



Computershare

Notice of Meeting 2026

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 **Computershare**



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Invitation from the Chairman

We would like to invite you to our 2026 Annual General Meeting to be held at 10.00 am (Melbourne time) on Thursday 12 November 2026.

Dear Shareholder,

I am delighted we will be holding our AGM 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 welcome and that option is again available for shareholders using Computershare's online meeting platform.



Paul Reynolds
Chairman

Items of business

The items of business to be considered at the AGM include resolutions to consider the re-elections of Abi Cleland and Joe Velli as directors. We also have a resolution to approve the election of Alexis George, who is our newly appointed Australian based director.

Alexis's appointment is part of a considered and orderly renewal of the Board where we aim to ensure we strike the right balance between maintaining strong organisational knowledge and a deep understanding of our major markets whilst bringing in fresh perspectives and experiences.

You may notice that Joe Velli first joined the Board in 2014 and Joe has made an enormous contribution to the Board in that time. He is deeply connected to the markets in which we operate in the US and brings unique insights and understanding to our Board discussions. Joe has confirmed to the Board that, if re-elected, this will be his last term serving as a member of the Board. This means our Board will enjoy the benefits of Joe's experience for sometime to come, whilst also allowing us time to continue our process of Board renewal. To that end, we have commenced in FY27 a search for a new North American-based director.

The resolutions also include the adoption of the remuneration report, which you can read from pages 25 to 46 of our Annual Report as well as a resolution to approve an increase in the non-executive director fee pool, which was last adjusted in 2021.

There is also a resolution to approve a proposed equity award grant to our Chief Executive Officer Stuart Irving under our long-term incentive plan.

In addition, Dr Gordon Elkington has submitted a nomination for election as a director. Having considered Dr Elkington's skills and experience, the Board recommends that you vote against his election.

Details of the resolutions are included in this Notice of Meeting. Your Board recommends that you vote against resolution 5 and vote in favour of all other resolutions.

Year in review

FY26 was another year of strong progress for Computershare. Our strategy to build a simpler and capital-light business focused on the three pillars of Issuer Services, Corporate Trust and Employee Share Plans again produced excellent results for shareholders.

Management EPS increased by 7% to 145 cents per share, slightly ahead of the guidance upgraded during the year, while Management Revenue increased 3% to \$3.2 billion. This was a strong outcome in a changing interest rate environment, reflecting the strength of the business and the disciplined execution of strategic choices made over recent years. The Group's relative Total Shareholder Return performance was in the top quartile of the ASX for the 5th year in a row.

Computershare's 2026 performance again demonstrates that a broad range of earnings drivers supports our earnings, including strong client relationships, recurring revenues, business activity levels, operational discipline and a robust balance sheet. Further, there is a natural hedge inherent in these drivers which helps us mitigate the impact of lower interest rates on Margin Income. All of our debt is held at floating rates, whilst only one third of our Client Cash Balances are exposed to rate movements. Accordingly, whilst MI fell in FY26, this was more than offset by lower interest expense.

Management Revenue

 **\$3.2bn**
UP 3.0%

Management EPS¹

 **145.2 cps**
UP 7.3%

Margin Income (MI)

 **\$748.7m**
DOWN 1.6%

Return on Invested Capital (ROIC)

 **36.5%**
UP 70bps

Management EBIT ex. MI

 **\$447.5m**
UP 8.3%

Final dividend (AUD)²

 **65 cps**
UP 35.4%

1 Relative to initial guidance provided in August 2025 of around 140 cps, upgraded in February 2026 to around 144 cps. FY26 Management EPS is based on closing shares on issue as at 30 June 2025 of 578,387,070. FY25 EPS of 135.2cps is based on the reported weighted average number of shares (WANOS) of 586,791,638.

2 Unfranked; Compared to FY25 final dividend per share of AUD 48 cps. Up 18.2% compared to FY26 interim dividend per share of AUD 55 cps.

A strong platform for growth

Computershare's core businesses each continued to perform well and remain well positioned for long-term growth.

The Board has placed particular emphasis on investment in technology (including AI) for product capability, operational efficiency and cyber defense to strengthen our long-term competitiveness, future margin expansion and resilience. Delivery of programs in these areas has been a highlight, illustrating that technology management continues to be a core strength of the Group.

The Group completed the final major phase of simplification, with the sale of the UK Mortgage Services business in February, enabling us to further sharpen our focus on the core businesses where we have the scale, deep expertise and opportunities to deliver attractive, long-term returns.

Delivering shareholder returns

Computershare ended FY26 with a very strong balance sheet, giving the Group enhanced flexibility to invest for growth and continue rewarding shareholders. It also provides the resilience backup, if required, in the event of any turbulence in global markets.

The Board was pleased to declare a final dividend of AU 65 cents per share. This brings the total FY26 dividend to AU\$1.20 per share, an increase of 29% on FY25.

The Board will continue to take a balanced approach to capital allocation, with a focus on dividends, reinvestment in the business and disciplined acquisitions that meet Computershare's criteria.

People, culture and responsibility

Computershare's performance in FY26 was only possible through the focus, skill and commitment of our people.

Our Purple culture remains central to Computershare's long-term ways of working, guiding our people to do the right thing, take ownership and work together to deliver certainty for clients, customers and shareholders. Employee engagement, measured by our annual Employee Opinion Survey, improved.

Computershare also continues to take its broader responsibilities seriously, including its impact on people, communities and the environment. The 2026 Sustainability Report on page 115 provides some further detail and demonstrates our compliance with the new Australian Sustainability Reporting Standards (ASRS).

Continuing our momentum

Computershare enters FY27 with momentum across our core businesses, a strong balance sheet and a clear strategy for continued growth.

The Board remains confident in management's ability to execute the strategy with discipline while investing in the people, technology, products and capabilities needed to support future growth.

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.

A handwritten signature in black ink, appearing to read 'Paul Reynolds', with a stylized flourish at the end.

Paul Reynolds
Chairman

How to participate at the Computershare 2026 AGM

Attending the meeting in person

Venue

The Computershare 2026 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 car park at 1 Heliers Street or otherwise in the surrounding streets to Yarra Falls.

Accessibility: The venue has ramps and lifts for any accessibility needs.

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/CPU2026>
2. Click on 'Join Meeting Now'.
3. Enter your SRN/HIN. Proxy holders 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.

You do not need to be a shareholder or proxy holder 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 log in 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.

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. 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 or, if elected, a paper Notice of Meeting and proxy form.

Proxies may be lodged in the following ways:

Online

www.investorvote.com.au

(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 Tuesday, 10th November 2026.

Intermediary Custodian voting: for intermediary online subscribers only (Custodians), please submit your voting intentions at 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 2026. 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).

To ask a question during the AGM

If you are attending online at <https://meetnow.global/CPU2026>, 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 2026 Annual General Meeting (AGM) of Computershare Limited (ABN 71 005 485 826) (Company) will be held on Thursday 12 November 2026 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, the Sustainability Report and the Auditor's Report for the year ended 30 June 2026.

2. Re-election of Abi 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."

3. Re-election of Joe 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."

4. Election of Alexis George as a Director

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

"That Ms Alexis George, who was appointed as an additional director since the last Annual General Meeting of the Company, is elected as a director of the Company."

5. Election of Gordon Elkington – a non-Board endorsed Director candidate

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

"That Dr Gordon Elkington, an external candidate, is elected as a director of the Company."

6. Remuneration report

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

"That the Remuneration Report for the year ended 30 June 2026 is adopted."

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

7. FY27 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 146,678 performance rights under the Company's Long Term Incentive plan on the terms summarised in the Explanatory Notes."

8. Non-executive Directors' remuneration

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

"That the maximum annual amount of remuneration available to be paid to all non-executive directors, in aggregate in any financial year, is increased by A\$900,000 from A\$2,600,000 to A\$3,500,000."

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 6, 7 and 8. 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 items 7 and 8 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 against Item 5 and in favour of each other item of business.

By Order of the Board



D M Horsley
Company Secretary
12 October 2026

Explanatory notes

These Explanatory Notes are included in, and form part of, the Notice of AGM dated 12 October 2026.

Item 1 – Financial statements and reports

The Corporations Act requires the Financial Report, the Directors' Report, the Sustainability 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 Abi 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: 53

Independent: Yes

Term of office

Ms Abi Cleland was appointed to the Board as a non-executive director on 14 February 2018 and was last re-elected by shareholders in November 2023.

Skills and experience

Abi Cleland has extensive global experience in strategy, M&A, digital and business growth. She 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.

Abi has 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 Coles Group Limited

Non-Executive Director of Bendigo and Adelaide Bank 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 and accordingly recommends that shareholders vote FOR Item 2.

Item 3 – Re-election of Joe 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: 67

Independent: Yes

Term of office

Mr Joe Velli was appointed to the Board as a non-executive director on 1 October 2014 and was last re-elected by shareholders in November 2023.

Skills and experience

Joe Velli is a retired financial services and technology executive with extensive securities servicing, M&A and public board experience. For most of his career, Joe served as Senior Executive Vice President of The Bank of New York and was a member of the Bank's Senior Policy Committee.

During his 22-year tenure with the Bank, Joe'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 Joe 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

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 and accordingly recommends that shareholders vote FOR Item 3.

Item 4 – Election of Alexis George as a Director

Reasons for retirement and presentation for re-election

Ms Alexis George was appointed to the Board as an additional non-executive director on 3 September 2026. Under the constitution, she holds office until the end of this Annual General Meeting and, being eligible, presents herself for election.

Professional experience

Position: Non-Executive Director

Age: 62

Independent: Yes

Term of office

Ms Alexis George was appointed to the Board as an additional non-executive director on 3 September 2026.

Skills and experience

Alexis George has extensive experience in the financial services industry in Australia and overseas, having most recently served as the Chief Executive Officer of AMP Limited and before that as Deputy CEO and Group Executive Wealth Australia at ANZ Bank.

Prior to joining ANZ, Alexis spent ten years with ING Group in various senior roles including CEO Czech Republic and Slovakia and Regional COO Asia. During her time at AMP, Alexis led the organisation through a significant transformation and simplification program.

Other directorships and offices

Non-Executive Director of Zurich Australia Limited
 Non-Executive Director of Cancer Council NSW
 Non-Executive Director of UNSW Foundation Limited

Board committee membership

Member of the Nomination Committee
 Member of the People and Culture Committee

Recommendation

The Board (excluding Ms George) recommends the election of Ms George as a director of the Company and accordingly recommends that shareholders vote FOR Item 4.

Item 5 – Election of non-Board endorsed Director candidate – Gordon Elkington

General

Dr Gordon Elkington, an external non-Board endorsed candidate, has submitted himself for election as a non-executive director of the Company.

The following information has been provided by Dr Elkington and has not been verified by the Company.

Skills and experience

BSc (Hons) (Syd), MSc (Warw), PhD (Warw), LLB (Syd), LLM (Syd)
 Senior Lecturer in Law at the University of Sydney, Barrister of the Supreme Court of NSW, Member of the Legal Qualifications Committee of NSW.

Other directorships and offices

Director of various public companies, presently a director of two listed investment companies and two animal charities.

Recommendation

The Board has thoroughly considered Dr Elkington's nomination in the context of the Board skills matrix and its composition. It has reviewed Dr Elkington's skills and experience as disclosed by him to the Company against those already represented on the Board, as reflected in the skills matrix in the 2026 Corporate Governance Statement, and those required to support the execution of the Company's strategy and evolving needs.

The Board has also considered the extent of Dr Elkington's experience in director positions of different companies. Having regard to these matters and the best interests of the Company, the Board has determined not to support Dr Elkington's appointment.

The Board has a robust succession process in place. That process is designed to identify the most appropriately skilled and qualified director candidates for your Board. The Board will continue to identify director candidates that it believes will add to the effectiveness of the Board for the benefit of shareholders.

In light of the above, the Board does not endorse the election of Dr Elkington as director of the Company and recommends that shareholders vote AGAINST Item 5.

As Dr Elkington's nomination was received shortly before this Notice of AGM was finalised, the Company has not, at the date of this notice, had the opportunity to complete its usual background checks.

Item 6 – Remuneration report

Shareholders are asked to adopt the Company's Remuneration Report for the year ended 30 June 2026. The Remuneration Report is set out on pages 25 to 46 of the Company's 2026 Annual Report.

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

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 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.

Voting exclusion statement

The Company will disregard any votes cast on Item 6 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 6.

Item 7 – FY27 LTI Grant to the Chief Executive Officer

The Company is seeking shareholder approval for the grant of 146,678 performance rights to the CEO, Stuart Irving, in respect of his FY27 long-term incentive grant under the Computershare Long Term Incentive Plan (LTI Plan) on the terms set out below.

The structure of the proposed FY27 LTI grant to the CEO is consistent with the FY26 LTI grant with the exception that a restriction period will be imposed following the vesting of rights so that the rights will not be able to be exercised, and shares allocated to the CEO, until one year after vesting. The award comprises a grant of performance rights that are subject to three separate performance measures as explained in further detail below:

- > rTSR – 40%
- > Management Earnings per Share (excluding Margin Income) – 30%
- > Adjusted 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.

FY27 LTI grant of Performance Rights

Each performance right granted to the CEO 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 as well as an additional one year service condition. At the end of the three-year performance period the rights will be tested against the performance hurdles described below and will vest to the extent the hurdles are achieved. The performance rights that have vested will then be held subject to a further one year holding period following which they will be automatically exercised. The CEO has no legal or beneficial interest in Computershare shares as a result of the grant of performance rights until the vested rights have been exercised, and shares are subsequently allocated to the CEO. Once rights have vested, the vested rights will be entitled to a dividend equivalent payment for the period from vesting until they have been exercised.

The total number of performance rights to be granted to the CEO is 146,678. This number was determined by dividing A\$5,930,191 (being the CEO's FY27 LTI opportunity translated into AUD) by A\$40.43 (being the volume-weighted average price of Computershare shares over the five trading days following the release of the Company's FY26 results on 11 August 2026).

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

rTSR Hurdle – 40% of FY27 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 2026 to 30 June 2029.

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:

rTSR ranking against peer group	Performance Rights subject to rTSR 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 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.

Management EPS ex Margin Income (MI) hurdle – 30% of FY27 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 2026 to 30 June 2029 as follows:

Average annual growth in management EPS ex MI over the performance period (constant currency)		Performance Rights subject to management 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 management EPS ex MI as a performance hurdle under the LTI plan incentivises management to deliver growth in the underlying business as it excludes the potential for earnings variability due to rapidly changing interest rates over the performance period. Margin Income will also remain a material determinant of performance under the LTI plan as it impacts overall shareholder

returns and is also captured in the return on invested capital hurdle outlined below. Management EPS ex MI will be calculated by reference to the management adjusted results set out in the Company's published results subject to Board discretion to exclude or include additional adjustments for LTI purposes to ensure no unfair benefit or detriment arises.

When calculating management EPS ex MI for the purposes of the LTI plan, the Company also excludes interest expense (to provide balance with the margin income exclusion) and will not take into account the impact of any buy-back on the number of shares on issue, such that the shares used to determine management EPS ex MI each year are held constant over the performance period.

The management 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 management 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 Adjusted Return on Invested Capital (ROIC) hurdle – 30% of FY27 LTI plan award

Adjusted 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.

Adjusted 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 Adjusted 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 2026 to 30 June 2029 as follows:

Average annual Adjusted ROIC over the performance period		Performance Rights subject to Adjusted ROIC that vest (%)
Maximum % or above	32% or greater	100%
Between threshold % and maximum %	Between 28% and 32%	Progressive pro rata vesting between 50% to 100% (i.e. on a straight line basis)
Threshold %	28%	50%
Less than the threshold %	Less than 28%	0%

The maximum Adjusted ROIC target for the FY27 LTI plan of 32% is around 14% higher than the maximum target in the FY26 LTI plan of 28% and around 33% higher than the maximum target in the FY25 LTI plan of 24%. The threshold and maximum targets

have also increased more than 2.5x since the Adjusted ROIC targets were first introduced in the FY22 LTI plan.

The Board believes that the FY27 LTI Adjusted ROIC target range provides appropriate challenge to achieve having regard to both the medium term outlook and anticipated capital expenditure in building AI capabilities and IT infrastructure. Cumulative management adjusted cash costs associated with restructuring programs and acquisition integrations impacted ROIC by around 610 basis points as at the end of FY2026.

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

Following a thorough international benchmarking exercise aimed to align the CEO's remuneration with that of peers and in order to incentivise the CEO to continue to lead the Group over the next phase of its strategy evolution, the CEO's remuneration package for FY27 has been adjusted resulting in the following package:

Fixed	£1,200,000*
STI opportunity	125% of fixed remuneration at target, 187.5% of fixed remuneration at maximum
LTI opportunity	250% of fixed remuneration on a face value basis

* This constitutes a 2% increase on the CEO's FY26 fixed remuneration, in line with the standard pay increase across Computershare for FY27.

Further background to these remuneration changes is set out in the FY2026 Remuneration report

Treatment of performance rights on cessation of employment

If the CEO ceases employment before the end of the three-year performance period as a 'good leaver', the default position is that unvested awards will continue in force subject to the terms of the Plan to be tested in the ordinary course. The unvested awards will then be tested against the performance conditions and vest (as appropriate) unless the Board determines otherwise 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 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. If the CEO ceases employment as a good leaver after performance rights have vested but before the vested rights are exercisable at the end of the further one-year restriction period, the rights will not lapse on ceasing employment and will remain exercisable at the end of the one-year restriction period.

Where the CEO ceases employment as a 'bad leaver', unless the Board in its sole and absolute discretion determines otherwise, any unvested and vested 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, a material misstatement of or omission from the financial statements or a breach of duties or obligations owed to the Group, the Board may make a determination as to the treatment of awards, including lapsing unvested rights and vested rights that are not yet eligible to be exercised 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. Unvested rights and vested rights that are not yet eligible to be exercised may also be lapsed if the CEO ceases employment and is engaged by a material competitor in the 12 months period after ceasing employment.

Board discretion

The Board expressly reserves its discretion to adjust performance hurdles as may be appropriate in accordance with the Board approved business case should Computershare undertake a material transaction. This is to ensure that the LTI remains an appropriate incentive (and not a disincentive) to management to undertake transactions that are in the long term interests of shareholders. The Board's discretion will also include the ability to decide that the impact of the material transaction and associated costs be excluded from the calculation of Management EPS ex MI and/or ROIC for the purposes of the LTI. This could include, without limiting the Board's discretion, where the transaction occurs in the last year of the performance period and a full year's earnings would not be recognised by Computershare while all capital expended and transaction costs were recognised.

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 person referred to in ASX Listing Rule 10.14.1, 10.14.2 or 10.14.3 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 1,640,191 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 FY27 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 7:

- › 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 7.

Item 8 – Non-executive Directors' remuneration

In accordance with rule 7.3 of the Company's Constitution and ASX Listing Rule 10.17, shareholder approval is sought to increase the total aggregate amount of directors' fees that may be paid to the Company's non-executive directors in any financial year (Fee Pool) by AU\$900,000, from AU\$2,600,000 to AU\$3,500,000.

The current Fee Pool of AU\$2,600,000 was approved by shareholders at the 2021 Annual General Meeting. It is proposed that the increase in the Fee Pool will take effect from 13 November 2026 and will apply pro rata to the financial year ending 30 June 2027.

Director fees in FY27 are projected to be at or around 95% of the current Fee Pool (assuming current exchange rates). The Board is of the view that the increase to the Fee Pool is needed to ensure that the Company maintains the ability to pay competitive fees and attract and retain high calibre non-executive directors.

The Board notes the proposed increase will also provide appropriate headroom to accommodate any future market-based adjustments to director fees and to increase the composition of the Board. The Company currently has seven non-executive directors, three of whom are based in Australia, three in North America and one in the UK. The Board has commenced in FY27 a search for a new North American-based director.

Based on market data obtained by the Company, the proposed Fee Pool would be around the 60th percentile for companies in the ASX 11-50 by market capitalisation. Also, as overseas directors are paid in their local currency, the Company will require sufficient headroom in the Fee

Pool to accommodate changes in foreign exchange rates that impact the amount of director fees when translated into Australian dollars for Fee Pool purposes.

There have been no securities issued to a non-executive director under either Listing Rule 10.11 or 10.14 with the approval of shareholders at any time within the three years preceding the date of this notice of meeting.

For the purposes of this resolution, the term 'directors' fees' has the meaning given to that term in Listing Rule 10.17. It means all fees payable by Computershare or any of its subsidiaries or entities under its control to a non-executive director of the Company for acting as a director of the Company or any subsidiary or entity under its control (including attending and participating in any board committee meetings) and includes superannuation contributions for the benefit of a non-executive director and any fees which a non-executive director agrees to sacrifice for other benefits. They also include the Travel allowance that Computershare introduced in FY2026 which is paid to directors when they are required to undertake long haul travel to attend Board meetings. It does not include reimbursement of genuine out-of-pocket expenses, genuine 'special exertion' fees paid in accordance with the entity's constitution, or securities issued to a non-executive director under rule Listing Rule 10.11 or 10.14 with the approval of shareholders.

Details of fees paid to non-executive directors for the year ended 30 June 2026 are included in the Remuneration Report.

Voting exclusion statement

The Company will disregard any votes cast on Item 8:

- > That is in favour of the resolution by or on behalf of any director or an associate of any director, 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

With the Non-Executive Directors noting their interest in this item, the Board recommends that shareholders vote FOR Item 8.

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 Tuesday, 10 November 2026. 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 Thursday, 12 November 2026. 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 6, 7 or 8, 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 6, 7 and 8, 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 against Item 5 and in favour of each other 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 Tuesday, 10 November 2026, even if they plan to attend online.

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

Your vote is important

For your vote to be effective it must be received by 10.00am (Melbourne time) Tuesday, 10 November 2026.

Voting form

Vote online

Use your mobile device to scan the personalised QR code.



or go to
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

How to vote on items of business

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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/au and select "Printable Forms".

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 right. Shareholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.



I 9999999999

I ND

Voting form

Please mark ☒ to indicate your directions

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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 Thursday, 12 November 2026 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 6, 7 and 8 (except where I/we have indicated a different voting intention in step 2) even though items 6, 7 and 8 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 with the exception of Item 5 where the Chairman of the Meeting intends to vote against.

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 6, 7 and 8 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.

	Board Recommendation	For	Against	Abstain
Item 2 Re-election of Abi Cleland as a Director	For	☐	☐	☐
Item 3 Re-election of Joe Velli as a Director	For	☐	☐	☐
Item 4 Election of Alexis George as a Director	For	☐	☐	☐
Item 5 Election of non-Board endorsed Director candidate - Gordon Elkington	Against	☐	☐	☐
Item 6 Remuneration report	For	☐	☐	☐
Item 7 FY27 LTI Grant to the Chief Executive Officer	For	☐	☐	☐
Item 8 Non-executive Directors' remuneration	For	☐	☐	☐

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business with the exception of Item 5 where the Chairman of the Meeting intends to vote against. 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

Update your communication details (Optional)

Mobile Number

Email Address

By providing your email address, you consent to receive future Notice of Meeting & Proxy communications electronically



The 2026 Computershare Annual General Meeting will be held on Thursday, 12 November 2026 at 10.00am

To participate online you will need to visit <https://meetnow.global/CPU2026> on your smartphone, tablet or computer.

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Computershare

