

## MARKET ANNOUNCEMENT

### NOT FOR DISTRIBUTION IN THE UNITED STATES

<b>Date:</b>	24 March 2021
<b>To:</b>	Australian Securities Exchange
<b>Subject:</b>	<b>Letter to shareholders regarding Entitlement Offer</b>

Enclosed is a letter to be despatched later today to shareholders of Computershare Limited with a registered address in Australia and New Zealand in respect of an Entitlement Offer announced by Computershare Limited on 24<sup>th</sup> March 2021.

**For further information contact:**

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This announcement was authorised to be given to the ASX by the Company Secretary

This letter does not constitute an offer to sell, or the solicitation of an offer to buy, any shares in the United States. The Retail Entitlements and the New Shares have not been, and will not be, registered under the U.S. Securities Act of 1933 (the "**Securities Act**") or the securities laws of any state or other jurisdiction of the United States. Accordingly, the Retail Entitlements may not be issued to, or exercised or taken up by, and the New Shares may not be offered or sold to, directly or indirectly, persons in the United States or persons who are acting for the account or benefit of persons in the United States unless they are offered and sold in a transaction exempt from, or not subject to, the registration requirements of the Securities Act and applicable securities laws of any state or other jurisdiction of the United States.

In particular, persons in the United States and persons acting for the account or benefit of persons in the United States will not be eligible to purchase or trade Retail Entitlements on the ASX or otherwise, or take up or exercise Retail Entitlements purchased on the ASX or otherwise, or transferred from another person.

MARKET ANNOUNCEMENT

**Phone:**

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CPU

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SRN/HIN: SRN WITHHELD

**NOT FOR DISTRIBUTION OR RELEASE IN THE UNITED STATES**

Dear Shareholder

24 March 2021

**COMPUTERSHARE LIMITED (ASX: CPU)  
A\$835 MILLION (US\$634 MILLION)<sup>1</sup> RENOUNCEABLE ENTITLEMENT OFFER (WITH RETAIL  
ENTITLEMENTS TRADING)**

Computershare Limited (**Computershare**) today announced a fully underwritten pro rata accelerated renounceable entitlement offer of new Computershare ordinary shares (**New Shares**) (with retail entitlements trading) to raise approximately A\$835 million (US\$634 million)<sup>1</sup> (**Entitlement Offer**).

**Entitlement Offer and use of proceeds**

The proceeds from the Entitlement Offer will be used to partially fund the acquisition of Wells Fargo Corporate Trust Services (**Acquisition**), associated costs and regulatory capital requirements. Further details are set out in the investor presentation relating to the Entitlement Offer published on ASX on 24 March 2021.

The Entitlement Offer comprises an institutional entitlement offer (**Institutional Entitlement Offer**) and an offer to eligible retail shareholders (as described below) (**Eligible Retail Shareholders**) to participate at the same Offer Price (as defined below) and offer ratio (**Retail Entitlement Offer**). The Entitlement Offer is being made by Computershare without a prospectus or other disclosure document in accordance with section 708AA of the *Corporations Act 2001* (Cth) (Corporations Act) (as modified by ASIC Corporations (Non-Traditional Rights Issues) Instrument 2016/84 and ASIC Corporations (Disregarding Technical Relief) Instrument 2016/73).

If you are an Eligible Retail Shareholder, you will be able to subscribe for 1 New Share for every 8.8 existing Computershare ordinary shares held on the Record Date of 7.00pm (Melbourne time) on Monday, 29 March 2021 (**Retail Entitlement**). The offer price is A\$13.55 per New Share (**Offer Price**). Fractional entitlements will be rounded up to the nearest whole number of shares.

**Retail Offer Booklet**

**This letter is not an offer document but rather an advance notice of some key terms and conditions of the Entitlement Offer. The Retail Entitlement Offer is scheduled to open at 9.00am on Wednesday, 31 March 2021 at which time the Retail Offer Booklet (setting out full details of the Retail Entitlement Offer) and personalised Entitlement and Acceptance Forms will be available for Eligible Retail Shareholders to view online at [www.cpuoffer.com](http://www.cpuoffer.com).**

To access this website, Eligible Retail Shareholders will need their SRN or HIN, which is displayed at the top of this letter. The Retail Offer Booklet and personalised Entitlement and Acceptance Form will not be posted to Eligible Retail Shareholders. Paper copies of these documents are available on request by contacting the Computershare Offer

<sup>1</sup> The equity will be raised in AUD, conversion to USD made assuming a AUD/USD exchange rate of 0.76.

Information Line on 1300 218 195 (within Australia) or +61 3 9415 4063 (outside Australia) between 8.30am and 5.00pm (Melbourne time) on Monday to Friday.

If you would like to receive the offer by email on the opening date, please update your communication preferences online at [www.computershare.com.au/easyupdate/CPU](http://www.computershare.com.au/easyupdate/CPU) by no later than 5.00pm (Melbourne time) on Monday, 29 March 2021.

You should read the Retail Offer Booklet carefully and in its entirety before deciding whether to participate in the Retail Entitlement Offer.

### **Eligible Retail Shareholders**

Eligible Retail Shareholders are holders of fully paid ordinary shares in the capital of Computershare as at 7.00pm (Melbourne time) on Monday, 29 March 2021 who:

1. have an address on the Computershare register in Australia or New Zealand;
2. are not in the United States and are not acting for the account or benefit of a person in the United States;
3. are not eligible institutional shareholders and were not treated as an ineligible institutional shareholder under the Institutional Entitlement Offer; and
4. are eligible under all applicable securities laws to receive an offer under the Retail Entitlement Offer, provided that, if a shareholder (including a nominee or custodian) is acting for the account or benefit of a person in the United States, it may not participate in the Retail Entitlement Offer on behalf of such a person.

### **Action required by Eligible Retail Shareholders**

Retail Entitlements may have value and it is important that Eligible Retail Shareholders determine whether to take up, transfer, sell or do nothing in respect of all or part of their Retail Entitlements.

#### **1. Take up all or part of your Retail Entitlements**

Eligible Retail Shareholders who wish to take up all or part of their Retail Entitlements are required to make payment using BPAY. Alternative EFT payment arrangements will also be provided for Eligible Retail Shareholders in New Zealand. Payment must be received before 5.00pm (Melbourne time) on Monday, 19 April 2021. You can access your personalised payment instructions online at [www.cpuoffer.com](http://www.cpuoffer.com) from 9.00am on Wednesday, 31 March 2021.

Cash payments and payments by cheque, bank draft or money order will not be accepted.

#### **2. Sell or transfer all or part of your Retail Entitlements**

Eligible Retail Shareholders who do not wish to take up all or part of their Retail Entitlements may be able to sell all or part of their Retail Entitlements on ASX through their broker or transfer their Retail Entitlements directly to another person. If you sell your Retail Entitlements in the Retail Entitlement trading period (as set out in the 'Key dates' section below), you may receive a higher or lower amount than a shareholder who sells their Retail Entitlements at a different time in the Retail Entitlement trading period or through the Retail Shortfall Bookbuild (as set out in the 'Key dates' section below).

(a) **(Sell all)** Eligible Retail Shareholders who wish to sell all of their Retail Entitlements on ASX should instruct their stockbroker personally. Retail Entitlements may be traded on ASX from Monday, 29 March 2021 to Wednesday, 31 March 2021 (on a deferred settlement basis) and from Thursday, 1 April 2021 to Monday, 12 April 2021 (on a normal settlement basis). You may incur brokerage costs if you sell all or part of your Retail Entitlements on ASX.

(b) **(Sell part and take up part)** Eligible Retail Shareholders who wish to take up part of their Retail Entitlements and sell the balance on ASX will need to:

- in respect of those Retail Entitlements they wish to take up, make payment by BPAY ensuring payment is received before 5.00pm (Melbourne time) on Monday, 19 April 2021; and
- in respect of those Retail Entitlements to be sold on ASX, instruct their stockbroker personally.

## Required steps if transferring Retail Entitlements other than on ASX

Eligible Retail Shareholders who wish to transfer all or part of their Retail Entitlements other than on ASX will need to complete and return a Renunciation and Transfer Form in relation to those Retail Entitlements that they wish to transfer. This form can be obtained online at [www.cpuoffer.com](http://www.cpuoffer.com) or by calling the Computershare Offer Information Line. The transferee must submit their payment by EFT in accordance with the instructions provided, so that the completed Renunciation and Transfer Form and payment is received by the Share Registry no later than 5.00pm (Melbourne time) on Monday, 19 April 2021.

### 3. Do nothing and let your Retail Entitlements be sold through the Retail Shortfall Bookbuild

To the extent Eligible Retail Shareholders do not take up their Retail Entitlements or do not sell or transfer all of their Retail Entitlements, those Retail Entitlements will be sold through the Retail Shortfall Bookbuild (as defined in the Retail Offer Booklet) on Thursday, 22 April 2021 and the relevant Eligible Retail Shareholders will receive any Retail Premium (as defined in the Retail Offer Booklet) in respect of those Retail Entitlements. There is no guarantee that there will be any Retail Premium.

By letting your Retail Entitlements be sold through the Retail Shortfall Bookbuild, you will forego any exposure to increases or decreases in the value of New Shares (or any value for that Retail Entitlement which may have been achieved through its sale on ASX or otherwise). Your percentage shareholding in Computershare will also be diluted.

The taxation implications of the Retail Entitlement Offer will vary depending upon your particular circumstances. Accordingly, you should seek and rely upon your own professional advice before concluding on the particular taxation treatment that will apply to you.

### Key Dates

Activity	Date
Announcement of the Acquisition and the Entitlement Offer	Wednesday, 24 March 2021
Institutional Entitlement Offer opens	Wednesday, 24 March 2021
Institutional Entitlement Offer closes	Thursday, 25 March 2021
Institutional Shortfall Bookbuild	Friday, 26 March 2021
Announcement of results of Institutional Entitlement Offer / Shares recommence trading	Monday, 29 March 2021
Retail Entitlements commence trading on ASX on a deferred settlement basis	Monday, 29 March 2021
Record Date for Entitlement Offer (7.00pm Melbourne time)	Monday, 29 March 2021
<b>Retail Entitlement Offer opens</b>	<b>Wednesday, 31 March 2021</b>
<b>Retail Offer Booklet and Entitlement and Acceptance Form made available to Eligible Retail Shareholders</b>	<b>Wednesday, 31 March 2021</b>
Retail Entitlements commence trading on ASX on a normal settlement basis	Thursday, 1 April 2021
Settlement of the Institutional Entitlement Offer	Tuesday, 6 April 2021
Allotment of New Shares under the Institutional Entitlement Offer	Wednesday, 7 April 2021
Commencement of trading of New Shares issued under the Institutional Entitlement Offer	Wednesday, 7 April 2021
Retail Entitlements trading on ASX ends	Monday, 12 April 2021
New Shares issued under the Retail Entitlement Offer commence trading on ASX on a deferred settlement basis	Tuesday, 13 April 2021
<b>Retail Entitlement Offer closes (5.00pm Melbourne time)</b>	<b>Monday, 19 April 2021</b>
Retail Shortfall Bookbuild	Thursday, 22 April 2021

Settlement of the Retail Entitlement Offer	Tuesday, 27 April 2021
Allotment of New Shares under the Retail Entitlement Offer	Wednesday, 28 April 2021
New Shares issued under the Retail Entitlement Offer commence trading on ASX on a normal settlement basis	Thursday, 29 April 2021
Despatch of holding statements for New Shares issued under the Retail Entitlement Offer	Friday, 30 April 2021
Retail Premium (if any) despatched	Friday, 30 April 2021

This timetable is indicative only and may be subject to change without notice. Computershare reserves the right to amend any or all of these dates and times subject to the Corporations Act, the Listing Rules and other applicable laws. In particular, Computershare reserves the right to extend the closing date for the Retail Entitlement Offer, to accept late applications under the Retail Entitlement Offer (either generally or in particular cases) and to withdraw the Retail Entitlement Offer without prior notice. Any extension of the closing date will have a consequential effect on the allotment date of New Shares. Computershare also reserves the right not to proceed with the Entitlement Offer in whole or in part at any time prior to allotment and issue of the New Shares. In that event, the relevant application monies (without interest) will be returned in full to applicants.

## Enquiries

For further information on the Entitlement Offer please visit [www.cpuoffer.com](http://www.cpuoffer.com) or call the Computershare Offer Information Line: 1300 218 195 (within Australia) or +61 3 9415 4063 (outside Australia) between 8.30am and 5.00pm (Melbourne time) on Monday to Friday, before the Retail Entitlement Offer closes at 5.00pm (Melbourne time) on Monday, 19 April 2021. Alternatively, contact your stockbroker, solicitor, accountant or other professional adviser.

Sincerely

**Computershare Limited**  
**ACN 005 485 825**

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### Important information

This letter is issued by Computershare Limited (ACN 005 485 825). This letter is not a prospectus or offering document under Australian law or under any other law. It is for information purposes only and does not constitute an offer, invitation or recommendation to subscribe for, retain or purchase any shares in Computershare in any jurisdiction. This letter does not constitute financial product advice and does not and will not form part of any contract for the acquisition of Computershare ordinary shares.

This letter does not constitute an offer to sell, or the solicitation of an offer to buy, any shares in the United States. The Retail Entitlements and the New Shares have not been, and will not be, registered under the U.S. Securities Act of 1933 (the "**Securities Act**") or the securities laws of any state or other jurisdiction of the United States. Accordingly, the Retail Entitlements may not be issued to, or exercised or taken up by, and the New Shares may not be offered or sold to, directly or indirectly, persons in the United States or persons who are acting for the account or benefit of persons in the United States unless they are offered and sold in a transaction exempt from, or not subject to, the registration requirements of the Securities Act and applicable securities laws of any state or other jurisdiction of the United States.

In particular, persons in the United States and persons acting for the account or benefit of persons in the United States will not be eligible to purchase or trade Retail Entitlements on the ASX or otherwise, or take up or exercise Retail Entitlements purchased on the ASX or otherwise, or transferred from another person.

Certain statements made in this document are forward-looking statements. These forward-looking statements are not historical facts but rather are based on Computershare's current expectations, estimates and projections about the industry in which Computershare operates, and beliefs and assumptions. Words such as "anticipates," "expects," "intends," "plans," "believes," "seeks," "estimates," and similar expressions are intended to identify forward-looking statements. These statements are not guarantees of future performance and are subject to known and unknown risks, uncertainties and other factors, some of which are beyond the control of Computershare, are difficult to predict and could cause actual results to differ materially from those expressed or forecasted in the forward-looking statements. Computershare cautions security holders and prospective security holders not to place undue reliance on these forward-looking statements, which reflect the view of Computershare only as of the date of this document. The forward-looking statements made in this document relate only to events as of the date on which the statements are made. Computershare will not undertake any obligation to release publicly any revisions or updates to these forward-looking statements to reflect events, circumstances or unanticipated events occurring after the date of this document except as required by law or by any appropriate regulatory authority.

Nothing contained in this document constitutes investment, legal, tax or other advice. The information in this document is general information only, and does not take into account your individual objectives, taxation position, financial situation or needs. Please read the Retail Offer Booklet, and if you are unsure of your position, please seek professional advice from your stockbroker, solicitor, accountant or other professional adviser.