ANNUAL REPORT

2014

CERTAINTY | INGENUITY | ADVANTAGE

Computershare

This financial report covers the consolidated entity consisting of Computershare Limited and its controlled entities.

The financial report is presented in United States dollars (USD), unless otherwise stated.

Computershare Limited is a company limited by shares, incorporated and domiciled in Australia. Its registered office and principal place of business is:

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

The financial report was authorised for issue by the directors on 22 September 2014. The company has the power to amend and reissue the financial report.

A separate notice of meeting including a proxy form is enclosed with this financial report.

Contents*

* The Chairman and Chief Executive Officer Review, Group and Regional Operating Review and Business Strategies and Prospects comprise our Operating and Financial Review (OFR) and form part of the Directors' Report.

Financial Highlights

The financial report is presented in United States dollars (USD) and all comparative references are to FY2013 unless otherwise noted.

	JUNE 2014	JUNE 2013	% CHANGE
STATUTORY RESULTS			
Total revenue	2,015.1 million	2,019.9 million	-0.2%
Net profit after Non-Controlling Interests (NCI)	251.4 million	157.0 million	60.1%
Statutory earnings per share	45.20 cents	28.25 cents	60.1%
MANAGEMENT RESULTS*			
Total revenue	2,015.1 million	2,019.9 million	-0.2%
Management EBITDA	540.6 million	509.8 million	6.0%
Management net profit after NCI	335.0 million	304.9 million	9.9%
Management earnings per share	60.24 cents	54.85 cents	9.8%
BALANCE SHEET			
Total assets	3,808.2 million	3,618.9 million	5.2%
Total shareholders' equity	1,267.2 million	1,130.9 million	12.1%
PERFORMANCE INDICATORS			
Free cash flow	392.8 million	290.3 million	35.3%
Net debt to management EBITDA	2.13 times	2.47 times	
Return on equity*	28.01%	25.80%	
Staff numbers	14,530	14,270	

For a reconciliation between statutory and management adjusted results, refer to note 6 in the Notes to the Financial Statements.

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

Financial Calendar

2014

21 AUGUST Record date for final dividend

16 SEPTEMBER Final dividend paid

12 NOVEMBER The Annual General Meeting (AGM) of Computershare Limited ABN 71 005 485 825

LOCATION: Computershare Conference Centre
Yarra Falls, 452 Johnston Street
Abbotsford, Victoria 3067

TIME: 10.00am

2015

11 FEBRUARY Announcement of the financial results for the half year ending 31 December 2014

YEAR IN REVIEW

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

Revenues were largely flat over the year while earnings benefited from a reduction in costs, underpinned by further substantial synergies from the integration of the Shareowner Services business acquired in 2011. Transaction-based activity remains subdued in a number of our businesses and prolonged low interest rates continue to adversely impact our margin income returns. We witnessed another year of growth in our employee plans business and effectively brought to a close the prioritised asset clean-up that began in 2013, enabling a clearer focus on our existing businesses and opportunities.

Operating cash flows were significantly higher, increasing 22.5% year-on-year to $409.3 million. For the reconciliation between our statutory and management results, refer to note 6 on page 65 in the Notes to the Financial Statements.

AUSTRALIA AND NEW ZEALAND

Revenues in Australia and New Zealand decreased 11.7% to $376.4 million and management EBITDA was down 9.8% to $69.8 million. The material fall in revenues can be attributed to the weaker Australian dollar, which fell around 11%, as well as the sale of the Australian fund services business in the first half. Margin income deteriorated due to falls in Australian dollar interest rates and the maturity of hedges. Excluding the FX translation effect, the Australian business delivered modest earnings improvement. Both revenues and earnings for the New Zealand business were flat year-on-year.

ASIA

Revenues in the Asian region fell 1.0% to $111.9 million, although management EBITDA grew 10.0% to $36.7 million. Hong Kong registry maintenance, corporate action and employee plan revenues all increased year-on-year, resulting in a significant uplift in earnings for this business. Business Services in India suffered a fall in revenues, further impacted by the 12% depreciation of the Indian rupee. The Indian Investor Services business experienced solid growth, but was unable to offset the deterioration in Business Services.

UNITED KINGDOM, CHANNEL ISLANDS, IRELAND AND AFRICA

Revenues in the UCIA region grew 8.1% to $324.0 million and management EBITDA grew 4.0% to $120.4 million. The Investor Services business revenues and earnings were higher year-on-year, particularly evident in the second half. The employee plans business increased revenues but earnings were negatively impacted by a weaker margin income contribution. Business Services revenues and earnings fell year-on-year. Overall the UK business benefited from a 3% appreciation of the pound sterling. The Irish business grew revenue and earnings, while earnings for South Africa were marginally down.

CONTINENTAL EUROPE

Revenues in the region increased 4.4% to $115.1 million while management EBITDA fell 12.0% to $14.2 million. The increase in revenue was largely driven by the German businesses and aided by the strengthening euro. Modest growth was achieved in Russia, while Italy was flat. Germany's earnings showed improvement whereas Russia, adversely affected by the 8% weakening of the Russian rouble, and Italy, were both unable to match their FY2013 results.

UNITED STATES

US revenues grew 5.5% on FY2013 to $889.7 million and management EBITDA increased 21.5% to $208.8 million. Register maintenance, Business Services, employee plans and Communication Services revenue all increased year-on-year. Corporate actions revenue was down materially on FY2013, largely as a result of lower margin income, while Stakeholder Relationship Management revenues were marginally down. The key driver to earnings improvement was the delivery of further synergies from the Shareowner Services integration as well as improvement in the employee plans and class actions businesses. Loan servicing continues to grow although an increase in servicing costs has impacted earnings, while the bankruptcy administration business continued to experience low filings.

CANADA

Canadian revenues fell 4.2% versus FY2013 to $189.8 million and management EBITDA decreased 7.2% to $75.7 million. The Canadian environment continues to be challenging, with Investor Services and Stakeholder Relationship Management revenues lower than FY2013 – also impacted by the weaker Canadian dollar. Employee plans and corporate trust revenues were higher and the region benefited from the Olympia acquisition that closed in the first half. Earnings were again impacted by lower margin income and subdued corporate actions activity.

GLOBAL SERVICES

Our Global Capital Markets business had another successful year in FY2014, facilitating complex cross-border listings, influencing regulatory and market initiatives and assisting with strategic new business initiatives across all regions. Our Global Transactions unit continued to achieve growth in transactional activity driven by a rise in cross-border transactions, expanded US custody-related activities for international share plans and the facilitation of local Australian IPO settlements.

CAPITAL MANAGEMENT

The Company's issued capital was unchanged during the year. There were 556,203,079 issued ordinary shares outstanding as at 30 June 2014. Total assets increased $189.3 million from 30 June 2013 to $3,808.2 million as at 30 June 2014. Shareholders' equity increased $136.3 million to $1,267.2 million over the same period.

Net borrowings decreased to $1,199.2 million (from $1,257.3 million at 30 June 2013). Gross borrowings at 30 June 2014 amounted to $1,659.3 million (down from $1,711.7 million at 30 June 2013). Subsequent to year end we refinanced our syndicated bank debt facility, increasing the facility size from $800 million to $900 million and extending the average maturity of the debt facilities to 4.6 years.

DIVIDENDS

The Company announced a final dividend of AUD 15 cents per share, 20% franked, payable on 16 September 2014 (dividend record date of 21 August 2014). This follows the interim dividend of AUD 14 cents per share, 20% franked, paid in March 2014. The Company continues to operate a dividend reinvestment plan.

TECHNOLOGY PRIORITIES

Our total technology spend (technology costs excluding depreciation and amortisation) for FY2014 decreased by 7.8% to $240.9 million, while the ratio of technology expenditure to sales revenue decreased by 1% to 11.9%. Total technology spend included an expensed $74.2 million investment in technology research, compared to $67.9 million in FY2013.

Our technology teams rolled out a number of initiatives to further enhance the global service model. A global telephony platform was deployed to virtualise the call centres across four countries and multiple sites, supported by a central team. Standard virtual desktop infrastructure was further deployed and now supports multi-site transaction and call processing across five countries. A significant platform refresh was also completed for the primary back-office transaction processing platform deployed to over 5,000 users to reduce handling time and introduce efficiencies through transaction simplification and automation.

INVESTMENT ANALYSIS

Capital expenditure on property, plant and equipment fell 58% to $21.2 million in FY2014. A number of acquisitions, investments and divestments also took place during FY2014 and are listed below:

- The Australian fund services business was sold in September 2013
- The Olympia Corporate and Shareholder Services business in Canada was acquired in December 2013
- SG Vestia Inc, a Canadian employee equity plan administrator, was acquired in March 2014
- Registrar and Transfer Company, a US transfer and proxy agent, was acquired in May 2014
- The assets of Probity, a company secretarial business in South Africa, were acquired in June 2014
- The Pepper business located in Germany, Singapore and the US was sold in June 2014
- The Highlands Insurance Solutions business based in the US was sold in June 2014
- The 50% ownership stake in Chelmer, a software business based in New Zealand, was sold in June 2014
- An increased investment (from 25% to 40%) in INVeSHARE, a US company, was made in June 2014
- Digital Post Australia announced it would cease operations in July 2014 and this investment was written off in June 2014
- A sale process in relation to VEM Aktienbank AG in Germany is underway and as a result the carrying value has been written down to fair value

This effectively brings to an end our comprehensive strategic review of non-core and underperforming assets.

OUTLOOK

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

CONCLUSION

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

CJ Morris
Chairman

Stuart Irving
Chief Executive Officer

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, Business Services, Stakeholder Relationship Management Services and Technology Services.

- The Investor Services operations comprise the provision of registry maintenance and related services
- The Plan Services operations comprise the provision of administration and related services for employee share and option plans
- The Communication Services operations comprise laser imaging, intelligent mailing, inbound process automation, scanning and electronic delivery
- The Business Services operations comprise the provision of bankruptcy, class action and utilities administration services, voucher services, corporate trust services and mortgage servicing activities
- The Stakeholder Relationship Management Services group provides investor analysis, investor communication and management information services to companies, including their employees, shareholders and other security industry participants
- Technology Services includes the provision of software, specialising in share registry and financial services

Specific Computershare entities are registered securities transfer agents. In addition, certain controlled entities are trust companies whose charters include the power to accept deposits, primarily acting as an escrow and paying agent on behalf of customers.

REVIEW OF OPERATIONS

Overview

The Investor Services business improved in the US, UCIA and Asian regions however Investor Services revenue was lower for the Australia and New Zealand region, largely due to the disposal of the Australian fund services business. Despite a modest improvement in some regions, corporate actions revenues remained flat for the third consecutive half due to reduced yields on client balances, limited retail participation and FX translation.

The Plan Services business performed strongly driven by a full year contribution from the European Global Stock Plan Services business acquired in May 2013 and increased transaction activity, particularly in the US. Stakeholder Relationship Management revenues were affected by weak deal flow and a lack of hostile M&A and proxy activity. Communication Services revenues increased in most regions but were impacted by FX translation.

Business Services experienced a marginal drop in revenues despite a greater contribution from the mortgage servicing, class actions and corporate trust businesses. The disposal of IML and continued weak market activity in the bankruptcy administration business combined to negatively impact this segment. The voucher services business in the UK was down on last year while the UK deposit protection scheme business was flat.

Computershare announced the sale of the Pepper and Highlands Solutions LLC businesses as well as our stake in Chelmer Limited. In addition, the Digital Post Australia joint venture between Computershare and Zumbox Inc was closed and VEM Aktienbank AG, located in Germany, has been reclassified as 'held for sale' with a sales process underway. With these announcements the company has effectively concluded its review of non-core and underperforming assets which was first announced in FY2013.

With regard to the voucher services business, the UK Government advised it will insource the administration of its Tax-Free Childcare scheme. Consequently, the voucher services business is expected to move into run off mode in FY2016 and is anticipated to progressively wind down over the subsequent two year period.

Revenue

Region	% of total revenue*	FY2014 $ million	FY2013 $ million
Asia	6	111.9	113.0
Australia and New Zealand	19	376.4	426.5
Canada	9	189.8	198.0
Continental Europe	6	115.1	110.2
United Kingdom, Channel Islands, Ireland and Africa (UCIA)	16	324.0	299.6
United States	44	889.7	843.2

* Total external revenue and other income (total segment revenue) apportioned by region.

Operating costs

Operating expenses decreased by 2.3% to USD 1,480.9 million. Cost of sales was USD 358.3 million, a decrease of 1.7%, while personnel costs excluding technology were USD 722.5 million, a decrease of 1.7%. Occupancy and other direct costs were USD 78.5 million and USD 80.7 million respectively, an increase of 2.6% and 3.5% respectively. Total technology spend decreased by 7.8% to USD 240.9 million.

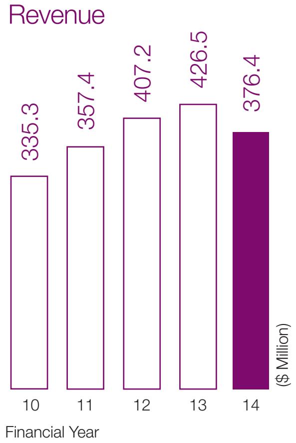
Earnings per share

	2014 cents	2013 cents
Basic earnings per share	45.20	28.25
Diluted earnings per share	45.00	28.13
Management basic earnings per share	60.24	54.85
Management diluted earnings per share	59.97	54.62

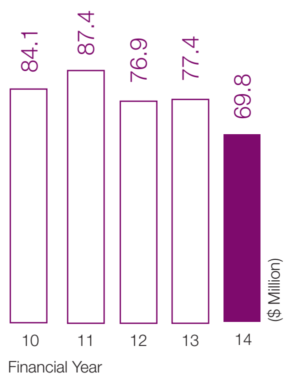
The management basic and diluted earnings per share amounts have been calculated to exclude the impact of management items (refer to note 6 in this financial report).

We maintained our market-leading position in Australia and continued to build strategic partnerships with clients. Our Australian Investor Services and Georgeson businesses benefited from an increase in corporate activity in the second half of FY2014, while the New Zealand business participated in the trilogy of government asset sales. Our Communication Services, Plan Managers and Serviceworks Group businesses made solid contributions to the region's performance.

-11.7%
Revenue



-9.8%
Management EBITDA



2014 HIGHLIGHTS

- Completed the trilogy of IPOs associated with New Zealand Treasury sale of State Owned Enterprises
- Won the 'Best performance in fostering long term share ownership' award for our in-house share plan at the 2014 Employee Ownership Australia and New Zealand Association ceremony
- Launched the next generation of Investor Centre in February 2014, improving the online experience for Computershare and our clients' shareholders
- Celebrated 25 years in business – a major milestone for our Communication Services division

ACHIEVEMENTS

Our Australian Investor Services business maintained its leading position with a market share of nearly 60% of the ASX 100 and we achieved another strong result in the annual Australian Registry Services Provider Survey, with 98% of respondents rating our performance as positive. During the year we worked on a number of significant corporate actions for clients including Westfield Group, Wesfarmers Limited, Insurance Australia Group Limited, National Australia Bank Limited, News Corporation and Macquarie Group.

In 2012 the New Zealand Treasury appointed our New Zealand business to manage the IPOs associated with their programme of multi-year sales of State Owned Enterprises. After delivering the first of these for Mighty River Power Limited in FY2013, we completed the other two IPOs for Meridian Energy Limited and Genesis Energy Limited this financial year.

Our Communication Services business had an improved year supporting clients on outbound communications. The business also built on the pipeline of inbound opportunities, providing locked box and digital mailroom solutions to a number of the region's leading banks.

Plan Managers maintained its market-leading position in the region.

Georgeson remained the leading provider of proxy solicitation services and had an improved year as a result of higher M&A activity. Georgeson worked on a number of high profile deals including the Saputo Inc. takeover of Warrnambool Cheese & Butter Factory Company Holdings Limited and the delisting of 21st Century Fox Inc. from the ASX.

The Serviceworks business also had a strong year despite losing its largest client, Australian Power and Gas Company Limited, due to a takeover.

In September 2013 we sold our Australian fund services business to OneVue Holdings Limited and in June 2014 we announced the closure of Digital Post Australia in which we had an 80% ownership interest.

OUTLOOK AND PRIORITIES

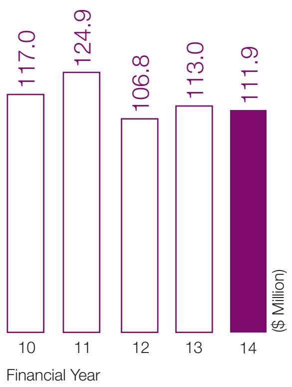
Across all our business lines we will continue to focus on delivering exceptional service and quality to our clients, their shareholders, employees and customers.

In addition to maintaining our commitment to cost management and obtaining operational efficiencies, we will ensure we have the front office skills and products to maintain our market-leading position.

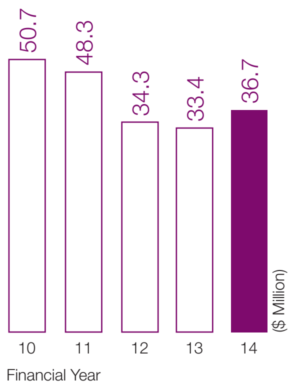
We will continue to look for growth in the utility services business line.

For the Hong Kong Investor Services business, despite an increase in the volume of IPOs, retail investor interest remained subdued while other corporate action activities increased. The Plan Managers business continued to grow. Our Indian joint venture successfully became a partner in our global service model.

-1.0%
Revenue



+10.0%
Management EBITDA



2014 HIGHLIGHTS

- Achieved a market share of 89% for capital raised via IPO in Hong Kong
- Generated a 28% increase in revenue for our Plan Managers business
- Recorded a consecutive all-time high for our Mutual Fund assets in India

ACHIEVEMENTS

Our local Plan Managers and proxy solicitation businesses continued to grow while our registry business was steady. The number of IPOs has progressively increased, although market support is still relatively weak compared to previous highs.

During the year, the Hong Kong registry team launched a new dividend service with trust and reconciliation bundled together. In addition, we established a website hosting service for lost share certificates to assist both issuers and shareholders. This has helped Hong Kong-incorporated issuers comply with the new Company Ordinance. In the second half of the financial year, our business benefited from an increase in corporate actions.

In FY2014, Computershare achieved 89% market share in terms of capital raised via IPOs in Hong Kong. This included all the financial sector IPOs from China, including China Cinda Asset Management Co., China Galaxy Securities (a state-owned brokerage firm), China Everbright Bank and Harbin Bank.

Plan Managers increased its revenue by 28%. The overall growth in demand for services continued, while the US ADR IPO market for Chinese-headquartered companies also picked up, providing more share plan opportunities. 30 new clients were onboarded, including Galaxy Entertainment Group, the Hong Kong Stock Exchange and Autohome Inc.

Shareholder Identification is becoming a more widely-used tool in the Asian markets and more than 70 listed companies are now using our services across China and Hong Kong. In addition, our proxy solicitation services were deployed for a number of high-profile corporate action transactions.

In India, the Mutual Fund Assets administered by our Indian joint venture, Karvy Computershare, grew to an all-time high. We also won the IDBI Mutual Fund R&T mandate. Karvy Computershare managed one major IPO during the year for Wonderla Holidays Limited and we continue to maintain our leading position in the Debt/Open Offers space. India is witnessing significant growth of Alternative Investment Funds – a newly-created class of pooled-in investment vehicles for real estate, private equity and hedge funds, Karvy Computershare is aggressively targeting this area and has won several new mandates.

OUTLOOK AND PRIORITIES

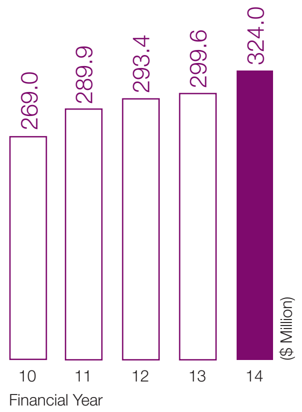
We remain well positioned across our product lines in the Asian markets despite increased levels of competitive activity. We will continue to play an active role in the ongoing developments regarding the proposed Uncertificated Securities Market legislation in Hong Kong.

We continue to capitalise on the steady uplift in corporate activity from around the region. Our results are underpinned by some excellent new business wins, key contract renewals and ongoing integration efforts.

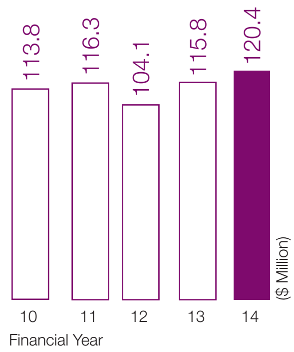
2014 HIGHLIGHTS

- Renewed our prestigious contract with HM Treasury to administer the British Government Stock Registers (Gilts) for a further ten years
- Completed one of the UK's largest corporate actions as Vodafone Group PLC sold its stake in Verizon Wireless
- Progressed the integration of the European Global Stock Plan Services business acquired from Morgan Stanley, with high levels of client retention

+8.1%
Revenue



+4.0%
Management EBITDA



ACHIEVEMENTS

In the UK, our Business Services division renewed the contract with HM Treasury to administer the British Government Stock Registers (Gilts) for a further ten years. Our Investor Services business also completed one of the largest corporate actions in UK history – the return of value and share consolidation resulting from Vodafone Group PLC's sale of its stake in Verizon Wireless. As market activity increased, we also won our share of new issues, including Merlin Entertainments plc.

Our Plan Managers business continued to perform well, winning work with both new and existing clients. Our solutions continue to receive great recognition from the industry, with seven clients picking up prestigious Global Equity Organisation awards. The integration of Global Stock Plan Services has progressed to plan and is due to be completed in the coming months.

The deposit protection service is now in its seventh year and continues to deliver strong results. This service now has a membership of 35,000 letting agents and 390,000 private landlords in England and Wales, and is the largest supplier of tenancy deposit protection in the UK.

Ireland saw positive growth in all sectors. We secured a number of new IPOs and delivered complex corporate events in the takeover of Elan plc by Perrigo Inc and the redistribution of shareholdings in Glanbia plc. We have also seen a significant increase in cross-border services to major multinationals.

In South Africa we acquired Probity Business Services Proprietary Limited, enhancing our company secretarial offering.

Our Channel Islands offshore registry business has performed strongly again this year, winning its share of new market entrants.

Our UK voucher services business made a strong contribution during the year.

OUTLOOK AND PRIORITIES

Our primary focus is on finalising the integration of the Global Stock Plan Services acquisition. We also continue to prepare for a number of key market changes – T+2 settlement in Europe, T+3 settlements in South Africa, and Foreign Account Tax Compliance Act (FATCA) reporting in all regions.

The decision by the UK Government to insource the administration of its Tax-Free Childcare scheme means the voucher services business is expected to move into run off mode in FY2016 and is anticipated to progressively wind down over the subsequent two year period. The acquisition of Homeloan Management Limited will provide a new avenue for regional growth.

Overall, we are well positioned to capitalise on opportunities presented by increasing market activity and any rise in interest rates.

Continental Europe Regional Overview

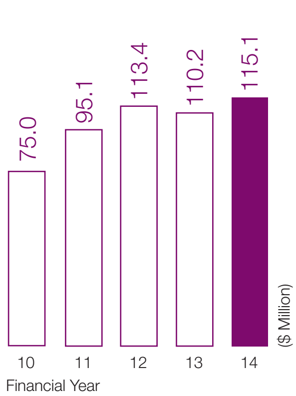
Our Russian, German and Danish registry businesses achieved new client wins, offsetting the impact of lower levels of corporate activity in the region. Our Russian registry business has strengthened its offering, while completing an operational integration which will deliver efficiencies over the coming year.

2014 HIGHLIGHTS

- Used our cross-border expertise and global footprint to manage a landmark transaction involving the merger of US-listed firm CNH Global N.V. and Italy's Fiat Industrial S.p.A to create a new dual-listed entity in Milan and New York, with the central register held and maintained in Holland
- Implemented a new operational structure to unite our Plan Managers businesses in Continental Europe and help us provide an enhanced service to large corporations
- Completed the integration of our various Russian registry services assets

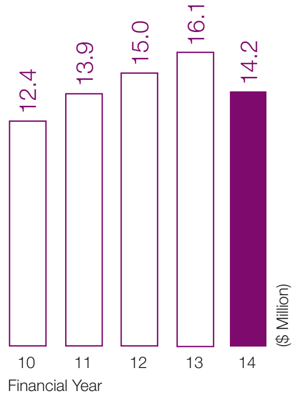
+4.4%

Revenue



-12.0%

Management EBITDA



ACHIEVEMENTS

Our Russian business completed the acquisition of a small St Petersburg-based registry business and successfully integrated our three Russian registry services businesses operationally, consolidating them under the Computershare brand. We also rolled out new services in the process, adding brokerage and specialised depositary services to our leading offering. The Russian business achieved strong organic client growth.

While the German economy has grown, we have not seen a corresponding uplift in market activity. Our registry services business had a good year however, with a number of client wins including Osram Licht AG – one of the largest share registers in Germany. The meeting services division also performed above expectations. As a result, we have also seen an increase in revenues for our Communication Services business.

Our Italian registry and meeting services businesses have been very stable, but with no major IPOs or Extraordinary General Meetings this year, organic growth has been hampered.

Market activity in Denmark has increased this period. Our registry business has won every IPO mandate on Nasdaq OMX Copenhagen over the last year. These include Matas A/S, OW Bunker A/S and ISS World Services A/S, the latter being the largest IPO in Denmark in almost 20 years.

We launched a new registry business in Spain and our Dutch business won a range of general meeting and proxy appointments.

OUTLOOK AND PRIORITIES

We are continuing to monitor the regulatory landscape with potential changes in the Eurozone arising from Central Securities Depositary regulations, the implementation of the Shareholder Rights Directive and Target 2 Securities.

In Russia we will also continue to monitor the development of the regulatory and market environment.

We expect to finalise the disposal process for our VEM Aktienbank AG business in the year ahead.

United States Regional Overview

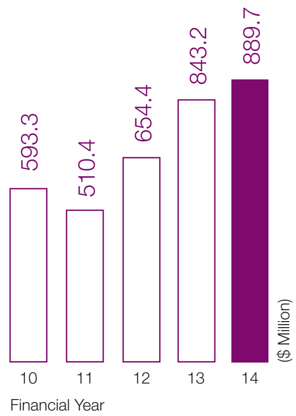
The US Investor Services, Georgeson and bankruptcy businesses remained market leaders. We increased revenue through premium service options, new business wins and onboarding the formerly outsourced communications business for the Shareowner Services and SLS acquisitions.

2014 HIGHLIGHTS

- Delivered further material cost synergies from the Shareowner Services acquisition as anticipated
- Acquired the Register and Transfer Company – gaining an additional 800 Investor Services clients
- Achieved significant uplift in transactional activity in both Investor Services and Plan Managers
- Continued to rank as top M&A and annual meeting solicitor

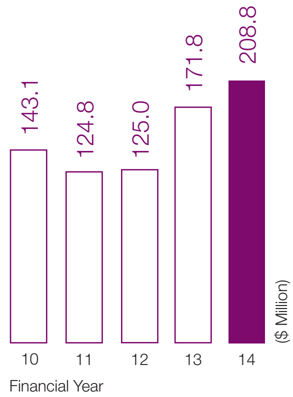
+5.5%

Revenue



+21.5%

Management EBITDA



ACHIEVEMENTS

In its first full year following the integration of Shareowner Services, Investor Services grew revenue by implementing premium service options across its client base. Client retention and satisfaction remain strong, with 95% overall satisfaction and 90% of clients willing to recommend services. New business included over 120 wins – both IPO and competitive, along with 800 additional clients from the Registrar & Transfer Company acquisition. Corporate actions and related project activity showed improvement in activity levels.

Plan Managers handled several large corporate events this year, including one transaction requiring the delivery of 40 million shares to over 71,000 employees.

The SLS mortgage servicing business experienced positive growth during FY2014 both organically and through the purchase of Mortgage Servicing Rights (MSRs).

Communication Services continued to gain revenue from the addition of the formerly outsourced communications business for the Shareowner Services and SLS acquisitions. We maintained commercial revenue while developing the Capturepoint inbound workflow solution for the US market.

While US bankruptcy filing activity continued to be slow, Computershare's KCC restructuring business led market share in overall filings and the mega case market (bankruptcy cases for companies with assets or liabilities over $100 million).

Initiatives in prior years drove improved performance for the class action administration business, resulting in solid revenue growth.

OUTLOOK AND PRIORITIES

The Investor Services business intends to grow its revenue by increasing transaction-based, non-issuer-paid fees for services and will continue to focus on efficiency gains. It will also concentrate on successfully integrating the Register and Transfer Company.

SLS will continue to focus on winning and successfully onboarding sub-servicing and MSR opportunities.

The development of the Broker Services market through our investment in INVeSHARE remains a priority.

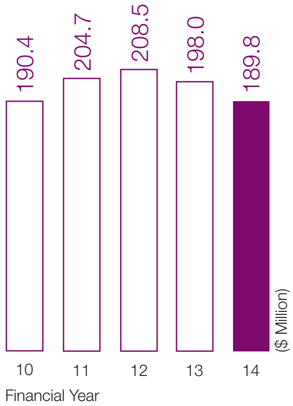
While the Canadian market continued to present challenges due to soft market conditions, we again delivered solid results, focusing on client retention, bringing new solutions to market and realising synergies from acquisitions.

2014 HIGHLIGHTS

- Strengthened our market position with the acquisition of the Olympia Corporate and Shareholder Services assets (OCSS) as well as the acquisition of SG Vestia Systems Inc.
- Drove new revenue streams from new and existing clients with our successful launch of Equity Award Solutions
- Reached the highest shareholder satisfaction rating in several years and improved our retention rate by focusing on continuous improvement measures
- Grew our debt under administration by over 5% to CAD 1.54 trillion

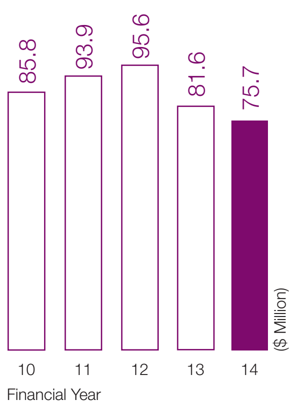
-4.2%

Revenue



-7.2%

Management EBITDA



ACHIEVEMENTS

The Corporate Trust business continues to lead the market by winning new mandates and growing the existing book of business. The business experienced strong organic growth due to an increase of activities in the mortgage-backed securities sector, acting as trustee on multiple debt issuances and several private-public partnership projects appointments. These included the Muskrat Falls/Labrador Transmission Asset Funding Trust and Labrador Island Link Funding Trust (Lower Churchill River Project) where Computershare acted as the Security and Indenture Trustee.

Our Investor Services business won several new mandates last year, most notably the Canadian Tire REIT and the Caledonia Mining appointments. We also renewed our Transfer Agency appointments for the Ontario Financing Authority and the annual Ontario Savings Bonds Campaign. Slower adoption of Notice and Access for the communication of proxy material to shareholders has translated in better than anticipated results for our proxy-related communications revenues.

We have been appointed as Depository for the high profile merger between Coastal Energy Company and Condor Acquisition Ltd and for the Plan of Arrangement between BCE and Astral Media.

Plan Managers had another year of solid revenue growth driven by new and existing clients with our new Equity Award Solutions. We have won several mandates to administer global employee share plans for multinational corporations, demonstrating Computershare's ability to leverage its global platform and services capabilities.

Our Communication Services business continues to win clients from the financial, wealth management and insurance industries.

OUTLOOK AND PRIORITIES

We are finalising the migration and integration of OCSS and SG Vestia as well as continuing to migrate new client wins.

While the market slowly recovers, we will continue to focus on client retention by maintaining our high level of service excellence, employing cross-selling strategies and leveraging efficiencies gained from the implementation of innovative solutions more broadly across the business.

Total technology spend for FY2014 decreased by 7.8% to $240.9 million, while the ratio of technology expenditure to sales revenue decreased by 1% to 11.9%. Our total technology spend included an expensed $74.2 million investment in technology research, compared to $67.9 million in FY2013.

2014 HIGHLIGHTS

- Completed the global telephony and virtualisation capability across the Americas and Oceania
- Delivered a complete platform refresh of the Investor Centre web platform for Oceania
- Deployed a solution to meet our FATCA regulatory obligations in multiple jurisdictions
- Delivered a mobile device Employee Plan Enrolment Application for the UK

ACHIEVEMENTS

Our technology teams rolled out a number of initiatives to further enhance the global service model. A global telephony platform was deployed to virtualise the call centres across four countries and multiple sites, supported by a central team. Standard virtual desktop infrastructure was further deployed and now supports multi-site transaction and call processing across five countries. A significant platform refresh was also completed for the primary back-office transaction processing platform, deployed to over 5,000 users to reduce handling time and introduce efficiencies through transaction simplification and automation.

We delivered the first phase of the FATCA project to ensure that every Computershare office which has legal entities classified as foreign financial institutions was compliant with the act by July 2014.

Following the US deployment of the enhanced Investor Centre platform, a major upgrade was released in February 2014 and accessed by more than 1.1 million securityholders in Australia and New Zealand. On the mobility front, an application was delivered to the UK to extend the reach of the Plan Managers business' Enrolment and Eligibility functionality to a smartphone-targeted audience.

We have completed the expansion of the SLS technology environment to handle the increased customer base, including the migration of their data centre operations to the primary facilities in Boston, US. The servicing of all technology infrastructure for the Serviceworks business is now managed internally, leveraging our data centre services, with both existing and new client billing platforms now migrated to this platform.

Several information security-related initiatives commenced this year as part of the reorganisation from a regional to a global operating model. We have implemented multi-tier firewalls for critical data centres and a global service has been introduced for systems access certification and recertification. We have also invested in global security analytics technology that is complimented by next-generation intrusion detection platforms. New methodologies and procedures have been launched company-wide including a technology-oriented risk assessment methodology and information security awareness programmes.

OUTLOOK AND PRIORITIES

During the next twelve months we will undertake the next stage of our virtual desktop infrastructure deployment. This will reduce operational costs for our business and provide a strategic platform with which to refresh our internal desktop fleets. It will also deliver further operational efficiencies through additional automation, quality tracking and workforce planning.

Online reporting for our Plan Managers and Investor Services businesses will be a priority development as we improve self-service capability for our clients. We will continue to expand our mobile suite with deployments of the Employee Enrolment Application into new regions and investigate similar opportunities in Investor Services.

Further enhancements to our information security framework will include the deployment of global privileged password management systems, next-generation intrusion detection systems, vulnerability assessment, threat management and access certification systems.

Global Capital Markets Overview

FY2014 was another successful year for our Global Capital Markets business which continued to facilitate complex cross-border listings, influence regulatory and market initiatives and assist with strategic new business initiatives across all regions.

2014 HIGHLIGHTS

- Successfully facilitated the settlement of the corporate transaction between Vodafone Group Plc and Verizon Communications Inc.
- Continued to engage with various industry regulators on industry matters and released a report on transparency, shareholder communications and voting in international markets, see www.computershare.com/tcvreport
- Expanded our strategic partnership with INVeSHARE to focus on beneficial shareholder communications

ACHIEVEMENTS

Cross-border solutions

FY2014 was an active year for facilitating complex cross-border transactions. Significant transactions coordinated by the group included Verizon Communication Inc.'s acquisition of Vodafone Group Plc's 45% interest in Verizon Wireless for $130 billion. This resulted in the distribution of new Verizon Communication shares and cash to Vodafone Group shareholders through the UK and US markets and the consolidation and distribution of Vodafone Group's shares into the UK market and ADRs into the US. We also worked on the merger between CNH Global N.V. (a Dutch company) and Fiat Industrial S.p.A. (an Italian company) with the resulting NV company listed in New York and Milan, and the delisting of 21st Century Fox Inc from the ASX.

The group was also actively involved in the facilitation of various reincorporation transactions into (and IPOs from) Ireland and the UK, resulting in further direct equity listings by non-US companies into the US markets (rather than listings by way of ADRs) including:

- Actavis' acquisition of Warner Chilcott plc, creating Actavis plc
- Pentair plc reincorporation from Switzerland to the UK
- IPO for King Digital Entertainment plc

Building on the success of prior years, our Global Transactions unit continued to achieve growth in transactional activity driven by a rise in cross-border transactions, expanded US custody-related activities for international share plans and the facilitation of local Australian IPO settlements.

Market development

During FY2014 the group continued to participate in and influence market developments and regulatory policy discussions in Australia, Canada, the EU, Hong Kong, the UK and the US, helping regulators, market infrastructure providers and other stakeholders consider the impact of proposed changes to market regulations, structures and operations including:

- Discussions with the European Commission, local market regulators and other market stakeholders on the proposed amendments to the Shareholder Rights Directive in relation to shareholder identification, communications and exercise of shareholder rights
- Submissions to consultations by both the Canadian Securities Administrators and Industry Canada on aspects of the proxy process in Canada
- Continued dialogue with the UK regarding implementation of the EU Directive on Central Securities Depositories (CSDs), in relation to the dematerialisation of securities and mandatory T+2 settlement across the EU
- Discussions with the Depository Trust Company to move towards further dematerialisation of securities listed in the US and to reduce the market settlement period from T+3

The group also recently issued a report covering the central issues of shareholder identification, communications and voting rights across 14 international markets, contributing to a growing international debate on these key aspects of shareholder engagement.

New business initiatives

During FY2014, the group actively partnered with the US business to implement a strategic initiative between Computershare and INVeSHARE, enabling Computershare to extend the investor communications offering to include beneficial shareholder communications between US brokers and their clients – a new commercial opportunity for our business.

OUTLOOK AND PRIORITIES

In FY2015, the group will continue its efforts to facilitate the execution of complex cross-border corporate transactions. We also plan to stay actively engaged in various market and regulatory initiatives, such as dematerialisation of shares, shorter settlement periods, shareholder communications, proxy voting and evolving industry discussions regarding the standardisation of issuer communications for corporate actions.

OUTLOOK

Looking ahead to FY2015, lower yields on client balances and some short term headwinds are expected to be a drag on earnings, but we are seeing modest improvements in some of our key operating environments. Taking all factors into account the Company expects Management EPS for FY2015 to be around 5% higher than FY2014. This assessment of the outlook is subject to the forward-looking statements disclaimer in our annual results announcement and assumes that equity, foreign exchange and interest rate markets remain at the levels that existed at the time of providing our guidance in August 2014.

Computershare will continue to focus on:

- Seeking acquisition and other growth opportunities where they will add value and enhance returns for Computershare shareholders
- Improving front office skills to protect and drive revenue
- Driving operational quality and efficiency through improved measurement, benchmarking and technology

Having recently concluded our prioritised asset clean up process enabling a clearer focus on our existing businesses and opportunities, and while continuing to execute recent 'bolt on' transactions, our priorities remain focused on those areas that will best assure our future, primarily:

- Protecting profitability in our mature businesses
- Driving growth in businesses that offer that potential, such as mortgage servicing, utility back office and share plan administration

Computershare continues to have a strong operational and financial platform from which to execute these strategies.

In delivering on our strategic focus, we highlight that our offshore servicing capabilities are now bringing increasing quality and cost benefits to our US, Canadian and Australian businesses. We are also using third party IT development where appropriate to support certain projects. We expect that this approach will deliver greater resource flexibility and cost savings.

The Company is also looking forward to completing the acquisition of Homeloan Management Limited in the UK which will further support the growth prospects of our mortgage servicing business.

RISKS

The Board is ultimately responsible for ensuring that Computershare's risk management practices are sufficient to mitigate, as cost-effectively as possible, the risks present in our business. The Board delegates some of this responsibility to the Risk and Audit Committee. The Board has approved a Risk Management Policy, a summary of which is available from http://www.computershare.com/governance. The policy is designed to ensure that risks are identified, evaluated, monitored and mitigated to facilitate the achievement of the Group's business objectives.

During the course of the year the Company undertook a comprehensive independent review of its risk and internal audit function with a view to optimising its effectiveness and efficiency. As a result of the review, the Company is implementing several initiatives designed to strengthen its approach to both risk management and internal audit. Changes already implemented include a separation of Internal Audit from within the Risk and Audit function with the Head of Internal Audit reporting directly to the Risk and Audit Committee. A new position of Chief Risk Officer has also been created to lead the risk team and reports directly to the CEO.

The restructure has resulted in a clearer model for the oversight and management of risk in Computershare, based on the three lines of defence principles. This model provides a simple framework for the implementation and oversight of risk management in which management, as the first line of defence, has primary responsibility for risk management and control activities.

The risk function, as the second line of defence, is responsible for setting and implementing the risk framework and supporting tools and methodologies as well as providing advisory support to management.

The Internal Audit function, as the third line of defence, provides an independent and objective assurance function with the responsibility of confirming that the framework, policies, and controls designed to manage key risks are being executed by management. Internal Audit carries out regular systematic monitoring of control activities and reports its findings to the senior managers of each business unit as well as to the Risk and Audit Committee.

RISK SUMMARY

The following outlines certain areas of material risk that could impact our ability to achieve our strategic objectives and future financial prospects.

Strategic and regulatory risk

Our businesses operate in highly-regulated markets around the world and our success can be impacted by changes to the regulatory environment and the structure of markets in which we operate. As an organisation we pay very close attention to regulatory developments globally and play an active role in consulting with regulators on changes which could impact our business.

Many of our key businesses are also subject to direct regulatory oversight and we are required to maintain the appropriate regulatory approvals and licenses to operate, and in some cases adhere to certain financial covenants.

Our future prospects also depend on finding and executing on opportunities to grow and diversify our business. We are potentially constrained by market structure and competition law restrictions from significantly growing our registry services footprint by acquisition (unless subsequent market structure changes present new opportunities) and this inevitably changes the focus of our future investment decisions. There is also inherent risk in any acquisition, including risk of financial loss or missed earnings potential from inappropriate acquisition decisions as well as integration risk in its implementation. Computershare has a strong track record of acquiring and integrating businesses successfully. We have a deliberately focused acquisition strategy and rigorous approval processes and we also undertake subsequent reviews of our acquisitions and their performance.

Financial risk

Our financial performance each year is underpinned by significant annuity revenue. However, there is also a material proportion of revenue that is derived from transactional activity that is dependent on factors outside our control that can be challenging to predict. Changes to market activity generally as well as foreign exchange rates have the ability to impact on our financial performance.

Margin income is a key contributor to earnings. Changes in interest rates and to the level of balances that we hold on behalf of clients can have a material impact on our ability to achieve our budgeted results. We also have strong relationships with financial institutions globally with whom we hold client balances. We have robust policies and other protections to manage risks associated with placing those funds and we also make significant investments in processes and technology to identify, allocate, reconcile and oversee client monies.

We also experience vigorous competition in all of the markets in which we operate and the actions of our competitors can impact on our financial prospects. For example, aggressive price discounting by competitors could adversely affect our ability to retain existing clients and also win new clients. We continually strive to remain the leading provider of services in all our business lines globally and invest significantly in new technology and services to maintain our market-leading position.

Operational risk

Computershare is responsible for managing valuable client data. This presents a range of challenges, from ensuring the security and integrity of that data as well as the continuity of our service in the face of internal and external factors. We manage these risks through extensive business continuity planning and testing as well as rigorous internal controls around the ability to access and modify client data. We also make significant investments in technology and services to protect data at rest, in motion and at end point, including a specialist information security team whose responsibilities include ensuring we have appropriate and effective systems in place to protect our and our clients' data from unauthorised access. Our dedicated fraud team is also responsible for analysing information and transactions to mitigate the risk of fraud (both internal and external) and these resources are focused on areas of highest potential exposure.

This year's written report is complemented by online content. For more information on any of the sections outlined here please visit:

http://www.computershare.com/csr

ENVIRONMENT

Our approach

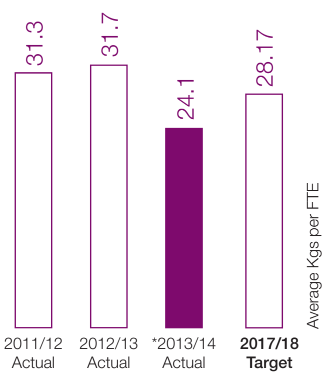
Computershare has a relatively low impact on the environment, however, we continue to have significant opportunities to maximise our environmental sustainability. In line with our corporate strategy of driving operational quality and efficiency through improved measurement, benchmarking and technology,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

Reduction targets

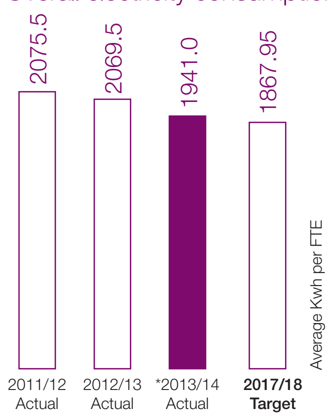
Last year we introduced our first set of sustainability targets for four key premises – Yarra Falls in Melbourne Australia, East Beaver Creek near Toronto in Canada, Burr Ridge near Chicago in the US and the Pavilions in Bristol UK. We are working towards reductions in gas, electricity and water consumption, and waste reduction per FTE over a five-year period. We have been able to make a significant difference in our waste, while due to harsh weather in North America gas consumption has crept up slightly. We continue to evaluate our usage and take necessary steps to limit and reduce our energy consumption and waste production. Please see below for a summary or access the online content for a detailed breakdown of results.

SUSTAINABILITY TARGET UPDATE

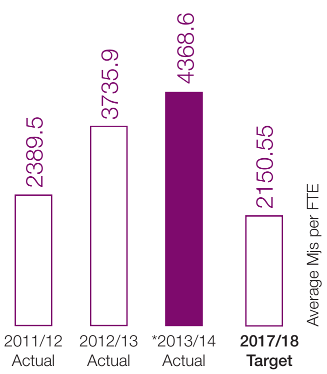
Overall general waste consumption



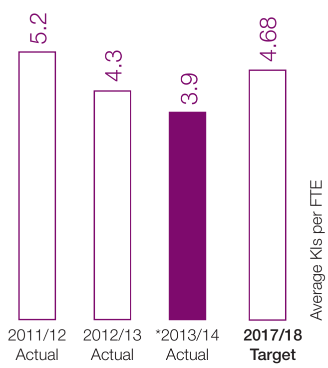
Overall electricity consumption



Overall natural gas consumption



Overall water consumption



* Figures based on August 2013 to June 2014 period

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Green IT

North America has completed its printer replacement project, including the implementation of Follow-You® secure printing, bringing it in line with Australia and the UK. Our latest Power Management Policy has been implemented globally, applying optimum power usage settings on all desktops and laptops. Please see our online content for further Green IT achievements.

Green Office Challenge – the Green Oscars

We carried out our fourth global Green Office Challenge this year, and it was our biggest to date. Teams competed to win a Green Oscar by completing office and community sustainability projects. 43 projects were entered into the competition from 19 office locations in ten countries, with a huge variety of themes – from herb gardens to bee and butterfly projects, carbon and paper reduction programmes to smart phone application design, beach clean-ups and support for local schools. To learn more about those who took part and their entries, and discover the winning projects, please visit our online content.

eTree®

eTree encourages companies to reduce their waste by choosing electronic shareholder communications to replace paper copies. In FY2014, our programmes contributed more than AUD 32,000 to tree-planting partners in Australia, Canada, Hong Kong, the UK and the US.

"The land along the headstream of Dongjiang has been seriously deforested and mined. As a result, the ecology and environment there badly require rehabilitation. Since 2009, Friends of the Earth (HK) has implemented its 'Plant a Tree' project at this headstream in Jiangxi province, China. Up to 2014, more than 110,000 trees have been planted at the headstream area and around 250 local people and volunteers from downstream have participated in a tree-planting event.

We are happy to have the support from Computershare Hong Kong, a corporate that cherishes the natural environment and gives back to our earth, participates in the 'Plant a Tree' project and joins hands with us to achieve the objectives of enriching the biodiversity of the area while conserving water."

Dr Vivian Wong, Chairman of Friends of the Earth Hong Kong

SUSTAINABILITY PRINCIPLES

Computershare's first three principles – minimising the environmental impact of our internal meetings, reducing the power consumed by our PCs and laptops and considering the sustainability credentials of suppliers, have had good exposure across our global offices. With the PowerSave initiative now rolled out in all countries to more than 9,000 PC and laptop users, this will make a significant contribution to our set of energy reduction aims. We have added recycling and eWaste principles to this set during the year. Please see our online content for this year's objectives.

Review of last year's sustainability objectives

Objective	Outcome
Update the Company's Environmental Policy	This has been completed.
Conduct a successful fourth Green Office Challenge globally	The Green Oscars was a great success, with measurably increased employee engagement in sustainability issues. You can read more about this online.
Conduct successful Green Days globally	We ran a global Green Day in March around Earth Hour, with offices across the globe switching off lights and saving energy. We have another Green Day coming up in October that will encourage employees to calculate their personal carbon emission contributions.
Specific regional plans to reach the agreed waste and energy reduction targets for the Pavilions in the UK, Yarra Falls in Australia, Burr Ridge in the US and East Beaver Creek in Canada	Each office has a plan in place and is working hard to meet its targets.
Identify the next offices for target setting and put these in place for the start of FY2015	We're adding Munich, Germany, Highlands Ranch in Denver US, Auckland, New Zealand and Hong Kong to our list of offices which will have waste and energy reduction targets.
Create a 'Green Ideas' template to allow all staff to submit initiatives for company consideration	This initiative has been completed.

COMMUNITY

Change a Life

Six projects have been supported by donations of AUD 1.1 million in FY2014, and all have contributed to giving some of the most impoverished people in our world a sustainable future.

The Mtito Food Security project in Kenya will be completed this October. 38 farmers' field schools have improved food security for 14,200 community members. Food production has increased and now there is both food and money to see people through the months in which food used to be in short supply.

The Community Learning Centres (CLC) project in Kenya is now in its third year and we are amazed by the multiple ways in which access to technology such as computers, photocopiers, faxes, phones, television and radio can assist a community. Each day someone seems to find a new way to use these centres to solve a problem or make their life easier.

WithOneSeed is now into the second year of a three year project. WithOneSeed is replanting the forests of Timor Leste with 22,000 mahogany trees under management and 45,000 under propagation in three community plant nurseries. This has started to build the Baguia village economy with over $20,000 paid directly to subsistence farmers to manage the mahogany trees and is the largest non-government employer in Baguia sub district.

Comeshare, an educational project in Sri Lanka, was forwarded a grant of AUD 50,000 which was used to support 646 students who otherwise would have been unable to continue their studies.

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

"We did not have good yields and it was hard to feed our families. We were suffering and we struggled to pay school fees and eat. The situation now is very good. We have trees and the land looks good. The best thing about the situation now is the presence of trees. The environment looks green, it's cool and we have improved rainfall and crop yields."

Lead farmer Bantang in Talensi, Ghana

All the children are very settled and thriving at Sunrise3, a village for HIV-affected orphans in Cambodia. The medical and dental clinics are both well used with treatment being made available to children in surrounding villages as well. The Outreach programme which dispenses the viral medication to HIV children in the surrounding area is now fully operational, reaching 54 affected families. During the year, employees from our US and Canadian businesses took part in a bike ride in Cambodia, raising more than AUD 215,000 for Sunrise, which will be spent on a bus to take the children to school, a truck to bring in supplies for the cooks, a new dental chair for the dental clinic and the construction of five new classrooms. You can find out more about Ride Cambodia 2014 and hear directly from riders in our online content.

In South Africa, the Change a Life cycling initiative marked its sixth year with a gruelling five-day, 600 km cycle tour in which 77 captains of industry tracked southern Africa's cultural roots, exploring the migration routes of the ancient Nguni people who formed the dominant African cultures of the region. It raised AUD 345,000, bringing the total amount donated to anti-crime and youth development projects in South Africa to almost AUD 2 million.

The achievements of these projects demonstrate the positive impact that Change a Life has on the communities it supports. A few recent highlights include:

- In January 2014, the DNA Project celebrated the passing of the DNA Act it had lobbied through Parliament and which will have a profound impact on the South African criminal justice system
- Sbonelo (Eric) Zondi, one of the first beneficiaries of the Martin Dreyer Change a Life Academy won the prestigious 2014 Dusi Canoe Marathon with his partner, Andy Birkitt
- In November 2013, Siphamandla Baku, a project beneficiary in the impoverished Nelson Mandela Township in the Eastern Cape Province represented South Africa in the World Age Groups (Junior World Gymnastics Championships) in Bulgaria

COMMUNICATIONS

We share our sustainability activity internally through newsletters and well-established intranet news pages. Community activity is communicated via the Change a Life website. Externally, you can find updates on environmental and community activity on our Twitter feed (@Computershare) and on our corporate Facebook page by clicking on the CSR link.

1. COMPUTERSHARE'S APPROACH TO CORPORATE GOVERNANCE

The Board is committed to maintaining high standards of corporate governance by overseeing a sound and effective governance framework for the management and conduct of Computershare's business. This corporate governance statement sets out a description of Computershare's main corporate governance practices. All practices were in place for the entire year ended 30 June 2014, unless otherwise stated.

In this statement 'Group' is used to refer to Computershare Limited and its controlled entities, and references to 'Group management' refer to the Group's Chief Executive Officer and the executives reporting directly to the Chief Executive Officer.

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 copy of the Board-approved Charter is available from http://www.computershare.com/governance.

The principal role of the Board is to ensure the long-term prosperity of the Group and, in doing so, to determine the Group's strategic direction. The Board also sets broad corporate governance principles, which govern the Group's business operations and accountability, and ensures that those principles are effectively implemented by Group management.

The Board's other reserved powers and duties can be divided into five distinct areas of responsibility, an overview of which is provided below:

- Strategic planning for the Group – involves commenting on, and providing final approval of, the Group's corporate strategy and related performance objectives, as developed by Group management, as well as monitoring Group management's implementation of, and performance with respect to, that agreed corporate strategy
- Financial matters – includes approving the Group's budgets and other performance indicators and monitoring progress against them, as well as approving and monitoring financial and other reporting, internal and external audit plans, enterprise risk management plans and the progress of major capital expenditure, acquisitions and divestitures
- Corporate governance – incorporates overseeing Computershare's corporate governance framework, including approving changes made to key supporting Group policies and overseeing Computershare's reporting to shareholders and its compliance with its continuous disclosure obligations
- Overseeing Group management – involves the appointment and, if required, removal of the Chief Executive Officer and the monitoring of his or her ongoing performance, as well as, if applicable, the appointment and, if required, removal of Group management personnel, including the Chief Financial Officer and Company Secretary
- Remuneration – comprises the approval of Computershare's overall remuneration framework and determining the remuneration of non-executive directors within the limits approved by shareholders

The Board Charter requires the Board to appoint a Lead Independent Director in circumstances where the Chair of the Board is not considered by the Board to be independent. The duties of the Lead Independent Director include assuming the role of Chair, if and when the Chair is unable to act in that capacity due to unavailability or lack of independence, acting as a liaison point for the independent non-executive directors when required, and conferring with the Chair on any issues raised by the independent non-executive directors in connection with the Chair's performance of his or her responsibilities.

In addition, the Board has delegated the responsibility for day-to-day management and administration of Computershare to the Chief Executive Officer. Ultimately, Group management is responsible for managing the Group in accordance with the corporate strategy, plans and policies approved by the Board, and is required to provide appropriate information to the Board to ensure it can effectively discharge its duties.

3. COMPOSITION OF THE BOARD OF DIRECTORS

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

The Directors

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: Chairman
Age: 66
Independent: No

Term of office

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

Skills and experience

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

Other directorships (current and recent)

Non-Executive Chairman of Smart Parking Limited (appointed in March 2009)
Non-Executive Director of Adslot Limited (from September 2010 to February 2014)

Board Committee memberships

Chairman of the Nomination Committee
Chairman of the Acquisitions Committee
Member of the Remuneration Committee

Stuart Irving

Position: Chief Executive Officer
Age: 43
Independent: No

Term of office

Stuart Irving was appointed Chief Executive Officer and President of Computershare on 1 July 2014. He joined Computershare in 1998.

Skills and experience

Stuart held a number of roles at The Royal Bank of Scotland before joining Computershare in 1998 as IT Development Manager in the UK. Stuart subsequently worked in South Africa, Canada and the US before becoming Chief Information Officer for North America in 2005 and then the Computershare Group's Chief Information Officer in 2008.

Board Committee membership

Member of the Nomination Committee
Member of the Acquisitions Committee

Penelope Jane Maclagan

BSc (Hons), DipEd

Position: Non-Executive Director
Age: 62
Independent: No

Term of Office

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

Skills and experience

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

Other directorships and offices (current and recent)

Non-Executive Director of Smart Parking Limited (appointed in February 2011)

Board Committee membership

Member of the Nomination Committee
Member of the Remuneration Committee

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

Position: Non-Executive Director
Age: 51
Independent: Yes

Term of office

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

Skills and experience

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

Other directorships and offices (current and recent)

Member of the Supervisory Board of Commerzbank Aktiengesellschaft
Member of the Board of Supervisory Directors of KfW

Board committee membership

Member of the Acquisitions Committee
Member of the Remuneration Committee
Member of the Nomination Committee

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

Position: Non-Executive Director
Age: 58
Independent: Yes

Term of office

Simon Jones was appointed to the Board in November 2005 as a Non-Executive Director. Simon was last re-elected in 2011.

Skills and experience

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

Other directorships and offices (current and recent)

Director of Canterbury Partners
Chairman of Melbourne IT Limited (Director since 2003 and Chairman since 2009)
Chairman of the Advisory Board of MAB Corporation Pty Ltd

Board Committee membership

Chairman of the Risk and Audit Committee
Member of the Nomination Committee
Member of the Remuneration Committee
Member of the Acquisitions Committee

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

Position: Non-Executive Director
Age: 65
Independent: Yes

Term of office

Les Owen was appointed to the Board on 1 February 2007 as a Non-Executive Director. Les was last re-elected in 2013.

Skills and experience

Les is a qualified actuary with over 35 years' experience in the financial services industry.

He held Chief Executive Officer roles with AXA Asia Pacific Holdings and AXA Sun Life plc and was a member of the Global AXA Group Executive Board. He was also a member of the Federal Treasurer's Financial Sector Advisory Council.

Other directorships and offices (current and recent)

Non-Executive Chairman of the Jelf Group Plc
Non-Executive Director of CPP Group Plc
Non-Executive Director of Discovery Holdings Limited (a South African-listed health and life insurer)
Non-Executive Director of the Royal Mail Group Plc
Non-Executive Director of Just Retirement (Holdings) Limited

Board committee membership

Member of the Risk and Audit Committee
Member of the Remuneration Committee
Member of the Nomination Committee

Nerolie Phyllis Withnall
BA LLB FAICD

Position: Non-Executive Director
Age: 70
Independent: Yes

Term of office

Nerolie Withnall was Chairman of QM Technologies Limited until its acquisition by Computershare Communication Services Pty Limited in March 2008. Nerolie was appointed to the Board as a Non-Executive Director on 1 July 2008. Nerolie was re-elected to the Board in 2011.

Skills and experience

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

Other directorships and offices (current and recent)

Chairman of ALS Limited (Director since 1994 and Chairman since 2012)
Non-Executive Director of PanAust Limited (since 1996)
Director of Alchemia Limited (from 2003 to 2013)
Director of Australian Rugby Union Limited (since 2014)

Board Committee membership

Chairman of the Remuneration Committee
Member of the Risk and Audit Committee
Member of the Nomination Committee

Stuart Crosby held the position of Chief Executive Officer and President and was a director of Computershare Limited throughout the reporting period. On 12 February 2014, the Company announced that Stuart Crosby would step down from his role with effect from 30 June 2014 and would be succeeded by the Group's Chief Information Officer, Stuart Irving. Stuart Crosby remains an employee of the Computershare Group until the end of September 2014, following which he will continue to advise and represent Computershare, in particular in relation to Asia, under a consultancy arrangement.

4. BOARD INDEPENDENCE

The Board has considered each of the seven directors in office as at the date of this Annual Report and has determined that a majority (four out of seven) are independent, and were so throughout the reporting period. The three directors who are not considered to be independent are Chris Morris, Penny Maclagan, Stuart Crosby (up to 30 June 2014) and Stuart Irving (from 1 July 2014) due to their past or present involvement in the senior management of the Company and, in the case of Chris Morris, his substantial shareholding in the Company.

To determine the independence of a director, the Board has to consider a number of different factors, including those set out below:

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

The Board notes that the ASX Corporate Governance Council recommends that the Chair be an independent director. Chris Morris is Chairman of the Board, however, as previously mentioned, he is not an independent director. Having founded Computershare with an associate over 30 years ago, Chris Morris has an intimate knowledge of the Company and an in depth understanding of the securities industry in which the Company operates. Through his leadership of the Company, he was intricately involved in Computershare's transformation into a successful global public company. The Board therefore believes it is important that Chris Morris remains actively engaged with Computershare and that this requirement is best met by Chris holding the position of Chairman.

The Board is of the view that it is capable of making, and does make, independent decisions with regard to the best interests of the Company, even though the Chair is not independent. Simon Jones has been appointed Lead Independent Director and, as such, his duties are set out in the Company's Board Charter, as described in Section 2 above.

In addition to ensuring that the Board has the mix of skills, knowledge and experience necessary to govern the Group, and that it understands the markets and challenges the Group faces, the Board believes 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 its size should be conducive to effective discussion and efficient decision making. The Board regularly reassesses its composition to ensure that it continues to meet these requirements.

5. BOARD MEETINGS AND REPORTS

The Board met in person on four occasions in the reporting period. In person meetings will generally take place over two full days and provide the Board with the opportunity to meet the senior management in the region where the meeting is held, so that the Board meets all of the Group management team in person over the year. At its meetings, the Board will also discuss the Group's results, prospects and short and long-term strategy, as well as other matters, including operational performance and legal, governance and compliance issues. The Board also convened one formal meeting by telephone during the reporting period.

Group management provides monthly reports to the Board detailing current financial information concerning the Group and each of the regions in which it operates. Management also provides additional information on matters of interest to the Board, including operational performance, major initiatives and the Group's risk profile, as appropriate.

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

6. BOARD COMMITTEES

To assist in discharging its responsibilities, the Board has established four Committees.

The Risk and Audit Committee

The principal function of the Risk and Audit Committee is to provide assistance to the Board in fulfilling its corporate governance and oversight responsibilities in relation to the Company's financial reporting, internal control structure, risk management systems, internal audit function and external audit requirements.

The Risk and Audit Committee is chaired by Non-Executive Director, Simon Jones. The Committee currently has two other permanent non-executive members, Nerolie Withnall and Les Owen. Each member of this Committee is considered by the Board to be independent.

The Board regards these members as having 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 Group Head of Internal Audit Manager, the Group Risk Officer and the Company's external auditors are invited to meetings of the Risk and Audit Committee at the Committee's discretion.

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

The Nomination Committee

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

The Nomination Committee generally meets on each occasion that the Board meets in person. All current directors are members of the Nomination Committee and it is chaired by Chris Morris in his capacity as Chairman of the Board. Chris is not an independent director; however for the reasons set out above in Section 4 (Board Independence), including his extensive knowledge of the Company, the Board believes it is appropriate that he chairs the Nomination Committee.

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

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

The Remuneration Committee

The Remuneration Committee's primary function is to advise the Board on matters relating to the remuneration of the Group's key management personnel and specifically to consider, review and make recommendations to the Board about the following matters:

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

The Committee is chaired by independent Non-Executive Director Nerolie Withnall, and currently consists of all directors, except Stuart Irving. Pursuant to its Charter, the Committee must always be comprised of a majority of independent directors.

The Remuneration Committee met on four occasions during the reporting period. The Committee has access to Group management and, where necessary, may consult independent experts to discharge its responsibilities effectively.

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

The Acquisitions Committee

To assist in fulfilling its corporate governance and oversight responsibilities with respect to prospective acquisitions and divestitures being considered by the Group, the Board established the Acquisitions Committee in 2006. The Committee receives reports from Group management on acquisition and divestiture opportunities and provides advice on matters such as the price, terms, structure and strategic management of such opportunities. The Committee is also authorised to approve transactions to be entered into by Group companies, provided that it does so within the scope of authority delegated to the Committee by the Board from time to time.

The Acquisitions Committee is chaired by Chris Morris and also comprises Simon Jones, Markus Kerber, Stuart Crosby (up to 30 June 2014), Stuart Irving (from 1 July 2014) and Mark Davis (the Group's Chief Financial Officer).

For details of directors' attendance at Committee meetings, see the Directors' Report, which starts on page 30 of this Annual Report.

7. EQUITY PARTICIPATION BY NON-EXECUTIVE DIRECTORS

The Board encourages non-executive directors to own shares in the Company, however the Company has not awarded shares to non-executive directors. As at 30 June 2014, all non-executive directors held a relevant interest in shares in the Company.

8. REMUNERATION

For information relating to the Group's remuneration practices, and details relating to the directors' remuneration and that of the Group's key management personnel during the year ended 30 June 2014, see the Remuneration Report, which starts on page 32 of this Annual Report and is incorporated into this corporate governance statement by reference.

In addition to the disclosures contained in the Remuneration Report, it should be noted that the Board is keen to encourage equity holdings in the Company by employees with a view to aligning staff and shareholder interests. Many employees have participated (and continue to participate) in the various share and option plans offered by the Company, and the directors believe that, historically, this has contributed significantly to the Group's success.

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 obligations.

9. ANNUAL REVIEW OF BOARD AND GROUP MANAGEMENT PERFORMANCE

The Board's performance is regularly reviewed by the directors of the Company as a whole (acting as the Nomination Committee). These reviews are undertaken in an open manner each time the Board meets in person. There is a standing agenda item for each in-person Board meeting regarding evaluation of the Board's performance so the directors have an opportunity to discuss any concerns they may have with the Board's performance as well as any steps that can be taken to maintain the Board's effectiveness. The directors believe that this process works well for its size and composition. Directors can also raise concerns outside this forum with the Chairman or the Lead Independent Director (as appropriate).

Separately, the Board annually reviews the Chief Executive Officer's performance while the Chief Executive Officer annually reviews the performance of the other members of Group management against their KPIs for the year. This review process results in each member of Group management receiving a proposed numerical rating which determines their short term incentive outcomes for the year. The proposed rating given to each member of Group management is then reviewed by the Remuneration Committee.

The Risk and Audit Committee also undertakes a review of its performance from time to time. The review comprises completion of a questionnaire by the individual members of the Committee and a review by the Committee of the responses.

10. IDENTIFYING AND MANAGING BUSINESS RISKS

The Business Strategies and Prospects section of this Annual Report contains a summary of Computershare's approach to managing risk within the organisation.

In respect of the reporting period, the Board received a report from the Chief Executive Officer and the Chief Financial Officer that confirms, among other things, the following:

- The 'Declaration to the Board of Directors of Computershare Limited', a copy of which is included in this Annual Report (see page 105) as required by section 295A of the *Corporations Act 2001*, is founded on a sound risk management and internal control system that is operating effectively in all material respects in relation to financial reporting risks
- The Group's material business risks have been managed effectively

11. DIVERSITY

Diversity Policy

Computershare expects a lot from our employees and we rely on them to protect and grow our business. These employees trust Computershare to properly recognise their diverse talents. The Board and senior management are committed to honouring that trust.

Computershare's philosophy on diversity is a practical one. It simply makes good business sense to leverage the diverse skills and talents of our entire global workforce regardless of gender, age, race, origin, ethnicity, cultural background, disability, sexual orientation and religious beliefs.

Computershare's Board and management believe that we should hire, develop, reward, promote and retain our people strictly on the basis of their talent and commitment, and the results they achieve. We will never recruit or promote on anything other than the basis of merit, competence and potential.

Our approach to diversity is underpinned by practical objectives to ensure that all of our employees have an equal opportunity to demonstrate their talent, commitment and results. These are what we will measure ourselves against and they will be our primary external reporting metrics. The Board annually assesses the objectives and progress made.

Measurable objectives

Listed below is the summary of the objectives that were established in 2011. There have been no material changes to the objectives or measurements since 2011.

It is important to note that the objectives outlined below do not exclude male employee participation in any relevant programmes.

Objectives	Measurement	FY2014 results
1. Recognised opportunity culture		
Our employees believe that Computershare has an equal opportunity culture where men and women are able to demonstrate equally their talent, commitment and results.	Via the annual global staff survey, the majority of employees agree that men and women at Computershare have equal opportunity to demonstrate their talents, commitment and results.	The annual global staff survey has been enhanced to delve further into diversity perspectives. The average rating on diversity related questions was above seven (out of ten) which is the second consecutive year of improvement in this measure.
2. Development of high potential women		
As part of the company's succession planning process, high potential women are identified and developed for career progression.	All high potential women are identified and are actively developed for career progression. Their development is reviewed by the CEO annually.	33 high potential employees have been identified globally and interviewed by the CEO, 51.5% of these are women. Next steps for developing plans for growth were established by the Global Management Team and progress is reviewed on a six monthly basis.
3. Mentoring and networking women		
Where identified as valuable, mentoring and/or networking programmes are implemented to develop women in our business.	Programme implementation and results are reviewed by the CEO annually.	Mentoring and/or networking programmes are available globally to all employees. We have developed individual mentoring on a one-on-one basis at a departmental level and then a separate programme monitored by the CEO, for high performing individuals. In addition, networking opportunities are deployed from a broader, regional perspective. Multiple topics are addressed and managers throughout the organisation are asked to participate and given the opportunity to relay their experiences in the workforce.
4. Improve support for pregnancy and maternity leave		
Programmes are implemented that provide better support for pregnant women in the workplace; and for women commencing, on and returning from, maternity leave.	Over 80% of women return to the workforce from maternity leave. An annual report to the CEO monitors progress.	Currently operating at above target rates in each region. Globally Computershare has a return rate in excess of 85%.
5. Flexible working arrangements implemented		
Flexible working initiatives are supported by management and where appropriate made available to employees to achieve improved business outcomes and support work/life balance.	Flexible working arrangements are defined in the appropriate workplace policies and/or are actively used as an engagement tool by management. Management feedback on usage and effectiveness is provided to the CEO annually.	Flexible working arrangements are available to our employees globally. Each request for a flexible arrangement is assessed by Human Resources and the business unit involved.

Gender diversity statistics

Role category	Total	Male	Female	Male %	Female %
Board	7	5	2	71%	29%
Direct Report	14	12	2	86%	14%
Company Executive	97	71	26	73%	27%
Senior Manager	442	284	158	64%	36%
Manager	1,646	892	754	54%	46%
Specialist	1,397	589	808	42%	58%
Non-Manager	6,563	2,888	3,675	44%	56%
Totals	10,166	4,741	5,425	47%	53%

Data valid as at 30 June 2014. Joint ventures where Computershare is not the active manager (for example, Japan and India) are excluded.

Board skills and diversity

The Board will be of a size and composition that does not hinder effective decision-making, with an appropriate range of skills, experience and expertise to complement the Company's businesses. Currently, Computershare's Board has 29% female representation (two out of seven members).

12. WORKPLACE GENDER EQUALITY REPORT

In accordance with the requirements of the Workplace Gender Equality Act 2012, on 29 May 2014 Computershare Australia lodged its annual compliance report with the Workplace Gender Equality Agency. A copy of this report is available from http://www.computershare.com/governance.

Any comments regarding this report can be submitted via email to the following address wgea.comments@computershare.com.au.

13. SECURITIES TRADING POLICY

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

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

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

In addition, these designated persons may only deal in Computershare securities outside those specified four week trading windows with an express prior clearance by a nominated director. During certain prohibited periods, being the period between 1 January and the Company's release of its half year results and the period between 1 July and the Company's release of its full year results, and such other periods as may be determined by the Board from time to time, clearance to deal can only be given in exceptional circumstances.

Under the policy, designated persons are also prohibited from entering into an arrangement pursuant to which they seek to hedge the economic risk associated with an unvested incentive award or a grant of Computershare securities (or a vested incentive award or grant of such securities still subject to disposal restrictions) made to them by Computershare.

The list of designated persons is set out in Schedule 1 of the Securities Trading Policy. It is reviewed and updated as appropriate, having regard to any changes in the structure of or the creation of new roles within Group management. An up-to-date copy of the Board-approved Securities Trading Policy is available from http://www.computershare.com/governance.

14. CORPORATE REPORTING

The Chief Executive Officer and the Chief Financial Officer have made a Declaration to the Board of Directors in respect of the year ended 30 June 2014, as detailed on page 105 of this Annual Report.

15. CONFLICT OF INTEREST AND INDEPENDENT ADVICE

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

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

16. ETHICAL STANDARDS

Computershare recognises the need for directors and employees to perform to 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 as they perform their respective functions. The Code recognises the legal and other obligations that the Company has to legitimate stakeholders, and requires that directors, officers and employees maintain the highest standards of propriety and act in accordance with the law.

A summary of the Group's Board-approved Code of Ethics is available from the corporate governance section of http://www.computershare.com/governance.

17. SHAREHOLDER COMMUNICATIONS

The Board aims to ensure that shareholders are notified of, or are otherwise able to access, all material information necessary to assess Computershare's performance. Information is communicated to shareholders through the following means:

- The Annual Report, which is distributed to all shareholders, except those who elect not to receive it, and a shorter Shareholder Review (which will be incorporated into the Notice of AGM for the Company's 2014 AGM) for those who do not wish to receive the full Annual Report
- The AGM and any other shareholder meetings called from time to time to obtain shareholder approval as required
- The Company's website, which contains all relevant information regarding the Company and the Group, including all information released to the ASX (immediately after the ASX has confirmed receipt), a copy of investor and analyst briefing documentation, press releases and webcasts, where such technology has been used to give a presentation
- By email to those shareholders who have supplied their email address for the purpose of receiving communications from the Company electronically. Computershare actively encourages shareholders to provide an email address to facilitate more timely and effective communication with them at all times

Computershare also encourages shareholders to participate in the Company's AGM. Shareholders who are unable to attend and vote in person at the meeting are encouraged to vote electronically via Computershare's service known as InvestorVote, where they can view an electronic version of the voting form and accompanying materials and submit their votes. Computershare also encourages shareholders who are unable to attend the AGM to communicate any issues or questions by writing to the Company.

A copy of the Board-approved Shareholder Communication Policy is available from http://www.computershare.com/governance.

18. COMMITMENT TO AN INFORMED MARKET RELATING TO COMPUTERSHARE SECURITIES

The Board has a Market Disclosure Policy to ensure the fair and timely disclosure of price-sensitive information to the investment community as required by applicable law.

In order to effectively manage its continuous disclosure obligations, the Chief Executive Officer has established a Disclosure Committee which is responsible for the following matters:

- Considering what information needs to be released to the market by Computershare, although routine administrative announcements may be made by the Company Secretary without consulting the Disclosure Committee
- Ensuring announcements relating to significant matters are referred to the Board for consideration and approval, namely announcements relating to the Company's half and full year financial reports, financial projections and future financial performance as well as changes to the Group's policy or strategy
- Approving the disclosure of information to the market for matters not referred to the Board
- Implementing adequate systems for ensuring the timely disclosure of material information to the market, including where such information needs to be released urgently

The Disclosure Committee consists of the Chief Executive Officer, the Chief Financial Officer, the Head of Investor Relations and the Company Secretary. Where the urgency of an issue, which under the policy is to be referred to the Board, prevents its consideration by the full Board, an announcement relating to that issue may be approved for release to the market by all available directors in conjunction with the Disclosure Committee.

Further, in circumstances where it is considered appropriate to request a trading halt (for example, where Computershare is required to disclose information to the market, but for whatever reason is unable to do so promptly and without delay) the Chief Executive Officer, or if the Chief Executive Officer is unavailable, the Chairman, the Lead Independent Director or the Chief Financial Officer, is authorised to request a trading halt on behalf of the Company. The full Board is to be consulted as far as is practicable on any request for a trading halt.

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

19. EXTERNAL AUDITORS

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

PricewaterhouseCoopers were appointed as the external auditors in May 2002.

PricewaterhouseCoopers normally 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, a copy of which can be found on page 106 of this Annual Report. The Risk and Audit Committee approves any permitted non-external audit task to be performed by PricewaterhouseCoopers where the total fee for the non-audit services may exceed 10% of the annual external audit engagement fee.

The external auditor is required to attend the Company's Annual General Meeting and be available to answer shareholder questions about the conduct of the audit and the preparation of the content of the audit report, the accounting policies adopted by the Company in relation to the preparation of the financial statements and the independence of the auditor in relation to the conduct of the audit.

An analysis of fees paid to the external auditors, including a breakdown of fees for non-audit services, is provided in the Directors' Report (see page 46 of this Annual Report).

20. WHISTLEBLOWING

The Board has approved a Whistleblower Policy that specifically outlines procedures for dealing with allegations of improper conduct made by directors, officers or employees of the Company or parties external to Computershare. Concerns can be raised anonymously in a number of ways, including through the Company's online whistleblower reporting system, by telephone or by mail. Any reported concerns are assessed and handled by regional disclosure coordinators.

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

21. CORPORATE AND SOCIAL RESPONSIBILITY

For details relating to the Company's corporate and social responsibility initiatives, see page 17 of this Annual Report.

22. 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 workplaces in each country in which the Group operates. Employees are expected to take all practical measures to ensure a safe and healthy working environment, in keeping with their defined responsibilities and applicable laws.

23. COMPANY SECRETARY

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

Among other matters, the Company Secretary advises the Board on governance procedures and supports their effectiveness by monitoring Board policy and procedures 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 worked as a Corporate Counsel with a major listed Australian software and services supplier. Dominic completed a Bachelor of Arts (Hons) in Economics at the University of Cambridge and completed his legal studies at the College of Law in London. Dominic is also the Chief Legal Counsel for the Group's Asia Pacific operations and is a Fellow of the Governance Institute of Australia.

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

DIRECTORS' REPORT

The Board of Directors of Computershare Limited has pleasure in submitting its report in respect of the financial year ended 30 June 2014.

DIRECTORS

The names of the directors of the Company in office during the whole year and up to the date of this report, unless otherwise indicated, are:

Non-executive

Christopher John Morris (Chairman)

Simon David Jones

Markus Erhard Kerber

Penelope Jane Maclagan

Arthur Leslie Owen

Nerolie Phyllis Withnall

Executive

Stuart James Irving (Managing Director and Chief Executive Officer, appointed effective 1 July 2014)

William Stuart Crosby (resigned as Managing Director and Chief Executive Officer effective 30 June 2014)

PRINCIPAL ACTIVITIES

The principal activities of the Group are outlined in the Group and Regional Operating Review set out on pages 5 to 6 and form part of this report.

CONSOLIDATED PROFIT

The profit of the consolidated entity for the financial year was $254.5 million after income tax. Net profit attributable to members of the parent entity was $251.4 million, which represents an increase of 60.1% on the 2013 result of $157.0 million. Profit of the consolidated entity for the financial year after management adjustment items was $335.0 million after income tax and non-controlling interests. This represents an increase of 9.9% on the 2013 result of $304.9 million.

Net profit after management adjustment items is determined as follows:

	2014 $000	2013 $000
Net profit attributable to members of the parent entity	**251,401**	157,013
Exclusion of management adjustment items (net of tax):		
Amortisation		
Intangible assets amortisation	**62,204**	68,125
Strategic business initiatives		
Net (gain)/loss on disposals	**(817)**	32,508
Adjustment to disposal accounting	**(2,702)**	-
Business closure adjustment	**(2,605)**	-
Business closure – Australian Funds Services	**-**	10,487
Restructuring provisions	**796**	2,616
Assets write-downs	**26,295**	4,725
Other		
Acquisition integration and other related costs	**821**	32,031
Foreign exchange gain	**(2,316)**	-
Acquisition accounting adjustments	**401**	(5,018)
Indian acquisition put option liability re-measurement	**2,302**	6,645
Marked to market adjustments on derivatives	**(743)**	(209)
DLI performance rights reversal	**-**	(5,779)
Provision for tax liability	**-**	1,715
Net profit after management adjustment items	**335,037**	304,859

Management adjustment items

Management results are used, along with other measures, to assess operating business performance. The Group believes that exclusion of certain items permits better analysis of the Group's performance on a comparative basis and provides a better measure of underlying operating performance. Description of management adjustment items can be found in note 6.

The non-IFRS financial information contained within this Directors' report has not been audited in accordance with the Australian Auditing Standards.

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 2013 was declared on 14 August 2013 and paid on 17 September 2013. This was an ordinary dividend of AUD 14 cents per share franked to 20%, amounting to AUD 77.9 million ($71.2 million).

An interim dividend was declared on 12 February 2014 and paid on 18 March 2014. This was an ordinary dividend of AUD 14 cents per share franked to 20% amounting to AUD 77.9 million ($71.2 million).

A final dividend in respect of the year ended 30 June 2014 was declared by the directors of the Company on 13 August 2014 and paid on 16 September 2014. This was an ordinary dividend of AUD 15 cents per share, franked to 20%. As the dividend was not declared until 13 August 2014, a provision was not recognised as at 30 June 2014.

REVIEW OF OPERATIONS

The review of operations is outlined in the Group and Regional Operating Review set out on pages 5 to 6 and forms part of this report.

SIGNIFICANT EVENTS AND SIGNIFICANT CHANGES IN ACTIVITIES

A discussion of significant events and significant changes in activities is included in the Group and Regional Operating Review set out on pages 5 to 6 and forms part of this report.

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. For details of significant events after year end refer to note 34.

LIKELY DEVELOPMENTS AND FUTURE RESULTS

A discussion of business strategies and prospects is included in the Group and Regional Operating Review set out on pages 5 to 6 and forms part of this report.

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 2014 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
SJ Irving	32,192*	600,000
SD Jones	14,000	-
ME Kerber	40,000	-
PJ Maclagan	12,806,279	-
CJ Morris	38,237,336	-
AL Owen	12,910	-
NP Withnall	2,375	-

* Unvested shares held in DSTI plan

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 were:

	Directors' Meetings		Audit Committee Meetings		Nomination Committee Meetings		Remuneration Committee Meetings	
	A	B	A	B	A	B	A	B
WS Crosby	5	5	-	-	4	4	-	-
SD Jones	5	5	8	8	4	4	4	4
ME Kerber	5	5	-	-	4	4	4	4
PJ Maclagan	5	5	-	-	4	4	4	4
CJ Morris	5	5	-	-	4	4	4	4
AL Owen	5	5	8	8	4	4	4	4
NP Withnall	5	5	8	8	4	4	4	4

A - Number of meetings attended

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

As SJ Irving was appointed effective 1 July 2014, he has not been included in the table above

The Board also has an Acquisitions Committee comprising SD Jones, ME Kerber, CJ Morris, WS Crosby (until 30 June 2014) and SJ Irving (from 1 July 2014) and MB Davis (Chief Financial Officer). The Committee receives a monthly report and meets on an informal basis as necessary. Accordingly, it is not included in the above table.

INFORMATION ON COMPANY SECRETARY

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

INDEMNIFICATION OF OFFICERS

During the period, the Group paid an insurance premium to insure directors and executive officers of the Group and its controlled entities 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

This report covers:

A. Computershare's approach to remuneration

B. The structure of our remuneration

C. Details of remuneration and service contracts

D. Proportions of fixed and performance related remuneration

E. Other information

A. COMPUTERSHARE'S APPROACH TO REMUNERATION

The Board, on recommendations from the Remuneration Committee, sets and reviews remuneration arrangements across the Group, including non-executive directors, the CEO and other senior executives. The Board's goal is to ensure that Computershare's remuneration policies are appropriate for its size and culture, and that the interests of directors, employees and shareholders are appropriately balanced.

Computershare does not rely significantly on market comparisons in striking levels of remuneration. It has been difficult to find relevant comparison points for many of the key roles in the Group. Some other roles, especially in support services, are easier to find relevant comparators for and market data is taken into account in setting remuneration for these roles.

The Board believes that, in general, cash remuneration for senior employees is relatively low. Furthermore, while equity based remuneration forms an important part of total remuneration for senior employees, it also has been relatively modest at time of grant. In addition, the bulk of Computershare's 14,530 employees are able to participate in the company's employee share program. Today, over 40% of our employees hold equity through this program.

The stability of Computershare's workforce and our relatively modest overall levels of remuneration when compared with similar sized companies, suggest that our approach has worked well.

Computershare also recognises its remuneration arrangements must remain appropriate and effective. With that in mind, the Remuneration Committee undertook a review of the Group's remuneration arrangements in the reporting period. This review has resulted in proposed changes to the Group's long term incentive plan. Details regarding these proposed changes are described below.

B. THE STRUCTURE OF OUR REMUNERATION

Non-executive directors

Computershare's total non-executive directors' fee pool has a limit of AUD 1.5 million. This limit was approved by shareholders in November 2007.

CJ Morris receives a fixed fee of AUD 257,775 as Chairman and SD Jones receives a fixed fee of AUD 237,775 (which takes into account his role as Chairman of the Risk and Audit Committee). All other non-executive directors receive a base fee of AUD 130,000. The non-Chair members of the Risk and Audit Committee (NP Withnall and AL Owen) receive an additional AUD 20,000 per annum as members on that committee. NP Withnall also receives an additional AUD 20,000 for chairing the Remuneration Committee.

If any director wishes to receive their director fees in a different currency to AUD, then they can elect to do so and an exchange rate will be struck at the start of each financial year for the fees payable in that year. Where applicable, statutory superannuation is paid in addition to these director fees and for those directors where statutory superannuation is not required to be paid, an equivalent cash payment is made.

No bonuses, either short or long term, are paid to non-executive directors. They are not provided with retirement benefits other than statutory superannuation entitlements (where applicable). They do not receive shares or options from Computershare.

CEO and other senior executives

Remuneration for the CEO and other key senior executives comprises three main components, being fixed base salary (which is not at risk), a variable short term incentive (STI) which is calculated by reference to current year performance and a variable long term incentive (LTI) which comprises awards of performance rights over shares in Computershare.

Short term incentives

As part of its remuneration review that took place in the reporting period, the Remuneration Committee looked at the structure of how STI awards are calculated and paid. Following that review, the Remuneration Committee determined that the existing structure was readily understood by both the Board and management and it had provided appropriate and fair remuneration outcomes for management and also for Computershare's shareholders. Aside from the need to continue to review and consider the performance measures against which STI awards are calculated, the Remuneration Committee determined that no substantive changes were needed to be made to the structure of the STI component of Computershare's senior executives' remuneration.

STI incentives for senior executives at Computershare comprise a cash bonus (CSTI) and an equity grant of Computershare shares made on a deferred vesting basis (DSTI).

Executives are provided with an 'on target package guide' which is an amount equal to the value of the base salary and their STI assuming 'on target' performance. If an executive achieves 'on-target' performance their total STI award would be equal to approximately 43% of their base salary. The maximum entitlement that an executive could receive as an STI would be 75% of their base salary.

The following table explains how each component of the STI (being the CSTI and the DSTI) are determined and the limits that apply to each component.

Component	% of on target package guide	Minimum entitlement	Maximum entitlement	Measurement	Comment
CSTI (short term cash bonus)	15% (equal to 21.4% of base salary)	Nil	22.5% of the on target package guide (equal to 32% of base salary)	70% of CSTI is calculated by reference to performance against the budgeted management EBITDA of the business unit(s) or region(s) for which the relevant executive is responsible. On target performance for an executive is meeting the relevant budgeted management EBITDA target for that executive and the maximum entitlement is reached if the executive achieves 120% of their budgeted management EBITDA target. No CSTI is payable based on financial performance if the executive achieves less than 80% of their target. The remaining 30% of CSTI is calculated based on personal objectives tailored to the executive's responsibilities and role. Matters typically covered include cost control, business expansion, risk management and service levels.	Calculated and paid annually after the release of the annual results. The CSTI strongly aligns the executive's CSTI with the performance of the business unit(s) or region(s) they manage.
DSTI (short term equity on deferred basis)	15% (equal to 21.4% of base salary)	Nil	30% of the on target package guide (equal to 43% of base salary)	50% of DSTI is calculated by reference to the Group's management earnings per share (EPS) growth. On target performance is management EPS growth over the financial year of between 10-15% and the maximum entitlement is reached if management EPS growth over the financial year exceeds 20%. No DSTI is payable based on management EPS growth if EPS growth over the year is less than 5% The remaining 50% of DSTI is calculated based on strategic, cultural and organisational measures. Matters typically covered include financial performance, non-financial performance, leadership, replaceability and character.	Calculated annually after the release of the annual results. Grants are not generally made until after the release of the annual report. The DSTI aligns an executive's remuneration with the overall Group performance, and provides an incentive for executives to work to maximise overall Group performance as well as the performance of the particular business unit(s) they manage. **Deferred vesting:** DSTI grants are unable to be sold for two years after the date of grant and are also subject to forfeiture if an executive resigns or is terminated for cause in this period. DSTI grants are designed as an incentive to encourage long-term, sustainable performance.

Note: The management adjustment items applied to determine management EBITDA (for CSTI) and Group management EPS (for DSTI) are set out in note 6 of this report. The Board retains the discretion to review the management adjustment items before the calculation of STI awards to executives.

The STI awards payable to the CEO, being WS Crosby in respect of the reporting period and SJ Irving with effect from 1 July 2014, is structured in the same way as other senior executives, except that the CEO receives his DSTI entitlement in cash rather than shares. This is because as an executive director he is ineligible to participate in Computershare's general equity based plans. However, the CEO is eligible, with shareholder approval where required, to participate in the Group's long term incentive plans.

STI outcomes in the 2014 financial year

The table below shows the STI paid or payable for each Computershare executive who is identified as a key management personnel for entitlements referable to performance in the financial year ended 30 June 2014. The short term cash bonus (CSTI) is paid to executives following the release of the Group's full year financial results to the market. Shares awarded on a deferred basis under the DSTI will generally be granted in October. The table sets out the actual amount awarded as STI (overall) as well as how the CSTI, DSTI and overall STI relate to the maximum entitlement for each executive.

Executive	CSTI awarded as percentage of maximum	DSTI awarded as percentage of maximum	STI (overall) awarded) (USD)	STI (overall) as percentage of maximum
WS Crosby	81.3%	68.8%	604,750	74.1%
PA Conn	77.2%	53.8%	244,459	63.8%
SA Cameron	67.7%	52.5%	169,881	59.0%
MB Davis	82.2%	63.7%	309,367	71.6%
SHE Herfurth	71.2%	55.0%	180,560	61.9%
SJ Irving	82.2%	63.8%	300,774	71.6%
W Newling	63.5%	42.5%	180,346	51.5%
SR Rothbloom	74.6%	55.0%	549,203	63.4%
N Sarkar	87.4%	61.3%	258,544	72.5%
JLW Wong	77.8%	52.5%	287,278	63.4%

Long Term Incentives

In addition to base salary and STI awards, certain senior executives may also receive long term incentive awards which comprise grants of performance rights (also known as zero exercise price options) over Computershare stock. The executives who receive long term incentive awards will generally comprise the executives who are identified as key management personnel in this report as well as a small number of other senior executives who are identified as being particularly important to the longer term future of Computershare.

In 2009, Computershare's shareholders approved a Deferred Long Term Incentive Plan known as the DLI plan under which grants of performance rights have been made. For performance rights issued under the DLI plan, 50% of them are subject to performance hurdles based on Computershare meeting Group management EPS growth targets, while the remaining 50% are not subject to performance hurdles, however, they will not vest unless the relevant executive remains with Computershare for a five year retention period. Awards under this DLI plan were intended to remunerate these key executives in relation to Computershare's long term performance and also to act as a retention incentive for Computershare's senior executive team and accordingly provide a degree of protection for the competitive advantage that results from the highly industry specific knowledge within that team.

As mentioned earlier in this report, the Remuneration Committee reviewed the Group's long term incentive arrangements in the reporting period and made a recommendation to the Board, which the Board accepted, to establish a new long term incentive plan to replace the DLI plan. Details of this new long term incentive plan, which is known as Computershare's LTI plan, are set out further below.

The new LTI plan is not required to be approved by Computershare's shareholders. However, the Company does propose to make an offer to its CEO, SJ Irving, of an award of performance rights under the new LTI plan and this offer will be subject to the approval of the company's shareholders at the company's Annual General Meeting to be held on 12 November 2014. Further details regarding the proposed LTI plan will be included in the notice for that meeting.

As at the date of this report, there are 4.9 million performance rights outstanding (being performance rights granted to executives, yet to vest or lapse) that have been made under the DLI plan. These include 2.7 million performance rights which were granted in 2009, of which it is expected that 1.35 million will vest on the date of this report. There were further awards made under the DLI plan in 2010, 2011 and 2012 that are due to vest in September 2015, 2016 and 2017 respectively. Accordingly, details of the terms of the current DLI plan will continue to be provided in the company's remuneration report until those awards have vested or lapsed in accordance with their terms.

Comparison of the key features of the current DLI plan and the new LTI plan

Set out below is a summary of the principal terms of both the current DLI plan and the new LTI plan with an explanation, where applicable, of where changes have been made to the structure of the Group's long term incentive arrangements. Both the current DLI plan and the new LTI plan comprise offers of performance rights.

Eligibility

Participants in the DLI plan have been the Group's CEO and CFO and a limited pool of the group's most senior executives who are important to the company's future. It is anticipated that eligibility for the new LTI plan will remain broadly consistent with the current arrangements.

Frequency and value of grants

Under the DLI plan the Board has typically not made awards on an annual basis and has rather made less frequent irregular grants. Under the LTI plan it is proposed that annual grants will be made. Given awards will be made more regularly, it is expected that the value of each award will be smaller than under the DLI plan.

The value of an award made to an eligible executive under the new LTI plan will be calculated as a percentage of the executive's base salary plus 'on target' STI award (being both the cash (CSTI) and deferred shares (DSTI) components). This percentage will likely be higher for the Group CEO and CFO (anticipated to be 100% of their base salary plus 'on target' STI award for awards made in 2014) and for other executives, it is likely to be in a range of between 30% to 60% of their base salary plus 'on target' STI award.

As an illustration, this means that the proposed compensation mix between fixed, short term variable and long term variable remuneration for the CEO will be as follows (assuming on target STI performance):

	Fixed remuneration	Variable remuneration	
	Base Salary	STI	LTI
CEO	35%	15%	50%

The actual number of performance rights that an eligible executive will receive will be calculated by dividing that executive's LTI award entitlement by the 'face value' of the Computershare share price. For a grant of performance rights in a given financial year, 'face value' is the volume weighted average share price over the five trading days after the full year results announcement for the prior financial year.

EPS growth performance hurdle

Under both the current DLI plan and the new LTI plan, 50% of each award of performance rights is subject to a performance measure based on growth in management EPS over the performance period.

Under the current DLI plan, the management EPS growth target is compound growth of between 7.5% and 12.5% over a five year period. There is also provision for a proportion of the rights to be tested at the end of years three and four and, if the test is satisfied, the rights will vest subject to the relevant executive remaining employed across the five year performance period. Any rights that do not meet the performance test at the end of years three and four will be eligible for testing at the end of year five.

Under the new LTI plan, the 50% of each award that is subject to a management EPS growth hurdle will be tested once at the end of a three year performance period and will vest in accordance with the table below:

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

The Board has retained EPS growth as a performance hurdle in the new LTI plan as it believes that the management EPS metric continues to recognise the performance of the senior management team in delivering quantifiable results for Computershare shareholders.

In setting the management EPS performance hurdle under the new LTI plan, the Board has broadened the range in which awards vest from a minimum compound annual growth in management EPS of 7.5% and a maximum of 12.5% under the DLI plan to a minimum compound annual growth in management EPS of 5% and a maximum of 15% under the LTI plan. The Board believes that the EPS growth hurdles under the LTI plan provide an appropriate incentive to its management team to achieve sustainable growth outcomes for the Computershare group over the longer term. The Board will review the management EPS performance hurdles from time to time to ensure that this remains the case.

Total shareholder return performance hurdle

Under the current DLI plan, the remaining 50% of each award of performance rights that are not subject to an EPS growth hurdle are subject to a service condition and will vest in full at the end of the five year performance period if the relevant executive remains employed by Computershare at the end of that period.

The Board has previously advised its shareholders that Computershare's senior executives have considerable highly industry specific knowledge that has been developed over many years and often decades. The ability to hire, develop and promote our people through the ranks is a competitive advantage that enables Computershare to continue to offer industry-leading solutions to our customers around the world. This has been further evidenced by the appointment of SJ Irving into the role of CEO as an internal succession candidate following the resignation of WS Crosby. The Board considers that the 50% component of the DLI plan that is not subject to performance hurdles was intended to provide a degree of protection to this competitive advantage and that this retention component has been effective in meeting this objective.

However, the Board, in reviewing the Group's long term incentive arrangements during the reporting period, gave extensive consideration as to whether this retention component should be retained in the new LTI plan and made a decision to replace it with an additional performance measure based on Total Shareholder Return or 'TSR'. For these purposes, TSR means the change in shareholder value over the performance period by measuring movement in share price plus dividends (assuming reinvestment).

This means that under the new LTI plan, the 50% of performance rights that are not subject to an EPS growth hurdle will be subject to a performance measure that compares the TSR of Computershare's stock against the TSR of the companies within the ASX 100 index at the start of the performance period on the following basis:

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

The Board has previously expressed concerns in adopting a performance measure that seeks to compare the TSR of Computershare against a narrow band of 'comparative' companies as there are no meaningful companies that are listed on exchanges globally that Computershare can compare itself against. By introducing a performance measure that compares Computershare TSR performance against the TSR of companies in a broad index (the ASX 100), the Board believes that this will further align the remuneration outcomes for its senior executives to the investment performance of its shareholders.

Other plan features

The Board has also proposed a number of changes to the features of the new LTI plan as compared to the DLI plan. This includes the strengthening of Board discretion to determine award outcomes for executives in certain circumstances such as cessation of employment and a change of control and also to cash settle awards on vesting if local regulations or practices make it appropriate to do so. The new LTI plan also includes a clawback mechanism that may be triggered in the event of fraud, dishonesty or material misstatement of financial statements. Further details on these features will be provided in the notice of meeting for the company's annual general meeting to be held on 12 November 2014.

Other remuneration

Like all our employees, key management personnel (except directors) can participate in the Group's general employee share plans. An overview of the Group's employee option and share plans is disclosed in note 26 of the financial statements.

Computershare also pays cash bonuses and makes STI awards (but not LTI grants) to a further group of senior executives in accordance with the same STI structure as outlined above. Computershare will also generally pay discretionary cash bonuses and make allocations of shares (subject to deferred vesting periods) to an additional broader pool of high performing employees who are not participants in the structured STI award program. The Group also, on occasions, allocates shares (subject to deferred vesting periods) outside the structured annual cycle, for instance as sign-on incentives, as part of specific project incentives or in recognition of exceptional performance.

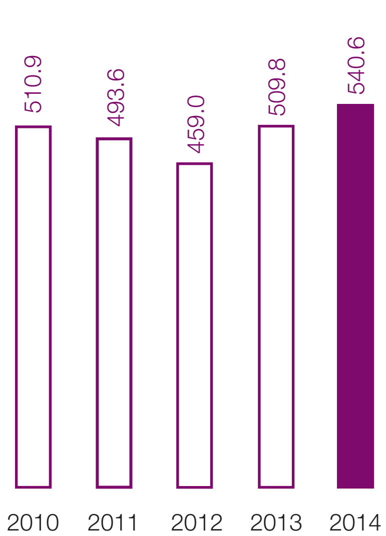
How have we performed? Relationship between remuneration and Group's performance

Over the past five financial years, the Group's management EBITDA (note 39 in the financial statements) grew by a compound annual average rate of 3%. During this period statutory EPS has decreased by a compound annual average rate of 0.4% and management EPS has grown by a compound annual average rate of 3%. Dividend payments have grown by a compound annual average rate of 6%. Over the past five financial years, key management personnel remuneration has grown by an annual compound average rate of 4% and executive director's remuneration has decreased by an annual compound average rate of 3%. A year on year analysis of the above metrics together with the compound five year average comparative is set out in the following table.

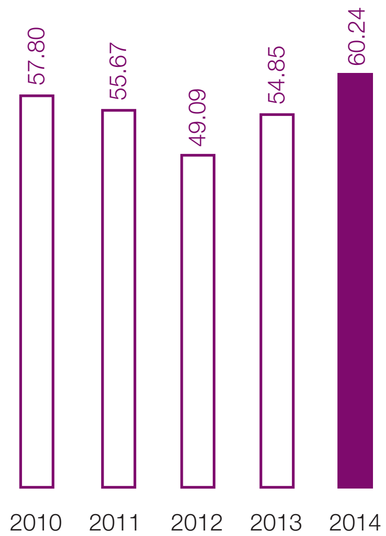
	Growth over previous financial period	5 year compound average growth 2009 - 2014
Management EBITDA	6%	3%
Statutory EPS	60%	(0.4%)
Management EPS	10%	3%
Dividend*	4%	6%
Key management personnel remuneration (average per key management personnel)	5%	4%
Executive director's remuneration	(8%)	(3%)

* Percentages based on amounts in AUD

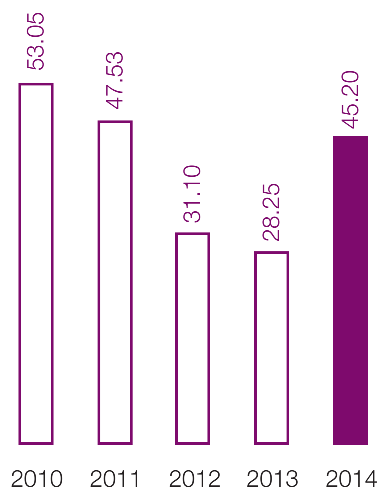
Management adjusted EBITDA (USD)



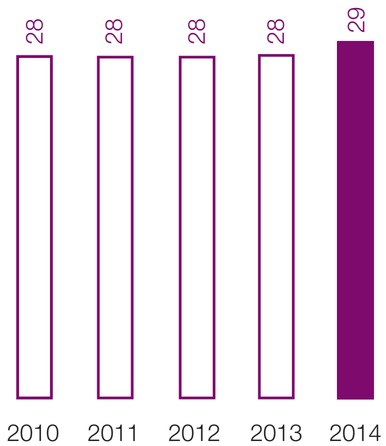
Management EPS (USD cents)



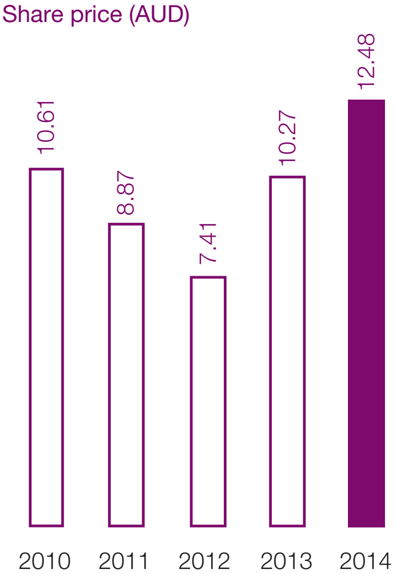
Statutory EPS (USD cents)



Dividend (AUD cents)



Share price (AUD)



C. DETAILS OF REMUNERATION AND SERVICE CONTRACTS

Directors

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

Non-executive	Executive	
CJ Morris	WS Crosby	Managing Director and Chief Executive Officer (resigned effective 30 June 2014)
SD Jones		
ME Kerber		
PJ Maclagan		
AL Owen		
NP Withnall		

Key management personnel other than directors

The individuals listed below are key management personnel of the Group 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 2014 unless otherwise stated.

Name	Position	Employer
SA Cameron	President – Australia and New Zealand	Computershare Investor Services Pty Ltd
PA Conn	President - Global Capital Markets	Computershare Inc. (US)
MB Davis	Chief Financial Officer	Computershare Ltd
SHE Herfurth	President - Continental Europe	CPU Deutschland GmbH & Co KG
SJ Irving*	Chief Information Officer	Computershare Technology Services Pty Ltd
W Newling	President - Canada	Computershare Trust Company of Canada
SR Rothbloom	President - North America	Computershare Inc. (US)
N Sarkar	President - United Kingdom, Channel Islands, Ireland and South Africa	Computershare Investor Services PLC (UK)
JLW Wong	President - Asia	Computershare Hong Kong Investor Services Limited

* SJ Irving was appointed as Managing Director and Chief Executive Officer of the consolidated entity with effect from 1 July 2014.

Service contracts

On appointment to the board, all non-executive directors are provided with details of the board policies and terms, including remuneration, relevant to the office of director. Non-executive directors do not have notice periods and are not entitled to receive termination payments.

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.

None of the executive directors or other key management personnel are employed under fixed term arrangements with Computershare. Their notice periods are based on contractual provisions and local laws (e.g. for the Group CEO and CFO and for those executives based in Australia this is 30 days' notice).

On termination of employment key management personnel are entitled to statutory entitlements in their respective jurisdictions of employment. The DSTI plan provides for full vesting on redundancy or termination by the Group other than for cause. The current DLI plan has a structured pro-rata arrangement in the same circumstances and under the new LTI plan, it is proposed that subject to Board discretion otherwise, performance rights for 'good leavers' will not vest on cessation of employment but instead a pro-rata proportion will be eligible to be retained by the executive and will be subject to vesting at the end of the original performance period based on satisfaction of the applicable performance measures. Otherwise, none of these people would, subject in some instances to local requirements in the jurisdictions where the Group operates, receive special termination payments should they cease employment or cease being a director for any reason.

Amounts of remuneration

Details of the nature and amount of each element of the total remuneration for each director and member of key management personnel for the year ended 30 June 2014 are set out in the table below. Where remuneration was paid in anything other than USD, it has been translated at the average exchange rate for the financial year (for example the 2014 USD/AUD average rate was 0.91389, the 2013 USD/AUD average rate was 1.0296).

	Short term		**Long term**	**Post employment benefits**	**Share based payments**			**Other[4]**	**Total**
2014	Salary and fees $	Cash profit share and bonuses $	Other[1] $	Superannuation and pension $	Shares $	Performance rights/ options[2] $	Phantom plan[3] $	$	$
Ref.			1			2, 3,4			
Directors									
WS Crosby	1,087,533	604,746	18,126	16,244	-	407,139	-	-	**2,133,788**
SD Jones	201,056	-	-	16,244	-	-	-	-	**217,300**
ME Kerber	156,596	-	-	-	-	-	-	-	**156,596**
PJ Maclagan	129,796	-	-	-	-	-	-	-	**129,796**
CJ Morris	235,579	-	-	-	-	-	-	-	**235,579**
AL Owen	164,671	-	-	-	-	-	-	-	**164,671**
NP Withnall	155,362	-	-	14,371	-	-	-	-	**169,733**
TOTAL	**2,130,593**	**604,746**	**18,126**	**46,859**	**-**	**407,139**	**-**	**-**	**3,207,463**
Key management personnel									
SA Cameron	383,835	83,517	6,397	16,244	64,562	467,045	-	2,276	**1,023,876**
PA Conn	511,000	126,746	-	-	101,018	357,698	-	-	**1,096,462**
MB Davis	578,494	152,061	9,596	16,244	100,580	618,102	-	2,736	**1,477,813**
SHE Herfurth	388,710	88,934	-	-	28,195	358,082	46,158	3,759	**913,838**
SJ Irving	559,759	300,771	9,329	16,244	131,767	618,102	-	460,752	**2,096,724**
W Newling	466,710	95,699	-	22,670	92,795	378,215	-	-	**1,056,089**
SR Rothbloom	1,155,000	276,953	-	28,775	212,395	402,935	-	-	**2,076,058**
N Sarkar	475,643	133,693	-	47,564	86,565	425,746	-	2,427	**1,171,638**
JLW Wong	604,682	151,291	-	90,702	109,508	425,746	-	3,275	**1,385,204**
TOTAL	**5,123,833**	**1,409,665**	**25,322**	**238,443**	**927,385**	**4,051,671**	**46,158**	**475,225**	**12,297,702**

1 Other long term remuneration comprises long service leave accruals and other long term entitlements.

2 Performance rights expense has been included in the total remuneration on the basis that it is considered "more likely than not" at the date of this financial report that the performance condition and service condition 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.

3 The Phantom Share Awards Plan (Phantom Plan) was introduced in 2013 as an alternative to the DSTI Share Plan to employees who are resident for tax purposes in countries where the taxation and/or legal requirements mean the DSTI Share Plan does not achieve the most effective outcome for Computershare or those employees. Awards under the Phantom Plan are cash-settled and vest after specified periods of service have been completed.

4 Other include payments made to key management personnel engaged on long term assignments in accordance with Computershare's expatriate policy and benefits related to Computershare's general share plan as detailed in note 26.

2013	Short term Salary and fees $	 Cash profit share and bonuses $	Long term Other[1] $	Post employment benefits Superannuation and pension $	Share based payments Shares $	 Performance rights/ options[2] $	 Performance rights/ reversed[3] $	Other[4] $	Total $
Ref.	**1**				**2, 3,4**				
Directors									
WS Crosby	1,225,224	608,718	20,420	16,958	-	458,687	(1,376,060)	-	953,947
SD Jones	239,230	-	-	-	-	-	-	-	239,230
ME Kerber	143,060	-	-	-	-	-	-	-	143,060
PJ Maclagan	145,890	-	-	-	-	-	-	-	145,890
CJ Morris	269,343	-	-	-	-	-	-	-	269,343
AL Owen	144,500	-	-	-	-	-	-	-	144,500
NP Withnall	181,210	-	-	-	-	-	-	-	181,210
TOTAL	**2,348,457**	**608,718**	**20,420**	**16,958**	**-**	**458,687**	**(1,376,060)**	**-**	**2,077,180**
Key management personnel									
PA Barker[5]	467,122	1,029,600	(40,181)	12,718	(13,841)	(1,077,662)	-	-	377,756
SA Cameron	360,360	76,548	6,008	16,958	59,805	526,177	-	2,568	1,048,424
PA Conn	511,000	119,738	-	-	105,636	402,985	(764,478)	-	374,881
MB Davis	518,926	121,594	8,649	16,958	93,833	696,360	(1,070,269)	265,220	651,271
SHE Herfurth	370,201	113,044	-	-	61,314	403,418	-	3,555	951,532
SJ Irving	631,026	147,770	10,514	16,958	123,935	696,360	(1,070,269)	355,209	911,503
W Newling	496,512	103,310	-	24,431	89,239	426,100	(611,582)	-	528,010
SR Rothbloom	1,155,000	236,585	-	28,775	229,888	453,951	(917,374)	-	1,186,825
N Sarkar	462,011	120,535	-	46,140	65,964	479,649	(611,582)	-	562,717
JLW Wong	604,541	132,692	-	90,681	118,461	479,649	(611,582)	2,532	816,974
TOTAL	**5,576,699**	**2,201,416**	**(15,010)**	**253,619**	**934,234**	**3,486,987**	**(5,657,136)**	**629,084**	**7,409,893**

1 Other long term remuneration comprises long service leave accruals and other long term entitlements.

2 Performance rights expense has been included in the total remuneration on the basis that it is considered more likely than not at the date of this financial report that the performance condition and service condition 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.

3 As part of the 2014 financial year budget process, it was determined that it was no longer considered "more likely than not" that the performance condition applicable to 50% of the performance rights granted on 12 November 2009 would be met. On this basis, the accounting expense related to prior years has been reversed.

4 Other include payments made to key management personnel engaged on long term assignments in accordance with Computershare's expatriate policy and benefits related to Computershare's general share plan as detailed in note 26.

5 PA Barker received a bonus relating to his continuing employment in the period ended on the date of his departure on 13 February 2013 as consideration for, in addition to the ongoing performance to a satisfactory standard of his existing duties as CFO until that date (including through the half year reporting season), his assistance with the orderly handover of his duties and responsibilities to the incoming CFO including in relation to appropriate transitional arrangements until the commencement of the incoming CFO effective 1 July 2013.

1. Short term salary and fees, cash profit share and bonuses, long term other, post-employment benefits

Directors

SD Jones, PJ Maclagan, CJ Morris, and NP Withnall are paid in Australian dollars. Although the non-executive director fees for ME Kerber and AL Owen are set in Australian dollars, they are paid in Euros and British pounds respectively based on an exchange rate set at the start of each financial year.

Managing Director and Group key management personnel

WS Crosby received his cash entitlements (being salary, cash profit bonus and cash equivalent amounts for the DSTI component) and superannuation/pension in Australian dollars. In 2013/14 he received no increase to his base salary and on target STI package.

SA Cameron receives his cash entitlements (being salary and cash profit bonus) and superannuation/pension in Australian dollars. In 2013/14 he received a 20% increase to his base salary and on target STI package guide reflecting a market based adjustment.

MB Davis receives his cash entitlements (being salary and cash profit bonus) and superannuation/pension in Australian dollars. In 2013/14 he received a 25% increase to his base salary and on target STI package guide reflecting his additional responsibilities.

SJ Irving receives his cash entitlements (being salary and cash profit bonus) and superannuation/pension in Australian dollars. In 2013/14 he received no increase to his base salary and on target STI package guide.

PA Conn receives his cash entitlements (being salary and cash profit bonus) and superannuation/pension in United States dollars. In 2013/14 he received no increase to his base salary and on target STI package guide.

SR Rothbloom receives his cash entitlements (being salary and cash profit bonus) and superannuation/pension in United States dollars. In 2013/14 he received no increase to his base salary and on target STI package guide.

SHE Herfurth receives his cash entitlements (being salary and cash profit bonus) and superannuation/pension in euros. In 2013/14 he received no increase to his base salary and on target STI package guide.

W Newling receives his cash entitlements (being salary and cash profit bonus) and superannuation/pension in Canadian dollars. In 2013/14 he received no increase to his base salary and on target STI package guide.

N Sarkar receives his cash entitlements (being salary and cash profit bonus) and superannuation/pension in British pounds. In 2013/14 he received no increase to his base salary and on target STI package guide.

JLW Wong receives his cash entitlements (being salary and cash profit bonus) and superannuation/pension in Hong Kong dollars. In 2013/14 he received no increase to his base salary and on target STI package guide.

2. Shares granted as remuneration under DSTI Plan

Set out below is a summary of shares granted under the DSTI plan and the maximum value of shares that are expected to vest in the future if the vesting conditions are met:

	Date granted	Number granted	Number vested during the year	Number outstanding end of the year	Financial year in which grant may vest	Value at grant date (if granted this year)	Maximum total value of grant yet to be expensed
						$	$
SA Cameron	21/10/2011	7,071	(7,071)	-	Vested	-	-
	1/10/2012	6,563	-	6,563	FY 2015	-	4,490
	1/10/2013	9,231	-	9,231	FY 2016	83,180	50,787
PA Conn	21/10/2011	12,477	(12,477)	-	Vested	-	-
	1/10/2012	10,192	-	10,192	FY 2015	-	6,973
	1/10/2013	14,180	-	14,180	FY 2016	127,775	78,013
MB Davis	21/10/2011	10,968	(10,968)	-	Vested	-	-
	1/10/2012	10,463	-	10,463	FY 2015	-	7,159
	1/10/2013	14,123	-	14,123	FY 2016	127,262	77,701
SHE Herfurth	21/10/2011	8,108	(8,108)	-	Vested	-	-
	1/10/2012	5,333	-	5,333	FY 2015	-	3,648
	1/10/2013*	9,285		9,285	FY 2016	83,667	60,890
SJ Irving	21/10/2011	14,102	(14,102)	-	Vested	-	-
	1/10/2012	14,355	-	14,355	FY 2015	-	9,822
	1/10/2013	17,837	-	17,837	FY 2016	160,728	98,134
W Newling	21/10/2011	9,852	(9,852)	-	Vested	-	-
	1/10/2012	9,987	-	9,987	FY 2015	-	6,833
	1/10/2013	12,719	-	12,719	FY 2016	114,610	69,977
SR Rothbloom	21/10/2011	28,189	(28,189)	-	Vested	-	-
	1/10/2012	22,293	-	22,293	FY 2015	-	15,252
	1/10/2013	28,353	-	28,353	FY 2016	255,488	155,990
N Sarkar	21/10/2011	9,916	(9,916)	-	Vested	-	-
	1/10/2012	8,326	-	8,326	FY 2015	-	5,696
	1/10/2013	12,804	-	12,804	FY 2016	115,376	70,444
JLW Wong	21/10/2011	14,708	(14,708)	-	Vested	-	-
	1/10/2012	11,256	-	11,256	FY 2015	-	7,701
	1/10/2013	14,844	-	14,844	FY 2016	133,759	81,667

* Award made under Phantom Share Plan

Fair values of shares at grant date are determined using the closing share price on grant date.

3. Performance rights

Performance rights are granted under the DLI plans for no consideration and carry no dividend or voting rights. Each performance right carries an entitlement to one fully paid ordinary share in Computershare Limited.

Set out below is a summary of performance rights granted under the DLI plan:

	Date granted	Number granted	Number vested during the year	Number lapsed during the year	Number forfeited during the year	Number outstanding end of the year	Financial year in which grant may vest	Value at grant date (if granted this year)	Maximum total value of grant yet to be expensed
								$	$
WS Crosby	12/11/2009	450,000	-	-	-	450,000	FY2015	-	-
SA Cameron	04/05/2012	200,000	-	-	-	200,000	FY 2017	-	539,561
	25/09/2012	150,000	-	-	-	150,000	FY 2018	-	591,789
PA Conn	12/11/2009	250,000	-	-	-	250,000	FY 2015	-	-
	25/09/2012	100,000	-	-	-	100,000	FY 2018	-	394,526
MB Davis	12/11/2009	350,000	-	-	-	350,000	FY 2015	-	-
	12/10/2011	150,000	-	-	-	150,000	FY 2017	-	339,857
	25/09/2012	100,000	-	-	-	100,000	FY 2018	-	394,526
SHE Herfurth	12/10/2011	200,000	-	-	-	200,000	FY 2017	-	453,143
	25/09/2012	100,000	-	-	-	100,000	FY 2018	-	394,526
SJ Irving	12/11/2009	350,000	-	-	-	350,000	FY 2015	-	-
	12/10/2011	150,000	-	-	-	150,000	FY 2017	-	339,857
	25/09/2012	100,000	-	-	-	100,000	FY 2018	-	394,526
W Newling	12/11/2009	200,000	-	-	-	200,000	FY 2015	-	-
	25/09/2012	150,000	-	-	-	150,000	FY 2018	-	591,789
SR Rothbloom	12/11/2009	300,000	-	-	-	300,000	FY 2015	-	-
	25/09/2012	100,000	-	-	-	100,000	FY 2018	-	394,526
N Sarkar	12/11/2009	200,000	-	-	-	200,000	FY 2015	-	-
	12/10/2011	100,000	-	-	-	100,000	FY 2017	-	226,572
	25/09/2012	100,000	-	-	-	100,000	FY 2018	-	394,526
JLW Wong	12/11/2009	200,000	-	-	-	200,000	FY 2015	-	-
	12/10/2011	100,000	-	-	-	100,000	FY 2017	-	226,572
	25/09/2012	100,000	-	-	-	100,000	FY 2018	-	394,526

Shareholdings of key management personnel

The number of ordinary shares in Computershare Limited held during the financial year by each director and the other named 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 the year	Vested under DSTI plan	On exercise of options/ performance rights	On market purchases / (sales)	Other	Balance at end of the year	Value of options/ performance rights exercised
							$
Directors							
WS Crosby	731,272	-	-	(250,000)	-	481,272	-
SD Jones	14,000	-	-	-	-	14,000	-
ME Kerber	40,000	-	-	-	-	40,000	-
PJ Maclagan	13,945,411	-	-	(929,132)	-	13,016,279	-
CJ Morris	43,040,879	-	-	(3,216,333)	-	39,824,546	-
AL Owen	12,910	-	-	-	-	12,910	-
NP Withnall	2,319	-	-	38	-	2,357	-
Key management personnel							
SA Cameron	78	7,071	-	(7,071)	-	78	
PA Conn	542,673	12,477	-	(36,671)	-	518,479	-
MB Davis	6,973	10,968	-	(10,968)	(978)	5,995	-
SHE Herfurth	12,326	8,108	-	(8,500)	584	12,518	-
SJ Irving	31,905	14,102	-	(46,007)	-	-	-
W Newling	-	9,852	-	(4,653)	-	5,199	-
SR Rothbloom	116,681	28,189	-	(66,765)	-	78,105	-
N Sarkar	7,556	9,916	-	(9,916)	(2,396)	5,160	-
JLW Wong	61,236	14,708	-	(10,000)	3,507	69,451	-

D. PROPORTIONS OF FIXED AND PERFORMANCE RELATED REMUNERATION

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

	% of fixed/ non-performance related remuneration	% of total remuneration received as cash bonus (CSTI)	% of remuneration received as equity bonus (DSTI)	% of total remuneration received as performance related rights/options
WS Crosby	52.58%	28.34%	0.00%	19.08%
SD Jones	100.00%	0.00%	0.00%	0.00%
ME Kerber	100.00%	0.00%	0.00%	0.00%
PJ Maclagan	100.00%	0.00%	0.00%	0.00%
CJ Morris	100.00%	0.00%	0.00%	0.00%
AL Owen	100.00%	0.00%	0.00%	0.00%
NP Withnall	100.00%	0.00%	0.00%	0.00%
SA Cameron	39.92%	8.16%	6.31%	45.61%
PA Conn	46.60%	11.56%	9.21%	32.63%
MB Davis	41.08%	10.29%	6.81%	41.82%
SHE Herfurth	43.07%	9.73%	8.01%	39.19%
SJ Irving	49.89%	14.34%	6.28%	29.49%
W Newling	46.34%	9.06%	8.79%	35.81%
SR Rothbloom	57.02%	13.34%	10.23%	19.41%
N Sarkar	44.86%	11.41%	7.39%	36.34%
JLW Wong	50.44%	10.92%	7.91%	30.73%

E. OTHER INFORMATION

Loans and other transactions with directors and executives

Computershare made no loans to directors and executive directors or other key management personnel during the current financial year.

CJ Morris has a significant interest in Lumi Technologies Limited. This entity provides meeting services to Computershare on ordinary commercial terms and conditions. Total value of services provided in the year ended 30 June 2014 was $1,918,319. Computershare also provides services to Lumi Technologies Limited on ordinary commercial terms and conditions under transitional arrangements. Total value of services provided in the year ended 30 June 2014 was $290,304.

CJ Morris has a significant interest in Smart Parking Limited. Computershare provides communication services to this entity on ordinary commercial terms and conditions. Total value of services provided in the year ended 30 June 2014 was $232,256.

The consolidated entity made rental payments related to property used by Computershare and owned by CJ Morris. Payments made in the year ended 30 June 2014 amounted to $28,962.

The consolidated entity made rental payments related to property used by Computershare and owned by PJ Maclagan. Payments made in the year ended 30 June 2014 amounted to $36,000.

There have been no other material transactions with key management personnel in the current year.

As a matter of Board approved policy, the Group maintains a register of all transactions between employees and the consolidated entity. It is established practice for any director to excuse himself or herself from discussion and voting upon any transaction in which that director has an interest. The consolidated entity has a Board approved ethics policy governing many aspects of workplace conduct, including management and disclosure of conflicts of interest.

Derivative instruments

Computershare's policy forbids key management personnel to deal in derivatives designed as a hedge against exposure to shares in Computershare Limited.

Shares under option

Unissued ordinary shares in Computershare Limited under options and performance rights at the date of this report are as follows:

Date granted	Financial year of expiry	Number under options/ performance rights
Performance rights		
12/11/2009	FY 2015	2,700,000
12/08/2010	FY 2016	200,000
12/10/2011	FY 2017	700,000
04/05/2012	FY 2017	200,000
25/09/2012	FY 2018	1,100,000

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 are 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 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 Group, acting as an advocate for the Group 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 network firms.

	2014 $000	2013 $000
1. Audit services		
Audit and review of the financial statements and other audit work by PricewaterhouseCoopers Australia	**985**	1,078
Audit and review of the financial statements and other audit work by network firms of PricewaterhouseCoopers Australia	**3,042**	3,266
	4,027	4,344
2. Other services		
Other assurance services performed by PricewaterhouseCoopers Australia	**386**	415
Other assurance services performed by network firms of PricewaterhouseCoopers Australia	**1,718**	1,803
Tax advice on acquisitions provided by network firms of PricewaterhouseCoopers Australia	**9**	95
	2,113	2,313
Total Auditors' Remuneration	**6,140**	6,657

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.

CJ Morris
Chairman

SJ Irving
Chief Executive Officer

22 September 2014

Auditor's Independence Declaration

As lead auditor for the audit of Computershare Limited for the year ended 30 June 2014, 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.

Christopher Lewis
Partner
PricewaterhouseCoopers

Melbourne
22 September 2014

PricewaterhouseCoopers, ABN 52 780 433 757
Freshwater Place, 2 Southbank Boulevard, SOUTHBANK VIC 3006, GPO Box 1331, MELBOURNE VIC 3001
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Consolidated Statement of Comprehensive Income for the year ended 30 June 2014

	Note	2014 $000	2013 $000
Revenue from continuing operations			
Sales revenue	2	**2,011,416**	2,015,737
Other revenue	2	**3,697**	4,212
Total revenue from continuing operations		**2,015,113**	2,019,949
Other income	3	**33,483**	26,098
Expenses			
Direct services		**1,375,600**	1,479,473
Technology costs		**267,034**	289,971
Corporate services		**16,289**	17,236
Finance costs		**62,933**	66,615
Total expenses		**1,721,856**	1,853,295
Share of net profit/(loss) of associates and joint ventures accounted for using the equity method	40 & 41	**(1,112)**	(146)
Profit before related income tax expense		**325,628**	192,606
Income tax expense/(credit)	4	**71,100**	32,029
Profit for the year		**254,528**	160,577
Other comprehensive income that may be reclassified to profit or loss			
Available-for-sale financial assets		**(864)**	310
Cash flow hedges		**(791)**	(1,314)
Exchange differences on translation of foreign operations		**19,340**	(31,512)
Income tax relating to components of other comprehensive income	4	**2,141**	12,471
Total other comprehensive income for the year, net of tax		**19,826**	(20,045)
Total comprehensive income for the year		**274,354**	140,532
Profit for the year attributable to:			
Members of Computershare Limited		**251,401**	157,013
Non-controlling interests		**3,127**	3,564
		254,528	160,577
Total comprehensive income for the year attributable to:			
Members of Computershare Limited		**270,994**	137,232
Non-controlling interests		**3,360**	3,300
		274,354	140,532
Basic earnings per share (cents per share)	6	**45.20 cents**	28.25 cents
Diluted earnings per share (cents per share)	6	**45.00 cents**	28.13 cents

The above consolidated statement of comprehensive income is presented in United States dollars and should be read in conjunction with the accompanying notes.

Consolidated Statement of Financial Position as at 30 June 2014

	Note	2014 $000	2013 $000
CURRENT ASSETS			
Cash and cash equivalents	36	**460,019**	454,353
Receivables	7	**374,445**	330,008
Financial assets held for trading		**547**	3,083
Available-for-sale financial assets at fair value	8	**246**	814
Other financial assets	9	**162,838**	127,321
Inventories	10	**5,630**	10,646
Current tax assets	15	**15,592**	20,615
Derivative financial instruments	16	**4,603**	-
Other current assets	11	**34,917**	35,521
Assets classified as held for sale	12	**58,704**	-
Total current assets		**1,117,541**	982,361
NON-CURRENT ASSETS			
Receivables	7	**2,612**	4,084
Investments accounted for using the equity method	13	**36,813**	28,498
Available-for-sale financial assets	8	**8,732**	5,463
Property, plant and equipment	14	**176,173**	187,873
Deferred tax assets	15	**167,625**	157,642
Derivative financial instruments	16	**24,064**	23,877
Intangibles	17	**2,274,640**	2,229,079
Total non-current assets		**2,690,659**	2,636,516
Total assets		**3,808,200**	3,618,877
CURRENT LIABILITIES			
Payables	18	**416,996**	357,218
Interest bearing liabilities	19	**226,210**	8,008
Current tax liabilities	20	**33,081**	34,997
Provisions	21	**62,417**	68,034
Deferred consideration	22	**33,833**	7,110
Liabilities directly associated with assets classified as held for sale	12	**23,099**	-
Other	23	**38,946**	25,885
Total current liabilities		**834,582**	501,252
NON-CURRENT LIABILITIES			
Payables	18	**2,303**	3,163
Interest bearing liabilities	19	**1,433,044**	1,703,652
Deferred tax liabilities	20	**192,215**	190,165
Provisions	21	**36,959**	43,090
Deferred consideration	22	**6,854**	40,611
Other	23	**35,031**	6,009
Total non-current liabilities		**1,706,406**	1,986,690
Total liabilities		**2,540,988**	2,487,942
Net assets		**1,267,212**	1,130,935
EQUITY			
Contributed equity	24	**35,703**	35,703
Reserves	25	**84,240**	58,910
Retained earnings	5	**1,134,305**	1,025,231
Total parent entity interest	42	**1,254,248**	1,119,844
Non-controlling interests	42	**12,964**	11,091
Total equity		**1,267,212**	1,130,935

The above consolidated statement of financial position is presented in United States dollars and should be read in conjunction with the accompanying notes.

	Attributable to members of Computershare Limited					
	Contributed Equity $000	Reserves $000	Retained Earnings $000	Total $000	Non-controlling Interests $000	Total Equity $000
Total equity at 1 July 2013	**35,703**	**58,910**	**1,025,231**	**1,119,844**	**11,091**	**1,130,935**
Profit for the year	-	-	251,401	251,401	3,127	254,528
Available-for-sale financial assets	-	(864)	-	(864)	-	(864)
Cash flow hedges	-	(791)	-	(791)	-	(791)
Exchange differences on translation of foreign operations	-	19,107	-	19,107	233	19,340
Income tax (expense)/credits	-	2,141	-	2,141	-	2,141
Total comprehensive income for the year	**-**	**19,593**	**251,401**	**270,994**	**3,360**	**274,354**
Transactions with owners in their capacity as owners:						
Dividends provided for or paid	-	-	(142,327)	(142,327)	(1,487)	(143,814)
Transactions with non-controlling interests	-	(479)	-	(479)	-	(479)
Equity related contingent consideration	-	581	-	581	-	581
Cash purchase of shares on market	-	(13,582)	-	(13,582)	-	(13,582)
Share based remuneration	-	19,217	-	19,217	-	19,217
Balance at 30 June 2014	**35,703**	**84,240**	**1,134,305**	**1,254,248**	**12,964**	**1,267,212**
Total equity at 1 July 2012	**29,943**	**83,189**	**1,028,408**	**1,141,540**	**12,803**	**1,154,343**
Profit for the year	-	-	157,013	157,013	3,564	160,577
Available-for-sale financial assets	-	310	-	310	-	310
Cash flow hedges	-	(1,314)	-	(1,314)	-	(1,314)
Exchange differences on translation of foreign operations	-	(31,248)	-	(31,248)	(264)	(31,512)
Income tax (expense)/credits	-	12,471	-	12,471	-	12,471
Total comprehensive income for the year	**-**	**(19,781)**	**157,013**	**137,232**	**3,300**	**140,532**
Transactions with owners in their capacity as owners:						
Dividends provided for or paid	-	-	(160,190)	(160,190)	(2,945)	(163,135)
Transactions with non-controlling interests	-	(2,740)	-	(2,740)	(2,067)	(4,807)
Equity related contingent consideration	-	629	-	629	-	629
Shares issued under dividend reinvestment plan	5,760	-	-	5,760	-	5,760
Cash purchase of shares on market	-	(13,275)	-	(13,275)	-	(13,275)
Share based remuneration	-	10,888	-	10,888	-	10,888
Balance at 30 June 2013	**35,703**	**58,910**	**1,025,231**	**1,119,844**	**11,091**	**1,130,935**

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

Consolidated Cash Flow Statement for the year ended 30 June 2014

	Note	2014 $000	2013 $000
CASH FLOWS FROM OPERATING ACTIVITIES			
Receipts from customers		**2,083,068**	2,088,980
Payments to suppliers and employees		**(1,522,468)**	(1,613,427)
Loan servicing advances (net)		**(36,183)**	(25,999)
Dividends received		**125**	135
Interest paid and other finance costs		**(62,916)**	(66,250)
Interest received		**3,572**	4,077
Income taxes paid		**(55,900)**	(53,476)
Net operating cash flows	36	**409,298**	334,040
CASH FLOWS FROM INVESTING ACTIVITIES			
Payments for purchase of controlled entities and businesses (net of cash acquired) and intangible assets		**(109,829)**	(75,644)
Payments for investment in associates and joint ventures		**(10,058)**	(17,205)
Dividends received		**657**	333
Proceeds from sale of assets		**8,121**	29,405
Payments for investments		**(7,580)**	(7,521)
Payments for property, plant and equipment		**(16,450)**	(43,735)
Proceeds from sale of subsidiaries and businesses (net of cash disposed)		**23,244**	10,434
Net investing cash flows		**(111,895)**	(103,933)
CASH FLOWS FROM FINANCING ACTIVITIES			
Purchase of ordinary shares - share based awards		**(13,582)**	(13,275)
Proceeds from borrowings		**909,925**	500,764
Repayment of borrowings		**(1,027,273)**	(543,475)
Loan servicing borrowings (net)		**21,558**	7,751
Dividends paid - ordinary shares (net of dividend reinvestment plan)		**(133,722)**	(154,430)
Purchase of ordinary shares - dividend reinvestment plan		**(8,605)**	-
Dividends paid to non-controlling interests in controlled entities		**(1,487)**	(2,945)
Repayment of finance leases		**(9,719)**	(9,413)
Net financing cash flows		**(262,905)**	(215,023)
Net increase in cash and cash equivalents held		**34,498**	15,084
Cash and cash equivalents at the beginning of the financial year		**454,353**	441,391
Exchange rate variations on foreign cash balances		**20,300**	(2,122)
Cash and cash equivalents at the end of the year*		**509,151**	454,353

* Cash and cash equivalents at 30 June 2014 include $49.1 million cash presented in the Assets held for sale line item in the Consolidated statement of financial position. Please refer to note 12 for details.

The above consolidated cash flow statement is presented in United States dollars and should be read in conjunction with the accompanying notes.

1. STATEMENT OF SIGNIFICANT ACCOUNTING POLICIES

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 is for the consolidated entity consisting of Computershare Limited and its controlled entities, referred to collectively throughout these financial statements as the "consolidated entity", "the Group" or "Computershare".

Basis of preparation of full year financial report

This general purpose financial report for the reporting period ended 30 June 2014 has been prepared in accordance with Australian Accounting Standards, other authoritative pronouncements of the Australian Accounting Standards Board and the *Corporations Act 2001.* Computershare Limited is a for-profit entity for the purpose of preparing financial statements.

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 Securities Exchange Listing Rules.

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

Compliance with IFRS

The financial statements of Computershare Limited and its controlled entities also comply with International Financial Reporting Standards (IFRS) as issued by the International Accounting Standards Board (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.

Changes in accounting policy

The following changes resulted from the new or revised accounting standards which became operative for the annual reporting period commencing on 1 July 2013:

- Principles of consolidation - new standards *AASB 10 Consolidated Financial Statements and AASB 11 Joint Arrangements,*
- Fair value measurements - new standard *AASB 13 Fair Value Measurement*
- Disclosure requirements - *AASB 12 Disclosure of Interests in Other Entities*
- Accounting for employee benefits - *AASB 119 Employee Benefits* – revised
- Offsetting Financial Assets and Financial Liabilities - *AASB 2012-2 Amendments to Australian Accounting Standards - Disclosures - Offsetting Financial Assets and Financial Liabilities (AASB 7 & AASB 132)*

Principles of consolidation

AASB 10 was issued in August 2011 and replaces the guidance on control and consolidation in *AASB 127 Consolidated and Separate Financial Statements* and in Interpretation 112 Consolidation – Special Purpose Entities. Under the new principles, the Group controls an entity when the Group is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity.

The Group has reviewed its investments in other entities to assess whether the consolidation conclusion in relation to these entities is different under AASB 10 than under AASB 127. No differences were found and therefore no adjustments to any of the carrying amounts in the financial statements were required as a result of the adoption of AASB 10.

Under AASB 11 investments in joint arrangements are classified as either joint operations or joint ventures depending on the contractual rights and obligations each investor has, rather than the legal structure of the joint arrangement. The Group has assessed the nature of its joint arrangements and determined it has only joint ventures.

The Group's accounting policy for joint ventures has not changed under AASB 11 as it continues to apply the equity method to account for its interest in joint ventures.

Fair value measurements

AASB 13 was released in September 2011. It explains how to measure fair value and aims to enhance fair value disclosures. The Group has reviewed its accounting policy on fair value measurements in accordance with the new standard guidance and has amended the measurement of the fair value of derivatives to reflect counterparty credit risk. The impact of the change was not material to the Group.

Disclosure requirements

AASB 12 was issued in December 2012. It sets out the required disclosure for entities reporting under the two new standards, AASB 10 *Consolidated Financial Statements* and AASB 11 *Joint Arrangements*, and replaces the disclosure requirements currently found in AASB 128.

Application of this standard has potential to impact how information is disclosed in the notes to the financial statements but none of the disclosure changes detailed in AASB 12 were material to the Group in the current financial year. AASB 12 does not affect any of the amounts recognised in the financial statements.

Accounting for employee benefits

AASB 119 was released in December 2012 and mainly sets out changes in relation to accounting for defined benefit plans, the definition of termination benefits and timing of their recognition. This change had no material impact on the Group's financial statements.

Offsetting financial assets and financial liabilities

AASB 2012-2 was issued in June 2012 and outlines more extensive disclosures which focus on quantitative information about recognised financial instruments that are offset in the statement of financial position, as well as those recognised financial instruments that are subject to master netting or similar arrangements, irrespective of whether they are offset.

The Group has reviewed the application of AASB 2012-2 to the way information is disclosed in the financial statements and concluded that a new disclosure on offsetting of lease assets and liabilities is required. This disclosure has been added in note 27(b).

Principles of consolidation

The consolidated financial statements include the assets and liabilities of the parent entity, Computershare Limited, and its controlled entities.

All intercompany 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 controlled entities, associates and joint ventures presented in accordance with overseas accounting principles are, for consolidation purposes, adjusted to comply with group policy and Australian Accounting Standards.

Controlled entities

Controlled entities are all those entities over which the Group has control. The Group controls an entity when the Group is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. Controlled entities are fully consolidated from the date on which control is transferred to the Group. They are de-consolidated from the date that control ceases.

The acquisition method of accounting is used to account for the acquisition of controlled entities by the Group.

Associates

Associates are all entities over which the Group has significant influence but not control or joint control. This generally accompanies 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 profit or loss. The investment in associated entities is decreased by the amount of dividends received or receivable.

Joint ventures

Joint ventures are arrangements where Computershare has joint control with another party over that arrangement and each party has rights to the net assets of that arrangement. Joint control is the agreed sharing of control, which exists when decisions about relevant activities require unanimous consent of parties sharing control. Interests in joint ventures are accounted for using the equity method.

Changes in ownership interests

The Group treats transactions with non-controlling interests that do not result in a loss of control as transactions with equity owners of the Group. A change in ownership interest results in an adjustment between the carrying amounts of the controlling and non-controlling interests to reflect their relative interests in the controlled entity. Any difference between the amount of the adjustment to non-controlling interests and any consideration paid or received is recognised in a separate reserve within equity attributable to owners of the parent entity.

Segment reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision maker. The chief operating decision maker is the Computershare Limited Chief Executive Officer (CEO).

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 financial statements are presented in US dollars, as a significant portion of the Group's activity is denominated in US dollars.

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 profit or loss, 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

The results and financial position of all the group entities that have a functional currency different from the presentation currency are translated into the presentation currency as follows:

- Assets and liabilities for each statement of financial position presented are translated at the closing rate at the date of that statement
- Income and expenses for each statement of comprehensive income are translated at average exchange rates
- All resulting exchange differences are recognised in other comprehensive income

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 recognised in other comprehensive income and reflected in 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 profit or loss 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 and unused tax losses. The income tax expense is calculated on the basis of the tax laws enacted or substantively enacted at the end of the reporting period.

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 controlled entities 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 in other comprehensive income or directly in equity are also recognised in other comprehensive income or directly in equity, respectively.

Tax consolidation legislation

Computershare Limited and its wholly-owned Australian controlled 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 controlled entities 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.

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 shorter of the lease term and the useful life of the asset, or where ownership is reasonably certain to be obtained on expiration of the lease, over the useful 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 leasehold properties, whichever is 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 or more frequently if events or changes in circumstances indicate that they might be impaired. 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 when 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 inflows (cash generating units).

These impairment calculations require 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 Group's clients. As the inventory is used, the costs are billed.

Property, plant and equipment

Property, plant and equipment are stated at historical costs less depreciation. The amounts at which property, plant and equipment are stated in these financial statements are regularly reviewed.

Depreciation

Items of property, plant and equipment excluding freehold land, are depreciated on a straight line basis at rates calculated to allocate their cost, less estimated residual value, over their estimated useful life. The assets' residual values and useful lives are reviewed, and adjusted if appropriate, at the end of each reporting period. 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)
- Motor vehicles (15% to 40% per annum)

Revenue

Revenue is measured at the fair value of the consideration received or receivable. Amounts disclosed as revenue are net of returns, trade discounts and volume rebates.

The Group recognises revenue when the amount of revenue can be reliably measured, it is probable that future economic benefits will flow to the consolidated entity and specific criteria have been met for each of the Group's activities. The Group bases its estimates on historical results, taking into consideration the type of customer, the type of transaction and the specifics of each arrangement.

Services revenue is recognised in the accounting period in which the services are rendered. For fixed-price contracts, revenue is recognised under the percentage of completion method, based on the actual service provided as proportion of the total services to be provided.

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.

Other revenue

Other revenue includes interest income on short-term deposits controlled by the consolidated entity, and royalties and dividends received from other persons. Interest income is recognised using the effective interest method. Royalties and dividends are recognised as revenue when the right to receive payment is established.

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.

Trade receivables

Trade receivables are initially recognised at fair value and subsequently measured at amortised cost, less provision for doubtful debts. Collectability of trade receivables is reviewed on an ongoing basis. Debts that 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 profit or loss.

Trade and other payables

These amounts represent liabilities for those goods and services provided to the Group prior to the end of financial year that 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 profit attributable to members of Computershare Limited, 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 is determined by adjusting the weighted average number of shares 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 exclude certain items. Management adjusted results are used, along with other measures, to assess operating business performance. The Group believes that exclusion of certain items permits better analysis of the Group's performance on a comparative basis and provides a better measure of underlying operating performance. The net profit used in the management earnings per share calculation is adjusted for the management adjustment items net of tax (refer to note 6).

Cash and cash equivalents

For the purposes of the consolidated 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 can readily be converted 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 exclude broker client deposits reflected in the statement of financial position that are recorded as other current financial assets.

Business combinations

The acquisition method of accounting is used to account for all business combinations, including business combinations involving entities or businesses under common control, regardless of whether equity instruments or other assets are acquired. The consideration transferred for the acquisition of a controlled entity comprises the fair values of the assets transferred, the liabilities incurred and the equity interests issued by the Group. The consideration transferred also includes the fair value of any contingent consideration arrangement and the fair value of any pre-existing equity interest in the controlled entity.

Acquisition-related costs are expensed as incurred. Identifiable assets acquired and liabilities and contingent liabilities assumed in a business combination are, with limited exceptions, measured initially at their fair values at the acquisition date. Within 12 months of completing the acquisition, identifiable intangible assets are valued and separately recognised in the statement of financial position. On an acquisition-by-acquisition basis, the Group recognises any non-controlling interest in the acquiree either at fair value or at the non-controlling interest's proportionate share of the acquiree's net identifiable assets.

The excess of the consideration transferred, the amount of any non-controlling interest in the acquiree and the acquisition-date fair value of any previous equity interest in the acquiree over the fair value of the Group's share of the net identifiable assets acquired is recorded as goodwill. If those amounts are less than the fair value of the net identifiable assets of the controlled entity acquired and the measurement of all amounts has been reviewed, the difference is recognised directly in profit or loss as a bargain purchase.

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 exchange. 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.

Contingent consideration is classified either as equity or a financial liability. Amounts classified as a financial liability are subsequently re-measured to fair value with changes in fair value recognised in profit or loss.

Intangible assets

Goodwill

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 fair value at the date of acquisition less accumulated amortisation and impairment losses. Amortisation is calculated using the straight line method to allocate the value over their estimated useful lives, ranging from one to fifteen years.

Mortgage servicing rights

Mortgage servicing rights acquired as part of business combination are carried at their fair value at the date of acquisition less accumulated amortisation and impairment losses. Mortgage servicing rights acquired as part of ongoing operations are carried at cost less accumulated amortisation and impairment losses. Amortisation for all servicing rights is calculated using the straight line method over their estimated useful lives.

Employee benefits

Provision has been made in the statement of financial position for benefits accruing to employees in relation to employee bonuses, annual leave and long service leave. No provision is made for non-vesting sick leave because past pattern of sick leave taken indicates that there is no material future obligation for future unused absences.

Superannuation is included in the determination of provisions. Annual leave is measured at additional 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 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 the these plans is recognised in the consolidated statement of financial position, 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 under employee and executive share schemes is recognised as a personnel expense over the vesting period with a corresponding increase in the 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 the 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 service or 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 based payments equity reserve 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's 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.

Provisions

Provisions for legal claims, service warranties and make good obligations are recognised when the Group has a present legal or constructive obligation as a result of past events, it is probable that an outflow of resources will be required to settle the obligation and the amount can be reliably estimated. Provisions are not recognised for future operating losses.

Where there are a number of similar obligations, the likelihood that an outflow will be required in settlement is determined by considering the class of obligations as a whole. A provision is recognised even if the likelihood of an outflow with respect to any one item included in the same class of obligations may be small.

Provisions are measured at the present value of Group's best estimate of the expenditure required to settle the present obligation at the reporting date. The discount rate used to determine the present value reflects current market assessments of the time value of money and the risks specific to the liability. The increase in the provision due to the passage of time is recognised as interest expense.

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

Non-current assets (or disposal groups) are classified as held-for-sale if their carrying amount will be recovered principally through a sale transaction rather than through continuing use and a sale is considered highly probable.

Non-current assets and liabilities (or disposal groups) classified as held-for-sale are presented separately from other assets and liabilities in the statement of financial position. They are stated at the lower of their carrying amount and fair value less costs to sell.

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. A gain is recognised for any subsequent increases in fair value less costs to sell of an asset (or disposal group), but not in excess of any cumulative impairment loss previously recognised. A gain or loss not previously recognised by the date of the sale of the non-current asset (or disposal group) is recognised at the date of derecognition.

Contributed equity

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.

If the Group reacquires its own equity instruments, for example as the result of a share buy-back, those instruments are deducted from equity and the associated shares are cancelled. No gain or loss is recognised in the profit or loss and the consideration paid including any directly attributable incremental costs (net of income taxes) is recognised directly in equity.

Parent entity financial information

The financial information for the parent entity, Computershare Limited, disclosed in note 43 has been prepared on the same basis as the consolidated financial statements, except as set out below.

Investments in controlled entities, associates and joint venture entities are accounted for at cost in the financial statements of Computershare Limited. Dividends received from associates and joint ventures are recognised in the parent entity's profit or loss, rather than being deducted from the carrying amount of these investments.

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.

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. Assets in this category are classified as current in the consolidated statement of financial position. Derivatives are classified as held for trading unless they are designated as hedge instruments.

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 consolidated statement of financial position.

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

Investments are initially recognised at fair value plus transaction costs for all financial assets not carried at fair value through profit or loss. Financial assets carried at fair value through profit or loss are initially recognised at fair value and transaction costs are expensed in profit or loss. 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 profit or loss in the period in which they arise. Unrealised gains and losses for changes in fair value of available-for-sale assets are recognised in other comprehensive income in the available-for-sale asset reserve. Financial assets are derecognised when the rights to receive cash flows from the financial assets have expired or have been transferred and the Group has transferred substantially all the risks and rewards of ownership. When available for sale assets are sold, the accumulated fair value adjustments are reclassified to profit or loss.

Impairment

The Group assesses at each balance date whether there is objective evidence that a financial asset or group of financial assets is impaired. In the case of equity securities classified as available-for-sale, a significant or prolonged decline in the fair value of a security below its cost is considered as an indicator that the securities are impaired. If any such evidence exists for available-for-sale financial assets, the cumulative loss (measured as the difference between the acquisition cost and the current fair value, less any impairment loss on that financial asset previously recognised in profit or loss) is reclassified from equity and recognised in profit or loss as a reclassification adjustment. Impairment losses recognised in profit or loss on equity instruments classified as available-for-sale are not reversed through profit or loss.

If there is evidence of impairment for any of the Group's financial assets carried at amortised cost, the loss is measured as the difference between the asset's carrying amount and the present value of estimated future cash flows, excluding future credit losses that have not been incurred. The cash flows are discounted at the financial asset's original effective interest rate. The loss is recognised in profit or loss.

Borrowings

Borrowings are initially recognised at fair value and are subsequently measured at amortised cost. Any difference between the proceeds (net of transaction costs) and the redemption amount is recognised in profit or loss over the borrowing period 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 and highly probable forecast transactions (cash flow hedges); or (3) fair value hedges.

Hedging

At the inception of the transaction the Group documents 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 other comprehensive income 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 requirements of AASB 121 *The effects of Changes in Foreign Exchange Rates.* The gain or loss relating to the ineffective portion is recognised immediately in profit or loss.

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 which are designated and qualify as cash flow hedges is recognised in other comprehensive income in the cash flow hedge reserve. The gain or loss relating to the ineffective portion is recognised immediately in profit or loss.

Amounts accumulated in equity are recycled in profit or loss 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 profit or loss. When a forecast transaction is no longer expected to occur, the cumulative gain or loss that was reported in equity is immediately reclassified to profit or loss.

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 profit or loss, 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 profit or loss.

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 including adjustments for counterparty credit risk. 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.

Rounding of amounts

The consolidated entity is of a kind referred to in Class Order 98/100, issued by the Australian Securities and Investments Commission, relating to the ‘rounding off’ of amounts in the financial report. In accordance with this Class Order, amounts in the financial report have been rounded off to the nearest thousand dollars, or in certain cases, the nearest dollar.

New accounting standards and interpretations

Certain new accounting standards and interpretations have been published that are not mandatory for 30 June 2014 reporting period. The Group's assessment of the impact of these new standards and interpretations is presented below.

AASB 9 Financial Instruments and IFRS9 Financial Instruments

AASB 9 addresses the classification, measurement and derecognition of financial assets and financial liabilities and introduces new rules for hedge accounting. The standard is not applicable until 1 January 2018 but is available for early adoption.

In July 2014, the IASB has made further changes to the classification and measurement rules and also introduced a new impairment model, which completes the international equivalent standard IFRS 9. The AASB is expected to make the same changes to AASB 9 in due course. Following the changes approved by the IASB in July 2014, the Group does not expect any impact from the new classification, measurement and derecognition rules on the Group's financial assets and financial liabilities.

The new hedging rules align hedge accounting more closely with the Group's risk management practices. As a general rule, it will be easier to apply hedge accounting going forward. The new impairment model is an expected credit loss model which may result in the earlier recognition of credit losses. The new standard also introduces expanded disclosure requirements and changes in presentation. The Group has not yet assessed how its own hedging arrangements would be affected by the new rules. The Group does not expect to adopt AASB 9 before its operative date.

IFRS 15 Revenue from contracts with customers

IFRS 15 was issued in May 2014 and sets out changes in relation to recognition of revenue. This standard is applicable to financial years commencing on or after 1 January 2017. This standard will replace IAS 18 which covers contracts for goods and services and IAS 11 which covers construction contracts. AASB is expected to issue an equivalent standard in due course.

The new standard is based on the principle that revenue is recognised when control of a good or service transfers to a customer so the notion of control replaces the existing notion of risks and rewards. The Group has not yet considered the impact of the new rules on its revenue recognition policies.

	2014 $000	2013 $000
2. REVENUE AND EXPENSES FROM CONTINUING OPERATIONS		
(a) Revenues		
Sales revenue		
Rendering of services	2,011,416	2,015,737
Other revenue		
Dividends received	125	135
Interest received	3,572	4,077
Total other revenue	3,697	4,212
Total revenue from continuing operations	2,015,113	2,019,949
(b) Expenses		
Depreciation and amortisation		
Depreciation of property, plant and equipment	38,761	44,261
Amortisation of intangible assets	99,006	106,126
Total depreciation and amortisation	137,767	150,387
Finance costs		
Interest expense	56,719	62,447
Loan facility fees and other borrowing expenses	6,214	4,168
Total finance costs	62,933	66,615
Other operating expense items		
Operating lease rentals	47,189	58,229
Technology spending - research and development	74,137	67,816
Employee entitlements (excluding superannuation and other pension) expense	803,679	846,348
Superannuation and other pension expense	40,600	42,649
Other significant expense items		
Asset write-downs	26,573	-
Loss on disposals	14,058	45,874
Business closure	-	11,145
Put option liability re-measurement	2,302	6,645

3. OTHER INCOME

	2014 $000	2013 $000
Gain on disposals of subsidiaries and investments	21,619	14,132
Acquisition accounting adjustments	-	6,475
Other income	11,864	5,491
Total other income	33,483	26,098

	2014 $000	2013 $000
4. INCOME TAX		
(a) Income tax expense		
Current tax expense	83,065	85,821
Deferred tax expense	(6,273)	(53,125)
Under/(over) provided in prior years	(5,692)	(667)
Total income tax expense	71,100	32,029
Deferred income tax (revenue) expense included in income tax expense comprises:		
Decrease/(increase) in deferred tax assets (Note 15)	(4,376)	(52,959)
(Decrease)/increase in deferred tax liabilities (Note 20)	(1,897)	(166)
	(6,273)	(53,125)
(b) Numerical reconciliation of income tax expense to prima facie tax payable		
Profit before income tax expense	325,628	192,606
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%	97,688	57,782
Tax effect of permanent differences:		
Variation in tax rates of foreign controlled entities	(7,001)	(13,732)
Prior year tax (over)/under provided	(5,692)	(667)
Research and development allowance	(2,473)	(2,431)
Net other deductible	(11,422)	(8,923)
Income tax expense/(credit)	71,100	32,029
(c) Amounts recognised directly in equity		
Deferred tax – (debited)/credited directly to equity (note 15 and 20)	1,025	786
(d) Tax credit/(expense) relating to items of other comprehensive income		
Cash flow hedges	48	394
Net investment hedges	2,128	12,062
Other	(35)	15
	2,141	12,471

(e) Unrecognised tax losses

As at 30 June 2014, companies within the consolidated entity had estimated unrecognised tax losses (predominantly capital losses) of $57.0 million (2013: $45.4 million) available to offset against future years' taxable income.

	2014 $000	2013 $000
5. RETAINED EARNINGS AND DIVIDENDS		
Retained earnings		
Retained earnings at the beginning of the financial year	**1,025,231**	1,028,408
Ordinary dividends provided for or paid	**(142,327)**	(160,190)
Net profit attributable to members of Computershare Limited	**251,401**	157,013
Retained earnings at the end of the financial year	**1,134,305**	1,025,231
Dividends		
Ordinary		
Dividends paid during the financial year in respect of the previous year, AUD 14 cents per share franked to 20% (2013 – AUD 14 cents per share franked to 60%)	**71,163**	80,095
Dividends paid in respect of the current financial year ended June 2014, AUD 14 cents per share franked to 20% (2013 – AUD 14 cents per share franked to 20%)	**71,163**	80,095
Dividend franking account		
Franking credits available for subsequent financial years based on a tax rate of 30%	**23,772**	13,590

	Basic EPS $000	Diluted EPS $000	Management Basic EPS $000	Management Diluted EPS $000
6. EARNINGS PER SHARE				
Year ended 30 June 2014				
Earnings per share (cents per share)	**45.20 cents**	**45.00 cents**	**60.24 cents**	**59.97 cents**
Profit for the year	**254,528**	**254,528**	**254,528**	**254,528**
Non-controlling interest (profit)/loss	**(3,127)**	**(3,127)**	**(3,127)**	**(3,127)**
Add back management adjustment items (see below)	**-**	**-**	**83,636**	**83,636**
Net profit attributable to the members of Computershare Limited	**251,401**	**251,401**	**335,037**	**335,037**
Weighted average number of ordinary shares used as denominator in calculating basic earnings per share	**556,203,079**		**556,203,079**	
Weighted average number of ordinary and potential ordinary shares used as denominator in calculating diluted earnings per share		**558,653,079**		**558,653,079**
Year ended 30 June 2013				
Earnings per share (cents per share)	28.25 cents	28.13 cents	54.85 cents	54.62 cents
Profit for the year	160,577	160,577	160,577	160,577
Non-controlling interest (profit)/loss	(3,564)	(3,564)	(3,564)	(3,564)
Add back management adjustment items (see below)	-	-	147,846	147,846
Net profit attributable to the members of Computershare Limited	157,013	157,013	304,859	304,859
Weighted average number of ordinary shares used as denominator in calculating basic earnings per share	555,816,166		555,816,166	
Weighted average number of ordinary and potential ordinary shares used as denominator in calculating diluted earnings per share		558,142,604		558,142,604

Reconciliation of weighted average number of shares used as the denominator:

	2014 Number	2013 Number
Weighted average number of ordinary shares used as the denominator in calculating basic earnings per share	**556,203,079**	555,816,166
Adjustments for calculation of diluted earnings per share:		
Performance rights	**2,450,000**	2,326,438
Weighted average number of ordinary shares and potential ordinary shares used as the denominator in calculating diluted earnings per share	**558,653,079**	558,142,604

No employee performance rights have been issued since year end.

Management adjustment items

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

For the year ended 30 June 2014 management adjustment items were as follows:

	Gross $000	Tax effect $000	Net of tax $000
Amortisation			
Intangible assets amortisation	**(96,060)**	**33,856**	**(62,204)**
Strategic business initiatives			
Net gain on disposals	**7,561**	**(6,744)**	**817**
Adjustment to disposal accounting	**2,706**	**(4)**	**2,702**
Business closure adjustment	**3,138**	**(533)**	**2,605**
Restructuring provisions	**(1,154)**	**358**	**(796)**
Asset write-downs	**(26,573)**	**278**	**(26,295)**
Other			
Acquisition related costs	**(1,266)**	**445**	**(821)**
Foreign exchange gain	**3,309**	**(993)**	**2,316**
Acquisition accounting adjustments	**(727)**	**326**	**(401)**
Indian acquisition put option liability re-measurement	**(2,302)**	**-**	**(2,302)**
Marked to market adjustments on derivatives	**1,062**	**(319)**	**743**
Total management adjustment items	**(110,306)**	**26,670**	**(83,636)**

For the year ended 30 June 2013 management adjustment items were as follows:

	Gross $000	Tax effect $000	Net of tax $000
Amortisation			
Intangible assets amortisation	(105,828)	37,703	(68,125)
Strategic business initiatives			
Net loss on disposals	(31,742)	(766)	(32,508)
Business closure - Australian Funds Services	(11,145)	658	(10,487)
Restructuring provisions	(3,875)	1,259	(2,616)
Other			
Acquisition integration costs	(51,153)	19,122	(32,031)
Acquisition accounting adjustments	6,187	(1,169)	5,018
Asset write-downs	(7,627)	2,902	(4,725)
DLI performance rights reversal	8,256	(2,477)	5,779
Indian acquisition put option liability re-measurement	(6,645)	-	(6,645)
Marked to market adjustments on derivatives	298	(89)	209
Provision for tax liability	(2,762)	1,047	(1,715)
Total management adjustment items	(206,036)	58,190	(147,846)

Below are the details of management adjustment items net of tax for the year ended 30 June 2014.

Amortisation

- Customer contracts and other intangible assets that are recognised on business combinations or major asset acquisitions are amortised over their useful life in the statutory results but excluded from management earnings. The amortisation of these intangibles for FY2014 was $62.2 million. Amortisation of intangibles purchased outside of business combinations (e.g. mortgage servicing rights) is included as a charge against management earnings.

Strategic business initiatives

- A total gain of $14.4 million was recorded on disposal of Highlands Ranch LLC, an equity stake in Chelmer Limited and a listed investment held by VEM Aktienbank AG (VEM).
- Disposal of Pepper operations in Germany, Singapore and the US resulted in a loss of $13.6 million.
- Finalisation of the accounting for the disposal of Interactive Meetings Limited (IML) resulted in a reduction of the loss recognised in FY2013 by $2.7 million.
- The sale of the Australian Fund Services business, which was initially accounted for as a business closure, resulted in a reversal of certain provisions and a gain on sale totalling $2.6 million.
- Restructuring provisions of $0.8 million were raised. These provisions related to recent acquisitions as well as Computershare's change to a global service model.
- Assets of VEM were written down to fair value on classification as 'held for sale' resulting in a loss of $23.2 million.
- The closure of the Digital Post Australia business led to a $3.1 million investment write-off.

Other

- Acquisition related expenses of $0.8 million were incurred associated with the Shareowner Services, Olympia and R&T acquisitions.
- An accounting gain of $2.3 million was recorded as a result of translation of foreign currency bank accounts.
- An acquisition accounting adjustment expense of $0.4 million was recorded relating to deferred consideration liabilities for the Specialized Loan Servicing and Serviceworks acquisitions.
- The put option liability re-measurement resulted in an expense of $2.3 million related to the Karvy Computershare Private Limited joint venture arrangement in India.
- Derivatives that have not received hedge designation are marked to market at the reporting date and taken to profit and loss in the statutory results. The marked to market valuation resulted in a gain of $0.7 million.

	2014 $000	2013 $000
7. RECEIVABLES		
Current		
Trade receivables	**206,321**	208,516
Less: provision for doubtful debts	**(8,042)**	(8,884)
Trade receivables (net)	**198,279**	199,632
Accrued revenue	**108,796**	98,049
Other non-trade amounts	**67,370**	32,327
	374,445	330,008
Non-current		
Foreign tax credits	**-**	11
Other	**2,612**	4,073
	2,612	4,084

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 ageing and timing of expected receipts and the creditworthiness of counterparties.

The Group has recognised a loss of $1.4 million (2013: $1.9 million) in respect of bad trade receivables during the year ended 30 June 2014. The loss has been included in the 'direct services expense' and 'technology costs' lines in the statement of comprehensive income.

The analysis of trade receivables for the consolidated entity that were past due but not impaired is as follows:

		Past due but not impaired			
	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	Total $000
30 June 2014	**145,684**	**31,477**	**14,495**	**6,623**	**198,279**
30 June 2013	142,915	24,631	25,689	6,397	199,632

All other receivables do not contain impaired assets and are not past due.

	2014 $000	2013 $000
8. AVAILABLE-FOR-SALE FINANCIAL ASSETS AT FAIR VALUE		
Current		
Equity securities	**246**	814
Non-current		
Equity securities	**8,732**	5,463
9. OTHER FINANCIAL ASSETS		
Current		
Broker client deposits*	**20,357**	20,568
Loan servicing advances**	**142,481**	106,391
Other	**-**	362
	162,838	127,321

* An overseas entity is a licensed deposit taker. As at year end this controlled entity has accepted deposits in its own name, and recorded these funds as other financial assets together with a corresponding liability (note 18). The deposits are insured through a local regulatory authority.

** An overseas entity regularly makes payments on behalf of mortgagors related to taxes, insurance, principal and interest. The receivable represents the total value of these payments yet to be recovered.

	2014 $000	2013 $000
10. INVENTORIES		
Raw materials and stores, at cost	**5,477**	5,097
Work in progress, at cost	**153**	5,549
	5,630	10,646

11. OTHER CURRENT ASSETS

Prepayments	**34,917**	35,521

12. ASSETS AND LIABILITIES CLASSIFIED AS HELD FOR SALE

A sale process in relation to VEM Aktienbank AG (VEM), a corporate action bank located in Germany, is underway and is expected to be completed within the next 12 months. Consequently, VEM has been classified as a disposal group held for sale.

	2014 $000
Assets classified as held for sale	
Cash	**49,132**
Financial assets held for trading	**6,468**
Inventories	**2,608**
Others	**496**
Total assets held for sale	**58,704**
Liabilities directly associated with assets classified as held for sale	
Payables	**22,901**
Others	**198**
Total liabilities held for sale	**23,099**

VEM's assets and liabilities have been re-measured to fair value less cost to sell and are presented separately within current assets and current liabilities in the consolidated statement of financial position. The loss of $23.3 million before tax resulting from the write down to fair value less cost to sell is reflected in the direct services expense line of the consolidated statement of comprehensive income and is treated as a management adjustment item (note 6). Results of VEM are included in the Continental Europe segment in note 39.

	2014 $000	2013 $000
13. INVESTMENTS ACCOUNTED FOR USING THE EQUITY METHOD		
Interests in associates (note 40)	**35,052**	23,757
Interests in joint ventures (note 41)	**1,761**	4,741
	36,813	28,498

14. PROPERTY, PLANT AND EQUIPMENT

Consolidated	Land $000	Building, freehold and leasehold $000	Plant and Equipment owned and leased $000	Fixtures and Fittings $000	Motor Vehicles $000	Leasehold improvements $000	Total $000
At 1 July 2013							
Opening net book amount	23,596	58,249	63,296	13,459	385	28,888	187,873
Acquisition of entities and businesses		-	300	28	-	42	370
Additions	-	649	17,402	817	100	2,236	21,204
Disposals	-	(64)	(86)	(94)	(14)	(88)	(346)
Depreciation charge	-	(2,341)	(26,736)	(3,972)	(179)	(5,533)	(38,761)
Currency translation differences	1,590	4,766	(745)	988	29	(416)	6,212
Transfers and other	-	(280)	(98)	-	(1)	-	(379)
Closing net book amount	**25,186**	**60,979**	**53,333**	**11,226**	**320**	**25,129**	**176,173**
Cost	25,186	75,211	288,643	38,854	1,213	49,786	478,893
Accumulated depreciation	-	(14,232)	(235,310)	(27,628)	(893)	(24,657)	(302,720)
At 30 June 2014	**25,186**	**60,979**	**53,333**	**11,226**	**320**	**25,129**	**176,173**
At 1 July 2012							
Opening net book amount	24,726	48,497	78,375	9,544	654	29,114	190,910
Acquisition of entities and businesses		1,751	-	-	-	-	1,751
Additions	-	10,431	23,263	8,021	70	8,235	50,020
Disposals	-	-	(3,774)	(72)	(107)	(621)	(4,574)
Depreciation charge	-	(3,305)	(31,413)	(3,291)	(158)	(6,094)	(44,261)
Currency translation differences	(1,130)	(587)	(2,690)	(576)	(120)	(1,558)	(6,661)
Transfers and other	-	1,462	(465)	(167)	46	(188)	688
Closing net book amount	**23,596**	**58,249**	**63,296**	**13,459**	**385**	**28,888**	**187,873**
Cost	23,596	69,480	295,199	41,824	1,326	52,804	484,229
Accumulated depreciation	-	(11,231)	(231,903)	(28,365)	(941)	(23,916)	(296,356)
At 30 June 2013	**23,596**	**58,249**	**63,296**	**13,459**	**385**	**28,888**	**187,873**

The following classes of assets include carrying amounts where the Group is a lessee under a finance lease:

	2014 $000	2013 $000
Leased assets		
Land	**11,379**	11,213
Building, freehold and leasehold	**20,423**	21,026
Plant and equipment owned and leased	**5,945**	7,244
	37,747	39,483

	2014 $000	2013 $000
15. TAX ASSETS		
Current tax assets		
Refunds receivable	**15,592**	20,615
Deferred tax assets		
Attributable to carry forward tax losses	**30,682**	33,475
Attributable to temporary differences	**136,943**	124,167
	167,625	157,642
Movements during the year		
Opening balance at 1 July	**157,642**	81,267
Currency translation difference	**1,230**	(1,997)
Credited/(charged) to profit or loss (note 4)	**4,376**	52,959
Credited/(charged) to equity (note 4)	**1,025**	786
Credited/(charged) to other comprehensive income	**2,093**	12,077
Set-off of deferred tax liabilities (note 20)	**879**	15,338
Arising on acquisitions/(disposals)	**380**	(2,788)
Closing balance at 30 June	**167,625**	157,642
The deferred tax assets balance comprises temporary differences attributable to:		
Tax losses	**30,682**	33,475
Employee benefits	**11,597**	8,716
Property, plant and equipment	**7,771**	11,218
Deferred revenue	**5,031**	3,778
Doubtful debts	**2,036**	2,421
Provisions	**41,973**	33,440
Finance leases	**1,842**	1,021
Other creditors and accruals	**11,330**	17,964
Financial instruments and foreign exchange	**35,846**	22,547
Share based remuneration	**12,128**	10,095
Intangible assets	**16,309**	21,416
Other	**3,348**	4,698
Total deferred tax assets	**179,893**	170,789
Set-off of deferred tax liabilities pursuant to set-off provisions (note 20)	**(12,268)**	(13,147)
Net deferred tax assets	**167,625**	157,642

The total deferred tax assets expected to be recovered after more than 12 months amounts to $87.0 million (2013: $78.5 million).

	2014 $000	2013 $000
16. DERIVATIVE FINANCIAL INSTRUMENTS		
Derivative assets		
Current	**4,603**	-
Non-current	**24,064**	23,877
	28,667	23,877
Derivative assets - current and non-current		
Fair values of interest rate derivatives designated as cash flow hedges (a)	**652**	1,446
Fair values of interest rate derivatives designated as fair value hedges (b)	**28,015**	22,431
Total derivative assets	**28,667**	23,877

(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 25) to the extent that the hedge is effective and reclassified into profit and loss when the hedged income is recognised. The ineffective portion is recognised in the profit or loss immediately. In the year ended 30 June 2014, no gain or loss was transferred to the profit and loss (30 June 2013: nil). A loss before tax of $0.8 million was transferred to the statement of comprehensive income in the year ended 30 June 2014 (30 June 2013: a loss before tax of $1.3 million).

(b) The gain or loss from remeasuring the designated fair value hedging instruments at fair value is recognised immediately in the statement of comprehensive income. Refer to note 19 for further disclosure on the interest rate derivatives designated as fair value hedges.

	Goodwill $000	Customer contracts and relationships $000	Mortgage Servicing Rights $000	Other $000	Total $000
17. INTANGIBLE ASSETS					
At 1 July 2013					
Opening cost	1,698,714	687,323	-	151,388	2,537,425
Opening accumulated amortisation and impairment	-	(212,589)	-	(95,757)	(308,346)
Opening net book amount	**1,698,714**	**474,734**	**-**	**55,631**	**2,229,079**
Additions	45,737	5,960	64,048	147	115,892
Acquisitions of controlled entities[1]	-	36,678	-	-	36,678
Disposals and asset write downs	(30,101)	(5,505)	-	(385)	(35,991)
Amortisation charge[2]	-	(69,935)	(5,148)	(23,923)	(99,006)
Currency translation difference	25,045	1,281	-	1,662	27,988
Closing net book amount	**1,739,395**	**443,213**	**58,900**	**33,132**	**2,274,640**
At 30 June 2014					
Cost	1,739,395	665,364	64,048	149,016	2,617,823
Accumulated amortisation and impairment	-	(222,151)	(5,148)	(115,884)	(343,183)
Closing net book amount	**1,739,395**	**443,213**	**58,900**	**33,132**	**2,274,640**
At 1 July 2012					
Opening cost	1,841,604	616,066	-	175,492	2,633,162
Opening accumulated amortisation and impairment	(63,761)	(118,021)	-	(71,972)	(253,754)
Opening net book amount	**1,777,843**	**498,045**	**-**	**103,520**	**2,379,408**
Additions	-	49,287	-	-	49,287
Acquisitions of controlled entities[1]	(3,322)	-	-	-	(3,322)
Disposals	(46,521)	(280)	-	(5,164)	(51,965)
Amortisation charge[2]	-	(68,594)	-	(35,363)	(103,957)
Other	-	-	-	(6,396)	(6,396)
Currency translation difference	(29,286)	(3,724)	-	(966)	(33,976)
Closing net book amount	**1,698,714**	**474,734**	**-**	**55,631**	**2,229,079**

	Goodwill $000	Customer contracts and relationships $000	Mortgage Servicing Rights $000	Other $000	Total $000
At 30 June 2013					
Cost	1,698,714	687,323	-	151,388	2,537,425
Accumulated amortisation and impairment	-	(212,589)	-	(95,757)	(308,346)
Closing net book amount	**1,698,714**	**474,734**	**-**	**55,631**	**2,229,079**

[1] Acquisition of controlled entities relates to the recognition of intangible assets on business combinations and finalisation of acquisition accounting.

[2] Amortisation charge is included within direct services expense in the statement of comprehensive income.

The acquired goodwill can be attributed to the expected future cash flows of the acquired businesses associated with the collective experience of management and staff and the synergies expected to be achieved as a result of the full integration into the Computershare Group. Other intangible assets include intellectual property, software and brands.

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

Impairment test for goodwill

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

	2014 $000	2013 $000
CGU		
Asia	**95,879**	94,515
Australia and New Zealand	**213,620**	204,581
Canada	**128,286**	118,520
Continental Europe	**33,609**	58,751
Technology and Other*	**-**	17,406
United Kingdom, Channel Islands, Ireland and Africa (UCIA)	**206,101**	182,663
United States	**1,061,900**	1,022,278
	1,739,395	1,698,714

* Technology and Other ceased to be classified as a CGU in the current financial year. It no longer meets the definition of a CGU as it does not generate cash inflows that are largely independent of the cash inflows from other CGUs. The related goodwill has been reallocated to other CGUs.

Under the impairment testing the carrying amount of each CGU is compared with its recoverable amount. The recoverable amount of each CGU 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 cash flows plus a terminal value.

Key assumptions used for value in use calculations

Assumptions have been used for the analysis of each CGU. The Group has reviewed the key assumptions used for the value-in-use calculations against current market conditions. The following describes each key assumption on which the Group has based its value in use calculations for each CGU.

Five year post tax cash flow projections are based upon approved budgets covering a one year period, with the subsequent periods based upon the Group's 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 2014: Asia 3% (3% in 2013), Australia and New Zealand 3% (3% in 2013), Canada 3% (3% in 2013), Continental Europe 3% (3% in 2013), UCIA 3% (3% in 2013) and United States 3% (3% in 2013).

In performing the value-in-use calculations for each CGU, the Group has applied post-tax discount rates to discount the forecast future attributable post-tax cash flows. The discount rates used reflect risks relating to the relevant segments and the countries in which they operate. The equivalent pre-tax discount rates are as follows: Asia 11.1% (12.4% in 2013), Australia and New Zealand 13.2% (14.3% in 2013), Canada 11.1% (11.2% in 2013), Continental Europe 11.2% (11.9% in 2013), UCIA 10.8% (11.0% in 2013) and United States 10.6% (11.1% in 2013).

Results of impairment test and impact of reasonably possible changes in key assumptions

For each CGU the recoverable amount exceeds its carrying amount. As impairment testing is based on assumptions and judgements, the Group has considered changes in key assumptions that they believe to be reasonably possible. For all CGUs, the recoverable amount exceeds the carrying amount when testing for reasonably possible changes in key assumptions.

	2014 $000	2013 $000

18. PAYABLES

	2014 $000	2013 $000
Current		
Trade payables – unsecured	**27,032**	28,104
GST/VAT payable	**23,578**	21,584
Employee entitlements (note 26 (d))	**18,457**	16,553
Broker client deposits (note 9)	**20,357**	20,568
Other creditors and accruals	**298,795**	258,793
Other payables	**28,777**	11,616
	416,996	357,218
Non-current		
Other payables	**2,303**	3,163
	2,303	3,163

19. INTEREST BEARING LIABILITIES

	2014 $000	2013 $000
Current		
Bank loans	**90,509**	-
USD Senior Notes (b)	**128,451**	-
Lease liability - secured (c)	**7,250**	8,008
	226,210	8,008
Non-current		
Bank loans	**-**	68,950
Revolving multi-currency facility (a)	**569,489**	644,372
USD Senior Notes (b)	**826,761**	950,230
Lease liability - secured (c)	**36,794**	40,100
	1,433,044	1,703,652

(a) The consolidated entity maintained a revolving syndicated facility amended on 25 June 2013. The facility had three tranches. The first tranche had a facility amount of $300.0 million maturing on 28 October 2015, the second tranche had a facility amount of $250.0 million maturing on 28 October 2016, and the third tranche had a facility amount of $250.0 million maturing on 3 July 2017. This facility was drawn to an equivalent of $569.5 million at 30 June 2014. The facility was subject to negative pledge undertakings and imposed certain covenants upon the consolidated entity.

The Group refinanced its syndicated bank debt facility on 22 July 2014. For more details please refer to note 34.

(b) On 22 March 2005, Computershare US, a controlled entity, issued 52 notes in the United States with the total value of $318.5 million. These notes were six, seven, ten and twelve years in tenor and were issued at fair value, with no premium or discount. The six year notes with a total value of $50.0 million were repaid during the 2011 financial year. The seven year notes with a total value of $123.0 million were repaid during the 2012 financial year.

On 29 July 2008, Computershare US issued a further 26 notes in the United States with a total value of $235.0 million. These notes were for a tenor of ten years.

On 9 February 2012, Computershare Investor Services Inc, a controlled entity, issued 62 notes in the United States with a total value of $550.0 million. These notes were for tenors of six, seven, ten and twelve years.

Fixed interest is paid on all the issued notes on a semi-annual basis. The consolidated entity uses interest rate derivatives to manage the fixed interest exposure.

The following table provides a reconciliation of the USD Senior Notes.

	2014 $000	2013 $000
USD Senior Notes Reconciliation		
USD Senior Notes at cost	**930,500**	930,500
Fair value adjustments	**24,712**	19,730
Total net debt	**955,212**	950,230
Interest rate derivative (asset) - fair value hedge (note 16)	**(28,015)**	(22,431)
Total	**927,197**	927,799

Fair value adjustments represent loan origination fees and the revaluation of the hedged portion of the USD Senior Notes. Hedged USD Senior Notes were $480.5 million as at 30 June 2014 (2013: $225.5 million).

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

The fair value adjustment of the hedged USD senior notes reflects the valuation change due to lower market interest rates at balance sheet date for the term until maturity. The 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 (note 27).

	2014 $000	2013 $000
20. TAX LIABILITIES		
Current tax liabilities		
Provision for income tax	**33,081**	34,997
Deferred tax liabilities		
Provision for deferred income tax on temporary differences	**192,215**	190,165
Movements during the year:		
Opening balance at 1 July	**190,165**	179,310
Currency translation difference	**529**	(3,583)
Charged/(credited) to profit or loss (note 4)	**(1,897)**	(166)
Charged/(credited) to other comprehensive income (note 4)	**(48)**	(394)
Set-off of deferred tax assets (note 15)	**879**	15,338
Arising from acquisitions/(disposals)	**2,587**	(340)
Closing balance at 30 June	**192,215**	190,165
The deferred tax liabilities balance comprise temporary differences attributable to:		
Property, plant and equipment	**194**	107
Goodwill	**171,681**	161,600
Intangible assets	**20,074**	30,019
Prepayments	**123**	1,426
Financial instruments and foreign exchange	**8,601**	7,207
Other	**3,810**	2,953
Total deferred tax liabilities	**204,483**	203,312
Set-off of deferred tax assets pursuant to set-off provisions (note 15)	**(12,268)**	(13,147)
Net deferred tax liabilities	**192,215**	190,165

The amount of deferred tax liabilities expected to be settled after more than 12 months amounts to $184.8 million (2013: $172.4 million).

	2014 $000	2013 $000
21. PROVISIONS		
Current		
Restructuring	**12,377**	28,368
Acquisitions related	**17,129**	15,386
Tax related	**10,744**	18,500
Lease related	**5,115**	2,374
Other	**17,052**	3,406
	62,417	68,034
Non-current		
Employee entitlements (note 26(d))	**17,844**	17,538
Restructuring	**12,065**	14,889
Acquisitions related	**5,533**	7,159
Other	**1,517**	3,504
	36,959	43,090

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

	Restructuring $000	Acquisitions related $000	Tax related $000	Lease related $000	Other $000	Total $000
Carrying amount at start of year	28,368	15,386	18,500	2,374	3,406	68,034
Additional provisions recognised through profit and loss	3,669	17,435	-	3,539	15,927	40,570
Payments/other sacrifices of economic benefits	(19,285)	(3,174)	(7,756)	(830)	(5,808)	(36,853)
Other transfers	(19)	520	-	-	2,849	3,350
Reversals	(645)	(14,310)	-	(198)	10	(15,143)
Foreign exchange movements	289	1,272	-	230	668	2,459
Carrying amount at end of year	**12,377**	**17,129**	**10,744**	**5,115**	**17,052**	**62,417**

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

	Restructuring $000	Acquisitions related $000	Other $000	Total $000
Carrying amount at start of year	14,889	7,159	3,504	25,552
Additional provisions recognised through profit and loss	-	-	15	15
Other transfers	(2,824)	(1,626)	(2,002)	(6,452)
Carrying amount at end of year	**12,065**	**5,533**	**1,517**	**19,115**

	2014 $000	2013 $000
22. DEFERRED CONSIDERATION		
Current		
Deferred settlements on acquisition of entities	**33,833**	7,110
Non-current		
Deferred settlements on acquisition of entities	**6,854**	40,611

Non-current deferred settlements on acquisition of entities are payable between one and five years.

	2014 $000	2013 $000
23. OTHER LIABILITIES		
Current		
Put option liability (a)	**28,690**	25,885
Lease inducements (b)	**1,425**	-
Other (c)	**8,831**	-
	38,946	25,885
Non-current		
Lease inducements (b)	**4,769**	6,009
Other (c)	**30,262**	-
	35,031	6,009

(a) Non-controlling interest shareholders of Computershare's Indian subsidiary (Karvy Computershare Private Limited) have an option to sell their shareholding to Computershare. The put option liability reflects Computershare's obligation to pay should this option be exercised.

(b) Lease inducements represent cash payments received as allowances for leasehold improvements made to the premises. These receipts are accounted for as reductions in rental expenses over the terms of the leases.

(c) Other liabilities represent a portion of the economic benefits of mortgage servicing rights recognised under intangible assets that have been transferred to a third party.

	2014 $000	2013 $000
24. CONTRIBUTED EQUITY		
Contributed equity		
Balance at the beginning of the financial year	**35,703**	29,943
Shares issued under dividend reinvestment plan	**-**	5,760
Balance at the end of the financial year	**35,703**	35,703
Movement in shares held by the public		
Opening number of shares	**556,203,079**	555,664,059
Shares issued under dividend reinvestment plan	**-**	539,020
Closing number of shares	**556,203,079**	556,203,079

There are no restrictions on ordinary shares.

Dividend reinvestment plan

In January 2013, Computershare introduced a Dividend Reinvestment Plan (DRP) which provides eligible shareholders with the opportunity to elect to take all or part of their dividends in the form of shares in accordance with the DRP plan rules. Shares are provided under the plan free of brokerage and other transaction costs and will rank equally with all other ordinary shares on issue.

Share buy-back

The consolidated entity had no on-market buy back in operation during the year ended 30 June 2014 (2013: nil).

Employee share plans and options

Refer to note 26 for employee and executive share plan details. There are no shares reserved for issuance under options.

	2014 $000	2013 $000
25. RESERVES		
Capital redemption reserve	**2**	2
Foreign currency translation reserve	**54,865**	33,630
Cash flow hedge reserve	**(4,654)**	(3,911)
Share based payments reserve	**58,116**	52,481
Equity related consideration	**(8,199)**	(8,780)
Available-for-sale asset reserve	**320**	1,219
Transactions with non-controlling interests	**(16,210)**	(15,731)
	84,240	58,910
Movements during the year:		
Foreign currency translation reserve		
Opening balance	**33,630**	52,261
Translation of controlled entities	**19,107**	(31,248)
Transfer between reserves	**-**	555
Deferred tax	**2,128**	12,062
Closing balance	**54,865**	33,630
Cash flow hedge reserve		
Opening balance	**(3,911)**	(2,991)
Revaluation - gross	**(791)**	(1,314)
Deferred tax	**48**	394
Closing balance	**(4,654)**	(3,911)
Share based payments reserve		
Opening balance	**52,481**	54,868
Cash purchase of shares for employee and executive share plans	**(13,582)**	(13,275)
Share based payments expense	**19,217**	10,888
Closing balance	**58,116**	52,481
Equity related contingent consideration reserve		
Opening balance	**(8,780)**	(9,409)
Acquisition related consideration	**581**	629
Closing balance	**(8,199)**	(8,780)
Available-for-sale asset reserve		
Opening balance	**1,219**	894
Revaluation - gross	**(864)**	310
Transfer to statement of comprehensive income	**(35)**	15
Closing balance	**320**	1,219
Transactions with non-controlling interests		
Opening balance	**(15,731)**	(12,436)
Transfer between reserves	**-**	(555)
Transfer from non-controlling interests	**(479)**	(2,740)
Closing balance	**(16,210)**	(15,731)

Nature and purpose of reserves

i. Foreign currency translation reserve

Exchange differences arising on translation of the foreign controlled entities 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 profit or loss 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 other comprehensive income, 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. This reserve is also used to record cash purchase of shares for employee 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 after adjusting for related income tax effects are taken to this reserve in accordance with note 1.

vi. Transactions with non-controlling interests

This reserve is used to record the differences which may arise as a result of transactions with non-controlling interests that do not result in a loss of control.

26. EMPLOYEE AND EXECUTIVE BENEFITS

(a) Share plans

Exempt Employee Share Plan

During the year ended 30 June 2001 the Group 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 AUD 500 worth of shares. Such employee contributions are matched by the Group with an additional AUD 500 worth of shares being acquired for each participating employee. All permanent employees in Australia with at least 6 months service and employed at the allocation date are entitled to participate in this Plan.

Deferred Employee Share 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 AUD 3,000 per employee. Shares purchased and funded by an employee's pre-tax salary must remain in the plan for a minimum of 1 year. Matching shares funded by the Group must be kept in the plan for a minimum of 2 years or they will be forfeited. All permanent employees in Australia employed at the allocation date are entitled to participate in this Plan. A derivative of this Plan and the Exempt Employee Share Plan have been made available to employees in New Zealand, Hong Kong, the United Kingdom, Ireland, Germany, Canada, South Africa and the United States of America.

Subject to the discretion of the Board, shares in the parent entity 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.

Deferred Short Term Incentive Plan (DSTI)

The Group also provides DSTI awards to key management personnel and other senior executives as part of a structured STI plan and then other high performing employees on a discretionary basis. Recipients of DSTI awards must complete specified periods of service as a minimum before any share awards under the DSTI plan become unconditional.

Number of employee shares held	Ordinary shares 2014	2013
Opening balance	**11,090,385**	11,441,601
Shares purchased on the market	**752,755**	644,907
Forfeited shares reissued	**2,109,696**	2,486,943
Shares forfeited	**(183,627)**	(236,924)
Shares withdrawn	**(3,382,266)**	(3,246,142)
Closing balance	**10,386,943**	11,090,385
Fair value of shares granted through the employee share plan ($000)*	**27,444**	27,934

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

Phantom Share Awards Plan

The Phantom Share Awards Plan (Phantom Plan) was introduced in 2013 as an alternative to the DSTI Share Plan to employees who are resident for tax purposes in countries where the taxation and/or legal requirements mean the DSTI Share Plan does not achieve the most effective outcome for Computershare or those employees. Awards under the Phantom Plan are cash-settled and vest after specified periods of service have been completed.

(b) Performance rights

The Board has offered to eligible key management personnel and senior managers in the Group performance rights under long term incentive plans.

The current long term incentive plan, known as the DLI Plan, was approved by shareholders in November 2009. Through this plan awards of 2.85 million performance rights were made on 12 November 2009, 0.25 million performance rights on 12 August 2010, 0.7 million performance rights on 12 October 2011, 0.2 million performance rights on 4 May 2012 and 1.1 million performance rights on 25 September 2012.

0.15 million performance rights from the November 2009 DLI grant and 0.05 million performance rights from the August 2010 DLI grant were forfeited in the year ended 30 June 2013. All other performance rights since the November 2009 grant remain on issue.

Performance rights are granted for no consideration and carry no dividend or voting rights. Under the DLI Plan each performance right carries an entitlement to one fully paid ordinary share in Computershare Limited subject to satisfaction of performance hurdles and/or 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 determined using the Black Scholes option pricing model.

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

Year	Balance at beginning of the year	Vested during the year	Forfeited during the year	Granted during the year	Balance at end of the year	Exercisable at end of the year
2014	**4,900,000**	**-**	**-**	**-**	**4,900,000**	**-**
2013	4,000,000	-	(200,000)	1,100,000	4,900,000	-

No performance rights expired during the period covered by the above table.

In 2014, the Board approved the terms of a new long term incentive plan, known as the LTI Plan, which will replace the DLI plan. Details of this new LTI plan are set out in the remuneration report. No awards of performance rights have been made under the LTI plan as at 30 June 2014.

(c) Options over ordinary shares

Employee options

The Group offers options over Computershare's 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 options is based on the market value of the shares at the time of grant. On exercise, each option carries an entitlement to one fully paid ordinary share. Options granted carry no dividend or voting rights.

Set out below is a summary of options movements during the year:

Year	Balance at beginning of the year	Vested during the year	Exercised during the year	Lapsed during the year	Granted during the year	Balance at end of the year	Exercisable at end of the year
2014	**75,000**	**-**	**(50,000)**	**(25,000)**	**-**	**-**	**-**
2013	241,667	75,000	(166,667)	-	-	75,000	75,000

No employee options have been issued since year end. Options are valued using the Black Scholes option pricing model and are granted for no consideration.

	2014 $000	2013 $000
(d) Employee benefits recognised		
Performance rights expense	**4,668**	5,900
Share plan and options expense	**17,431**	16,112
Aggregate employee entitlement liability (note 18 and 21)	**36,301**	34,091

27. COMMITMENTS

(a) Retirement benefits

Defined Contribution Funds

The Group maintains 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 controlled entities 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 9.25%, voluntary employee contributions)

> Category 3 – SGC Staff and casual and fixed term employees (statutory employer contributions, voluntary employee contributions)

Foreign controlled entities 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

Karvy Computershare Private Limited maintained a defined benefit superannuation scheme which provides benefits to 2,590 employees (2013: 2,564). Actuarial valuation of the scheme is provided by the Life Insurance Corporation, which maintains the fund. The net asset is not material to the Group.

Computershare Deutschland GmbH & Co. KG, Computershare HV-Services AG and Computershare Communication Services GmbH maintained a defined benefit scheme which provides benefits to 15 employees (2013: 15) An actuarial assessment of the scheme was completed as at 30 June 2014 and defined benefit plan liability recognised in accordance with the actuarial valuation. The net liability is not material to the Group.

	2014 $000	2013 $000
(b) Finance lease commitments		
Commitments in relation to finance leases are payable as follows:		
Not later than 1 year	**9,406**	10,178
Later than 1 year but not later than 5 years	**42,338**	47,605
Minimum lease payments	**51,744**	57,783
Less: Future finance charges		
Not later than 1 year	**(2,156)**	(2,170)
Later than 1 year but not later than 5 years	**(5,544)**	(7,505)
Total future finance charges	**(7,700)**	(9,675)
Net finance lease liability	**44,044**	48,108
Reconciled to:		
Current liability (note 19)	**7,250**	8,008
Non-current liability (note 19)	**36,794**	40,100
	44,044	48,108

Significant finance lease

The consolidated entity entered into a finance lease arrangement for the Yarra Falls corporate offices in Melbourne on 11 March 2010 and amended the terms of the agreement on 22 April 2013. The lease is subject to renegotiation and renewal on 27 April 2018. If the lease is not renewed, the Group will pay a termination value of AUD 30.5 million satisfying all financial commitments. This lease includes a facility agreement, head lease and sublease agreements. Under the terms, CPU has the right to offset payments and receipts related to the facility agreement and head lease. The financial asset and liabilities related to these agreements are offset against each other in the Group's balance sheet in accordance with the applicable accounting standards. Details of the offset are included in the table below.

2014	**Gross Amounts**	**Gross amounts set off in the balance sheet**	**Net amounts recognised**
Finance lease liability – Facility agreement	**30,827**	**(30,827)**	**-**
Finance lease asset – Head Lease	**30,827**	**(30,827)**	**-**
Finance lease liability - Sublease	**30,827**	**-**	**30,827**
2013			
Finance lease liability – Facility agreement	30,680	(30,680)	-
Finance lease asset – Head Lease	30,680	(30,680)	-
Finance lease liability - Sublease	30,680	-	30,680

	2014 $000	2013 $000
(c) Operating lease commitments		
Commitments for minimum lease payments in relation to non-cancellable operating leases are payable as follows:		
Not later than 1 year	**45,566**	47,811
Later than 1 year but not later than 5 years	**121,126**	133,290
Later than 5 years	**29,272**	31,431
	195,964	212,532

28. DETAILS OF CONTROLLED ENTITIES

The financial year-end of all controlled entities is 30 June with the exception of Computershare Canada Inc and its controlled entities, Computershare Hong Kong Investor Services Limited and its controlled entities, Computershare International Information Consultancy Services (Beijing) Company Ltd, Closed Joint Stock Company Computershare Registrar, ZAO Ediniy Registrator, Registrar Nikoil Company JSC, Computershare LLC and Karvy Computershare Pty Limited due to local statutory reporting requirements. These entities prepare results on a 30 June year end basis for consolidation purposes. Voting power is in accordance with the ownership interest held unless otherwise stated.

The consolidated financial statements as at 30 June 2014 include the following controlled entities:

			Percentage of shares held	
Name of controlled entity	**Place of incorporation**		**2014 %**	2013 %
Computershare Limited	Australia	(1)(2)	**-**	-
A.C.N. 080 903 957 Pty Ltd	Australia	(1)(2)	**100**	100
CDS International Pty Limited	Australia	(1)(2)	**100**	100
Computershare Communication Services Pty Limited	Australia	(1)(2)	**100**	100
Global eDelivery Group Pty Ltd	Australia	(1)	**100**	100
Communication Services Australia Pty Limited	Australia	(1)(2)	**100**	100
Q M Industries (N.S.W.) Pty. Ltd.	Australia	(1)	**100**	100
A.C.N. 081 035 752 Pty Ltd	Australia	(1)(2)	**100**	100
Georgeson Shareholder Communications Australia Pty. Ltd.	Australia	(1)	**100**	100
Source One Communications Australia Pty Ltd	Australia	(1)	**100**	100
Computershare Finance Company Pty Limited	Australia	(1)(2)	**100**	100
Financial Market Software Consultants Pty Ltd	Australia	(1)	**100**	100
Computershare Source 1 Pty Ltd	Australia	(1)	**100**	100
Obadele Pty Ltd	Australia	(1)(2)	**100**	100
Computershare Clearing Pty Limited	Australia	(1)	**100**	100
Computershare Depositary Pty Limited	Australia	(1)	**100**	100
Computershare Technology Services Pty Ltd	Australia	(1)(2)	**100**	100
Registrars Holding Pty Ltd	Australia	(1)(2)	**100**	100
Computershare Investor Services Pty Limited	Australia	(1)(2)	**100**	100
CRS Custodian Pty Ltd	Australia	(1)	**100**	100
Computershare Plan Managers Pty Ltd	Australia	(1)	**100**	100
Computershare Plan Co Pty Ltd	Australia	(1)	**100**	100
CPU Share Plans Pty Limited	Australia	(1)	**100**	100
Computershare Fund Services Pty Limited	Australia	(1)(5)	**-**	100
Sepon (Australia) Pty. Limited	Australia	(1)	**100**	100
Serviceworks Management Pty Ltd	Australia	(1)(2)	**100**	100
ConnectNow Pty Ltd	Australia	(1)	**100**	100
Switchwise Pty Ltd	Australia	(1)	**100**	100
GS Proxylatina S.A.	Argentina	(5)	**-**	100
Fakhro Karvy Computershare W.L.L	Bahrain	(3)	**45**	45
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
Computershare Services Canada Inc	Canada	(1)	**100**	100
Computershare Technology Services Inc	Canada	(1)	**100**	100
Computershare Investor Services Inc	Canada	(1)	**100**	100
Computershare Governance Services Ltd	Canada	(1)	**100**	100
Computershare Investments (Canada) (Holdings) ULC	Canada	(1)	**100**	100
Computershare Investments (Canada) (No.1) ULC	Canada	(1)	**100**	100
Computershare Investments (Canada) (No.2) ULC	Canada	(1)	**100**	100

Name of controlled entity	Place of incorporation		Percentage of shares held 2014 %	2013 %
Computershare Investments (Canada) (No.3) ULC	Canada	(1)	**100**	100
Computershare Investments (Canada) (No.4) ULC	Canada	(1)	**100**	100
SG Vestia Systems Inc.	Canada	(1)(4)	**100**	-
Computershare International Information Consultancy Services (Beijing) Company Ltd	China	(1)	**100**	100
Computershare A/S	Denmark	(1)	**100**	100
Georgeson Shareholder SAS	France		**100**	100
Computershare Communication Services GmbH	Germany	(1)	**100**	100
Pepper GmbH	Germany	(1)(5)	**-**	100
Computershare Governance Services GmbH	Germany	(1)	**100**	100
Computershare Verwaltungs GmbH	Germany	(1)	**100**	100
Computershare Deutschland GmbH & Co. KG	Germany	(1)	**100**	100
VEM Aktienbank AG	Germany	(1)	**100**	100
Grundstücksentwicklungs Gesellschaft “Am Schönberg” GmbH	Germany	(1)	**100**	94
Computershare Investor Services (Guernsey) Limited	Guernsey	(1)	**100**	100
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
Computershare Hong Kong Trustees Limited	Hong Kong	(1)	**100**	100
Computershare Hong Kong Nominees Limited	Hong Kong	(1)	**100**	100
Computershare Hong Kong Development Limited	Hong Kong	(1)	**100**	100
Karvy Computershare Private Limited	India	(3)	**50**	50
Computershare Investor Services (Ireland) Limited	Ireland	(1)	**100**	100
Computershare Trustees (Ireland) Limited	Ireland	(1)	**100**	100
Computershare Governance Services Limited	Ireland	(1)	**100**	100
Computershare Finance Ireland Limited	Ireland	(1)	**100**	100
Computershare Services Nominees (Ireland) Limited	Ireland	(1)	**100**	100
Computershare Investor Services (IOM) Limited	Isle of Man	(1)	**100**	100
Proxitalia S.r.l.	Italy		**100**	100
Georgeson S.r.l.	Italy		**100**	100
Computershare Italy S.r.l.	Italy		**100**	100
Computershare S.p.A.	Italy	(1)	**100**	100
Computershare Offshore Services Limited	Jersey	(1)	**100**	100
Computershare Trustees (C.I.) Limited	Jersey	(1)	**100**	100
Computershare Nominees (Channel Islands) Limited	Jersey	(1)	**100**	100
Computershare Investor Services (Jersey) Limited	Jersey	(1)	**100**	100
Computershare Company Secretarial Services (Jersey) Limited	Jersey	(1)	**100**	100
Computershare DR Nominees Limited	Jersey	(1)	**100**	100
Computershare Trustees (Jersey) Limited	Jersey	(1)	**100**	100
EES Nominees International Limited	Jersey	(1)	**100**	100
Computershare Netherlands B.V.	Netherlands	(1)	**100**	100
Computershare Systems (NZ) Limited	New Zealand	(1)	**100**	100
Computershare Investor Services Ltd	New Zealand	(1)	**100**	100
Computershare Services Ltd	New Zealand	(1)	**100**	100
CRS Nominees Ltd	New Zealand	(1)	**100**	100
Sharemart NZ Ltd	New Zealand	(1)	**100**	100
CPU (NZ) Share Plans Limited	New Zealand	(1)	**100**	100
ConnectNow New Zealand Limited	New Zealand	(1)	**100**	100

Name of controlled entity	Place of incorporation		Percentage of shares held 2014 %	2013 %
Closed Joint Stock Company <<Computershare Registrar>>	Russia	(1)	**100**	100
Computershare LLC	Russia	(1)	**100**	100
Registrar Nikoil Company (JSC)	Russia	(1)	**100**	100
ZAO <<Ediniy Registrator>>	Russia	(1)	**98**	98
Pepper Technologies PTE Ltd	Singapore	(5)	**-**	100
Computershare South Africa (Pty) Ltd	South Africa	(1)	**74**	74
Computershare Ltd (South Africa)	South Africa	(1)	**74**	74
Computershare Outsourcing (Pty) Limited	South Africa	(1)	**74**	74
Minu (Pty) Limited	South Africa	(1)	**74**	74
Computershare Investor Services Limited	South Africa	(1)	**74**	74
Computershare Investor Services Pty Ltd	South Africa	(1)	**74**	74
CIS Company Secretaries Pty Ltd	South Africa	(1)	**74**	74
Computershare Nominees Pty Ltd	South Africa	(1)	**74**	74
Georgeson S.l	Spain		**100**	100
Computershare AB	Sweden	(1)	**100**	100
Computershare Governance Services (UK) Limited	United Kingdom	(1)	**100**	100
Computershare Investments (UK) (No.2) Limited	United Kingdom	(1)	**100**	100
Computershare Limited	United Kingdom	(1)	**100**	100
Computershare Company Secretarial Services Limited	United Kingdom	(1)(5)	**-**	100
Computershare Investments (UK) Limited	United Kingdom	(1)	**100**	100
Pepper SRM Limited	United Kingdom	(1)(5)	**-**	100
Computershare Technology Services (UK) Limited	United Kingdom	(1)	**100**	100
Computershare Trustees Limited	United Kingdom	(1)	**100**	100
Computershare Registry Services Limited	United Kingdom	(1)	**100**	100
Computershare Investor Services PLC	United Kingdom	(1)	**100**	100
Georgeson Shareholder Communications Ltd	United Kingdom	(1)	**100**	100
Computershare Investments (UK) (No.3) Limited	United Kingdom	(1)	**100**	100
Computershare Investments (UK) (No.4) Limited	United Kingdom	(1)	**100**	100
NRC Investments (UK) Limited	United Kingdom	(1)	**100**	100
Computershare Investments (UK) (No.5) Limited	United Kingdom	(1)	**100**	100
Computershare (Russia) Limited	United Kingdom	(1)	**100**	100
Legotla Investments (UK) Limited	United Kingdom	(1)	**100**	100
EES Corporate Trustees Limited	United Kingdom	(1)	**100**	100
EES Services (UK) Limited	United Kingdom	(1)	**100**	100
EES Trustees Limited	United Kingdom	(1)	**100**	100
EES Capital Trustees Limited	United Kingdom	(1)	**100**	100
Pathbold Limited	United Kingdom	(1)	**100**	100
Computershare Voucher Services Limited	United Kingdom	(1)	**100**	100
Computershare Investments (UK) (No.6) Limited	United Kingdom	(1)	**100**	100
Computershare Investments (UK) (No.7) Limited	United Kingdom	(1)	**100**	100
Computershare Investments (UK) (No.8) Limited	United Kingdom	(1)	**100**	100
Computershare Investments (UK) (No.9) Limited	United Kingdom	(1)(4)	**100**	-
Computershare Investor Services (Bermuda) Limited	United Kingdom	(1)	**100**	100
Computershare Investor Services (British Virgin Islands) Limited	United Kingdom	(1)	**100**	100
Computershare Investor Services (Cayman) Limited	United Kingdom	(1)	**100**	100
Computershare Company Nominees Limited	United Kingdom	(1)	**100**	100
Computershare PEP Nominees Limited	United Kingdom	(1)	**100**	100
Computershare Services Nominees Limited	United Kingdom	(1)	**100**	100

Name of controlled entity	Place of incorporation		Percentage of shares held 2014 %	2013 %
Computershare Finance LLC	United States of America	(1)	**100**	100
Computershare Governance Services Inc.	United States of America	(1)	**100**	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
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
Georgeson Shareholder Analytics LLC	United States of America	(1)	**100**	100
Computershare Communication Services Inc.	United States of America	(1)	**100**	100
Computershare Inc.	United States of America	(1)	**100**	100
Pepper NA Inc.	United States of America	(1)(5)	**-**	100
Administar Services Group LLC	United States of America	(1)	**100**	100
Computershare Executive Services, Inc.	United States of America	(1)(5)	**-**	100
Alpine Fiduciary Services Inc.	United States of America	(1)	**100**	100
Kurtzman Carson Consultants, LLC	United States of America	(1)	**100**	100
Kurtzman Carson Consultants Inc.	United States of America	(1)	**100**	100
KCC Class Action Services LLC	United States of America	(1)	**100**	100
Registrar and Transfer Company	United States of America	(1)(4)	**100**	-
Eagle Rock Proxy Advisors, LLC	United States of America	(1)(4)	**100**	-
Commerce Financial Printers Corp.	United States of America	(1)(4)	**100**	-
R&T Financial Services, Inc.	United States of America	(1)(4)	**100**	-
Registrar and Transfer Corporation - New York	United States of America	(1)(4)	**100**	-
Rosenthal & Company, LLC	United States of America	(1)	**100**	100
Specialized Loan Servicing Holdings LLC	United States of America	(1)	**100**	100
Specialized Loan Servicing LLC	United States of America	(1)	**100**	100
SLS Funding III LLC	United States of America	(1)	**100**	100
SLS Investco LLC	United States of America	(1)(4)	**100**	-
SLS Servicer Advance Revolving Trust 1	United States of America	(1)	**100**	100
HELOC Funding II Trust	United States of America	(1)	**100**	100
Specialized Default Services LLC	United States of America	(1)	**100**	100
Specialized Asset Management LLC	United States of America	(1)	**100**	100
Specialized Title Services LLC	United States of America	(1)	**100**	100
Highland Insurance Solutions LLC	United States of America	(1)(5)	**-**	100
Computershare Holdings Inc.	United States of America	(1)	**100**	100
Computershare Holdings LLC	United States of America	(1)	**100**	100
Settlement Recovery Group LLC	United States of America	(1)	**100**	100
GTU Ops Inc.	United States of America	(1)	**100**	100

(1) Controlled entities audited by 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 the 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 controlled entities as Computershare Limited has the capacity to control the majority of the votes cast at a meeting of the board of directors, or the capacity to dominate decision making in relation to financial and operating policies.

(4) These companies became controlled entities during the year ended 30 June 2014.

(5) These companies ceased to be controlled entities during the year ended 30 June 2014.

29. BUSINESS COMBINATIONS

The Group continues to seek acquisition and other growth opportunities where value can be added and returns enhanced for the shareholders. The following controlled entities and businesses were acquired by the consolidated entity at the date stated and their operating results have been included in profit or loss from the acquisition date.

(a) On 12 December 2013 Computershare acquired 100% of Olympia Corporate and Shareholder Services business, a provider of transfer agency, corporate trust and employee share plan services in Canada. Total consideration was $40.6 million. Cash transferred included contingent consideration of $7.0 million, which is subject to clawback provisions should certain performance hurdles not be satisfied. Contingent consideration is based on the best estimate at acquisition date and is capped at $7.0 million. This business combination did not materially contribute to the total revenue of the Group.

Details of the acquisition are as follows:

	$000
Cash paid	40,587
Less fair value of identifiable assets acquired	35,209
Goodwill	**5,378**

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

	Fair value $000
Receivables	2,022
Plant, property and equipment	90
Customer contracts and related relationships	36,678
Software	19
Deferred tax liabilities	(2,583)
Payables	(1,017)
Net assets	**35,209**

Purchase consideration

Inflow/(outflow) of cash to acquire the entities, net of cash acquired:

	$000
Cash balance acquired	-
Less cash paid	(40,587)
Net inflow/(outflow) of cash	**(40,587)**

(b) On 31 March 2014, Computershare acquired 100% of SG Vestia Systems Inc. SG Vestia provides employee equity plan administration services to North American and European clients. Total consideration was $5.6 million. This business combination did not materially contribute to the total revenue of the Group.

Details of the acquisition are as follows:

	$000
Cash consideration	5,621
Less fair value of identifiable assets acquired	(1,445)
Provisional goodwill*	**4,176**

* Identification and valuation of net assets acquired will be completed within the 12 month measurement period in accordance with the Group's accounting policy.

(c) On 1 May 2014, Computershare acquired 100% of Registrar and Transfer Company, a provider of transfer agency, proxy advisory and printing services in the United States. Total consideration was $40.4 million. This included deferred consideration of $5.3 million and contingent consideration of $4.3 million, which is subject to certain performance hurdles being satisfied. Contingent consideration is based on the best estimate at acquisition date and does not contain a cap.

This business combination contributed $3.7 million to the total revenue of the Group. Had the acquisition occurred on 1 July 2013, the total revenue contribution to the Group by the acquired entity would have been $21.0 million.

Details of the acquisition are as follows:

	$000
Cash consideration	30,717
Deferred consideration	5,327
Contingent consideration	4,329
Total consideration paid	40,373
Less fair value of identifiable assets acquired	(4,707)
Provisional goodwill*	**35,666**

* Identification and valuation of net assets acquired will be completed within the 12 month measurement period in accordance with the Group's accounting policy.

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

	Fair value $000
Cash	1,760
Receivables	4,286
Inventories	8
Other current assets	455
Plant, property and equipment	198
Deferred tax assets	380
Other non-current assets	184
Payables	(1,691)
Provisions	(873)
Net assets	**4,707**

Purchase consideration

Inflow/(outflow) of cash to acquire the entities, net of cash acquired:

	$000
Cash balance acquired	1,760
Less cash paid	(30,717)
Net inflow/(outflow) of cash	**(28,957)**

(d) On 2 June 2014, Computershare acquired assets of Probity, a company secretarial business in South Africa. Total consideration was $0.5 million. This business combination did not materially contribute to the total revenue of the Group.

30. DEED OF CROSS GUARANTEE

Set out below is a consolidated statement of comprehensive income, a consolidated statement of financial position and a summary of movements in consolidated retained earnings of the Australian Closed Group for the year ended June 2014 for all entities that are parties to a deed of cross guarantee (refer to note 28).

Computershare Limited Closed Group - Statement of financial position	2014 $000	2013 $000
Current assets		
Cash and cash equivalents	**51,224**	16,145
Receivables	**89,508**	74,955
Inventories	**1,310**	1,307
Other	**11,842**	6,965
Derivatives	**4,602**	-
Total current assets	**158,486**	99,372
Non-current assets		
Receivables	**192,931**	178,775
Other financial assets	**2,118,514**	1,961,922
Property, plant and equipment	**51,191**	58,601
Deferred tax assets	**46,616**	31,777
Intangibles	**189,351**	192,463
Derivatives	**24,064**	23,877
Other	**1,022**	974
Total non-current assets	**2,623,689**	2,448,389
Total assets	**2,782,175**	2,547,761
Current liabilities		
Payables	**265,106**	79,706
Lease liabilities	**2,621**	3,335
Current tax liabilities	**14,482**	12,580
Provisions	**2,298**	68
Deferred consideration	**17,393**	-
Other	**28,830**	25,885
Total current liabilities	**330,730**	121,574
Non-current liabilities		
Payables	**152,435**	757
Interest bearing liabilities	**524,241**	573,409
Lease liabilities	**33,742**	35,235
Deferred tax liabilities	**21,563**	20,641
Provisions	**14,198**	13,225
Deferred consideration	**-**	27,337
Other liabilities	**1,565**	2,524
Total non-current liabilities	**747,744**	673,128
Total liabilities	**1,078,474**	794,702
Net assets	**1,703,701**	1,753,059
Equity		
Contributed equity – ordinary shares	**158,818**	158,818
Reserves	**298,364**	261,834
Retained earnings	**1,246,519**	1,332,407
Total equity	**1,703,701**	1,753,059

Computershare Limited Closed Group - Statement of comprehensive income	2014 $000	2013 $000
Revenues from continuing operations		
Sales revenue	**335,182**	375,269
Other revenue	**160,581**	784,383
Total revenue	**495,763**	1,159,652
Other income	**8,391**	73,953
Expenses		
Direct services	**299,454**	396,192
Technology costs	**85,113**	94,466
Corporate services	**16,965**	17,219
Finance costs	**30,713**	12,991
Total expenses	**432,245**	520,868
Share of net profit/(loss) of associates and joint ventures accounted for using the equity method	**(1,373)**	(2,931)
Profit before income tax expense	**70,536**	709,806
Income tax expense/(credit)	**3,092**	(6,370)
Profit for the year	**67,444**	716,176
Other comprehensive income		
Available-for-sale financial assets	**-**	(14)
Cash flow hedges	**(791)**	(1,314)
Exchange differences on translation of foreign operations	**21,747**	(171,448)
Income tax relating to components of other comprehensive income	**48**	394
Other comprehensive income for the year, net of tax	**21,004**	(172,382)
Total comprehensive income for the year	**88,448**	543,794

Set out below is a summary of movements in consolidated retained profits for the year of the Closed Group.

Retained earnings at the beginning of the financial year	**1,332,407**	788,820
Profit for the year	**67,444**	716,176
Dividends provided for or paid	**(153,332)**	(172,589)
Retained earnings at the end of the financial year	**1,246,519**	1,332,407

31. KEY MANAGEMENT PERSONNEL DISCLOSURES

Key management personnel compensation

	2014 $	2013 $
Short term employee benefits	**9,268,837**	10,735,290
Other long term benefits	**43,448**	5,410
Post employment benefits	**285,302**	270,577
Share based payments	**5,432,353**	(2,153,288)
Other	**475,225**	629,084
Total	**15,505,165**	9,487,073

For detailed remuneration disclosures please refer to section A to E of the remuneration report within the Directors' Report.

32. REMUNERATION OF AUDITORS

During the year the following fees were paid or payable for services provided by the auditor of the parent entity, its network firms and non-related audit firms:

	2014 $000	2013 $000
Assurance services:		
Auditing or review of financial statements		
- PricewaterhouseCoopers Australia	**985**	1,078
- Network firms of PricewaterhouseCoopers Australia	**3,042**	3,266
	4,027	4,344
Other assurance services		
- PricewaterhouseCoopers Australia	**386**	415
- Network firms of PricewaterhouseCoopers Australia	**1,718**	1,803
	2,104	2,218
Taxation services		
- Related practices of PricewaterhouseCoopers Australia	**9**	95
	9	95

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	**265**	113

33. RELATED PARTY DISCLOSURES

Key management personnel disclosures are included in note 31. Detailed remuneration disclosures are provided in the remuneration report.

	Shares in the parent entity	
Directors' shareholdings	**2014**	2013
Ordinary shares held at the end of the financial year	**53,391,364**	57,786,791
Ordinary dividends received during the year in respect of those ordinary shares	**14,229,265**	17,097,077
Net ordinary shares purchased/(sold) by directors during the financial year	**(4,395,427)**	(2,417,233)

(a) Wholly owned Group – intercompany transactions and outstanding balances

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

- Loans were advanced and repayments received on loans and intercompany accounts
- Fees were exchanged between entities
- Interest was charged between entities
- The parent entity and its Australian controlled entities have been parties to a tax sharing deed, which includes a tax funding arrangement (note 1)
- Dividends were paid between entities
- Bank guarantees were provided by the parent entity to its controlled entities (note 37)

These transactions were undertaken on commercial terms and conditions.

Ultimate controlling entity

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

(b) Ownership interests in related parties

Interests in controlled entities are set out in note 28. Interests held in associates and joint ventures are disclosed in notes 40 and 41.

(c) Transactions with associates and joint ventures

Computershare Investor Services New Zealand made no purchases (2013: $10,020) from Chelmer Limited. Chelmer Limited is no longer a related party as of 30 June 2014 as this investment was sold during the financial year.

Computershare Investor Services UK has made sales of $197,441 (2013: $157,579) to Milestone Group Pty Ltd.

Computershare Investor Services UK has no receivable (2013: $25,535) from Milestone Group Pty Ltd.

Computershare Investor Services Australia has made purchases of $72,252 (2013: $615,072) from The Reach Agency Pty Ltd.

Computershare Investor Services UK made no purchases (2013: $31,787) from The Reach Agency Pty Ltd.

Computershare Communication Services Australia has made purchases of $971,511 (2013: nil) from The Reach Agency Pty Ltd.

Computershare Investor Services New Zealand has made purchases of $823,328 (2013: nil) from The Reach Agency Pty Ltd.

Computershare Investor Services UK has no receivable (2013: $726) from The Reach Agency Pty Ltd.

VEM Aktienbank AG had sales of $1,208 (2013: $26,904) with Fonterelli GmbH & Co. Fonterelli GmbH & Co is no longer a related party as of 30 June 2014 as this investment was sold during the financial year.

VEM Aktienbank AG has no receivable (2013: $7,755) from Fonterelli GmbH & Co. Fonterelli GmbH & Co is no longer a related party as of 30 June 2014 as this investment was sold during the financial year.

Georgeson S.r.l. had no sales (2013: $15,479) with VisEq GmbH.

Georgeson S.r.l has no receivable (2013: $3,910) from VisEq GmbH.

Computershare Investor Services UK made no purchases (2013: $2,660) from VisEq GmbH.

Computershare Deutschland GmbH & Co. KG has made purchases of $31,590 (2013: nil) from VisEq GmbH.

Computershare Deutschland GmbH & Co. KG had sales of $27,829 (2013: nil) with VisEq GmbH.

Computershare Deutschland GmbH & Co. KG has a receivable of $6,928 (2013: nil) from VisEq GmbH.

VEM Aktienbank AG had sales of $1,208 (2013: $44,204) with Janosch Film & Medien AG. Janosch Film & Medien AG is no longer a related party as of 30 June 2014 as this investment was sold during the financial year.

Computershare Investor Services UK made no sales (2013: $10,201) with Asset Checker Ltd.

Computershare Investor Services UK has no receivable (2013: $53,326) from Asset Checker Ltd.

Pepper GmbH has made purchases of $162,499 (2013: nil) from Expandi Ltd.

Pepper GmbH had sales of $109,469 (2013: nil) with Expandi Ltd.

Pepper GmbH has a receivable of $10,077 (2013: nil) from Expandi Ltd.

Computershare Communication Service US had sales of $246,000 (2013: nil) with INVeSHARE Inc.

Computershare Communication Service US has a receivable of $153,000 (2013: nil) from INVeSHARE Inc.

Georgeson Shareholder Analytics LLC had sales of $1,793,000 (2013: nil) with Japan Shareholder Services.

Georgeson Shareholder Analytics LLC has a receivable of $1,076,700 (2013: nil) from Japan Shareholder Services Ltd.

These transactions were undertaken on commercial terms and conditions.

34. SIGNIFICANT EVENTS AFTER YEAR END

On 22 July 2014, the Group refinanced its syndicated bank debt facility totalling $800 million. The new facilities total $900 million, with an Australian syndicated bank debt facility of $450 million maturing July 2017 and a US syndicated bank debt facility of $450 million maturing July 2019.

On 23 July 2014, the Group has agreed terms for the acquisition of Homeloan Management Limited (HML) from Skipton Building Society in the UK. HML is a third party mortgage administration business. The upfront consideration is GBP 47.5 million, plus an adjustment for surplus working capital, together with potential additional payments based on revenue growth in 2015 and 2016. The acquisition is expected to close upon receiving approval from the Financial Conduct Authority, which may take between two and four months.

On 30 July 2014, Computershare received notification from the UK Government that it had concluded its consultation process on the provision of childcare accounts within the new UK Tax-Free childcare scheme (the Scheme) and determined that National Savings and Investments, a government agency, will be the Scheme's account provider working in partnership with Her Majesty's Revenue and Customs. The Scheme is scheduled to commence in the second half of calendar year 2015. From that time it is anticipated the implementation of the new Scheme will progressively reduce the earnings of Computershare's Voucher Services business. The Voucher Services business has in recent years contributed in the range of 2-3% of Computershare's consolidated EBITDA. The current carrying value of the goodwill associated with this business is $137 million and impairment of this value in the future is likely. However, the amount and timing of any such impairment cannot be reliably determined at this stage. It will be further assessed over the coming months as Computershare's understanding of the policy change implementation and its response to it become clearer.

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 cooperation with the regional treasury centres and reports 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.

A 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.

	2014 $000	2013 $000
Interest bearing liabilities	**1,659,254**	1,711,660
Cash and cash equivalents*	**(509,151)**	(454,353)
Net debt	**1,150,103**	1,257,307
Management EBITDA (note 39)	**540,574**	509,816
Net debt to Management EBITDA	**2.13**	2.47

* Include cash that is classified as an asset held for sale.

The Group manages its capital structure and makes adjustments to it in line with changes in economic conditions. To achieve its target 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 capital structure objectives or processes during the financial years ended 30 June 2013 and 30 June 2014.

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 Group except for the unhedged portion of USD Senior Notes of $450.0 million (2013: $705.0 million), where the fair value was $465.0 million as at 30 June 2014 (2013: $709.0 million).

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 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. Average client balances during the year approximated $14.2 billion (2013: $15.2 billion) and in relation to these balances, the consolidated entity has in place interest rate derivatives totalling $30.0 million notionally (2013: $30.3 million).

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

		Fixed interest rate maturing in					Weighted average interest rate	
As at 30 June 2014	**Floating interest rate $000**	**1 year or less $000**	**1 to 5 years $000**	**More than 5 years $000**	**Non-interest bearing $000**	**Total $000**	**Floating %**	**Fixed %**
Financial assets								
Cash and cash equivalents[1]	**509,151**	**-**	**-**	**-**	**-**	**509,151**	**0.70**	**-**
Trade receivables	**-**	**-**	**-**	**-**	**198,279**	**198,279**	**-**	**-**
Non trade receivables and loans	**-**	**-**	**-**	**-**	**67,370**	**67,370**	**-**	**-**
	509,151	**-**	**-**	**-**	**265,649**	**774,800**		
Financial liabilities								
Trade payables	**-**	**-**	**-**	**-**	**27,032**	**27,032**	**-**	**-**
Finance lease liabilities	**-**	**7,250**	**36,794**	**-**	**-**	**44,044**	**-**	**6.48**
Bank loan and other	**90,509**	**-**	**-**	**-**	**-**	**90,509**	**2.80**	**-**
Revolving multi-currency facility	**569,489**	**-**	**-**	**-**	**-**	**569,489**	**1.96**	**-**
USD Senior Notes[2]	**-**	**124,500**	**366,000**	**440,000**	**-**	**930,500**	**-**	**4.85**
Derivatives[3]	**480,500**	**(124,500)**	**(136,000)**	**(220,000)**	**-**	**-**	**1.48**	**4.93**
	1,140,498	**7,250**	**266,794**	**220,000**	**27,032**	**1,661,574**		
As at 30 June 2013								
Financial assets								
Cash and cash equivalents	454,353	-	-	-	-	454,353	0.67	-
Trade receivables	-	-	-	-	199,632	199,632	-	-
Non trade receivables and loans	-	-	-	-	32,327	32,327	-	-
	454,353	-	-	-	231,959	686,312		
Financial liabilities								
Trade payables	-	-	-	-	28,104	28,104	-	-
Finance lease liabilities	-	8,008	40,100	-	-	48,108	-	6.32
Bank loan and other	69,255	-	-	-	-	69,255	2.84	-
Revolving multi-currency facility	647,634	-	-	-	-	647,634	2.33	-
USD Senior Notes[2]	-	-	185,500	745,000	-	930,500	-	4.87
Derivatives[3]	225,500	-	(145,500)	(80,000)	-	-	1.50	5.43
	942,389	8,008	80,100	665,000	28,104	1,723,601		

[1] Include cash that is classified as an asset held for sale

[2] USD Senior Notes at cost, excluding fair value adjustments (refer to note 19)

[3] Notional principal amounts

The sensitivity of the profit and loss statement to interest rate movements is the effect of assumed reasonably possible changes in interest rates for one year, based on the on-balance sheet floating rate financial assets and liabilities as at 30 June 2014. The total sensitivity analysis is based on the assumption that there are parallel shifts in the yield curve. It does not take into account actions that the Group may take to mitigate the effect of changes in interest rates.

The Group's judgements of reasonably possible movements in interest rates have been based on a range of 100 basis point movement as at 30 June 2014 for all regions.

The sensitivity to a reasonably possible increase in interest rates, with all other variables held constant, of the statement of comprehensive income of the consolidated entity is a decrease to profit of $0.04 million (2013: $1.1 million decrease). This sensitivity calculation does not include the impact of client balances or the related derivatives. In a rising interest rate environment, client balances that earn interest income will result in an increase to profit.

The sensitivity to a reasonably possible decrease in interest rates, with all other variables held constant, of the statement of comprehensive income of the Group is a decrease to profit of $0.3 million (2013: $0.8 million increase). This sensitivity calculation does not include the impact of client balances or the related derivatives. In a falling interest rate environment, client balances that earn interest income will result in a decrease to profit.

Client balances have been excluded from the sensitivity analysis as they are not reflected in the Group's consolidated statement of financial position. Interest income is earned on these balances at various fixed and floating interest rates.

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. The calculations are based on balances held as at 30 June 2014.

(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 Europe, Canada, South Africa and Asia Pacific. Accordingly, the Group's financial position can be affected significantly by movements in the relevant currency exchange rate when translating into the consolidated entity's presentation currency, the United States dollar. The consolidated entity also has debt that is designated as a hedge of the net investment in foreign operations. On consolidation, any foreign exchange gains or losses on these balances are transferred to the foreign currency translation reserve.

(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, which include receivables, cash and cash equivalents and other financial instruments. The consolidated entity, while exposed to credit related losses in the event of non-payment by clients, does not expect any significant 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's concentration of credit risk is minimised due to transactions with a large number of clients in various countries and industries. The registry and plans 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 and maintain sound credit arrangements. To supplement the credit ratings of counterparties the Group has a Board approved policy on managing client balance exposure.

(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 ongoing commitments.

Maturity information for the Group's debt facility is as follows:

Maturity Profile (in the 12 months ending)	Debt Facility utilised $million
June 2015	215.1
June 2016	290.9
June 2017	53.0
June 2018	286.6
June 2019	305.0
June 2020	-
June 2021	-
June 2022	220.0
June 2023	-
June 2024	220.0
Total	**1,590.6**

The Group had access to unutilised committed debt of $9.1 million maturing in October 2015, $218.0 million maturing in October 2016 and $3.4 million maturing in July 2017. The Group refinanced its syndicated bank debt facility on 22 July 2014. For more details please refer to note 34.

Maturities of financial liabilities

The table below analyses the Group's financial liabilities into relevant maturity groupings.

The amounts disclosed in the table are the contractual undiscounted cash flows. For interest rate swaps the cash flows have been estimated using the forward interest rates applicable at the end of the reporting period.

Contractual maturities of financial liabilities	Less than 1 year $000	Between 1-5 years $000	More than 5 years $000	Total contractual cash flows $000
As at 30 June 2014				
Non-derivatives				
Trade payables	**27,032**	**-**	**-**	**27,032**
Other payables	**389,964**	**2,303**	**-**	**392,267**
Borrowings (excluding finance leases)	**218,959**	**935,487**	**440,000**	**1,594,446**
Finance lease liabilities (undiscounted)	**9,406**	**42,338**	**-**	**51,744**
Put option liability	**28,691**	**-**	**-**	**28,691**
Total non-derivatives	**674,052**	**980,128**	**440,000**	**2,094,180**
Derivatives				
Net settled (interest rate swaps and options)	**14,680**	**20,211**	**10,385**	**45,276**
Total derivatives	**14,680**	**20,211**	**10,385**	**45,276**
As at 30 June 2013				
Non-derivatives				
Trade payables	28,104	-	-	28,104
Other payables	347,614	3,163	-	350,777
Borrowings (excluding finance leases)	-	902,391	745,000	1,647,391
Finance lease liabilities (undiscounted)	10,178	47,605	-	57,783
Put option liability	25,885	-	-	25,885
Total non-derivatives	411,781	953,159	745,000	2,109,940
Derivatives				
Net settled (interest rate swaps and options)	9,518	16,204	2,239	27,961
Total derivatives	9,518	16,204	2,239	27,961

(e) Fair value measurements

The fair value of financial assets and liabilities must be estimated for recognition and measurement or for disclosure purposes. The measurement hierarchy used is as follows:

Level 1: The fair value of financial instruments traded in active markets is based on quoted market prices at the end of the reporting period for identical assets and liabilities. The quoted market price used for financial assets held by the Group is the current bid price. These instruments are included in level 1.

Level 2: The fair value of financial instruments that are not traded in an active market is determined using valuation techniques which maximise the use of observable market data and rely as little as possible on entity-specific estimates. The Group uses a variety of methods and makes assumptions that are based on market conditions existing at the end of each reporting period. This includes inputs other than quoted prices included within level 1 that are observable for the asset or liability, either directly (as prices) or indirectly (derived from prices). If all significant inputs required to fair value an instrument are observable, the instrument is included in level 2. Such instruments include derivative financial instruments and the portion of borrowings included in the fair value hedge.

Specific valuation techniques used to value financial instruments include:

> The use of quoted market prices or dealer quotes for similar instruments

> The fair value of interest rate swaps is calculated as the present value of the estimated future cash flows based on observable yield curves

> The fair value of forward foreign exchange contracts is determined using forward exchange rates at the balance sheet date

> The fair value of cross currency swaps is a combination of the fair value of forward foreign exchange contracts determined using forward exchange rates at the balance sheet date (for the final principal exchange) and the use of quoted market prices or dealer quotes for similar instruments (for the basis valuation)

There were no transfers between levels 1 and 2 for recurring fair value measurements during the year.

Level 3: Valuation methodology of the asset or liability uses inputs that are not based on observable market data (unobservable inputs).

The following tables present the Group's financial assets and liabilities measured and recognised at fair value at 30 June 2014. The comparative figures are also presented below.

As at 30 June 2014	Level 1 $000	Level 2 $000	Level 3 $000	Total $000
Assets				
Financial assets held-for-trading	**547**	**-**	**-**	**547**
Derivatives used for hedging	**-**	**28,667**	**-**	**28,667**
Available-for-sale financial assets - equity securities	**8,978**	**-**	**-**	**8,978**
Total assets	**9,525**	**28,667**	**-**	**38,192**
Liabilities				
Borrowings	**-**	**507,070**	**-**	**507,070**
Total liabilities	**-**	**507,070**	**-**	**507,070**

As at 30 June 2013				
Assets				
Financial assets held-for-trading	3,083	-	-	3,083
Derivatives used for hedging	-	23,877	-	23,877
Available-for-sale financial assets - equity securities	6,277	-	-	6,277
Total assets	9,360	23,877	-	33,237
Liabilities				
Borrowings	-	247,554	-	247,554
Total liabilities	-	247,554	-	247,554

36. NOTES TO THE CONSOLIDATED CASHFLOW STATEMENT

(a) Reconciliation of cash and cash equivalents

For the purposes of the consolidated 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 consolidated cash flow statement are reconciled to the related items in the consolidated statement of financial position as follows:

	2014 $000	2013 $000
Shown as cash and cash equivalents in the consolidated statement of financial position	**460,019**	454,353
Shown as cash and cash equivalents in the Assets held for sale line item of the Consolidated statement of financial position (please refer to note 12)	**49,132**	-
Cash at bank and on hand	**509,151**	454,353

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

	2014 $000	2013 $000
Net profit after income tax	**254,528**	160,577
Adjustments for non-cash income and expense items:		
Depreciation and amortisation	**137,767**	150,387
Net (gain)/loss on asset disposals and asset write downs	**7,874**	49,007
Share of net (profit)/loss of associates and joint ventures accounted for using equity method	**1,112**	146
Employee benefits - share based expense	**20,218**	11,925
Financial instruments - fair value adjustments	**(1,985)**	5,704
Changes in assets and liabilities:		
(Increase)/decrease in receivables	**(44,943)**	(12,116)
(Increase)/decrease in inventories	**2,694**	(4,401)
(Increase)/decrease in other financial assets and other current assets	**(34,870)**	(30,129)
Increase/(decrease) in payables and provisions	**50,252**	24,846
Increase/(decrease) in tax balances	**16,651**	(21,906)
Net cash and cash equivalents from operating activities	**409,298**	334,040

(c) Non-cash transactions

During the year Computershare booked a loss of $23.3 million before tax resulting from the write down to fair value less cost to sell of the assets and liabilities of VEM Aktienbank AG. There were no other material non-cash transactions during the year. Please refer to note 12 for details.

(d) Acquisitions and disposals of businesses

For details of businesses acquired or disposed of during the year and related cash flows please refer to note 29.

37. CONTINGENT LIABILITIES

(a) Guarantees and Indemnities

Guarantees and indemnities of $800.0 million (2013: $800.0 million) have been given to the consolidated entity's Bankers by Computershare Limited, ACN 081 035 752 Pty Ltd, Computershare Investments (UK) (No. 3) Ltd, Computershare Finance Company Pty Ltd, Computershare US and Computershare Investor Services Inc under a Multicurrency Syndicated Facility Agreement dated 27 May 2010 and amended on 28 October 2011 (refer to note 19 for further detail).

Bank guarantees of AUD 0.5 million (2013: AUD 0.5 million) have been given in respect of facilities provided to Computershare Clearing Pty Ltd. Bank guarantees of AUD 0.5 million (2013: AUD 0.5 million) have been given in respect of facilities provided to Computershare Ltd. Bank guarantees of AUD 0.2 million (2013: AUD 0.2 million) have been given in respect of facilities provided to Computershare Investor Services Pty Ltd. Bank guarantees of AUD 1.0 million (2013: AUD 1.1 million) have been given in respect of facilities provided to Computershare Communication Services Pty Ltd. Bank guarantees of AUD 0.5 million (2013: AUD 0.5 million) have been given in respect of facilities provided to Communication Services Australia Pty Ltd. A bank guarantee of AUD 1.5 million (2013: AUD 1.5 million) has been given in respect of facilities provided to Serviceworks Management Pty Ltd.

A performance guarantee of ZAR 15.0 million (2013: ZAR 15.0 million) has been given by Computershare Limited (South Africa) to provide security for the performance of obligations as a Central Securities Depositor Participant.

A guarantee of ZAR 0.6 million (2013: ZAR 0.6 million) has been given by Computershare South Africa (Pty) Ltd to provide for electricity services.

A bank guarantee of ZAR 1.0 million (2013: ZAR 1.0 million) has been given by Computershare South Africa (Pty) Ltd as security for bonds in respect of leased premises.

Guarantees of $0.5 million (2013: $0.4 million) have been given by Computershare Investor Services LLC, Computershare Inc and Computershare US Services Inc as security for bonds in respect of leased premises.

A bank guarantee HKD 1.5 million (2013: HKD 1.5 million) has been given by Computershare Hong Kong Investor Services in respect of facilities provided to Computershare Hong Kong Trustee Limited.

A bank guarantee of NZD 0.3 million (2013: NZD nil) has been given in respect of facilities provided to Computershare Investor Services Ltd New Zealand.

Contracts of EUR 0.1 million (2013: EUR 0.1 million) have been entered into by VEM Aktienbank AG (Germany) due to delivery liabilities from securities lending.

Guarantees and indemnities of $930.5 million (2013: $930.5 million) have been given to US Institutional Accredited Investors by Computershare Limited, ACN 081 035 752 Pty Ltd, Computershare Finance Company Pty Ltd, Computershare US, Computershare Investments (UK) (No. 3) Ltd and Computershare Investor Services Inc under a Note and Guarantee Agreement dated 22 March 2005, 29 July 2008 and 9 February 2012.

(b) Legal and Regulatory Matters

Due to the nature of operations, certain commercial claims in the normal course of business have been made against the consolidated entity in various countries. An inherent difficulty in predicting the outcome of such matters exists, but in the opinion of the Group, based on current knowledge and in 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 relevant regulatory bodies in countries where Computershare operates. 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 Group controlled entities have met all minimum capital requirements.

Computershare Limited (Australia) has issued a letter of warrant to Computershare Ltd (South Africa). This obligates Computershare Limited (Australia) to maintain combined tier one capital of at least ZAR 455.0 million.

Potential withholding and other tax liabilities arising from distribution of all retained distributable earnings of all foreign incorporated controlled entities are $37.1 million (2013: $31.6 million). No provision is made for withholding tax on unremitted earnings of applicable foreign incorporated controlled entities 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 AUD 5.0 million 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 AUD 5.0 million 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 AUD 5.0 million 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 AUD 5.0 million 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 entity, has undertaken to own, either directly or indirectly, all of the equity interests and to guarantee performance of the obligations of Computershare Investor Services Pty Ltd, Computershare Trust Company NA, Georgeson Inc, Georgeson Securities Corporation, Computershare Trust Company of Canada and Computershare Investor Services Inc with respect to any financial accommodation related to transactional services provided by BMO Harris Bank, Chicago.

38. CAPITAL EXPENDITURE COMMITMENTS

	2014 $000	2013 $000
Less than 1 year:		
Fit-out of premises	**9**	815
Purchase of equipment	**-**	561
Other	**319**	57
	328	1,433

39. SEGMENT INFORMATION

The operating segments presented reflect the manner in which the Group has been internally managed and the financial information reported to the chief operating decision maker (CEO) in the current financial year. The Group has determined the operating segments based on the reports reviewed by the CEO that are used to make strategic decisions and assess performance.

There are seven operating segments. Six of them are geographic: Asia, Australia and New Zealand, Canada, Continental Europe, UCIA (United Kingdom, Channel Islands, Ireland and Africa) and the United States of America. In addition, the Technology and Other segment comprises the provision of software specialising in share registry, employee plans and financial services globally. It is also a research and development function, for which discrete financial information is reviewed by the CEO.

In each of the six geographic segments the consolidated entity offers its core products and services: Investor Services, Business Services, Plan Services, Communication Services and Stakeholder Relationship Management Services. Investor Services comprise the provision of register maintenance, company meeting logistics, payments and full contact centre and online services. Business Services comprise the provision of voucher administration, bankruptcy administration services, deposit protection services, corporate trust services, loan servicing activities and utility back office services. Plan Services comprise the administration and management of employee share and option plans. Communication Services comprise laser imaging, intelligent mailing, scanning and electronic communications delivery. Stakeholder Relationship Management Services comprise the provision of investor analysis, investor communication and management information services to companies, including their employees, shareholders and other security industry participants.

None of the corporate entities have been allocated to the operating segments. The main purpose of the corporate entities is to hold intercompany investments and conduct financing activities.

OPERATING SEGMENTS

	Asia $000	Australia & New Zealand $000	Canada $000	Continental Europe $000	Technology & Other $000	UCIA $000	United States $000	Total $000
June 2014								
Total segment revenue and other income	**111,884**	**376,368**	**189,813**	**115,106**	**232,367**	**324,037**	**889,673**	**2,239,248**
External revenue and other income	**110,449**	**375,538**	**187,355**	**114,935**	**17,647**	**320,396**	**887,026**	**2,013,346**
Intersegment revenue	**1,435**	**830**	**2,458**	**171**	**214,720**	**3,641**	**2,647**	**225,902**
Management adjusted EBITDA	**36,730**	**69,775**	**75,722**	**14,176**	**14,002**	**120,422**	**208,773**	**539,600**
June 2013								
Total segment revenue and other income	113,038	426,467	198,037	110,241	238,124	299,645	843,233	2,228,785
External revenue and other income	112,995	424,380	196,691	110,064	37,283	296,520	840,662	2,018,595
Intersegment revenue	43	2,087	1,346	177	200,841	3,125	2,571	210,190
Management adjusted EBITDA	33,404	77,368	81,616	16,118	16,104	115,813	171,829	512,252

Segment revenue

The revenue reported to the CEO is measured in a manner consistent with that of the statement of comprehensive income. Sales between segments are included in the total segment revenue, whereas sales within a segment have been eliminated from segment revenue. Sales between segments are at normal commercial rates and are eliminated on consolidation.

Segment revenue reconciles to total revenue from continuing operations as follows:

	2014 $000	2013 $000
Total operating segment revenue and other income	**2,239,248**	2,228,785
Intersegment eliminations	**(225,902)**	(210,190)
Corporate revenue and other income	**1,767**	1,354
Total revenue from continuing operations	**2,015,113**	2,019,949

A reconciliation of management adjusted EBITDA to operating profit before income tax is provided as follows:

	2014 $000	2013 $000
Management adjusted EBITDA - operating segments	**539,600**	512,252
Management adjusted EBITDA - corporate	**974**	(2,436)
Management adjusted EBITDA	**540,574**	509,816
Management adjustment items (before related income tax expense):		
Intangible assets amortisation	**(96,060)**	(105,828)
Gain/(loss) on disposals	**7,561**	(31,742)
Adjustment to disposal accounting	**2,706**	-
Business closure - Australian Funds Services	**-**	(11,145)
Business closure - adjustment	**3,138**	-
Restructuring provisions	**(1,154)**	(3,875)
Asset write-downs	**(26,573)**	(7,627)
Acquisition integration and other related costs	**(1,266)**	(51,153)
Foreign exchange gain	**3,309**	-
Acquisition accounting adjustments	**(727)**	6,187
DLI performance rights reversal	**-**	8,256
Put option liability re-measurement	**(2,302)**	(6,645)
Marked to market adjustments - derivatives	**1,062**	298
Provision for tax liability	**-**	(2,762)
Total management adjustment items (note 6)	**(110,306)**	(206,036)
Finance costs	**(62,933)**	(66,615)
Other amortisation and depreciation	**(41,707)**	(44,559)
Profit before income tax from continuing operations	**325,628**	192,606

External revenue per business line

The table below outlines revenue from external customers for each business line:

	2014 $000	2013 $000
Register Maintenance	**821,861**	824,111
Corporate Actions	**154,209**	169,366
Business Services	**487,855**	489,104
Stakeholder Relationship Management	**74,662**	76,552
Employee Share Plans	**259,517**	237,057
Communication Services	**194,759**	198,118
Technology and Other Revenue	**22,250**	25,641
Total	**2,015,113**	2,019,949

Geographic allocation of external revenue

The parent entity is domiciled in Australia. Countries with individually significant amounts of revenue from external customers are Australia $363.8 million (2013: $419.0 million), the United Kingdom $259.8 million (2013: $241.0 million), the United States $905.9 million (2013: $861.0 million) and Canada $188.7 million (2013: $198.3 million). Revenue from external customers in countries other than Australia amounts to $1,651.3 million (2013: $1,600.9 million).

Revenues are allocated based on the country in which the Group entity is located.

Geographic allocation of non-current assets

Countries with individually significant non-current assets are Australia, the United Kingdom, the United States and Canada. Non-current assets in the United Kingdom amount to $318.9 million (2013: $300.2 million), Australia $301.7 million (2013: $317.0 million), United States $1,495.2 million (2013: $1,459.9 million) and Canada $180.4 million (2013: $138.2 million). Non-current assets held in countries other than Australia amount to $2,188.5 million (2013: $2,132.5 million).

Non-current assets exclude financial instruments and deferred tax assets and are allocated to countries based on where the assets are located.

40. ASSOCIATES

Name	Place of incorporation	Principal activity	Ownership interest June 2014 %	Ownership interest June 2013 %	Consolidated carrying amount June 2014 $000	Consolidated carrying amount June 2013 $000
Chelmer Ltd*	New Zealand	Technology Services	-	50	-	-
Expandi Ltd	United Kingdom	Investor Services	**25**	25	**6,253**	4,698
Milestone Group Pty Ltd	Australia	Technology Services	**20**	20	**8,118**	7,190
Janosch Film & Medien AG*	Germany	Investor Services	-	26	-	-
Fonterelli GmbH & Co. KGaA*	Germany	Investor Services	-	49	-	444
The Reach Agency Pty Ltd	Australia	Investor Services	**49**	49	**1,411**	1,294
INVeSHARE Inc.	United States	Investor Services	**40**	25	**19,234**	10,131
Mergit s.r.l.	Italy	Investor Services	**30**	-	**36**	-
Total investments in associates					**35,052**	23,757

* Chelmer Ltd, Janosch Film & Medien AG and Fonterelli GmbH & Co. KGaA are no longer associates as these investments were sold in the current financial year.

Voting power is in accordance with the ownership interest held.

	2014 $000	2013 $000
Movements in carrying value of investments in associates		
Carrying amount at the beginning of the financial year	**23,757**	24,925
Investments acquired during the year	**10,058**	11,301
Investments disposed of during the year	**(465)**	(14,276)
Share of net result (after income tax)	**1,313**	3,156
Less dividends received	**(448)**	(281)
Share of movement in reserves during the financial year	**837**	(1,068)
Carrying amount at the end of the financial year	**35,052**	23,757

Share of associates capital expenditure commitments

There are no material 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.

41. JOINT VENTURES

Details of interests in joint ventures are as follows:

Name	Place of incorporation	Principal activity	Ownership interest June 2014 %	Ownership interest June 2013 %	Consolidated carrying amount June 2014 $000	Consolidated carrying amount June 2013 $000
Japan Shareholder Services Ltd	Japan	Technology Services	**50**	50	**1,518**	1,453
Computershare Pan Africa Holdings Ltd	Mauritius	Investor Services	**60**	60	-	-
Computershare Pan Africa Ghana Ltd	Ghana	Investor Services	**60**	60	-	-
Computershare Pan Africa Nominees Ghana Ltd	Ghana	Investor Services	**60**	60	-	-
Asset Checker Ltd	United Kingdom	Investor Services	**50**	50	-	-
VisEq GmbH	Germany	Investor Services	**66**	66	**243**	280
Digital Post Australia Pty Limited*	Australia	Technology Services	**80**	80	-	3,008
Total investment in joint ventures					**1,761**	4,741

* Digital Post Australia Pty Limited (DPA) is a joint venture as decisions about the relevant activities require unanimous consent of the parties sharing control. As DPA will cease operating in the year ending 30 June 2015, the investment has been written-off in the current financial year.

	2014 $000	2013 $000
Movement in carrying amount of investment in joint ventures		
Carrying amount at the beginning of the financial year	4,741	2,253
Investment during the year	-	5,755
Investments written-down during the year	(374)	-
Share of net result of joint ventures (after income tax)	(2,425)	(3,302)
Less dividends received	(181)	(190)
Share of movement in reserves during the financial year	-	225
Carrying amount at the end of the financial year	1,761	4,741

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		Non-controlling interests	
	2014 $000	2013 $000	2014 $000	2013 $000
Interest in the equity of the consolidated entity:				
Contributed equity – ordinary shares	35,703	35,703	740	751
Reserves	84,240	58,910	(4,033)	(4,277)
Retained earnings	1,134,305	1,025,231	16,257	14,617
Total interests in equity	1,254,248	1,119,844	12,964	11,091

43. PARENT ENTITY FINANCIAL INFORMATION

(a) Summary financial information

The individual financial statements for the parent entity show the following aggregate amounts:

	2014 $000	2013 $000
Balance sheet		
Current assets	96,872	50,113
Non-current assets	1,005,824	977,818
Total assets	1,102,696	1,027,931
Current liabilities	67,764	38,544
Non-current liabilities	650,266	520,647
Total liabilities	718,030	559,191
Equity		
Contributed equity - ordinary shares	35,703	35,703
Reserves		
Capital redemption reserve	2	2
Foreign currency translation reserve	143,039	139,116
Share based payment reserve	45,596	41,163
Equity related consideration	(2,327)	(2,327)
Available-for-sale asset reserve	(60)	(60)
Retained earnings	162,713	255,143
	384,666	468,740
Profit/(loss) attributable to members of the parent entity	49,897	378,376
Total comprehensive income attributable to members of the parent entity	53,820	335,697

(b) Guarantees entered into by the parent entity

The parent entity's financial guarantees have been outlined in note 37.

(c) Contingent liabilities of the parent entity

The parent entity did not have any contingent liabilities as at 30 June 2014 or 30 June 2013 other than guarantees given by the parent entity outlined in note 37.

(d) Contractual commitments for the acquisition of property, plant and equipment

The parent entity did not have any commitments for the acquisition of property, plant and equipment as at 30 June 2014 and 30 June 2013.

44. CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS

Estimates and judgements are continually evaluated and are based on historical experience and other factors, including expectations of future events that may have a financial impact on the entity and that are believed to be reasonable under the circumstances.

The Group makes estimates and assumptions concerning the future. The resulting accounting estimates will, by definition, seldom equal the related actual results. The significant estimates and assumptions made in the current financial year comprise assumptions made in acquisition accounting, goodwill impairment testing and income taxes, including the recoverability of tax losses.

Acquisition accounting requires that management make estimates around the valuation of certain non-monetary assets and liabilities within the acquired entities. These estimates have particular impact in terms of the valuation of intangible assets, contingent consideration and provisions. 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 profit or loss in the relevant period (refer to notes 17 and 29).

Goodwill is tested for impairment annually or more frequently if events or changes in circumstances indicate that it might be impaired, and is carried at cost less accumulated impairment losses. Goodwill is allocated to cash generating units (CGUs) for the purpose of impairment testing. Under the impairment test, the carrying amount of each CGU is compared with its recoverable amount. The recoverable amount of each CGU is determined based on a value in use calculation for each CGU to which goodwill has been allocated. For more details on assumptions used in value in use calculations refer to note 17.

The Group is subject to income taxes in Australia and jurisdictions where it has foreign operations. Significant judgment is required in determining the provision for income taxes. There are many transactions and calculations undertaken during the ordinary course of business for which the ultimate tax determination is uncertain. Where the final outcome is different from the amounts that were initially recognised, such differences will impact the current and deferred tax provisions in the period in which such determination is made.

The Group has recognised deferred tax assets relating to carried forward tax losses to the extent that it is probable that future taxable profits will be available against which the assets can be utilised. The assumptions regarding future utilisation, and therefore the recognition of deferred tax assets, may change due to future operating performance and other factors.

Directors' Declaration

In the directors' opinion:

(a) the financial statements and notes set out on pages 48 to 103 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 consolidated entity's financial position as at 30 June 2014 and of its 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 Closed Group identified in note 28 will be able to meet any obligations or liabilities to which they are, or may become, subject to by virtue of the deed of cross guarantee described in note 30.

Note 1 confirms that the financial statements also comply with International Financial Reporting Standards as issued by the International Accounting Standards Board.

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.*

Signed in accordance with a resolution of the directors.

CJ Morris
Chairman

SJ Irving
Director

22 September 2014

Declaration to the Board of Directors

The Chief Executive Officer and Chief Financial Officer state that:

(a) the financial records of the consolidated entity for the financial year ended 30 June 2014 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 consolidated entity, for the financial year ended 30 June 2014:

- (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 consolidated entity's financial position as at 30 June 2014 and of their performance for the financial year ended on that date.

SJ Irving
Chief Executive Officer

MB Davis
Chief Financial Officer

22 September 2014

Independent auditor's report to the members of Computershare Limited

Report on the financial report

We have audited the accompanying financial report of Computershare Limited (the company), which comprises the consolidated statement of financial position as at 30 June 2014, the consolidated statement of comprehensive income, consolidated statement of changes in equity and consolidated cash flow statement for the year ended on that date, a summary of significant accounting policies, other explanatory notes and the directors' declaration for Computershare Limited Group (the consolidated entity). The consolidated entity comprises the company and the entities it controlled at 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 of the financial report that gives a true and fair view in accordance with Australian Accounting Standards and the *Corporations Act 2001* and for such internal control as the directors determine is necessary to enable the preparation of the financial report that is free from material misstatement, whether due to fraud or error. In Note 1, the directors also state, in accordance with Accounting Standard AASB 101 *Presentation of Financial Statements*, that the financial statements comply 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. Those 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 consolidated 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.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Independence

In conducting our audit, we have complied with the independence requirements of the *Corporations Act 2001*.

PricewaterhouseCoopers, ABN 52 780 433 757
Freshwater Place, 2 Southbank Boulevard, SOUTHBANK VIC 3006, GPO Box 1331, MELBOURNE VIC 3001
T: 61 3 8603 1000, F: 61 3 8603 1999, www.pwc.com.au

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 consolidated entity's financial position as at 30 June 2014 and of its 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*.

(b) the financial report and notes also comply with International Financial Reporting Standards as disclosed in Note 1.

Report on the Remuneration Report

We have audited the remuneration report included in pages 32 to 45 of the directors' report for the year ended 30 June 2014. 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 2014 complies with section 300A of the *Corporations Act 2001*.

PricewaterhouseCoopers

PricewaterhouseCoopers

C Lewis

Christopher Lewis
Partner

Melbourne
22 September 2014

Shareholder Information

This section contains additional information required by the Australian Securities 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	Number of ordinary shares	Fully paid percentage
Christopher John Morris	38,237,336	6.87%
MFS Investment Management on behalf of Sun Life Financial Inc	27,831,045	5.00%

Class of shares and voting rights

At 12 September 2014 there were 47,442 holders of ordinary shares in the Company. The voting rights attaching to the ordinary shares set out in clause 4 of the Company's Constitution are:

(a) the right to receive notice of and to attend and vote at all general meetings of the Company;

(b) the right to receive dividends; and

(c) in a winding up or a reduction of capital, the right to participate equally in the distribution of the assets of the Company (both capital and surplus), subject to any amounts unpaid on the Share and, in the case of a reduction, to the terms of the reduction

Distribution of shareholders of shares as at 12 September 2014

Size of holding	Ordinary shareholders
1 – 1,000	19,665
1,001 - 5,000	22,365
5,001 - 10,000	3,304
10,001 - 100,000	1,940
100,001 and over	168
Total shareholders	**47,442**

There were 429 shareholders holding less than a marketable parcel of 41 ordinary shares as at 12 September 2014.

Twenty Largest Shareholders of ordinary shares as at 12 September 2014

	Ordinary shares	
	Number	%
HSBC Custody Nominees (Australia) Limited	137,452,350	24.71
JP Morgan Nominees Australia Limited	63,272,320	11.38
National Nominees Limited	58,260,164	10.47
C.J Morris	38,237,336	6.87
Citicorp Nominees Pty Ltd	19,330,015	3.48
Welas Pty Ltd	16,200,000	2.91
P.J Maclagan	12,806,279	2.30
Australian Foundation Investment Company Limited	8,156,355	1.47
Computershare Clearing Pty Ltd	7,706,801	1.39
BNP Paribas Noms Pty Ltd <DRP>	7,368,986	1.32
MJ O'Halloran	6,000,000	1.08
Argo Investments Limited	4,901,166	0.88
CPU Share Plans Pty Limited	4,667,314	0.84
Citicorp Nominees Pty Limited <Colonial First State Inv Account>	2,899,334	0.52
Invia Custodian Pty Limited <MF Foundation Pty Ltd Account>	2,850,000	0.51
RBC Global Services Australia Nominees Pty Limited	2,366,954	0.43
RBC Investor Services Australia Nominees Pty Limited <PI Pooled Account>	2,273,733	0.41
UBS Nominees Pty Ltd	1,881,843	0.34
AMP Life Limited	1,422,323	0.26
Questor Financial Services Limited <TPS RF Account>	1,125,245	0.20
Total	**399,178,518**	**71.77**

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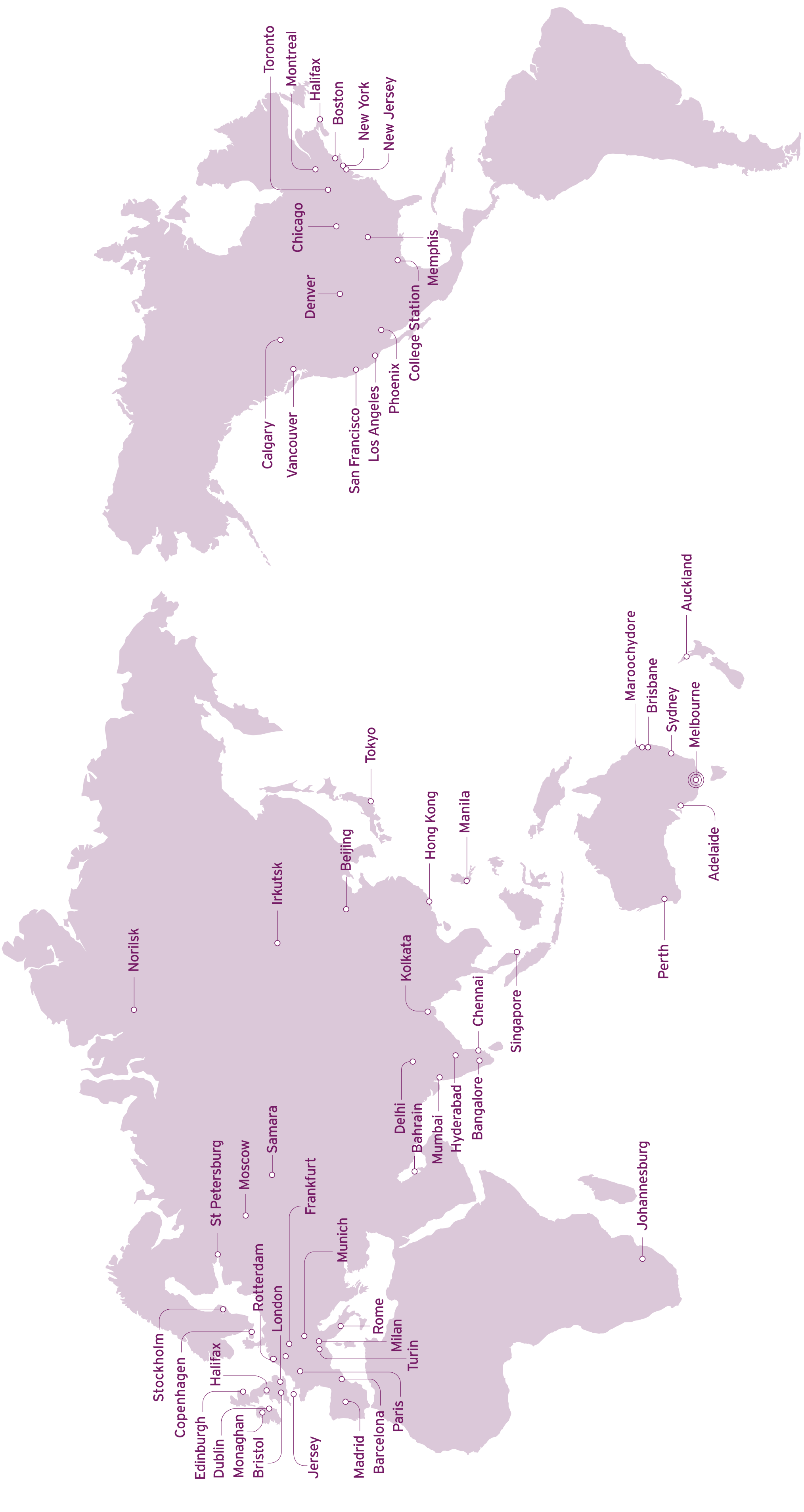
Office locations



DIRECTORS

Christopher John Morris
(Chairman)

Stuart James Irving
(Managing Director
and Chief Executive Officer)

Simon David Jones

Markus Erhard Kerber

Penelope Jane Maclagan

Arthur Leslie Owen

Nerolie Phyllis Withnall

COMPANY SECRETARY

Dominic Matthew Horsley

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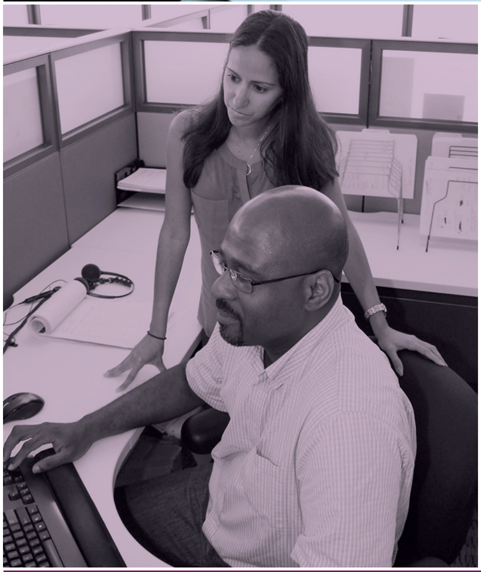


Computershare

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The Annual Report is available online:

www.computershare.com