consolidated entity at the date stated and their operating results have been included in the income statement from the relevant date.

a) On 1 February 2008, Computershare acquired VEM Aktienbank AG based in Germany.

This business combination did not contribute materially to total revenue or net profit of the Group.

Details of the acquisitions are as follows:

	\$000
Cash consideration	82,099
Direct costs relating to the acquisition	1,587
Total consideration paid	83,686
Less fair value of identifiable net assets acquired	(47,749)
Goodwill on consolidation*	35,937

* Identifiable intangible assets to be finalised and separately recognised.

The assets and liabilities arising from this acquisition are as follows:

	Acquiree's carrying amount \$000	Fair Value \$000
Cash	16,334	16,334
Receivables	5,986	5,986
Held for trading assets	26,046	26,046
External investment	5,225	5,225
Property, plant and equipment	549	549
Other financial assets	4,528	4,528
Tax assets	4,205	4,205
Intangibles	10,968	10,968
Other assets	470	470
Payables	(11,918)	(11,918)
Interest bearing liabilities	(7,587)	(7,587)
Tax liabilities	(586)	(586)
Provision	(5,382)	(5,382)
Derivatives	(1,089)	(1,089)
Net assets	47,749	47,749

Notes to the Financial Statements

Purchase consideration

	\$000
Outflow of cash to acquire the entities, net of cash acquired:	
Cash paid	82,099
Less cash balance acquired	(16,334)
Net outflow of cash	65,765

b) On 26 March 2008, Computershare acquired QM Technologies Limited based in Australia.

This business combination did not contribute materially to total revenue or net profit of the Group.

Details of the acquisitions are as follows:

	\$000
Cash consideration	141,496
Direct costs relating to the acquisition	1,703
Total consideration paid	143,199
Less fair value of identifiable net assets acquired	(24,780)
Goodwill on consolidation*	118,419

* Identifiable intangible assets to be finalised and separately recognised.

The assets and liabilities arising from this acquisition are as follows:

	Acquiree's carrying amount \$000	Fair Value \$000
Cash	9,587	9,587
Receivables	15,102	15,102
Property, plant and equipment	12,099	12,099
Tax assets	2,475	2,475
Other assets	2,083	2,083
Payables	(7,230)	(7,230)
Lease liabilities	(7,075)	(7,075)
Provisions	(969)	(969)
Other liabilities	(1,292)	(1,292)
Net assets	24,780	24,780

Purchase consideration

	\$000
Outflow of cash to acquire the entities, net of cash acquired:	
Cash paid	141,496
Less cash balance acquired	(9,587)
Net outflow of cash	131,909

c) During the year, Computershare also acquired Datacare Software Group Limited, Four Points BVBA, Ezicomms Pty Limited, Administrar Services Group LLC, Restricted Stock Systems Inc., Strand Business Systems Limited and Audience Alive Pty Ltd.

These business combinations did not individually contribute materially to total revenue or net profit of the Group.

Details of the acquisitions are as follows:

	\$000
Cash consideration	69,228
Direct costs relating to the acquisition	4,515
Total consideration paid	73,743
Less fair value of identifiable net assets acquired	(4,817)
Intangible assets including goodwill on consolidation*	68,926

* Identifiable intangible assets to be finalised and separately recognised.

The assets and liabilities arising from the acquisitions are as follows:

	Acquiree's carrying amount \$000	Fair Value \$000
Cash	5,240	5,240
Receivables	4,244	4,244
Property, plant and equipment	1,810	1,810
Tax assets	1,592	1,592
Other assets	117	117
Payables	(6,195)	(6,195)
Tax liabilities	(1,804)	(1,804)
Other liabilities	(187)	(187)
Net assets	4,817	4,817

Purchase consideration for these acquisitions is as follows:

	\$000
Outflow of cash to acquire the entities, net of cash acquired:	
Cash paid	69,228
Less cash balance acquired	(5,240)
Net outflow of cash	63,988

d) In May 2008, Computershare acquired further 15% stake of National Registry Company Russia for cash consideration of \$4.2 million.

Notes to the Financial Statements

Financial information for class order Closed Group

	2008 \$000	2007 \$000
Computershare Limited Closed Group Balance Sheet		
Current Assets		
Cash and cash equivalents	12,036	7,103
Receivables	51,938	51,142
Inventories	1,587	665
Other Financial Assets	1,195	1,059
Tax Assets	332	-
Other	4,770	2,165
Derivatives	375	-
Total Current Assets	72,233	62,134
Non-Current Assets		
Receivables	2,874	6,163
Other financial assets	1,214,952	937,223
Property, plant and equipment	32,502	19,493
Deferred tax assets	20,382	7,248
Intangibles	161,785	54,464
Other	804	628
Derivatives	20,581	1,459
Total Non-Current Assets	1,453,880	1,026,678
Total Assets	1,526,113	1,088,812
Current Liabilities		
Payables	440,198	349,996
Interest bearing liabilities	25,000	1
Lease liabilities	2,494	-
Current tax liabilities	25,193	11,041
Provisions	9,987	371
Derivatives	4	308
Total Current Liabilities	502,876	361,717
Non-Current Liabilities		
Payables	36,832	63,399
Interest bearing liabilities	294,436	486
Lease liabilities	6,413	-
Deferred tax liabilities	11,612	322
Provisions	9,412	6,698
Derivatives	1,244	3,415
Other liabilities	457	-
Total Non-Current Liabilities	360,406	74,320
Total Liabilities	863,282	436,037
Net Assets	662,831	652,775
Equity		
Contributed equity - ordinary shares	31,689	344,541
Reserves	267,011	167,553
Retained profits	364,131	140,681
Total Equity	662,831	652,775

	2008 \$000	2007 \$000
Computershare Limited Closed Group Income Statement		
Revenues from continuing operations		
Sales revenue	263,606	213,841
Other revenues	277,924	165,887
Total revenue	541,530	379,728
Other income	90,512	34,170
Expenses		
Direct services	158,193	122,781
Technology services	50,902	34,737
Corporate services	26,907	29,695
Finance costs	40,269	17,807
Total expenses	276,271	205,020
Share of net profit/(loss) of associates and joint ventures accounted for using the equity method	762	276
Profit before income tax expense	356,533	209,154
Income tax (expense)/benefit	(29,613)	(21,608)
Net profit attributable to members of the parent entity	326,920	187,546
Total changes in equity other than those resulting from transactions with owners as owners	326,920	187,546
Set out below is a summary of movements in consolidated retained profits for the year of the Closed Group.		
Retained profits at the beginning of the financial year	140,681	74,708
Profit after income tax expense/benefit	326,920	187,546
Retained earnings of the entities excluded under new structure	(7,635)	-
Dividends provided or paid	(95,835)	(121,573)
Retained profits at the end of the financial year	364,131	140,681

31. KEY MANAGEMENT PERSONNEL DISCLOSURES

(a) Key management personnel compensation

	Consolidated		Parent entity	
	2008	2007	2008	2007
	\$	\$	\$	\$
Short term employee benefits	6,881,643	6,414,240	4,143,746	4,117,705
Other long term benefits	32,863	30,936	29,367	30,936
Post employment benefits	172,651	137,851	126,929	127,710
Payments on resignation/termination	-	621,232	-	-
Share based payments	4,211,183	3,870,251	2,405,585	2,226,321
Other	5,561	4,688	2,682	4,688
	11,303,901	11,079,198	6,708,309	6,507,360

The Group has applied AASB 2008-4 Amendments to Australian Accounting Standard - Key Management Personnel Disclosures by Disclosing Entities, and as such detailed remuneration disclosures are provided in Sections A to C of the Remuneration Report on pages 26 to 31.

(b) Option holdings of Company and Group key management personnel

There are no options over ordinary shares held by Company and Group key management personnel.

Notes to the Financial Statements

(c) Share holdings of Company and Group key management personnel

The number of ordinary shares in Computershare Limited held during the financial year by each director and named Company and Group key management personnel, including details of shares granted as remuneration during the current financial year and ordinary shares provided as the result of the exercise of remuneration options during the current financial year, is included in the table below.

	Balance at beginning of period	Granted as remuneration under long term incentive schemes	On market purchases / (sales)	Other	Balance at 30 June 2008
<i>Directors</i>					
C.J. Morris	55,590,427	-	(251,890)	-	55,338,537
A.N. Wales	30,092,384	-	(1,000,000)	-	29,092,384
P.J. Maclagan	15,977,176	-	22,824	-	16,000,000
A.S. Murdoch	524,800	-	-	-	524,800*
W.S. Crosby	191,406	32,740	-	-	224,146
P.D. DeFeo	80,000	-	-	-	80,000*
M. Kerber	40,000	-	-	-	40,000
S.D. Jones	14,000	-	-	-	14,000
W.E. Ford	-	-	-	-	-*
A.L. Owen	-	-	2,000	-	2,000
<i>Company and Group key management personnel</i>					
P. Conn	306,073	17,339	(4,572)	-	318,840
S. Irving	147,594	4,050	-	637	152,281
S. Rothbloom	152,250	38,250	(49,924)	-	140,576
T. Honan	63,439	14,793	(70,000)	604	8,836

* Shareholding effective as at date of resignation.

(d) Loans and other transactions to directors and other key management personnel

Computershare has not made any loans to directors and executive directors or other key management personnel during the current financial year.

Computershare has not entered into other transactions with directors and executive directors or other key management personnel during the current financial year other than those disclosed in note 33.

32. REMUNERATION OF AUDITORS

	Consolidated		Parent entity	
	2008	2007	2008	2007
	\$	\$	\$	\$
During the year the following fees were paid or payable for services provided by the auditor of the parent entity, its related practices and non-related audit firms:				
Assurance services:				
Auditing or review of financial statements				
> PricewaterhouseCoopers Australia	830,666	624,534	604,585	568,696
> Related practices of PricewaterhouseCoopers	1,996,797	1,377,748	-	-
	2,827,423	2,002,282	604,585	568,696
Other assurance services (a)				
> PricewaterhouseCoopers Australia	18,263	32,817	73,982	75,962
> Related practices of PricewaterhouseCoopers	2,452,505	218,133	-	-
	2,470,768	250,950	73,982	75,962
Remuneration received, or due and receivable, by auditors other than the auditor of the parent entity and its affiliates for:				
Auditing or review of financial statements	45,917	26,101	-	-
Other services	20,436	50,148	-	-

(a) This relates primarily to regulatory and compliance reviews.

33. RELATED PARTY DISCLOSURES

Key management personnel disclosures are included in note 31.

(a) Directors' shareholdings

	Shares issued by the parent entity	
	2008	2007
Ordinary shares held at the end of the financial year	101,315,867	102,510,193
Ordinary dividends received during the year in respect of those ordinary shares	\$17,359,916	\$12,284,168
Ordinary shares acquired by directors during the financial year	24,824	99,498
Ordinary shares disposed of by directors during the financial year	1,251,890	2,618,000
Ordinary shares granted to directors	32,740	-

(b) Other transactions with key management personnel *

	2008 \$	2007 \$
C.J. Morris is a director and owner of Portsea Hotel which provides conference facilities to the Company in the ordinary course of business on ordinary commercial terms and conditions. Fees received by the Portsea Hotel are:	-	8,808
Total payments to key management personnel	-	8,808

* Computershare as a matter of Board approved Policy maintains a register of all transactions between employees and the Company and its subsidiaries. It is established practice for any Director to recuse himself or herself from discussion and voting upon any transaction in which that Director has an interest. The Company has a Board-approved Ethics Policy governing many aspects of workplace conduct, including management and disclosure of conflicts of interest.

(c) Wholly owned Group - intercompany transactions and outstanding balances

The parent entity and its subsidiaries entered into the following transactions during the year within the wholly owned Group:

- > Loans were advanced and repayments received on loans and intercompany accounts (notes 8 and 20)
- > Fees were exchanged between entities (note 2)
- > Interest was charged between entities (note 2)
- > The parent entity and its Australian subsidiaries have entered into a tax sharing deed, which includes a tax funding arrangement (note 5)
- > Dividends were paid between entities (note 2)

These transactions were undertaken on commercial terms and conditions. No provisions for doubtful debts were raised during the financial year (2007: \$nil).

(d) Ultimate controlling entity

The ultimate controlling entity of the consolidated entity is Computershare Limited.

(e) Ownership interests in related parties

Interests in subsidiaries are set out in note 30. Interests held in associates and joint ventures are disclosed in notes 40 and 41 of the financial statements.

(f) Transactions with other related parties

Computershare Technology Services Pty Ltd has a receivable of \$518,976 (2007: \$457,154) from Chelmer Limited. This receivable has been fully provided for.

Computershare New Zealand Ltd has a receivable of \$1,523,348 (2007: \$1,523,348) from Chelmer Limited. This receivable has been fully provided for.

Computershare New Zealand Ltd has a payable of \$1,975 (2007: \$nil) to Chelmer Limited.

Computershare Investor Services New Zealand has made purchases of \$21,352 (2007: \$18,932) from Chelmer Limited.

Computershare Investor Services New Zealand has made sales of \$2,623 (2007: \$nil) to Chelmer Limited.

Computershare Pepper Germany has a receivable of \$831,782 (2007: \$877,231) from Netpartnering Limited. The current year provision made is \$nil (2007: \$nil).

Computershare Pepper Germany had sales of \$3,614,520 (2007: \$1,853,084) with Netpartnering Limited.

Computershare Pepper Austria had sales of \$447,945 (2007: \$nil) with Netpartnering Limited.

Notes to the Financial Statements

Computershare Pepper Austria has a receivable of \$474,409 (2007: \$nil) from Netpartnering Limited. The current year provision made is \$nil (2007: \$nil).

Computershare Pepper UK has a receivable of \$96,516 (2007: \$102,809) from Netpartnering Limited. The current year provision made is \$nil (2007: \$nil).

Computershare Pepper UK had sales of \$44,165 (2007:\$176,905) with Netpartnering Limited.

Computershare Investment No1 UK Ltd had a receivable in 2008 of \$nil (2007: \$337,370) from The National Registry Company.

These transactions were undertaken on commercial terms and conditions.

34. SIGNIFICANT EVENTS AFTER BALANCE DATE

No matter or circumstance has arisen since the end of the financial year which is not otherwise dealt with in this report or in the consolidated financial statements that has significantly affected or may significantly affect the operations of the consolidated entity, the results of those operations or the state of affairs of the consolidated entity in subsequent financial years, except that:

Acquisitions post 30 June 2008

On 13 August 2008, Computershare agreed principal terms for the acquisition of Busy Bee Childcare Vouchers Limited, one of the leading UK based managers and administrators of childcare voucher schemes. The acquisition was completed on 1 September 2008, with consideration paid of GBP£90 million. The acquisition is expected to be EPS positive in FY2009 and increasingly accretive thereafter. The impact on earnings is not expected to be material to the Group. It is impracticable to disclose the value of assets and liabilities information due to the proximity to year end.

Debt Facility

During FY2008 Computershare increased its bank debt facilities from AU\$ 400 million to US\$ 750 million via one and three year tranches. The lender group increased from two to five lenders.

Post balance date on 29 July 2008 Computershare issued notes in the US Private Placement market, raising US\$ 235 million maturing in 10 years for a fixed coupon of 6.34%.

35. FINANCIAL RISK MANAGEMENT

Financial risk management objectives

The Group's activities expose it to a variety of financial risks: market risk (including foreign exchange risk and interest rate risk), liquidity risk and credit risk. The Group's overall financial risk management is carried out by a central treasury department (Group Treasury) under policies approved by the Board. The Board provides written principles for overall risk management, as well as policies covering specific areas such as currency risk management, interest rate risk management, counterparty risk management and the use of derivative financial instruments. Derivative financial instruments are used to manage specifically identified interest rate and foreign currency risks.

The Group Treasury function provides services to the business and monitors and manages the financial risks relating to the operations of the Group. Group Treasury identifies, evaluates and hedges financial risks in close co-operation with the regional treasury centres and report monthly to the Board.

Capital risk management objectives

The primary objective of the Group's capital management is to ensure that it minimises the working capital funding requirements through effective controls in order to support its businesses and maximise shareholder value.

The key financial ratio for the Group is net financial indebtedness to management earnings before interest, tax, depreciation and amortisation (EBITDA). Net debt is calculated as interest bearing liabilities less cash and cash equivalents.

	Consolidated	
	2008	2007
	\$000	\$000
Interest bearing liabilities	910,922	435,064
Cash	124,235	86,801
Net debt	786,687	348,263
Management EBITDA	479,193	370,456
Net debt to Management EBITDA	1.64	0.94

The Group manages its capital structure and makes adjustments to it, in light of changes in economic conditions. To maintain or adjust the capital structure, the Group may adjust the dividend payment to shareholders, conduct share buy-backs or issue new shares. No changes were made in the objectives or processes during the years ended 30 June 2007 and 30 June 2008.

Net fair value of financial assets and liabilities

The carrying amounts of cash and cash equivalents, receivables, payables, non interest bearing liabilities finance leases, loans and derivatives approximate their fair values for the parent entity and consolidated group.

Financial risk factors

The key financial risk factors that arise from the Group's activities are outlined below.

(a) Interest rate risk

Interest rate risk arises from the possibility that changes in interest rates will affect future cash flows or the fair values of financial instruments. The consolidated entity is exposed to interest rate risk through its primary financial assets and liabilities and as a result of maintaining paying agent and escrow agent bank accounts on behalf of clients. Given the nature of the client balances, neither the funds nor an offsetting liability are included in the Group's financial statements. Client balances at year end approximated \$8.6 billion (2007: \$6.7 billion) and in relation to these balances, Computershare has in place interest rate derivatives totalling \$1.8 billion notional (2007: \$2.1 billion).

The following table summarises the interest rate risk for the consolidated entity, together with effective interest rates as at the balance date.

	Floating interest rate \$000	Fixed interest rate maturing in			Non- interest bearing \$000	Total \$000	Weighted average interest rate	
		1 year or less \$000	1 to 5 years \$000	More than 5 years \$000			Floating %	Fixed %
AS AT 30 JUNE 2008								
Financial assets								
Cash and cash equivalents	124,235	-	-	-	-	124,235	3.93	-
Trade receivables	-	-	-	-	203,203	203,203	-	-
Non trade receivables & loans	-	-	-	-	23,509	23,509	-	-
	124,235	-	-	-	226,712	350,947		
Financial liabilities								
Trade payables	-	-	-	-	25,770	25,770	-	-
Finance lease liabilities	-	4,804	11,023	-	-	15,827	-	5.95
Bank loan and Other	6,196	-	-	-	-	6,196	6.39	-
Revolving multi-currency facilities	569,277	-	-	-	-	569,277	3.86	-
USD Senior Notes ¹	50,000	-	123,000	145,500	-	318,500	3.45	5.11
Derivatives ²	268,500	-	(123,000)	(145,500)	-	-	3.12	5.11
	893,973	4,804	11,023	-	25,770	935,570		

¹ USD Senior Notes at cost, excluding fair value adjustment, refer to note 21 (b). The floating interest rate USD Senior Notes mature in 2011.

² Notional principal amounts

	Floating interest rate \$000	Fixed interest rate maturing in			Non- interest bearing \$000	Total \$000	Weighted average interest rate	
		1 year or less \$000	1 to 5 years \$000	More than 5 years \$000			Floating %	Fixed %
AS AT 30 JUNE 2007								
Financial assets								
Cash and cash equivalents	86,801	-	-	-	-	86,801	5.14	-
Trade receivables	-	-	-	-	161,536	161,536	-	-
Non trade receivables and loans	-	-	-	-	14,541	14,541	-	-
	86,801	-	-	-	176,077	262,878		
Financial liabilities								
Trade payables	-	-	-	-	21,851	21,851	-	-
Finance lease liabilities	-	1,116	2,371	-	-	3,487	-	5.74
Bank loan and Other	35	-	-	-	-	35	6.00	-
Revolving multi-currency facilities	129,565	-	-	-	-	129,565	5.41	-
USD Senior Notes ¹	50,000	-	123,000	145,500	-	318,500	6.01	5.11
Derivatives ²	268,500	-	(123,000)	(145,500)	-	-	5.97	5.11
	448,100	1,116	2,371	-	21,851	473,438		

¹ USD Senior Notes at cost, excluding fair value adjustment, refer to note 21 (b). The floating interest rate USD Senior Notes mature in 2011.

² Notional principal amounts

Notes to the Financial Statements

The following table summarises the interest rate risk for the parent entity, together with effective interest rates as at the balance date.

	As at 30 June 2008				As at 30 June 2007			
	Floating interest rate	Non-interest bearing	Total	Ave interest rate	Floating interest rate	Non-interest bearing	Total	Ave interest rate
	\$000	\$000	\$000	%	\$000	\$000	\$000	%
Financial assets								
Cash	7,842	-	7,842	5.75	597	-	597	6.00
Intercompany receivables	14,283	269,080	283,363	2.75	10,099	85,166	95,265	4.75
Financial liabilities								
Intercompany payables and loans	72,597	679,335	751,932	5.75	70,679	149,361	220,040	6.00

The sensitivity of the profit and loss statement to interest rate movements is the effect of assumed reasonably possible changes in interest rate for one year, based on the on-balance sheet floating rate financial assets and liabilities as at 30 June. The total sensitivity is based on the assumption that there are parallel shifts in the yield curve and do not take into account actions that Management may take to mitigate the effect of such changes.

Management judgements of reasonably possible movements in interest rates have been based on 200 basis point movements around the 12 month market rate as at 30 June for all regions. The assumptions and methods used in performing the sensitivity analysis did not change from the previous periods.

The sensitivity to a reasonably possible increase in interest rates, with all other variables held constant, of the profit and loss statement is a decrease to profit of \$10.6 million (2007: \$0.9 million). This sensitivity calculation does not include the impact of client balances or the related derivatives.

The sensitivity to a reasonably possible decrease in interest rates, with all other variables held constant, of the profit and loss statement is an increase to profit of \$1.0 million (2007: \$0.1 million). This sensitivity calculation does not include the impact of client balances or the related derivatives.

Client balances have been excluded from the sensitivity analysis as they are not reflected on the Group's balance sheet. Interest income is earned on these balances at a floating interest rate.

The above sensitivity analysis does not reflect the future impact on the profit and loss statement should the reasonably possible changes in interest rates occur as the calculations are based on balances held as at 30 June.

(b) Foreign exchange risk

Foreign exchange risk arises from future commercial transactions and recognised assets and liabilities denominated in a currency that is not the entity's functional currency.

Entities within the Group typically enter into external transactions and recognise external assets and liabilities that are denominated in their functional currency. Whilst a number of entities within the Group hold external bank account balances in a currency which is not their local functional currency these balances do not expose the Group to significant foreign exchange risk.

Foreign exchange risk also arises from net investments in foreign operations held in the United Kingdom, Canada, Europe and Asia Pacific. Accordingly, the Group's balance sheet can be affected significantly by movements in the relevant currency exchange rate when translating into Computershare's presentation currency, the United States dollar. Intercompany balances denominated in a currency that is not the entity's functional currency are designated as a hedge of the net investment in foreign operations. The consolidated entity also has debt that is designated as a hedge of the net investment in foreign operations. On consolidation, any exchange gains or losses on these balances are transferred to the foreign currency translation reserve.

The Parent entity's post tax profit for the year would have been \$3.6 million (2007: \$2.8 million) higher/\$ 4.4 million (2007: \$3.4 million) lower had the Australian dollar strengthened/weakened by 10% against the British Pound and Canadian Dollar as a result of the foreign currency denominated intercompany balances. These balances are eliminated on consolidation and as they are designated as part of the hedge of net investment these foreign currency gains or losses are taken to foreign currency translation reserve on consolidation.

(c) Credit risk

Credit exposure represents the extent of credit related losses that the consolidated entity may be subject to on amounts to be received from financial assets. The consolidated entity, while exposed to credit related losses in the event of non-payment by clients, does not expect any clients to fail to meet their obligations. The Group's trading terms do not generally include the requirement for customers to provide collateral as security for financial assets and accordingly, the consolidated entity does not hold any collateral as security.

The consolidated entity's exposure to credit risk is as indicated by the carrying amounts of its financial assets. Concentrations of credit risk exist when clients have similar economic characteristics that would cause their ability to meet contractual obligations to be similarly affected by changes in economic or other conditions.

The consolidated entity minimises concentrations of credit risk by undertaking transactions with a large number of clients in various countries and industries. The registry and bureau sector transacts with various listed companies across a number of countries. The consolidated entity does not have a significant exposure to any individual client.

Transactions involving derivative financial instruments are with counterparties with whom the Group has signed International Swaps and Derivatives Association agreements as well as sound credit arrangements. Given their high credit ratings, management does not expect any counterparty to fail to meet its obligations.

(d) Liquidity Risk

Liquidity risk management implies maintaining sufficient cash and the availability of funding. The Group has staggered its various debt maturities to reduce re-financing risk. Whilst impacted by acquisitions from time to time, the Group maintains sufficient cash balances and committed credit facilities to meet on-going commitments.

Maturity information of financial liabilities is included in Note 1, Note 21, Note 24 and Note 35(a).

36. NOTES TO THE CASH FLOW STATEMENT

(a) Reconciliation of cash

For the purposes of the Cash Flow Statement, cash and cash equivalents includes cash on hand, deposits at call with financial institutions and other highly liquid investments with short periods to maturity (three months or less) which are readily convertible to known amounts of cash on hand and are subject to an insignificant risk of changes in value, net of outstanding bank overdrafts. Cash and cash equivalents as at the end of the financial year as shown in the Cash Flow Statement is reconciled to the related items in the Balance Sheet as follows:

	Consolidated		Parent entity	
	2008	2007	2008	2007
	\$000	\$000	\$000	\$000
Cash at bank and on hand	119,617	85,202	7,842	597
Short-term deposits	4,618	1,599	-	-
Shown as cash and cash equivalents on the balance sheet	124,235	86,801	7,842	597

(b) Reconciliation of net profit after income tax to net cash provided by operating activities

Net profit after income tax	289,126	239,877	236,342	93,341
Adjustments for non cash income and expense items:				
Depreciation and amortisation	41,587	32,022	494	479
(Profit)/loss on sale of non-current assets	(5,736)	(12,567)	-	710
Share of net (profit)/loss of associates and joint ventures accounted for using equity method	(2,687)	(2,957)	(762)	(276)
Employee benefits - share based payments	11,464	10,608	4,342	3,815
Financial instruments	(603)	255	-	-
Other	-	-	7	119
Changes in assets and liabilities				
(Increase)/decrease in accounts receivable	(28,271)	(11,106)	(333)	231
(Increase)/decrease in net tax assets	26,968	33,853	14,896	20,750
(Increase)/decrease in inventory	(1,814)	(932)	-	-
(Increase)/decrease in prepayments and other assets	2,145	(1,878)	-	-
(Increase)/decrease in intercompany balances	-	-	(284,468)	(118,714)
Increase/(decrease) in payables and provisions	17,703	29,481	(8,581)	(17,347)
Increase/(decrease) in reserves	(2,549)	4,315	(513)	-
Net cash and cash equivalents provided by operating activities	347,333	320,971	(38,576)	(16,892)

(c) Non cash transactions

There were no material non cash transactions during the year.

Notes to the Financial Statements

(d) Acquisition of businesses

In addition to the acquisition of subsidiaries as disclosed in note 30, the UMB Bank registry business and Machine Dreams Inc. business were acquired during the year ended 30 June 2008.

	2008
	\$000
The amounts of assets and liabilities acquired by major class are:	
Property, plant and equipment	104
Other assets	176
Intangible assets including goodwill on acquisition *	15,171
Consideration paid and payable	15,451
Less: consideration paid in prior periods /payable in future periods	(1,999)
Outflow of cash	13,452

* Intangible asset valuations will be performed within 12 months of acquisition date.

37. CONTINGENT LIABILITIES

Contingent liabilities at balance date, not otherwise provided for in these financial statements are categorised as follows:

(a) Guarantees and Indemnities

Guarantees and indemnities of US\$750,000,000 (30 June 2007: AU\$400,000,000) have been given to the consolidated entity's Australian Bankers by Computershare Limited, ACN 081 035 752 Pty Ltd, Computershare Investments (UK)(No. 3) Ltd, Computershare Finance Company Pty Ltd, and Computershare US under a Multicurrency Revolving Facility Agreement dated 18 March 2005 (please refer to note 21 for further detail).

Bank guarantees of AU\$520,000 (2007: AU\$520,000) have been given in respect of facilities provided to Computershare Clearing Pty Ltd. Bank guarantees of AU\$497,713 (2007: AU\$497,713) have been given in respect of facilities provided to Computershare Ltd. A bank guarantee of AU\$500,000 (2007: AU\$500,000) has been given in respect of facilities provided to Sepon Australia Pty Ltd. A bank guarantee of AU\$213,050 (2007: AU\$259,835) has been given in respect of facilities provided to Computershare Investor Services Pty Ltd. A bank guarantee of AU\$106,350 (2007: AU\$106,350) has been given in respect of facilities provided to Computershare Communication Services Pty Ltd. A bank guarantee of AU\$20,000 (2007: AUD \$20,000) has been given in respect of facilities provided to Computershare Plan Managers Pty Ltd. A bank guarantee of AU\$20,000 (2007: AUD\$ nil) has been given in respect of facilities provided to Computershare Share Plans.

A performance guarantee of Rand 15,000,000 (2007: Rand 15,000,000) has been given by Computershare Limited (South Africa) to provide security for the performance of obligations as a Central Securities Depositor Participant.

Bank guarantees totalling CA\$ nil (2007: CA\$1,800,000) have been given by Computershare Trust Company of Canada and Computershare Investor Services Inc in respect of standby letters of credit for the payment of payroll.

Guarantees of US\$3,436,943 (2007: US\$5,844,006) have been given by Computershare US Services Inc. as security for healthcare administration services in USA.

Guarantees of Rand 565,000 (2007: Rand nil) have been given by Computershare South Africa (Pty) Ltd to provide for electricity services.

Guarantees of US\$2,559,929 (2007: US\$3,108,138) have been given by Computershare Investor Services LLC and Computershare US Services Inc. as security for bonds in respect of leased premises.

A bank guarantee of HK\$977,621 (2007: HK\$977,621) has been given by Computershare Hong Kong Investor Services Limited as security for bonds in respect of leased premises.

A bank guarantee of Rand 850,000 (2007: Rand 850,000) has been given by Computershare South Africa (Pty) Ltd as security for bonds in respect of leased premises.

Guarantees of EUR 3,263,000 have been given by Papa Lowe GmbH (Germany) as security for film promotion loans by German government.

Guarantees of EUR 1,580,000 have been given by Am Schonberg GmbH (Germany) as security to creditors of the former owner of Am Schonberg GmbH

Guarantees of EUR 2,361,000 have been given by VEM Aktienbank AG (Germany) for redelivery liability from securities lending.

Guarantees and indemnities of US\$318,500,000 (2007: US\$318,500,000) have been given to US Institutional Accredited Investors by Computershare Limited, ACN 081 035 752 Pty Ltd, Computershare Finance Company Pty Ltd, Computershare US and Computershare Investments (UK)(No. 3) Ltd under a Note and Guarantee Agreement dated 22 March 2005.

(b) Legal and Regulatory Matters

Due to the nature of operations, certain commercial claims in the normal course of business have been made against Computershare in various countries. An inherent difficulty in predicting the outcome of such matters exists, but in the opinion of the Company, based on current knowledge and consultation with legal counsel, we do not expect any material liability to the Group to eventuate. The status of all claims is monitored on an ongoing basis, together with the adequacy of any provisions recorded in the Group's Financial Statements.

(c) Other

The Group is subject to regulatory capital requirements administered by certain US and Canadian financial institutions and banking commissions. These requirements pertain to the trust company charter granted by these authorities. The Group is also subject to regulatory capital requirements administered by the Financial Services Authority in the UK and by Regulatory Authority for Financial Institutions of Germany in Germany. These requirements pertain to the trust company charter granted by the Financial Services Authority in the UK. In Germany, these requirements need to be met for underlying businesses. Failure to meet minimum capital requirements, or other ongoing regulatory requirements, can initiate action by the regulators that, if undertaken, could revoke or suspend the Group's ability to provide trust services to customers in these markets. At all relevant times the Computershare subsidiaries have met all minimum capital requirements. In addition to the capital requirements, a trust company must deposit eligible securities with a custodian. The Group has deposited a certificate of deposit with the Group's custodian in the UK in order to satisfy this requirement.

Computershare Limited (Australia) has issued a letter of warrant to Computershare Custodial Services Ltd. This obligates Computershare Limited (Australia) to maintain combined tier one capital of at least Rand 455,000,000.

Potential withholding and other tax liabilities arising from distribution of all retained distributable earnings of all foreign incorporated subsidiaries is US\$9,744,237 (30 June 2007: US\$5,574,403). No provision is made for withholding tax on unremitted earnings of applicable foreign incorporated subsidiaries as there is currently no intention to remit these earnings to the parent entity.

In consideration of the Australian Securities and Investments Commission agreeing to allow AU\$5,000,000 to form part of the net tangible assets of Computershare Clearing Pty Ltd so that it can meet certain financial requirements under the conditions of its Australian Financial Services Licence, Computershare Limited has agreed to make, at the request of Computershare Clearing Pty Ltd, a AU\$5,000,000 loan to it. Computershare Limited has agreed to subordinate its loan to any other unsecured creditors of Computershare Clearing Pty Ltd. The loan was made pursuant to a deed of subordination dated 7 January 2004.

In consideration of the Australian Securities and Investments Commission agreeing to allow AU\$5,000,000 to form part of the net tangible assets of Computershare Share Plans Pty Ltd so that it can meet certain financial requirements under the conditions of its Australian Financial Services Licence, Computershare Limited has agreed to make, at the request of Computershare Share Plans Pty Ltd, a AU\$5,000,000 loan to it. Computershare Limited has agreed to subordinate its loan to any other unsecured creditors of Computershare Share Plans Pty Ltd. The loan was made pursuant to a deed of subordination dated 5 July 2007.

Computershare Limited (Australia), as the parent company, has undertaken to own, either directly or indirectly, all of the equity interests and guarantee performance of the obligations of Computershare Investor Services LLC, Computershare Trust Company Inc, Georgeson Shareholder Communications Inc, Computershare Trust Company of Canada and Computershare Investor Services Inc with respect to any financial accommodation related to transactional services provided by Harris Trust and Savings Bank, Chicago.

38. CAPITAL EXPENDITURE COMMITMENTS

	Consolidated		Parent entity	
	2008	2007	2008	2007
	\$000	\$000	\$000	\$000
Less than 1 year:				
Fit-out of premises	400	720	-	-
Purchase of equipment	1,023	-	-	-
Other	-	2,670	-	-
	1,423	3,390	-	-

39. SEGMENT INFORMATION

The consolidated entity operates predominantly in three geographic segments: Asia Pacific; Europe, Middle East & Africa (EMEA) and North America.

Asia Pacific includes Australia, New Zealand, India and Hong Kong. The EMEA region comprises of operations in the UK, Ireland, Germany, South Africa and Russia. North America includes the US and Canada.

In each region the consolidated entity operates in five business segments: Investor Services, Plan Services, Communication Services, Stakeholder Relationship Management Services and Technology Services.

The Investor Services operations comprise the provision of share registry and related services. The Plan Services operations comprise the provision and management of employee share and option plans. Communication Services operations comprise laser imaging, intelligent mailing, scanning and electronic delivery. Stakeholder Relationship Management Services Group comprise the provision of investor analysis, investor communication and management information services to companies, including their employees, shareholders and other security industry participants. Technology Services include the provision of software specializing in share registry and financial services. Intersegment charges are at normal commercial rates.

All corporate entities have been included as unallocated in the geographic and business segments. Corporate entities' main purpose is to hold intercompany investments and conduct financing activities. Previously corporate entities were reflected in the geographic region of incorporation and corporate business segments, accordingly the 30 June 2007 comparatives have been updated. The most significant changes to the 30 June 2007 geographic segment profit before income tax were corporate entity transactions relating to transfer pricing revenue, profit on sale of Analytics business and external interest expense now being included in unallocated. The most significant change to the 30 June 2007 business segment profit before income tax was that profit on sale of Analytics is now included in unallocated.

Geographical segments are presented as the primary reporting segment of the Group, reflecting the manner in which the Group has been internally managed and financial information reported to the Board in the current financial year.

Notes to the Financial Statements

PRIMARY BASIS - Geographical Segments 2008

	Asia Pacific	EMEA	North America	Unallocated/ Eliminations	Consolidated Total
Major geographic segments	\$000	\$000	\$000	\$000	\$000
Revenue					
External revenue	434,337	363,254	766,468	7,512	1,571,571
Intersegment revenue	7,182	9,382	1,595	(18,159)	-
Total segment revenue	441,519	372,636	768,063	(10,647)	1,571,571
Other income	248	8,545	1,809	4,587	15,189
Segment Result					
Profit/(loss) before income tax	91,288	79,749	171,016	48,631	390,684
Income tax expense					(101,558)
Profit after income tax					289,126
Depreciation	11,090	10,903	16,046	1,635	39,674
Other non cash expenses	-	-	-	3,853	3,853
Liabilities					
Total segment liabilities	72,643	151,522	199,227	1,044,430	1,467,822
Assets					
Total segment assets	435,653	364,033	1,175,710	262,622	2,238,018
Carrying value of investments in associates and joint ventures included in segment assets	1,737	9,341	-	-	11,078
Segment assets acquired during the reporting period:					
Property, plant and equipment	23,845	7,430	21,385	5,336	57,996
Other non-current segment assets	122,851	82,388	47,814	-	253,053
Total	146,696	89,818	69,199	5,336	311,049

PRIMARY BASIS - Geographical Segments 2007

	Asia Pacific	EMEA	North America	Unallocated/ Eliminations	Consolidated Total
Major geographic segments	\$000	\$000	\$000	\$000	\$000
Revenue					
External revenue	311,936	309,266	781,602	9,885	1,412,689
Intersegment revenue	3,946	9,455	1,916	(15,317)	-
Total segment revenue	315,882	318,721	783,518	(5,432)	1,412,689
Other income	958	1,332	462	12,558	15,310
Segment Result					
Profit/(loss) before income tax	71,271	54,916	144,098	53,207	323,492
Income tax expense					(83,615)
Profit after income tax					239,877
Depreciation	7,703	9,696	13,155	1,468	32,022
Other non cash expenses	-	-	-	3,082	3,082
Liabilities					
Total segment liabilities	41,439	114,852	231,492	514,758	902,541
Assets					
Total segment assets	261,186	230,388	1,074,457	169,084	1,735,115
Carrying value of investments in associates and joint ventures included in segment assets	905	15,196	-	-	16,101
Segment assets acquired during the reporting period:					
Property, plant and equipment	8,040	8,854	7,772	1,705	26,371
Other non-current segment assets	33,321	5,265	24,942	-	63,528
Total	41,361	14,119	32,714	1,705	89,899

SECONDARY BASIS - Business Segments 2008

Major business segments	Shareholder Relationship Management Services \$000	Communi- cation Services \$000	Investor Services \$000	Plan Services \$000	Technology Services \$000	Unallocated \$000	Consolidated Total \$000
Revenue							
External revenue	86,136	103,529	1,217,955	118,918	37,520	7,513	1,571,571
Intersegment revenue	2,194	159,264	3,736	2,088	172,165	(339,447)	-
Total segment revenue	88,330	262,793	1,221,691	121,006	209,685	(331,934)	1,571,571
Other income	346	105	9,729	299	123	4,587	15,189
Segment Result							
Profit/(loss) before income tax	10,893	19,616	280,223	18,975	13,199	47,778	390,684
Income tax expense							(101,558)
Profit after income tax							289,126
Depreciation	458	7,582	15,707	510	13,782	1,635	39,674
Other non cash expenses	-	-	-	-	-	3,853	3,853
Liabilities							
Total segment liabilities	11,328	35,052	310,355	41,370	25,287	1,044,430	1,467,822
Assets							
Total segment assets	114,709	216,004	1,522,718	32,883	89,082	262,622	2,238,018
Carrying value of investments in associates and joint ventures included in segment assets							
	-	-	11,078	-	-	-	11,078
Segment assets acquired during the reporting period:							
Property, plant and equipment	93	14,750	27,887	5	9,925	5,336	57,996
Other non-current segment assets	-	120,532	95,004	-	37,517	-	253,053
Total	93	135,282	122,891	5	47,442	5,336	311,049

Notes to the Financial Statements

SECONDARY BASIS - Business Segments 2007

Major business segments	Shareholder Relationship Management Services \$000	Communication Services \$000	Investor Services \$000	Plan Services \$000	Technology Services \$000	Unallocated \$000	Consolidated Total \$000
Revenue							
External revenue	85,527	75,678	1,097,887	116,907	26,806	9,884	1,412,689
Intersegment revenue	3,566	153,899	3,906	2,578	136,549	(300,498)	-
Total segment revenue	89,093	229,577	1,101,793	119,485	163,355	(290,614)	1,412,689
Other income	383	53	2,039	6	272	12,557	15,310
Segment Result							
Profit/(loss) before income tax	11,989	21,986	212,216	12,907	12,134	52,260	323,492
Income tax expense							(83,615)
Profit after income tax							239,877
Depreciation	506	5,556	13,938	395	10,159	1,468	32,022
Other non cash expenses	-	-	-	-	-	3,082	3,082
Liabilities							
Total segment liabilities	11,436	15,611	306,686	34,469	19,581	514,758	902,541
Assets							
Total segment assets	107,584	61,297	1,326,803	35,000	35,347	169,084	1,735,115
Carrying value of investments in associates and joint ventures included in segment assets							
	-	-	16,101	-	-	-	16,101
Segment assets acquired during the reporting period:							
Property, plant and equipment	153	2,511	9,903	139	11,960	1,705	26,371
Other non-current segment assets	-	893	61,149	-	1,486	-	63,528
Total	153	3,404	71,052	139	13,446	1,705	89,899

Segment information is prepared in conformity with the accounting policies of the entity as disclosed below and Accounting Standard, AASB 114 Segment Reporting.

Segment revenues, expenses, assets and liabilities are those that are directly attributable to a segment and the relevant portion that can be allocated to the segment on a reasonable basis. Segment assets include all assets used by a segment and consist primarily of operating cash, receivables, inventories, property plant and equipment and goodwill and other intangible assets, net of related provisions. Segment liabilities consist primarily of trade and other payables, employee entitlements and other provisions. Segment assets and liabilities do not include income taxes.

40. ASSOCIATED ENTITIES

Details of interests in associated entities are as follows:

Name	Principal Activities	Place of Incorporation	Ownership Interest		Balance Date	Consolidated Carrying amount	
			2008 %	2007 %		2008 \$000	2007 \$000
Equity accounted							
Chelmer Limited	Computer Technology Services	New Zealand	50%	50%	30 June	-	-
Registrar Nikoil Company JSC	Investor Services	Russia	40%	40%	31 December	5,951	11,454
Netpartnering Limited	Investor Services	UK	25%	25%	31 December	3,390	3,743
Total investments in associated entities						9,341	15,197

Voting power is in accordance with the ownership interest held.

	2008 \$000	2007 \$000
Share of associates results		
Profit/(loss) before income tax	2,619	3,478
Income tax expense	(694)	(796)
Profit/(loss) after tax	1,925	2,681
Share of net result of associates	1,925	2,681
Less dividends received	(6,752)	-
Retained profits at the beginning of the financial year	1,723	6,374
Effect of associates becoming subsidiary undertakings	-	(7,332)
Retained profits at the end of the financial year	(3,104)	1,723
Share of associates reserves		
Foreign currency translation reserve		
Balance at the beginning of the financial year	279	6
Share of translation of overseas associates	(32)	66
Effect of associates becoming subsidiary undertakings	-	207
Balance at the end of the financial year	247	279
Movements in carrying value of investments in associates		
Carrying amount at the beginning of the financial year	15,197	8,371
Investments acquired during the year	(997)	13,408
Share of net result after income tax	1,925	2,681
Less dividends received	(6,752)	-
Effect of associates becoming subsidiary undertakings	-	(9,536)
Share of movement in reserves during the financial year	(32)	273
Carrying amount at the end of the financial year	9,341	15,197

Share of associates capital expenditure commitments

There are no material capital expenditure commitments in respect of associates at balance date.

Share of associates contingent liabilities

There are no material contingent liabilities in respect of associates at balance date.

Notes to the Financial Statements

41. JOINT VENTURES

Details of interests in joint ventures are as follows:

Name	Principal Activities	Place of Incorporation	Ownership Interest		Consolidated Carrying amount	
			2008 %	2007 %	2008 \$000	2007 \$000
Japan Shareholder Services	Investor services	Japan	50%	50%	1,737	904
					Consolidated	
					2008	2007
					\$000	\$000

Retained profits (loss) attributable to the joint venture

At the beginning of the financial year	237	(82)
At the end of the financial year	898	237

Foreign currency translation reserve attributable to the joint venture

At the beginning of the financial year	76	-
At the end of the financial year	121	76

Movement in carrying amount of investment in joint venture

Carrying amount at the beginning of the financial year	904	529
Investments acquired during the year	-	-
Foreign exchange on opening carrying value	121	76
Share of net result of joint ventures after income tax	762	276
Share of movement in reserves during the financial year	51	23
Dividend paid	(101)	-
Carrying amount at the end of the financial year	1,737	904

Share of joint venture revenues, expenses and results

Revenues	3,906	2,462
Expenses	(2,591)	(1,997)
Profit/(loss) before related income tax	1,315	465

Share of joint venture assets and liabilities

- -

Share of joint venture capital expenditure commitments

There are no material capital expenditure commitments in respect of joint ventures at balance date.

Share of joint venture contingent liabilities

There are no material contingent liabilities in respect of joint ventures at balance date.

42. INTERESTS IN EQUITY

	Members of the Parent entity		Minority Interests	
	2008 \$000	2007 \$000	2008 \$000	2007 \$000
Interest in the equity of the consolidated entity:				
Contributed equity - ordinary shares	31,689	344,541	3,799	4,645
Reserves	126,437	63,894	620	910
Retained profits	600,794	414,658	6,857	3,926
Total interest in equity	758,920	823,093	11,276	9,481

Directors' Declaration

In the directors' opinion:

- (a) the financial statements and notes set out on pages 37 to 88 are in accordance with the *Corporations Act 2001*, including:
 - (i) complying with Accounting Standards, the *Corporations Regulations 2001* and other mandatory professional reporting requirements; and
 - (ii) giving a true and fair view of the company's and consolidated entity's financial position as at 30 June 2008 and of their performance, for the financial year ended on that date; and
- (b) there are reasonable grounds to believe that the company will be able to pay its debts as and when they become due and payable; and
- (c) at the date of this declaration, there are reasonable grounds to believe that the members of the Extended Closed Group identified in note 30 will be able to meet any obligations or liabilities to which they are, or may become, subject by virtue of the deed of cross guarantee described in note 30.

The directors have been given the declarations by the Chief Executive Officer and Chief Financial Officer required by section 295A of the *Corporations Act 2001*.



C.J. Morris
Executive Chairman

10 September 2008



W.S. Crosby
Director

Statement to the Board of Directors of Computershare Limited

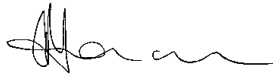
The Chief Executive Officer and Chief Financial Officer state that:

- (a) the financial records of the company and the consolidated entity for the financial year ended 30 June 2008 have been properly maintained in accordance with section 286 of the Corporations Act 2001; and
- (b) the financial statements, and the notes to the financial statements, of the company and the consolidated entity, for the financial year ended 30 June 2008:
 - (i) comply with Accounting Standards, the Corporations Regulations 2001 and other mandatory professional reporting requirements; and
 - (ii) give a true and fair view of the company's and consolidated entity's financial position as at 30 June 2008 and of their performance for the financial year ended on that date.



W.S. Crosby
Chief Executive Officer

10 September 2008



T.F. Honan
Chief Financial Officer

Independent Auditor's Report



PricewaterhouseCoopers
ABN 52 780 433 757

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Report on the financial report

We have audited the accompanying financial report of Computershare Limited (the company), which comprises the balance sheet as at 30 June 2008, and the income statement, statement of changes in equity and cash flow statement for the year ended on that date, a summary of significant accounting policies, other explanatory notes and the directors' declaration for both Computershare Limited and the Computershare Limited Group (the consolidated entity). The consolidated entity comprises the company and the entities it controlled at the year's end or from time to time during the financial year.

Directors' responsibility for the financial report

The directors of the company are responsible for the preparation and fair presentation of the financial report in accordance with Australian Accounting Standards (including the Australian Accounting Interpretations) and the *Corporations Act 2001*. This responsibility includes establishing and maintaining internal controls relevant to the preparation and fair presentation of the financial report that is free from material misstatement, whether due to fraud or error; selecting and applying appropriate accounting policies; and making accounting estimates that are reasonable in the circumstances. In Note 1, the directors also state, in accordance with Accounting Standard AASB 101 *Presentation of Financial Statements*, that the financial report, comprising the financial statements and notes, complies with International Financial Reporting Standards as issued by the International Accounting Standards Board.

Auditor's responsibility

Our responsibility is to express an opinion on the financial report based on our audit. We conducted our audit in accordance with Australian Auditing Standards. These Auditing Standards require that we comply with relevant ethical requirements relating to audit engagements and plan and perform the audit to obtain reasonable assurance whether the financial report is free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial report. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial report, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the financial report in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by the directors, as well as evaluating the overall presentation of the financial report.

Our procedures include reading the other information in the Annual Report to determine whether it contains any material inconsistencies with the financial report.

For further explanation of an audit, visit our website <http://www.pwc.com/au/financialstatementaudit>.

Our audit did not involve an analysis of the prudence of business decisions made by directors or management.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinions.

Independence

In conducting our audit, we have complied with the independence requirements of the *Corporations Act 2001*.

Auditor's opinion

In our opinion:

- (a) the financial report of Computershare Limited is in accordance with the *Corporations Act 2001*, including:
 - (i) giving a true and fair view of the company's and consolidated entity's financial position as at 30 June 2008 and of their performance for the year ended on that date; and
 - (ii) complying with Australian Accounting Standards (including the Australian Accounting Interpretations) and the *Corporations Regulations 2001*; and
- (b) the financial report complies with International Financial Reporting Standards as issued by the International Accounting Standards Board as disclosed in Note 1.

Report on the Remuneration Report

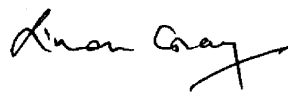
We have audited the Remuneration Report included in pages 26 to 34 of the directors' report for the year ended 30 June 2008. The directors of the company are responsible for the preparation and presentation of the Remuneration Report in accordance with section 300A of the *Corporations Act 2001*. Our responsibility is to express an opinion on the Remuneration Report, based on our audit conducted in accordance with Australian Auditing Standards.

Auditor's opinion

In our opinion, the Remuneration Report of Computershare Limited for the year ended 30 June 2008, complies with section 300A of the *Corporations Act 2001*.



PricewaterhouseCoopers



Simon Gray
Partner

Melbourne
10 September 2008

Shareholder Information

This section contains additional information required by the Australian Stock Exchange Limited listing rules not disclosed elsewhere in this report.

SHAREHOLDINGS

Substantial Shareholders

The following information is extracted from the Company's Register of Substantial Shareholders.

Name	Date of notice to Company	Number of ordinary shares
Christopher John Morris	5 September 2008	54,113,442
Fidelity Management Research Company & Fidelity International Limited	8 September 2008	34,878,276
Barclays Group	28 March 2008	35,121,128
West Side Investment Management, Inc.	24 July 2007	29,605,000
Anthony Norman Wales (Welas Pty Ltd)	22 April 2008	29,092,384

Class of shares and voting rights

At 8 September 2008 there were 27,228 holders of ordinary shares in the Company. The voting rights attaching to the ordinary shares, set out in clause 50 of the Company's Constitution, are:

"(a) every member may vote

(b) on a show of hands every member has one vote, and

(c) on a poll every member has:

(i) for each fully paid share held by the member, one vote; and

(ii) for each partly paid share held by the member, a fraction of a vote equivalent to the proportion that the amount paid up bears to the total issue price of the share."

Distribution of shareholders of shares as at 8 September 2008

Size of holding	Ordinary shareholders
1 - 1,000	10,135
1,001 - 5,000	12,537
5,001 - 10,000	2,606
10,001 - 100,000	1,762
100,001 and over	188
Total shareholders	27,228

There were 171 shareholders holding less than a marketable parcel of 55 ordinary shares at 8 September 2008.

Twenty Largest Shareholders of ordinary shares as at 8 September 2008

	Ordinary shares	
	Number	%
J P Morgan Nominees Australia Limited	77,307,776	13.91
HSBC Custody Nominees (Australia) Limited	63,056,444	11.35
Finico Pty Ltd	54,113,442	9.74
National Nominees Limited	39,667,324	7.14
Welas Pty Ltd	29,092,384	5.24
West Side Investment Management Inc	25,000,000	4.50
Citicorp Nominees Pty Limited	23,440,907	4.22
P. J. Maclagan	14,400,000	2.59
ANZ Nominees Limited	13,395,305	2.41
Cogent Nominees Pty Limited	12,128,440	2.18
Australian Foundation Investment Company Limited	8,156,355	1.47
M. J. O'Halloran	8,017,489	1.44
UBS Nominees Pty Ltd	7,284,251	1.31
CPU Share Plans Pty Limited	6,384,984	1.15
HSBC Custody Nominees (Australia) Limited (GSCO ECSA)	5,558,612	1.00
ANZ Nominees Limited (SL Cash Income Account)	4,973,417	0.90
Argo Investments Limited	4,281,166	0.77
Computershare Clearing Pty Ltd	4,054,622	0.73
AMP Life Limited	4,054,153	0.73
Queensland Investment Corporation	3,559,164	0.64
Total	407,926,235	73.42

Office Locations



Corporate Directory

DIRECTORS

Christopher John Morris
(Executive Chairman)

William Stuart Crosby
(Chief Executive Officer)

Dr Markus Kerber

Simon David Jones

Penelope Jane Maclagan

Anthony Norman Wales

Arthur Leslie Owen

Nerolie Phyllis Withnall

COMPANY SECRETARIES

Dominic Matthew Horsley
Katrina Diana Bobeff

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Australian Securities Exchange

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Freshwater Place
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135 Bishopsgate
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United Kingdom



To view the Shareholder Review,
visit our website:

www.computershare.com

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