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# INVITATION FROM THE CHAIRMAN

Dear Shareholder,

We would like to invite you to our 2023 Annual General Meeting to be held at 10.00 am (Melbourne time) on Wednesday, 15 November 2023.

I am delighted we are once again able to invite you to attend this year's AGM in person, at our global headquarters at Yarra Falls in Abbotsford, Victoria. We also understand that, for many of our shareholders, the ability to attend our AGM online is very welcomed and that option will continue to be available for all shareholders using Computershare's online meeting platform.

## ITEMS OF BUSINESS

The resolutions to be considered at the AGM include the standard director re-elections, and this year Joe Velli and Abi Cleland are standing for re-election.

The resolutions also include the adoption of the remuneration report, which you can read from pages 43 to 64 of our Annual Report as well as a resolution to approve a proposed equity award grant to our Chief Executive Officer Stuart Irving under our long-term incentive plan.

Details of the resolutions are included in this Notice of Meeting. Your Board recommends that you vote in favour of all resolutions.

## YEAR IN REVIEW

As my first year as Chair of your company comes to a close, I can reflect that Computershare has performed well in volatile market conditions with recovery in the second half of the year supporting record earnings. Across our integrated model, recurring revenues were resilient. While event and transaction fees were impacted by lower market activity levels, higher interest rates drove record margin income and group results.

Our people have performed exceptionally well, managing the complex integration of recent major acquisitions, adapting to the opportunities and threats from a volatile macro-environment and re-shaping the way we work for a post-pandemic world.

### Navigating volatile market conditions

Management revenue was up 27% to over \$3.3bn. This included record Margin Income of \$792m for the Group, as interest rates continued to rise. However, the frequency of interest rate rises also created an uncertain macro business environment which caused higher input costs and slowed corporate activity, resulting, for example, in lower average client balances due to subdued bond issuance. Pleasingly, customer fee revenue grew across all core business lines. Transaction and event-based revenues were impacted by the volatility of interest rates but did improve in the second half, such that first half to second half growth in Management EBIT ex MI was 70%, as market conditions improved.

The company's risk management processes were stress-tested by the US banking crisis in March 2023 and, although we took a few learnings from the experience, the Board was pleased to note that management's response was swift and effective and that our pre-existing policies provided robust protection.

### Management Revenue



**\$3.3bn**

UP 27.2%

### Management EPS



**109.7 cps**

UP 89.3%

### Margin Income (MI)



**\$792.1m**

UP 323.4%

### Return on Invested Capital (ROIC)



**22.7%**

UP 1,050 bps

### Management EBIT ex. MI



**\$258.4m**

DOWN 24.9%

### Final dividend per share (AUD)



**40 cps<sup>1</sup>**

UP 33%<sup>2</sup>

## Building a simpler, stronger Computershare

We made good progress in building a more balanced, stronger Computershare with a focus on higher quality earnings from our core businesses of Issuer Services, Employee Share Plans and Corporate Trust. The sale in May of Kurtzman Carson Consultants (KCC), the Bankruptcy and Class Actions business, simplified the portfolio. We were also pleased to announce on 3 October 2023 the sale of our US Mortgage Services business and we continue to work on strategic options for the UK Mortgage Services business. We believe the core Group portfolio of businesses is driving improvement in the consistency of our earnings. To help protect Computershare from potential future downward moves in interest rates, we have locked in \$1.2bn of Margin Income through an active hedging program, the majority of which will be received over the next five years.

## Our place in the world

Our Environment, Social and Governance (ESG) measures are becoming more sophisticated, as we keep striving to have a positive impact on staff, communities, and the natural environment. This isn't a 'nice to have', as is shown by the excellent Diversity and Inclusion (D&I) results in our Employee Opinion Survey which tell us we are improving and moving in a direction where D&I becomes naturally part of what we do.

## Rewarding shareholders

The Board was delighted to share the benefits of this year's performance with shareholders through a significantly improved final dividend of 40 cents, up 33% on last year.

## A POSITIVE OUTLOOK

Management EPS is expected to increase by around 7.5% in FY24. We expect growth in core fees and further recovery in EBIT ex-MI. Margin Income is expected to be higher at around \$840m as higher net yields offset cyclically lower balances, although interest expense is also expected to rise reflecting higher rates.

Computershare's cash flow performance continues to be particularly strong and underpins rapid de-leveraging which is expected to provide substantial balance sheet capacity for disciplined capital allocation towards complementary acquisitions that strengthen the business. Our balance sheet strength has also enabled the company to announce an AU\$750 million share buyback program which is expected to further enhance returns to shareholders in FY24.

**It has been my great privilege to work with the Board, CEO Stuart Irving and Computershare's fantastic, dedicated team of people who delivered time and again for customers and shareholders over the past year. I thank them all and especially you, our shareholders, for your ongoing investment in our success.**



Paul Reynolds  
Chairman

\* This guidance was provided subject to the assumptions, detailed financial data and the important notice on slide 58 regarding forward looking statements of Computershare's FY23 results presentation available at [www.asx.com.au](http://www.asx.com.au).

# HOW TO PARTICIPATE AT THE COMPUTERSHARE 2023 AGM

## ATTENDING THE MEETING IN PERSON

### Venue

The Computershare 2023 AGM will be held at Computershare's offices at Yarra Falls, 452 Johnston Street, Abbotsford, VIC 3067. Access will be via the main entrance to the building.

### How to get to the AGM

**Train:** The nearest train station is Victoria Park station, which is a 10-minute walk from the Yarra Falls building. Victoria Park station is a stop on both the Mernda and Hurstbridge lines.

**Bus:** Bus route numbers 200 and 207 stop outside the Yarra Falls building on Johnston Street

**Car:** Car parking is available at the Abbotsford Convent carpark at 1 Heliers Street or otherwise in the surrounding streets to Yarra Falls.

**Accessibility:** Car parking is available at the Abbotsford Convent carpark at 1 Heliers Street or otherwise in the surrounding streets to Yarra Falls.

### Registration

Shareholders can register at the meeting from 9.00am. If you have a smartphone, please bring it with you to use the online voting platform during the meeting. If you do not have a smartphone, other options will be available.

## ATTENDING THE MEETING ONLINE

You can participate in the AGM online using your smartphone, tablet or computer. You will be able to view a live webcast of the meeting, ask the Directors questions and submit your votes in real-time.

To participate in the meeting online:

1. Go to the following website: <https://meetnow.global/CPU2023>
2. Click on 'Join Meeting Now'.
3. Enter your SRN/HIN. Proxyholders will need to contact Computershare prior to the AGM to obtain their login details.
4. Enter your postcode registered to your holding if you are an Australian shareholder. If you are an overseas shareholder, select the country of your registered holding from the drop-down list.
5. Accept the Terms and Conditions and 'Click Continue'.

Online registration will open one hour before the meeting. You can view the AGM live and also ask questions and cast direct votes at the appropriate times while the meeting is in progress.

Follow the instructions on the screen to view the meeting, ask a question and cast your vote. We have also prepared a detailed Computershare AGM Online User Guide which is available at [www.computershare.com.au/virtualmeetingguide](http://www.computershare.com.au/virtualmeetingguide).

You do not need to be a shareholder or proxyholder to view the meeting online. Access the meeting using the above website address and select the option to register as a 'Guest'. Only shareholders who validly login to the online meeting can ask questions and vote. If you are a shareholder and wish to lodge your vote in advance of the meeting, you can do so online at [www.investorvote.com.au](http://www.investorvote.com.au).

## LODGING YOUR VOTE BEFORE THE AGM

If you elected to receive your Notice of Meeting and voting form electronically, or have provided Computershare with your email address, you will have received an email with a link to the Computershare Investor Vote website: [www.investorvote.com.au](http://www.investorvote.com.au). You will need your SRN/HIN and your postcode to submit your proxy appointment.

Shareholders who have not elected to receive their Notices of Meetings electronically will either receive a paper Notice and Access in the mail that will provide details on how to access the Notice of Meeting online at [www.computershare.com/agm](http://www.computershare.com/agm) or, if elected, a paper Notice of Meeting and proxy form.

Proxies may be lodged in the following ways:

Online	<a href="http://www.investorvote.com.au">www.investorvote.com.au</a> (by following the instructions set out on the website)
Facsimile	(in Australia) 1800 783 447 (outside Australia) +61 3 9473 2555
Mail	Computershare Share Registrar Computershare Investor Services Pty Limited GPO Box 242 Melbourne, Victoria 3001

A proxy appointment (and the power of attorney or other authority under which it is signed, if any) must be received by Computershare's Share Registry, no later than 10.00 am (Melbourne time) on Monday, 13 November 2023.

Intermediary Custodian voting: for intermediary online subscribers only (Custodians), please submit your voting intentions at [www.intermediaryonline.com](http://www.intermediaryonline.com).

## HOW TO ASK QUESTIONS

We welcome questions from shareholders before and during the meeting. Questions should relate to matters relevant to the business of the meeting. Shareholders may also submit questions to Computershare's Auditor on the content of the Auditor's Report or the conduct of its audit for the year ended 30 June 2023. The Auditor is not obliged to provide written answers.

### To ask a question before the AGM

Shareholders can submit their questions in advance of the meeting by submitting a question when voting online prior to the meeting (at [investorvote.com.au](http://investorvote.com.au)).

### To ask a question during the AGM

If you are attending online at <https://meetnow.global/CPU2023>, then follow the instructions in the platform on how to ask a question. If attending in person, the Chairman will outline the process during the meeting. The Chairman of the meeting will endeavour to address the more frequently raised themes during the course of the meeting. Please note that individual responses will not be sent to shareholders.

# NOTICE OF ANNUAL GENERAL MEETING

The 2023 Annual General Meeting (AGM) of Computershare Limited (ABN 71 005 485 825) (Company) will be held on Wednesday, 15 November 2023 commencing at 10.00 am (Melbourne time). The meeting will be held as a hybrid meeting and shareholders may either attend online or in person at Yarra Falls, 452 Johnston Street, Abbotsford, Victoria.

## ITEMS OF BUSINESS

### 1. FINANCIAL STATEMENTS AND REPORTS

To receive and consider the Financial Report, the Directors' Report and the Auditor's Report for the year ended 30 June 2023.

### 2. RE-ELECTION OF MR JOSEPH VELLI AS A DIRECTOR

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

"That Mr Joseph Velli, who retires from office, is re-elected as a director of the Company."

### 3. RE-ELECTION OF MS ABIGAIL CLELAND AS A DIRECTOR

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

"That Ms Abigail Cleland, who retires from office, is re-elected as a director of the Company."

### 4. REMUNERATION REPORT

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

"That the Remuneration Report for the year ended 30 June 2023 is adopted."

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

### 5. FY24 LTI GRANT TO THE CHIEF EXECUTIVE OFFICER

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

"That the Company approve the grant to the Chief Executive Officer, Stuart Irving, of 151,774 performance rights under the Company's Long Term Incentive plan on the terms summarised in the Explanatory Notes."

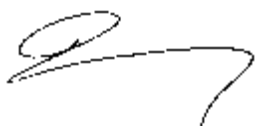
## ADDITIONAL INFORMATION

Please refer to the Explanatory Notes for more information on each item of business.

Under the Corporations Act, voting restrictions apply to the Company's key management personnel (KMP) and their closely related parties for Items 4 and 5. The term 'closely related party' in relation to a member of KMP includes a spouse, dependent and certain other close family members, as well as any companies controlled by the KMP. In addition, a voting exclusion applies in respect of item 5 under the ASX Listing Rules. Please refer to the Explanatory Notes for more details.

The Chairman of the Meeting intends to vote all available proxies in favour of each item of business.

By Order of the Board



D M Horsley  
Company Secretary  
11 October 2023

# EXPLANATORY NOTES

These Explanatory Notes are included in, and form part of, the Notice of AGM dated 11 October 2023.

## ITEM 1 – FINANCIAL STATEMENTS AND REPORTS

The Corporations Act requires the Financial Report, the Directors' Report and the Auditor's Report to be received and considered at the AGM.

While shareholders are not required to vote on these reports, shareholders will be given a reasonable opportunity at the AGM to ask questions about or make comments on the reports.

## ITEM 2 – RE-ELECTION OF MR JOSEPH VELLI AS A DIRECTOR

### Reasons for retirement and presentation for re-election

Mr Joseph Velli retires from office and, being eligible, offers himself for re-election.

### Professional experience

**Position:** Non-Executive Director

**Age:** 64

**Independent:** Yes

### Term of office

Mr Joseph Velli was appointed to the Board on 1 October 2014 as a non-executive director, and he was last re-elected by shareholders in November 2020.

### Skills and experience

Joseph Velli is a retired financial services and technology executive with extensive Capital Markets and Security Servicing experience, including Corporate Trust and Registrar Services, M&A and public board experience. For most of his career, Joseph served as Senior Executive Vice President of The Bank of New York and as a member of the Bank's Senior Policy Committee.

During his 22-year tenure with the Bank, Joseph's responsibilities included heading Global Issuer Services, Global Custody and related Investor Services, Global Liquidity Services, Pension and 401k Services, Consumer and Retail Banking, Correspondent Clearing and Securities Services. Most recently Joseph served as the Chairman and Chief Executive Officer of Convergenx Group.

### Other directorships and offices

Non-Executive Director of Paychex Inc

Non-executive Director of Cognizant Technology Solutions Corporation

Non-Executive Director of AssetMark Financial Holdings Inc

### Board committee membership

Member of the People and Culture Committee

Member of the Nomination Committee

### Recommendation

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



## ITEM 3 – RE-ELECTION OF MS ABIGAIL CLELAND AS A DIRECTOR

### Reasons for retirement and presentation for re-election

Ms Abigail Cleland retires from office and, being eligible, offers herself for re-election.

### Professional experience

**Position:** Non-Executive Director

**Age:** 50

**Independent:** Yes

### Term of office

Ms Abigail Cleland was appointed to the Board on 14 February 2018 as a non-executive director, and she was last re-elected by shareholders in November 2020.

### Skills and experience

Abigail Cleland has extensive global experience in strategy, M&A, digital and business growth. Abigail has held senior executive roles in the industrial, retail, agriculture and financial services sectors at companies including ANZ, Amcor, Incitec Pivot and Caltex, after starting her career at BHP.

Abigail also set up and ran an advisory and management business, Absolute Partners, which focused on strategy, M&A and building businesses leveraging disruptive changes.

### Other directorships and offices

Non-Executive Director of Orora Limited

Non-executive Director of Coles Group Limited

### Board committee membership

Member of the People and Culture Committee

Member of the Nomination Committee

### Recommendation

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

## ITEM 4 – REMUNERATION REPORT

Shareholders are asked to adopt the Company's Remuneration Report for the year ended 30 June 2023. The Remuneration Report is set out on pages 43 to 64 of the Company's 2023 Annual Report.

Computershare's remuneration strategy is designed to provide a link between the achievement of the Company's strategic objectives and executive reward. It is designed to reward, motivate and retain the Company's executive team with market competitive remuneration and benefits, to support the continued success of the Company's businesses and the creation of long-term shareholder value.

The Remuneration Report sets out, in detail, the Company's policy for determining remuneration for Directors and Senior Executives. It includes information on the elements of remuneration that are performance-based, the performance conditions that apply, and the methodology used to assess the achievement of these performance conditions.

The vote on resolution 4 is advisory only and does not bind the Directors or the Company. However, a reasonable opportunity for discussion of the Remuneration Report will be provided at the Annual General Meeting. The Board will take into account the discussion on this resolution and the outcome of the vote when considering the future remuneration arrangements of the Company.

We trust that the 2023 Remuneration Report explains our remuneration strategy in the context of the markets in which we compete for our executive talent, how the elements of our remuneration are intended to underpin our long-term strategies and how our Group performance dictates executive remuneration outcomes and provides alignment with shareholders.

### Voting exclusion statement

The Company will disregard any votes cast on Item 4 by or on behalf of a member of the KMP whose remuneration is disclosed in the Remuneration Report (and their closely related parties) in any capacity. In addition, any votes cast as a proxy on this item by any other member of the KMP (and their closely related parties) will also be disregarded.

However, the Company will not disregard a vote as a result of these restrictions if it is cast:

- > As proxy for a person entitled to vote in accordance with a direction on the proxy form;
- > By the Chairman of the Meeting as proxy for a person entitled to vote and the Chairman has received express authority to vote undirected proxies as the Chairman sees fit.

### Recommendation

The Board recommends that shareholders vote FOR Item 4.

## ITEM 5 – FY24 LTI GRANT TO THE CHIEF EXECUTIVE OFFICER

The Company is seeking shareholder approval for the grant of 151,774 performance rights to the CEO, Stuart Irving, in respect of his FY24 long-term incentive grant under the Computershare Long Term Incentive Plan (LTI Plan) on the terms set out below.

The structure of the proposed FY24 LTI plan is consistent with the FY23 LTI plan and comprises a grant of performance rights that are subject to three separate performance measures as explained in further detail below:

- > rTSR - 40%
- > Earnings per Share (excluding Margin Income) - 30%
- > Return on Invested Capital - 30%

The three measures are designed to complement each other in driving long-term value creation while collectively reflecting Computershare's reward principles of fairness, alignment, simplicity and risk management.

### FY24 LTI grant of Performance Rights

Each performance right granted under the LTI Plan entitles the CEO to one fully paid ordinary share in Computershare (or an equivalent cash amount) subject to the satisfaction of the performance conditions described below, over a three-year performance period. Until the performance hurdles are achieved and the performance rights vest, the CEO has no legal or beneficial interest in Computershare shares as a result of the grant of performance rights, and no entitlement to receive dividends and no voting rights in relation to the performance rights.

The total number of performance rights to be granted to the CEO is 151,774. This number was determined by dividing A\$3,694,181 (being the CEO's FY24 LTI opportunity translated into AUD) by A\$24.34 (being the volume-weighted average price of Computershare shares over the five trading days following the release of the Company's FY23 results on 15 August 2023).

The grant of performance rights to the CEO will be tested against the following performance hurdles:

#### rTSR Hurdle - 40% of FY24 LTI plan award

TSR calculates the return shareholders would earn if they held a notional number of shares over a period of time and measures the change in the Company's share price together with the value of dividends during the period, assuming that all those dividends are reinvested into new shares.

The Company's TSR performance is tested relative to the TSR performance of the companies within the ASX 100 index at the start of the performance period (any exclusions to be determined by the Board). The comparator group may be adjusted to take into account events during the performance period including, but not limited to takeovers, mergers, de-mergers or de-listings. The performance period is 1 July 2023 to 30 June 2026.

The percentage of performance rights that are subject to the rTSR hurdle that vest will be determined by the Board with reference to the percentile ranking achieved by the Company over the relevant performance period, compared to the other entities in the comparator group, as follows:

<b>rTSR ranking against peer group</b>	<b>Performance Rights subject to rTSR hurdle that vest (%)</b>
At or above the 75 <sup>th</sup> percentile	100%
Between the 50 <sup>th</sup> to 75 <sup>th</sup> percentile	Progressive pro rata vesting between 50% to 100% (i.e. on a straight line basis)
Equal to the 50 <sup>th</sup> percentile	50%
Below the 50 <sup>th</sup> percentile	0%

The Board retains the discretion to adjust the rTSR performance hurdle to ensure there is no material advantage or disadvantage due to matters outside management's control that materially affect TSR performance.

### EPS ex Margin Income (MI) hurdle - 30% of FY24 LTI plan award

The percentage of performance rights subject to the EPS ex MI hurdle that vest will be determined by the Board with reference to the average annual growth in management EPS excluding Margin Income (calculated on a constant currency basis) across the performance period, being 1 July 2023 to 30 June 2026 as follows:

Average annual growth in management EPS ex MI over the performance period (constant currency)		Performance Rights subject to EPS ex MI Hurdle that vest (%)
Maximum % or above	10% or greater	100%
Between threshold % and maximum %	Between 5% and 10%	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%

Setting EPS ex MI as a performance hurdle under the LTI plan incentivises management to deliver growth in the underlying business and the proposed target represents a challenging target where growth must be delivered without the benefit of any increases in Margin Income that may arise from interest rate increases that occur over the performance period. Margin Income will also remain a material determinant of performance under the LTI plan as it impacts shareholder returns and is also captured in the return on invested capital hurdle outlined below.

The EPS ex MI hurdle will be calculated on a constant currency basis. Constant currency means the impact of changes in foreign exchange rates on group earnings is eliminated. The Board considers the use of constant currency in assessing performance against the EPS ex MI hurdle is the better approach, as it provides a correlation between management performance and remuneration outcomes and avoids unintended windfall gains and losses by virtue of currency movements.

### Average annual Return on Invested Capital (ROIC) hurdle - 30% of FY24 LTI plan award

ROIC is intended to incentivise management to improve and grow earnings, including through earnings accretive investments, while at the same time ensuring growth is achieved with capital discipline.

ROIC will be calculated by dividing management EBIT (post tax) by Invested Capital (comprising net debt plus equity plus cumulative management adjusted cash costs associated with restructuring programs and acquisition integrations). This will ensure that the integration-related expenses from acquisitions will be appropriately recognised as a use of capital, as well as other below-the-line expenses such as the investments made in delivering restructuring and cost-out programs (which are one-off and non-recurring).

The percentage of performance rights subject to the ROIC hurdle that vest will be determined by the Board with reference to the rolling average ROIC achieved by the Company across the performance period, being 1 July 2023 to 30 June 2026 as follows:

Average annual ROIC over the performance period		Performance Rights subject to ROIC that vest (%)
Maximum % or above	17.50% or greater	100%
Between threshold % and maximum %	Between 16% and 17.50%	Progressive pro rata vesting between 50% to 100% (i.e. on a straight line basis)
Threshold %	16%	50%
Less than the threshold %	Less than 16%	0%

The threshold and maximum ROIC targets for the FY24 LTI plan are 25% and 21% higher respectively than the ROIC targets in the FY23 LTI plan of 12.75% and 14.5%.

## Approval requested

Approval is requested under the ASX Listing Rules to enable the Company to grant equity securities to the CEO (as a director of the Company) under an employee incentive scheme.

The grant of performance rights to the CEO forms part of the CEO's overall remuneration and will be granted at no cost to the CEO. No amount is payable on vesting of the performance rights.

The performance rights will be granted under and subject to the rules of the LTI Plan. If shareholder approval is obtained, the performance rights will be granted to the CEO shortly after the meeting and, in any event, no later than 12 months after the date of the meeting.

Performance rights are non-transferable, except in limited circumstances or with the consent of the Board. Subject to compliance with the Computershare Securities Trading Policy, shares allocated to the CEO on vesting of any performance rights will not be subject to any further trading restrictions.

## CEO's current remuneration package

The CEO's current remuneration package is as follows:

Fixed	£1,130,514
STI opportunity	100% of fixed remuneration at target, 150% of fixed remuneration at maximum
LTI opportunity	172% of fixed remuneration on a face value basis

This constitutes a 3% increase on the CEO's FY23 remuneration.

## Treatment of performance rights on cessation of employment

If the CEO ceases employment before the end of the performance period as a 'good leaver', the Board may determine, in its sole and absolute discretion, the manner in which the unvested performance rights will be dealt with, including but not limited to allowing some or all of the awards to continue to be held by the CEO, and be subject to the existing conditions (except any service condition) or requiring that some or all the performance rights lapse.

Where the CEO ceases employment as a 'bad leaver', unless the Board in its sole and absolute discretion determines otherwise, any unvested performance rights will lapse.

## Change of control

Where a change of control event occurs prior to vesting of the performance rights, subject to the Board's discretion to determine otherwise, all conditions on these awards will cease to apply, and the unvested performance rights will vest. All restrictions on the disposal of any of these awards will cease to apply to the extent necessary to allow the CEO to sell into the change of control event.

## Clawback

In the event that the CEO engages in certain conduct such as that which involves fraud, dishonesty or a material misstatement of or omission from the financial statements, the Board may make a determination as to the treatment of awards, including lapsing unvested awards, or clawing back vested shares or the proceeds from the sale of vested shares, to ensure that no unfair benefit is obtained by the CEO.

## Outcome if shareholder approval is not obtained

If shareholder approval is not obtained, the proposed grant of performance rights to the CEO will not proceed. This may impact Computershare's ability to incentivise the CEO, to align his interests with those of shareholders and to align his remuneration arrangements with the remuneration arrangements of Computershare's other senior executives. In these circumstances, the Board intends to approve the provision of an equivalent benefit in cash (including the same performance conditions and period).

## Other information

In relation to the LTI Plan:

- > The CEO is the only director entitled to participate in the LTI Plan.
- > The total number of securities that have previously been issued to the CEO under the LTI plan since it was introduced in 2014 is 1,251,071 performance rights and 367,406 share appreciation rights for nil consideration.
- > There is no loan scheme in relation to the acquisition of the performance rights (or the shares provided on vesting) as no payment is required.
- > On vesting of performance rights, shares may be issued or acquired on market, or the Board may determine to settle the award in cash.

The CEO is prohibited from entering into any scheme or arrangement under which he hedges or alters the economic benefit that he may derive in respect of the grant of performance rights.

Details of any securities issued under the LTI plan will be published in the FY24 Annual Report along with a statement that approval for this issue was obtained as per Rule 10.14. Any additional persons covered by listing rule 10.14 who become entitled to participate in an issue of securities under the scheme after the resolution is approved and who were not named in the notice of meeting will not participate until approval is obtained under that rule.

A copy of the Computershare Limited Equity Incentive Plan Rules can be made available upon request.

### **Voting exclusion statement**

The Company will disregard any votes cast on Item 5:

- > That is in favour of the resolution by or on behalf of the CEO or an associate of the CEO, in any capacity, or
- > As a proxy by any member of the KMP (and their closely related parties) if his or her appointment does not specify the way in which the proxy is to vote.

However, the Company will not disregard a vote as a result of these restrictions if it is cast by:

- > A person as a proxy or attorney for a person who is entitled to vote on the resolution, in accordance with direction given to the proxy or attorney to vote on the resolution in that way, or
- > The Chairman of the meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the Chairman to vote on the resolution as the Chairman decides, or
- > A holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary, provided the following conditions are met:
  - > The beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and
  - > The holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

### **Recommendation**

The Board (excluding Mr Irving) considers the grant of performance rights to Mr Irving to be appropriate and recommends that shareholders vote FOR Item 5.

# IMPORTANT INFORMATION FOR SHAREHOLDERS

## Who can vote at the AGM?

To vote at the AGM, you must be a registered holder of Computershare shares as at 7.00 pm (Melbourne time) on Monday, 13 November 2023. The number of shares you hold at that time determines your voting entitlement. Restrictions apply to the eligibility of certain people to vote on particular items of business. Computershare has set out the applicable voting exclusions against each relevant item of business in this notice of meeting.

## How will voting be conducted?

The Chairman of the Meeting intends to call a poll, to be conducted by electronic means, on each resolution.

## How do I register my online attendance on the day of the AGM?

Online registration will open from 9am on (Melbourne time) on Wednesday, 15 November 2023. We ask that shareholders and proxyholders log in at least 15 minutes prior to the meeting.

To make the registration process quicker, please have your SRN/HIN and registered postcode or country code ready. Proxyholders will need to contact the call centre on +61 3 9415 4024 prior to the AGM to obtain their login details.

## I have a power of attorney from a shareholder - how do I vote?

An original or certified copy of the power of attorney under which you are authorised to attend and vote at the meeting must be provided to Computershare's Share Registry prior to the AGM (unless you or the shareholder has previously lodged this paperwork with Computershare's Share Registry).

## I am a corporate shareholder - how can I attend and vote?

Corporate shareholders and corporate proxies may appoint a representative in accordance with the Corporations Act. Computershare will require a certificate appointing the corporate representative. A form of certificate may be obtained from the Company's share registry. The certificate must be lodged with the Company before the AGM.

## What if my proxy is a KMP of Computershare or a closely related party of the KMP?

If you appoint as your proxy any director of Computershare, except the Chairman of the Meeting, or any other KMP or any of their closely related parties, and you do not direct your proxy how to vote on either Item 4 or 5, he or she will not vote your proxy on those items of business.

## Can I appoint the Chairman of the meeting as my proxy?

Yes, you can appoint the Chairman of the meeting as your proxy. If you appoint the Chairman of the meeting as your proxy, or the Chairman of the meeting is appointed as your proxy by default, and you do not mark the voting boxes on the voting form for Items 4 and 5, then by completing and submitting the voting form you are expressly authorising the Chairman of the meeting to exercise your proxy as he sees fit in relation to those resolutions, even though they are connected with the remuneration of Computershare's KMP. The Chairman of the meeting intends to vote all available proxies in favour of each item of business.

## Can I lodge a direct vote before the meeting?

If you are a shareholder, you may also deliver a direct vote by indicating on the voting form that you are casting your vote directly and then placing a mark in one of the boxes opposite each item of business on the voting form.

All of your shares will be voted in accordance with such direction, unless you indicate that your direction is to vote only a portion of your votes on any item or to cast your votes in different ways on any item, by inserting the number of shares in the appropriate box or boxes.

If you indicate that you are lodging your votes directly and then do not mark any of the boxes on a given item, no direct votes will be recorded on that item. If you indicate that you are delivering your votes directly and then mark more than one box on an item, your vote on that item will be invalid.

If you insert a number of shares in boxes on any item that, in total, exceed the number of shares that you hold as at the voting entitlement time, your vote on that item will be invalid, unless you inserted the number of shares in one box only, in which case it will be taken to be valid for the total number of shares held at that time.

You can lodge your direct vote in the same way as a proxy - refer to "When and how do I lodge a proxy?".

## Technical difficulties

Technical difficulties may arise during the course of the AGM. The Chairman has discretion as to whether and how the meeting should proceed in the event that a technical difficulty arises. In exercising his discretion, the Chairman will have regard to the number of shareholders impacted and the extent to which participation in the business of the meeting is affected.

Where he considers it appropriate, the Chairman may continue to hold the meeting and transact business, including conducting a poll and voting in accordance with valid proxy instructions. For this reason, shareholders are encouraged to lodge a proxy by 10.00 am (Melbourne time) on Monday, 13 November 2023, even if they plan to attend online.

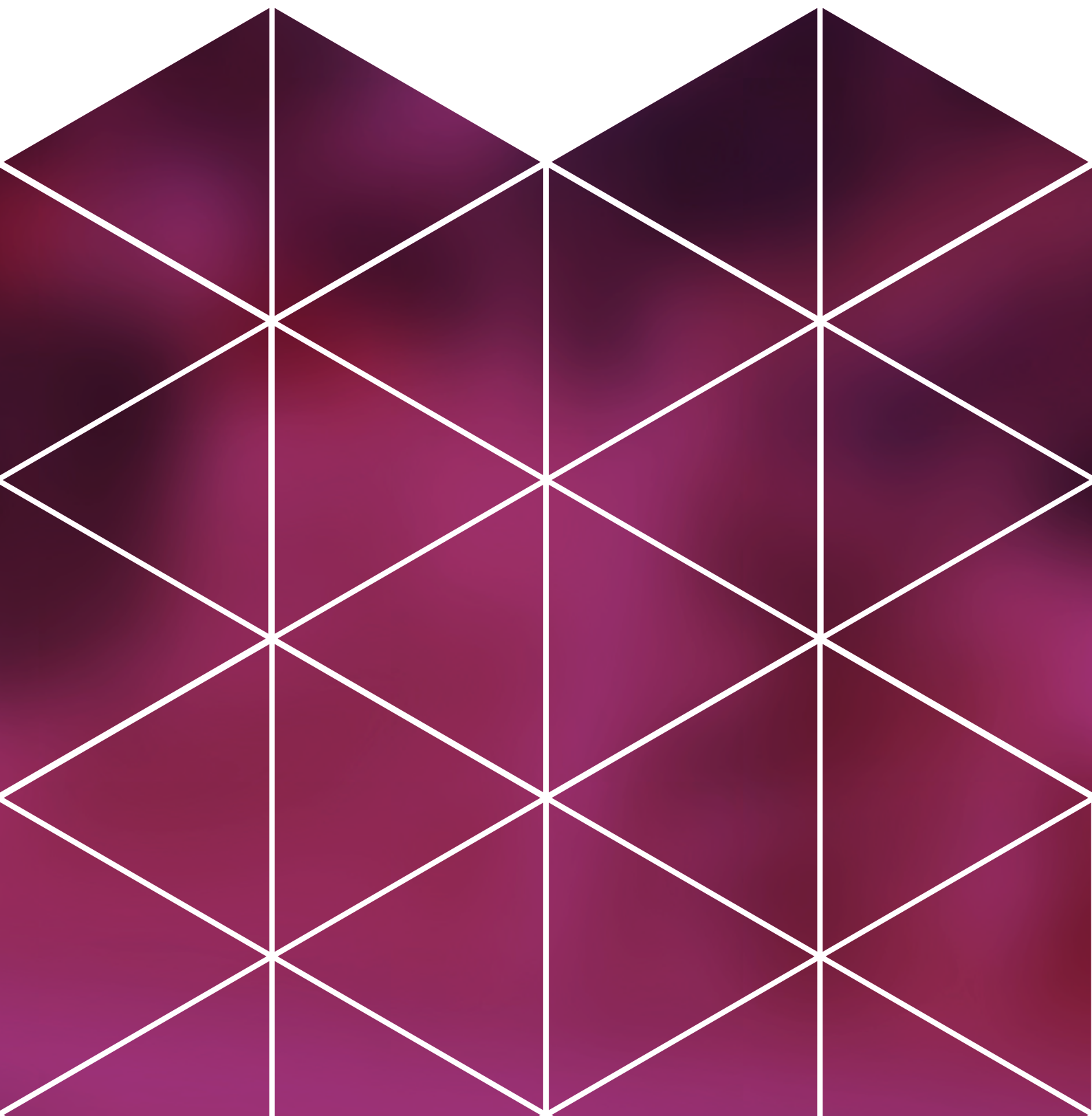
## Annual Report

An electronic version of Computershare's Annual Report is available at:  
<https://www.computershare.com/annualreport>

## Head Office

Computershare Limited  
ABN 71 005 485 825  
Yarra Falls 452 Johnston Street  
Abbotsford Victoria 3067 Australia

Telephone: +61 3 9415 5000  
Facsimile: +61 3 9473 2500





CPU

MR SAM SAMPLE  
FLAT 123  
123 SAMPLE STREET  
THE SAMPLE HILL  
SAMPLE ESTATE  
SAMPLEVILLE VIC 3030

## NEED ASSISTANCE?

### Phone:

1300 307 613 (within Australia)  
+61 3 9415 4222 (outside Australia)

### Online:

[www.investorcentre.com/contact](http://www.investorcentre.com/contact)

## YOUR VOTE IS IMPORTANT

For your vote to be effective it must be received by 10.00am (Melbourne time) Monday, 13 November 2023.

# VOTING FORM

## VOTE ONLINE

Use your mobile device to scan the personalised QR code.



or go to [www.investorvote.com.au](http://www.investorvote.com.au) and lodge your vote online using your secure access information:

**Control Number: 999999**

**SRN/HIN: I9999999999**

**PIN: 99999**

## OR FILL OUT THIS FORM ► AND RETURN

### by mail:

Computershare Investor Services  
Pty Limited  
GPO Box 242  
Melbourne VIC 3001 Australia

### by fax:

1800 783 447 within Australia  
or +61 3 9473 2555 outside  
Australia

For Intermediary Online subscribers (custodians) go to [www.intermediaryonline.com](http://www.intermediaryonline.com)

## HOW TO VOTE ON ITEMS OF BUSINESS

XX

All your securities will be voted in accordance with your directions.

### Vote directly

**Voting 100% of your holding:** Mark either the For, Against or Abstain box opposite each item of business. Your vote will be invalid on an item if you do not mark any box OR you mark more than one box for that item.

**Voting a portion of your holding:** Indicate a portion of your voting rights by inserting the number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement.

### Appointment of Proxy

**Voting 100% of your holding:** Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote or abstain as they choose (to the extent permitted by law). If you mark more than one box on an item your vote will be invalid on that item.

**Voting a portion of your holding:** Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

**Appointing a second proxy:** You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

**A proxy need not be a securityholder of the Company.**

### Signing instructions for postal forms

**Individual:** Where the holding is in one name, the securityholder must sign.

**Joint Holding:** Where the holding is in more than one name, all of the securityholders should sign.

**Power of Attorney:** If you have not already lodged the Power of Attorney with the registry, please attach a certified photocopy of the Power of Attorney to this form when you return it.

**Companies:** Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please sign in the appropriate place to indicate the office held. Delete titles as applicable.

### Participating in The Meeting

**Corporate Representative:** If a representative of a corporate securityholder or proxy is to participate in the meeting you will need to provide the appropriate "Appointment of Corporate Representative". A form may be obtained from Computershare or online at [www.investorcentre.com](http://www.investorcentre.com) under the help tab, "Printable Forms".



# VOTING FORM

Please mark  to indicate your directions **XX**

## STEP 1 Indicate How Your Vote Will Be Cast

Select one option only

At the Annual General Meeting of Computershare Limited to be held as a hybrid meeting on Wednesday, 15 November 2023 commencing at 10.00am (Melbourne time) and at any adjournment or postponement of that meeting, I/We being member/s of Computershare Limited direct the following:

**A Vote Directly**  Record my/our votes strictly in accordance with directions in Step 2. **PLEASE NOTE:** A Direct Vote will take priority over the appointment of a Proxy. For a valid Direct Vote to be recorded you must mark FOR, AGAINST, or ABSTAIN on each item.

OR

**B Appoint a proxy to vote on your behalf** I/We hereby appoint:  
 **The Chairman of the Meeting** OR   
**PLEASE NOTE:** Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).  
or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit).

**Chairman authorised to exercise undirected proxies on remuneration related resolutions:** Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman becomes my/our proxy by default), I/we expressly authorise the Chairman to exercise my/our proxy on Items 4 and 5 (except where I/we have indicated a different voting intention in step 2) even though Items 4 and 5 are connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman.

**The Chairman of the Meeting intends to vote undirected proxies in favour of each Item of business.**

**Important Note:** If the Chairman of the Meeting is (or becomes) your proxy you can direct the Chairman to vote for or against or abstain from voting on Items 4 and 5 by marking the appropriate box in step 2.

## STEP 2 Items of Business

**PLEASE NOTE:** If you have appointed a proxy and you mark the **Abstain** box for an item, you are directing your proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority. If you are directly voting and you mark the **Abstain** box for an item, it will be treated as though no vote has been cast on that item and no vote will be counted in computing the required majority.

	For	Against	Abstain
Item 2 Re-election of Mr Joseph Velli as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 3 Re-election of Ms Abigail Cleland as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 4 Remuneration report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 5 FY24 LTI Grant to the Chief Executive Officer	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business. In exceptional circumstances, the Chairman of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

## STEP 3 Signature of Securityholder(s)

This section must be completed.

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary



**The 2023 Computershare Annual General Meeting will be held on Wednesday, 15 November 2023 at 10.00am**

To participate online you will need to visit <https://meetnow.global/CPU2023> on your smartphone, tablet or computer.

Change of address. If incorrect, mark this box and make the correction in the space to the right. Shareholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.

MR SAM SAMPLE  
FLAT 123  
123 SAMPLE STREET  
THE SAMPLE HILL  
SAMPLE ESTATE  
SAMPLEVILLE VIC 3030



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