The 2006 Annual General Meeting of Computershare Limited (ABN 71 005 485 825)

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

Date:     Wednesday, 15 November 2006

Time:     10.00am
NOTICE OF ANNUAL GENERAL MEETING

The 2006 Annual General Meeting (AGM) of Computershare Limited (ABN 71 005 485 825) (Company) will be held on Wednesday, 15 November 2006 commencing at 10:00am at Yarra Falls, 452 Johnston Street, Abbotsford, Victoria 3067.

BUSINESS

1. Chairman's Address and Presentation by the Chief Executive Officer

2. Financial Statements and Reports
   Note: The auditor of the Company or their representative will be available to receive questions relevant to:
   (a) the conduct of the audit;
   (b) the preparation and content of the Auditor's Report;
   (c) the accounting policies adopted by the Company in relation to the preparation of the financial statements; and
   (d) the independence of the auditor in relation to the conduct of the audit.
   A shareholder of the Company who is entitled to cast a vote at the AGM may submit a written question to the auditor if:
   (a) the question is relevant to:
      (i) the content of the Auditor's Report to be considered at the AGM; or
      (ii) the conduct of the audit of the annual Financial Report to be considered at the AGM; and
   (b) the shareholder gives the question to the Company no later than the fifth business day before the day on which the AGM is held (i.e., by Wednesday, 8 November 2006).

3. Remuneration Report
   To consider and if thought fit pass the following resolution:
   “That the remuneration report for the year ended 30 June 2006 be adopted.”
   Note: The vote on this resolution is advisory only and does not bind the Company or its directors.

4. Re-election of Directors
   To re-elect the following directors of the Company:
   (a) Ms P J Maclagan;
   (b) Mr W E Ford; and
   (c) Mr S Jones.

5. Other Business
   To transact any other business that may be legally brought forward.

By Order of the Board

D M Horsley
Company Secretary
Melbourne, Australia
29 September 2006

Important information: It is important that you read the Explanatory Notes attached to this Notice of the AGM. They form part of this notice and contain information you need to know, including information regarding your right to appoint a proxy to attend the AGM.
EXPLANATORY NOTES

These Explanatory Notes are included in and form part of the Notice of the AGM dated 29 September 2006

1. Financial Statements and Reports

1.1 The Australian Corporations Act 2001 requires the Directors’ Report, Financial Report and the Auditor’s Report to be received and considered at the meeting.

1.2 The Corporations Act does not require shareholders to vote on the reports. However, shareholders attending the AGM will be given a reasonable opportunity:

(a) to ask questions about or make comments on the management of the Company; and

(b) if the Company’s auditor or their representative is at the meeting, to ask the auditor or the auditor’s representative questions relevant to:

(i) the conduct of the audit;

(ii) the preparation and content of the Auditor’s Report;

(iii) the accounting policies adopted by the Company in relation to the preparation of financial statements; and

(iv) the independence of the auditor in relation to the conduct of the audit.

1.3 A shareholder of the Company who is entitled to cast a vote at the AGM may submit a written question to the auditor if the question is relevant to:

(a) the content of the Auditor’s Report to be considered at the AGM; or

(b) the conduct of the audit of the annual Financial Report to be considered at the AGM.

1.4 A question may be submitted by giving the question to the Company no later than the fifth business day before the day on which the AGM is held (ie, by Wednesday, 8 November 2006), which the Company will then pass on to the auditor. The Company will allow a reasonable opportunity for the auditor or their representative to answer the written questions submitted to the auditor.

1.5 Copies of a list prepared by the auditor of shareholder questions that the Company has passed on to the auditor and that the auditor considers relevant to the matters specified in paragraph 1.3(a) or (b) above, will be reasonably available to shareholders attending the AGM.

2. Remuneration Report

2.1 The Directors’ Report for the year ended 30 June 2006 contains a Remuneration Report which sets out the policy for the remuneration of the directors and certain group executives of the Company and its controlled entities.

2.2 The Corporations Act requires that a resolution be put to the vote that the Remuneration Report be adopted.

2.3 The Corporations Act expressly provides that the vote is advisory only and does not bind the directors or the Company.

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

3. Re-election of Directors

3.1 Ms P J Maclagan and Mr W E Ford

Reasons for retirement and presentation for re-election

Under clause 66 of the Company’s constitution (Constitution), at the close of each AGM a number of directors must retire from office, being the number:

(a) determined by the directors;

(b) required for compliance with the ASX Listing Rules; or

(c) two,

whichever is the greatest.

The directors to retire by rotation at an annual general meeting are those directors who have been longest in office since their last election.
Under clause 83.6 of the Constitution:

(a) a director must retire from office at the conclusion of the third annual general meeting after the director was last elected, even if his or her retirement results in more than one-third of all directors retiring from office; and

(b) the managing director is not subject to retirement by rotation and is not taken into account in determining the rotation of retirement of directors. Any other executive directors are subject to retirement by rotation.

A retiring director remains in office until the end of the meeting and will be eligible for re-election at the meeting.

Under ASX Listing Rule 14.4, a director must not hold office past the third annual general meeting following the director’s appointment or three years, whichever is longer. This rule does not apply to the managing director.

Ms P J Maclagan must retire by rotation in accordance with the Constitution and, being eligible, presents herself for re-election.

Mr W E Ford must retire by rotation in accordance with the Constitution and, being eligible, presents himself for re-election.

**Professional experience**

Set out below are summaries of Ms Maclagan’s and Mr Ford’s professional backgrounds.

**Name:** Penelope Jane Maclagan  
**Position:** Executive Director  
**Age:** 54  
**Independent:** No

Penny Maclagan joined Computershare in 1983 and was appointed to the Board as an executive director in May 1995.

Penny has previously served in the role as Managing Director of Computershare Technology Services and has been instrumental in planning, developing and executing technological innovation across the world in support of the Group’s global strategy. For the past year Penny has had executive management responsibility for Computershare Investor Services-Boston in the United States (formerly Equiserve Inc.).

Throughout her career with Computershare, Penny has been involved with all aspects of technology support and development. Her detailed understanding of Computershare’s proprietary technology and of the global securities industry and processing infrastructure has contributed greatly to the establishment of Computershare’s competitive advantage in the global marketplace.

Penny is a member of the Nomination Committee and is currently based in Boston.

**Name:** William E. Ford  
**Position:** Non Executive Director  
**Age:** 45  
**Independent:** Yes

Bill Ford joined the Board in January 2003 as a non executive director.

Bill is President and a Managing Director of General Atlantic LLC, a global private equity firm that provides capital for growth companies driven by information technology or intellectual property.

Bill brings an extensive understanding of the financial markets and has specific expertise in the finance and consumer sectors. He works closely with several General Atlantic portfolio companies and is director of NYSE Group, Inc. and NYMEX Holdings, Inc.

Prior to joining General Atlantic, Bill worked at Morgan Stanley & Co. as an investment banker.

Bill, who is based in New York, is Chairman of the Acquisitions Committee and is a member of the Nomination Committee.

**3.2 Mr S Jones**

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

Under clause 65 of the Constitution, the directors may appoint any person as a director to fill a casual vacancy or as an addition to the existing directors. A director appointed under this clause, unless appointed as an executive director and not subject to retirement in accordance with the ASX Listing Rules, will hold office until the end of the next annual general meeting of the Company, at which the director may be re-elected but will not be taken into account in determining the directors who must retire by rotation.

Mr S Jones was appointed by the directors as an additional director on 10 November 2005 and holds office until the end of this AGM and, being eligible, presents himself for re-election.
Professional experience

Set out below is a summary of Mr S Jones' professional background.

Name: Simon Jones  M.A.(Oxon), A.C.A.
Position: Non Executive Director
Age: 50
Independent: Yes

Simon Jones was appointed to the Board on 10 November 2005 as a non executive director.

Simon is a qualified chartered accountant and is a principal of Canterbury Partners, a corporate advisory firm based in Melbourne. Simon has extensive corporate experience having previously held the positions of Managing Director - Victoria at N M Rothschild & Son and Managing Partner – Audit and Business Advisory Arthur Andersen. He is currently a director of Melbourne IT Limited and Chairman of the Advisory board of MAB Limited.

Simon is Chairman of the Risk and Audit Committee and is a member of the Acquisitions Committee and of the Nomination Committee. He is based in Melbourne.

3.3 Recommendation

The Board unanimously supports the re-election of Ms Maclagan, Mr Ford and Mr Jones.
4.6 If a shareholder 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 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.

4.7 If a shareholder marks more than one box on an item, their vote on that item will be invalid. If a shareholder inserts percentages or 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 has inserted a number of shares in one box only on an item which exceeds the number of shares that they hold at that time, in which case it will be taken to be valid for the shares held at that time.

4.8 The Company’s Chairman, Mr Murdoch, will chair the AGM and intends to vote all undirected proxies in favour of all of the resolutions. Similarly, all directors will vote undirected proxies in favour of all of the resolutions. If you wish to appoint the Chairman or another director as your proxy and you do not wish to direct them how to vote, please tick the appropriate box on the form.

**Signing the proxy form**

4.9 If the shareholder is:

(a) an individual - the proxy form must be signed or otherwise authenticated by the shareholder or the shareholder’s attorney; and

(b) a corporation - the proxy form must be signed or otherwise authenticated in accordance with the Corporations Act or under the hand of an attorney.

4.10 Where two or more persons are registered as a shareholder, each person must sign or authenticate the proxy form.

4.11 If the proxy form is completed by an individual or a corporation under a power of attorney, that power of attorney must be provided to the Company with the completed proxy form, unless the Company has previously noted that power of attorney.

**Lodging the proxy form**

4.12 To be effective, the proxy form, together with any authority under which the proxy form was signed that 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, 13 November 2006. A shareholder who wishes to appoint their proxy electronically through the Company’s website (http://www.computershare.com/au/proxy/cpu) must do so by no later than 10:00am (Melbourne time) on Monday, 13 November 2006.

4.13 Proxies, together with any authority under which they were signed that 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, 13 November 2006. The facsimile number for this purpose is +61 3 9473 2555.

**Electronic voting**

4.14 For the first time, electronic voting will be used at this year’s AGM and as the facility is available, the Chairman intends to call a poll, by electronic means, on each resolution.

**Share register**

4.15 The Company has determined, in accordance with regulation 7.11.37 of the Corporations Regulations 2001 (Cth), that for the purposes 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, 13 November 2006.

5. **Corporate Representatives**

5.1 Corporate shareholders and corporate proxies may appoint a representative in accordance with the Corporations Act.

5.2 The Company will require a certificate appointing the corporate representative. A form of certificate may be obtained from the Company’s share registry.

5.3 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 starts. 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.
6. How to get to the AGM

6.1 Location
Yarra Falls, 452 Johnston Street, Abbotsford, Victoria 3067
Entrance is via the Conference Centre.

6.2 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 available on Johnston Street and in the surrounding streets subject to availability.

7. Registration

If you are attending the AGM, it will assist us with registration if you bring your personalised proxy form.
Mark this box with an ‘X’ if you have made any changes to your name or address details (see reverse)

If you mark the Abstain box for a particular item, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

If you are entitled to 2 or more votes, you may direct your proxy, on a poll, to vote the whole or only a portion of your votes on any item or cast your votes in different ways on any item. See note 3 on the back of this form for further details.

Appointment of Proxy

We being a member/s of Computershare Limited and entitled to attend and vote hereby appoint

the Chairman of the Meeting (mark with an ‘X’)

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, as the proxy sees fit) at the Annual General Meeting of Computershare Limited to be held at Yarra Falls, 452 Johnston Street, Abbotsford, Victoria on Wednesday, 15 November 2006 at 10.00am and at any adjournment of that meeting.

For Against Abstain*

Item 3 That the remuneration report for the year ended 30 June 2006 be adopted

Item 4(a) To re-elect Ms P J Maclagan as a director of the Company

Item 4(b) To re-elect Mr W E Ford as a director of the Company

Item 4(c) To re-elect Mr S Jones as a director of the Company

* If you mark the Abstain box for a particular item, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

If you are entitled to 2 or more votes, you may direct your proxy, on a poll, to vote the whole or only a portion of your votes on any item or cast your votes in different ways on any item. See note 3 on the back of this form for further details.

Appointing a second Proxy

We wish to appoint a second proxy

Mark with an ‘X’ if you wish to appoint a second proxy.

AND % OR State the percentage of your voting rights or the number of securities for this Proxy Form.

PLEASE SIGN HERE This section must be signed in accordance with the instructions overleaf to enable your directions to be implemented.

Contact Name 1 PR

Contact Daytime Telephone Date
How to complete this Proxy Form

1 Your name and address

This is your name and address as it appears on the share register of Computershare Limited. If this information is incorrect, please mark the box and make the correction on the form. Shareholders sponsored by a broker should advise their broker of any changes. Please note, you cannot change ownership of your shares using this form.

2 Appointment of a proxy

If you wish to appoint the Chairman of the meeting as your proxy, mark the box. If the individual or body corporate you wish to appoint as your proxy is someone other than the Chairman of the meeting please write the full name of that individual or body corporate. If you leave this section blank, or your named proxy does not attend the meeting, the Chairman of the meeting will be your proxy. A proxy need not be a shareholder of Computershare Limited.

3 Votes on items of business

You may direct your proxy how to vote by placing an ‘X’ in one of the boxes opposite each item of business. All your shares will be voted in accordance with such a direction unless you indicate that your proxy 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 percentage or number of securities in the appropriate box or boxes.
If you do not mark any of the boxes on a given item, your proxy may vote as your proxy chooses. If you do not direct all of your votes on any item, your proxy may vote as your proxy chooses in respect of your undirected votes. If you direct your proxy to cast your votes in different ways on any item, your proxy must not vote on a show of hands in respect of that item.
If you mark more than one box on an item with an ‘X’, your vote on that item will be invalid. If you insert percentages or number of shares in boxes on any item that in total exceed 100% or exceed the number of shares you hold as the voting entitlement time of 7:00pm (Melbourne time) on 13 November 2006, your vote on that item will be invalid, unless you have inserted a number of shares in one box only on an item which exceeds the number of shares you hold at that time, in which case it will be taken to be valid for the shares held at that time.

4 Appointment of a second proxy

You are entitled to appoint up to two proxies as proxies to attend the meeting and vote on a poll. If you wish to appoint a second proxy, an additional proxy form may be obtained by telephoning the company’s share registry or you may copy this form.

To appoint a second proxy you:
(a) should on each of the first proxy form and the second proxy form state the percentage of your voting rights or number of securities applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes.
Fractions of votes will be disregarded.
(b) must return both forms together in the same envelope.

5 Signing instructions

You must sign this form as follows in the spaces provided:

Individual: where the holding is in one name, the shareholder must sign.
Joint Holding: where the holding is in more than one name all of the shareholders must sign.
Power of Attorney: to sign under Power of Attorney, you must have either already lodged this document with the registry or attach a certified photocopy of the Power of Attorney to this form when you return it.
Companies: this form must be signed by either two Directors or a Director and a Company Secretary. Alternatively, where the company has a Sole Director and, pursuant to the Corporations Act there is no Company Secretary, or where the Sole Director is also the Sole Company Secretary, the Director may sign alone. Delete titles as applicable.

If a representative of a corporate Securityholder or proxy is to attend the meeting, the appropriate "Certificate of Appointment of Corporate Representative" should be lodged with the company before the meeting or at the registration desk on the day of the meeting. A form of the certificate may be obtained from the company's share registry.

6 Lodgement of proxy

This Proxy Form (and any authority under which it is signed) must be received no later than 10.00am (Melbourne time) on Monday, 13 November 2006, being 48 hours before the time for holding the meeting. Any Proxy Form received after that time will not be valid for the scheduled meeting. Proxies must be lodged at the registered office of Computershare Limited, Yarra Falls, 452 Johnston Street, Abbotsford, Victoria 3067 (Postal Address: GPO Box 242, Melbourne, VIC 3001) or faxed to 61 3 9473 2555. Alternatively, shareholders may appoint their proxy online through the Company’s website at http://www.computershare.com/au/proxy/cpu. You must do so by 10.00am (Melbourne time) on Monday, 13 November 2006.