NOTICE OF MEETING 2013

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COMPUTERSHARE NOTICE OF ANNUAL GENERAL MEETING

The 2013 Annual General Meeting of Computershare Limited (ABN 71 005 485 825)

Location: Conference Centre

Yarra Falls, 452 Johnston Street, Abbotsford, Victoria, 3067

Date: Wednesday, 13 November 2013

ADVANTAGE

Time: 10.00am

Computershare



Notice of Annual General Meeting

The 2013 Annual General Meeting (AGM) of Computershare Limited (ABN 71 005 485 825) (Company) will be held on Wednesday, 13 November 2013 commencing at 10:00am at Yarra Falls, 452 Johnston Street, Abbotsford, Victoria, Australia.

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 2013.

2. Re-election of Mr A L Owen as a Director

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

"That Mr A L Owen, who retires from office under clause 64 of the Company's Constitution, is re-elected as a director of the Company."

3. Remuneration Report

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

"That the Remuneration Report for the year ended 30 June 2013 is adopted."

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

By Order of the Board

D M Horsley

Company Secretary

24 September 2013

Explanatory Notes

These Explanatory Notes are included in, and form part of, the Notice of AGM dated 24 September 2013.

Item 1 - Financial Statements and Reports

The Corporations Act 2001 (Cth) (Corporations Act) requires the Financial Report, the Directors' Report and the Auditor's Report (Reports) 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 A L Owen as a Director

Reasons for retirement and presentation for re-election

Mr Arthur Leslie (Les) Owen retires in accordance with clause 64 of the Company's Constitution and, being eligible, offers himself for re-election.

Professional experience

Set out below is an overview of Mr Owen's professional background.

Position: Non-Executive Director

Age: 64

Independent: Yes

Term of Office:

Mr Owen was appointed to the Board on 1 February 2007 as a Non-Executive Director. He was last re-elected in 2010.

Skills and Experience:

Mr Owen 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:

Non-Executive Chairman of the Jelf Group Plc (appointed in July 2010)

Non-Executive Director of CPP Group Plc (appointed in September 2010)

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

Recommendation

The other directors unanimously support the re-election of Mr Owen.

Item 3 - Remuneration Report

The Directors' Report for the year ended 30 June 2013 contains a Remuneration Report, which sets out the policy for the remuneration of the directors and certain group executives of the Company and its subsidiaries.

The Corporations Act requires that a resolution be put to the vote of the Company's shareholders that the Remuneration Report be adopted.

The Corporations Act expressly provides that the vote is advisory only and does not bind the directors or the Company. However, under the Corporations Act, if at least 25% of the votes cast on the resolution at the AGM are against adoption of the Remuneration Report, then, if, at the Company's annual general meeting in 2014, at least 25% of the votes cast on the resolution for adoption of the remuneration report are also against its adoption, at that meeting the Company will be required to put to shareholders a resolution (Spill Resolution) proposing that a general meeting be held (Spill Meeting) to consider the re-election of the directors of the Company.

If more than 50% of the votes cast on the Spill Resolution are in favour of the Spill Resolution, the Spill Resolution will be passed. The Spill Meeting must be held within 90 days after the passing of the Spill Resolution. All of the directors who were directors of the Company when the resolution to make the directors' report considered at the annual general meeting was passed (other than the managing director) will cease to hold office immediately before the end of the Spill Meeting, unless they are re-elected at the Spill Meeting.

Shareholders attending the AGM will be given a reasonable opportunity to ask questions about, or make comments on, the Remuneration Report.

VOTING RESTRICTIONS IN RESPECT OF ITEM 3

The Company will disregard any votes cast on the resolution at Item 3 (adoption of the Remuneration Report) by:

- (a) a member of the key management personnel of the Company or the Company's Group (KMP);
- (b) a closely related party of a KMP; or
- (c) a person appointed as proxy where the appointment does not specify the way the proxy is to vote on the resolution, and the person is:
 - (i) a KMP; or
 - (ii) a closely related party of a KMP.

KMP are those persons having authority and responsibility for planning, directing and controlling the activities of the Company, whether directly or indirectly. Members of KMP include directors (both executive and non-executive) and certain senior executives.

A closely related party of a member of KMP is defined as:

- (a) a company the member controls;
- (b) the member's spouse, child or dependant (or a child or dependant of the member's spouse); or
- (c) anyone else who is one of the member's family and may be expected to influence, or be influenced by, the member in the member's dealings with the entity.

This means that the KMP of the Company (which includes each of the Directors) will not be able to vote as your proxy on Item 3 unless you tell them how to vote or, if the Chairman of the Meeting is your proxy (or becomes your proxy by default), you expressly authorise him to vote as he sees fit on Item 3 by leaving the boxes for that Item blank. Please read the information below under the heading 'Undirected proxies', which (among other things) deals with the Chairman's voting of undirected proxies on the resolution in Item 3.

Shareholders may be liable for breach of the voting restrictions in the Corporations Act if they cast a vote that the Company is required to disregard.

Information for Shareholders

IMPORTANT: The Board recommends that shareholders vote in favour of each item of business. The Chairman of the Meeting intends to vote all available undirected proxies in favour of each item of business.

- 1. Voting, direct votes and proxy votes
- 1.1 A shareholder entitled to attend and vote at the AGM may vote by:
 - (a) attending the meeting in person;
 - (b) appointing a proxy representative or attorney to attend and vote at the meeting on their behalf; or
 - (c) lodging a valid notice of their voting intention by means of a direct vote.
- 1.2 A shareholder may only vote by one of the methods listed in paragraph 1.1 above.
- 1.3 Shareholders who do not plan to attend the AGM are encouraged to complete and return a voting form, or to register their direct vote or proxy electronically (see below). Shareholders may withdraw their direct vote or proxy, and attend and vote at the AGM, even if they have sent a voting form to the Company or registered their vote electronically.

How to lodge a direct vote or appoint a proxy

- 1.4 A shareholder may lodge a direct vote or appoint a proxy by:
 - (a) using the voting form provided with this Notice of AGM; or
 - (b) the electronic medium available at the website http://www.investorvote.com.au. Shareholders who use this medium will be taken to have signed or authenticated their voting form if it is submitted in accordance with the instructions given on the website. Custodians and other intermediaries who are users of Computershare's Intermediary Online service may lodge their direct votes or appoint a proxy by the electronic medium available at the website http://www.intermediaryonline.com.

Direct voting

- 1.5 A shareholder may lodge a direct vote by indicating on the voting form that they are casting their vote directly and then placing a mark in one of the boxes opposite each item of business on the voting form. All of the shareholder's shares will be voted in accordance with such direction, unless the shareholder indicates that their direction is:
 - (a) to vote only a portion of their votes on any item; or
 - (b) to cast their votes in different ways on any item,

by inserting the number of shares in the appropriate box or boxes.

- 1.6 If a shareholder indicates that they are lodging their votes directly and then does not mark any of the boxes on a given item, no votes will be voted on that item.
- 1.7 If a shareholder indicates that they are lodging their votes directly and then marks more than one box on an item, their vote on that item will be invalid. If a shareholder inserts a number of shares in boxes on any item that in total exceed the number of shares that the shareholder holds as at the voting entitlement time, the shareholder's vote on that item will be invalid, unless the shareholder 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.

Appointing a proxy

- 1.8 A proxy:
 - (a) need not be a shareholder of the Company; and
 - (b) may be an individual or a body corporate.
- 1.9 A shareholder may direct their proxy how to vote by indicating on the voting form that they are appointing a proxy to vote on their behalf and then placing a mark in one of the boxes opposite each item of business on the voting form. All of the shareholder's shares will be voted in accordance with such direction, unless the shareholder indicates that their proxy is:
 - (a) to vote only a portion of their votes on any item; or
 - (b) to cast their votes in different ways on any item,
 - by inserting the percentage or number of shares in the appropriate box or boxes.
- 1.10 If a shareholder appointing a proxy does not mark any of the boxes on a given item, the proxy may vote as the proxy chooses. If the shareholder does not direct the proxy regarding all of their votes on any item, the proxy may vote as the proxy chooses in respect of the undirected votes. If the shareholder directs the proxy to cast their votes in different ways on any item, the proxy must not vote on a show of hands in respect of that item, but may vote on a poll.
- 1.11 If a shareholder appointing a proxy marks more than one box on an item, their vote on that item will be invalid. If a shareholder inserts percentages or a number of shares in boxes on any item that in total exceed 100% or exceed the number of shares that the shareholder holds as at the voting entitlement time, the shareholder's vote on that item will be invalid, unless the shareholder 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.
- 1.12 If the shareholder is entitled to cast two or more votes, the shareholder has the right to appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If the appointment does not specify the proportion or number of the shareholder's votes each proxy may exercise, each proxy may exercise one half of the shareholder's votes. If the shareholder appoints two proxies, neither proxy may vote on a show of hands.
- 1.13 Any directed proxies that are not voted on a poll at the meeting will automatically default to the Chairman of the Meeting, who is required to vote proxies as directed.

Undirected proxies

- 1.14 The Company's Chairman, Mr Morris, will chair the AGM and intends to vote all available undirected proxies in favour of all of the resolutions. If you complete a proxy form that authorises the Chairman of the Meeting to vote on your behalf as proxy, and you do not mark any of the boxes so as to give him directions about how your vote should be cast, then, in accordance with the express authority provided for in the proxy form, the Chairman will vote in favour of the resolution at Item 3 (adoption of the Remuneration Report). If you wish to appoint the Chairman of the Meeting as your proxy, and you wish to direct him how to vote, please tick the appropriate box on the form.
- 1.15 If you appoint as your proxy any director of Computershare, except the Chairman, or any other KMP or any of their closely related parties and you do not direct your proxy how to vote on Item 3, he or she will not vote your proxy on that item of business.

Signing the voting form

- 1.16 If the shareholder is:
 - (a) an individual the voting form must be signed or otherwise authenticated by the shareholder or the shareholder's attorney; or
 - (b) a corporation the voting form must be signed or otherwise authenticated in accordance with the Corporations Act or under the hand of an attorney.
- 1.17 Where two or more persons are registered as a shareholder, each person must sign or authenticate the voting form.
- 1.18 If the voting form is completed by an individual or a corporation under a power of attorney, that power of attorney must be provided to the Company together with the completed voting form, unless the Company has previously noted that power of attorney.

Lodging the voting form

- 1.19 To be effective, the voting form, together with any authority under which the voting form was signed and which has not already been provided to the Company, must be received by the Company's share registry at its registered office at 452 Johnston Street Abbotsford, Victoria, 3067, Australia by no later than 10:00am (Melbourne time) on Monday, 11 November 2013. Lodgement by mail is to the following address: Computershare Investor Services Pty Limited, GPO Box 242, Melbourne, Victoria, 3001, Australia.
- 1.20 A shareholder who wishes to lodge their direct vote or appoint their proxy electronically through http://www.investorvote.com.au (or http://www.intermediaryonline.com for custodians and other intermediaries who are users of Computershare's Intermediary Online service) must do so by no later than 10:00am (Melbourne time) on Monday, 11 November 2013.
- 1.21 Voting forms, together with any authority under which they were signed and which has not already been provided to the Company, may also be lodged by facsimile if received by no later than 10:00am (Melbourne time) on Monday, 11 November 2013. The facsimile number for this purpose is 1800 783 447 (within Australia) and +61 3 9473 2555 (outside Australia).

Electronic voting

1.22 Electronic voting will again be used at this year's AGM and, accordingly, the Chairman of the Meeting intends to call a poll, by electronic means, on each resolution.

Share register

1.23 The Company has determined, in accordance with regulation 7.11.37 of the *Corporations Regulations 2001* (Cth), that for the purpose of the AGM (including voting), shares will be taken to be held by those persons recorded in the Company's register as at 7:00pm (Melbourne time) on Monday, 11 November 2013.

2. Corporate representatives

- 2.1 Corporate shareholders and corporate proxies may appoint a representative in accordance with the Corporations Act.
- 2.2 The Company will require a certificate appointing the corporate representative. A form of certificate may be obtained from the Company's share registry.
- 2.3 The certificate must be lodged with the Company before the AGM or at the registration desk on the day of the AGM before the AGM commences. The certificate will be retained by the Company. A corporate representative will not be permitted to attend the AGM unless the necessary certificate of appointment has been produced prior to admission.

3. How to get to the AGM

3.1 Location

Yarra Falls, 452 Johnston Street, Abbotsford, Victoria, 3067. Entrance is via the Conference Centre. Melways Reference 2D-B8.

3.2 Getting there

By train

The nearest train station is Victoria Park station, which is a ten minute walk from the Yarra Falls building. Victoria Park station is a stop on both the Epping and Hurstbridge lines.

By bus

Bus route numbers 200, 201, 205 and 207 stop outside the Yarra Falls building on Johnston Street.

By car

Car parking is generally available on Johnston Street and in the surrounding streets.

4. Registration

If you are attending the AGM, it will assist us with registration if you bring your personalised voting form.

Computershare

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

The Annual Report and Shareholder Review are available online:

www.computershare.com





















Computershare Limited

ABN 71 005 485 825



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Lodge your vote:

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www.investorvote.com.au



≥ By Mail:

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

In Person:

Computershare Investor Services Pty Limited 452 Johnston Street Abbotsford, Victoria 3067

Alternatively you can fax your form to (within Australia) 1800 783 447 (outside Australia) +61 3 9473 2555

For Intermediary Online subscribers only (custodians) www.intermediaryonline.com

For all enquiries call:

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

Voting Form



Vote and view the annual report online

Go to www.investorvote.com.au or scan the QR Code with your mobile device. Follow the instructions on the secure website to vote.

Your access information that you will need to vote:

Control Number: 999999

SRN/HIN: 19999999999 PIN: 99999

PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.



汃 For your vote to be effective it must be received by 10.00am (Melbourne time) Monday, 11 November 2013

How to Vote on Items of Business

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.

Appoint a Proxy to Vote on Your Behalf

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 as they choose. 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.

Attending the Meeting

Bring this form to assist registration. If a representative of a corporate securityholder or proxy is to attend the meeting you will need to provide the appropriate "Appointment of Corporate Representative" prior to admission. A form may be obtained from Computershare or online at www.investorcentre.com under the information tab, "Forms".

Comments & Questions: If you have any comments or questions for the company, please write them on a separate sheet of paper and return with this form.

GO ONLINE TO VOTE. or turn over to complete the form



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

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



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■ Voting	Form
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on Wednesday, 13 November 2013 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: 1. Vote Directly 2. Appoint a Proxy to Vote on Your Behalf: I/We hereby appoint box blank if you have selected the Chairman	At the Annual General Meeting of Computershare Limited to be held at Yarra Falls, 452 Johnston Street, Abbotsford, Victoria, Australia on Wednesday, 13 November 2013 commencing at 10 00am (Melbourne time) and at any adjournment or postponement of that meeting, If the being member/s of Computershare Limited direct the following: 1. Vote Directly Record my/our votes strictly in accordance with directions in Step 2. PLEASE NOTE: A Direct Vice will late principle the Meeting, 20 and of the Meeting, 20 and 20 a			
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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. Chairman authorised to exercise undirected proxies on remuneration related resolutions: Wh I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman becomes my/ou proxy by default), I/we expressly authorise the Chairman to exercise my/our proxy on Item 3 (except I/we have indicated a different voting intention below) even though Item 3 is connected directly or into with the remuneration of a member of key management personnel, which includes the Chairman. Important Note: If the Chairman of the Meeting is (or becomes) your proxy you can direct the Chair vote for or against or abstain from voting on Item 3 by marking the appropriate box in step 2 below. EP 2 Items of Business PLEASE NOTE: If you mark the Abstain box for an item, you are directing your proxy not to vote on you behalf on a show of hands or a poll and your votes will not be counted in computing the required majori Item 2 Re-election of Mr A L Owen as a Director	PLEASE NOTE: A Direct Vote will take priority over the appointment of a Proxy. For a valid Direct Vote to be recorded you must main of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and to vaccordance with the following directions (or if no directions have been given, and to the extent perm law, as the proxy sees fit). Chairman authorised to exercise undirected proxies on remuneration related resolutions: Will law, have appointed the Chairman of the Meeting as my/our proxy (or the Chairman becomes my/or proxy by default), livee expressly authorises the Chairman to exercise myor proxy to proxy by default), livee expressly authorises the Chairman to exercise myor proxy or proxy by default). Item expressions are the expression of a member of key management personnel, which includes the Chairman in the Meeting is (or becomes) your proxy you can direct the chair vote for or against or abstain from voting on Item 3 by marking the appropriate box in step 2 below. Items of Business PLEASE NOTE: If you mark the Abstain box for an Item, you are directing your proxy not to vote on you behalf on a show of hands or a poll and your votes will not be counted in computing the required major and the meeting of the meeting of the proxy of the chairman of the Meeting intends to vote all available proxies in favour of each item of business. Signature of Securityholder(s) This section must be completed.	strictly in accordance with	of the Meeting <u>OR</u>	selected the Chairma the Meeting. Do not in
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The Chairman of the Meeting intends to vote all available proxies in favour of each item of business.	Individual or Securityholder 1 Securityholder 2 Securityholder 3	The Chairman of the Meeting intends to	vote all available proxies in favour of each item of busin	ness.

_ Date _

Director/Company Secretary



Contact

Name

Sole Director and Sole Company Secretary

Contact

Daytime

Telephone

Director