

## MARKET ANNOUNCEMENT

NOT FOR DISTRIBUTION OR RELEASE IN THE UNITED STATES

<b>Date:</b>	29 March 2021
<b>To:</b>	Australian Securities Exchange
<b>Subject:</b>	<b>Completion of Institutional component of Entitlement Offer</b>

Computershare Limited (ASX: CPU) is pleased to announce the successful completion of the institutional component ("Institutional Entitlement Offer") of its underwritten 1 for 8.8 pro-rata accelerated renounceable entitlement offer (with retail entitlements trading) that was announced on Wednesday, 24 March 2021.

The Institutional Entitlement Offer raised approximately A\$500 million at the offer price of A\$13.55 ("Offer Price") per new share ("New Share") and was strongly supported by institutional shareholders with take-up of approximately 94% by eligible institutional shareholders.

A bookbuild for Institutional Entitlement Offer shortfall shares was completed on Friday, 26 March 2021 ("Institutional Shortfall Bookbuild"). The bookbuild cleared at a price of A\$15.05 per New Share, which represents a premium of A\$1.50 to the Offer Price of A\$13.55 per New Share, and a premium of approximately 1.4% to the theoretical ex-rights price (TERP)<sup>1</sup> of \$14.84.

As announced on Wednesday, 24 March 2021, the proceeds from the capital raising will be used to partially fund the acquisition of the assets of Wells Fargo Corporate Trust Services ("CTS") for US\$750m (the "Acquisition").

Computershare's CEO Stuart Irving said, "We are pleased with the support we have received from our institutional shareholders. We believe this acquisition creates compelling value for shareholders as CTS provides scale with a top four market position, a platform for ongoing growth, an experienced team and increased leverage to long term debt and securitisation growth trends."

Eligible institutional shareholders who elected not to take up their entitlements and certain ineligible institutional shareholders will receive A\$1.50 for each entitlement sold through the Institutional Shortfall Bookbuild. This payment is expected to be made on or around Thursday, 8 April 2021.

New Shares to be issued under the Institutional Entitlement Offer will rank equally with existing CPU shares from the date of issue. Settlement of the New Shares issued as part of the Institutional Entitlement Offer is expected to occur on Tuesday, 6 April 2021, with the issue of those New Shares expected to occur and ordinary trading expected to commence on Wednesday, 7 April 2021.

### Commencement of the Retail Entitlement Offer

The retail component of the Entitlement Offer ("Retail Entitlement Offer") is expected to raise approximately A\$335 million taking the expected size of Computershare's total equity raising to

<sup>1</sup> TERP is the theoretical ex-rights price at which New Shares should trade immediately after the ex-date for the Entitlement Offer. TERP is a theoretical calculation only and the actual price at which New Shares trade immediately after the ex-date for the Entitlement Offer will depend on many factors and may not equal TERP.

approximately A\$835 million. The Retail Entitlement Offer will open on Wednesday, 31 March 2021 and close at 5:00pm (Melbourne time) Monday, 19 April 2021.

Under the Retail Entitlement Offer, eligible retail shareholders in Australia and New Zealand are being offered the opportunity to subscribe for 1 New Share for every 8.8 existing CPU ordinary shares held as at the Record Date (being 7:00pm (Melbourne time) on Monday, 29 March 2021), at the Offer Price of A\$13.55 per New Share, the same Offer Price and offer ratio as the Institutional Entitlement Offer.

Eligible retail shareholders will be allotted Entitlements ("Retail Entitlements") which can be traded on the ASX. Eligible retail shareholders who do not wish to take up all or part of their Retail Entitlements can seek to sell all or part of their Retail Entitlements on the ASX or by transferring them directly to another eligible person to realise value for those Retail Entitlements ahead of the retail shortfall bookbuild ("Retail Shortfall Bookbuild"). Retail Entitlements can be traded on the ASX from Monday, 29 March 2021 to Monday, 12 April 2021 under the ASX ticker "CPUR".

Retail Entitlements which are not taken up by eligible retail shareholders by the close of the Retail Entitlement Offer and Retail Entitlements that would otherwise have been offered to ineligible retail shareholders will be sold through the Retail Shortfall Bookbuild on Thursday, 22 April 2021. Any proceeds from the sale of Retail Entitlements under the Retail Shortfall Bookbuild in excess of the Offer Price (per underlying share) will be remitted proportionally to those retail shareholders, less any expenses ("Retail Premium"). There is no guarantee that there will be any Retail Premium remitted to those retail shareholders. Any Retail Premium arising from the Retail Shortfall Bookbuild is expected to be paid to those retail shareholders on Friday, 30 April 2021.

Eligible retail shareholders wishing to participate in the Retail Entitlement Offer should carefully read the retail offer booklet ("Retail Offer Booklet") and the accompanying personalised entitlement and acceptance form which are expected to be made available on Wednesday, 31 March 2021 on the ASX website and via the Computershare website at [www.cpuoffer.com](http://www.cpuoffer.com).

Retail Offer Booklets and personalised entitlement and acceptance forms will be sent electronically to those eligible retail shareholders who have elected to receive electronic communications from Computershare.

Eligible retail shareholders are shareholders on the Record Date who:

1. have an address on the Computershare register in Australia or New Zealand;
2. are not in the United States and are not acting for the account or benefit of a person in the United States;
3. are not an eligible institutional shareholder and were not treated as an ineligible institutional shareholder under the Institutional Entitlement Offer; and
4. are eligible under all applicable securities laws to receive an offer under the Retail Entitlement Offer,

provided that, if a shareholder (including a nominee or custodian) is acting for the account or benefit of a person in the United States, it may not participate in the Retail Entitlement Offer on behalf of such a person ("Eligible Retail Shareholders").

It is the responsibility of purchasers of Retail Entitlements to inform themselves of the eligibility criteria for exercise. If holders of Retail Entitlements after the end of the trading period do not meet the eligibility criteria, they will not be able to exercise the Retail Entitlements. If holders are not able to take up their Retail Entitlements, those Retail Entitlements will be sold into the Retail Shortfall Bookbuild and holders may receive no value for them.

Computershare's ordinary shares are expected to resume trading from market open today (Monday, 29 March 2021) on an "ex-entitlement" basis.

## Key dates

Event	Date
Trading halt lifted and shares recommence trading	Monday, 29 March, 2021
Entitlement Offer record date (7.00pm Melbourne time)	Monday, 29 March, 2021
Retail Entitlements commence trading on the ASX on a deferred settlement basis (ASX code: CPUR)	Monday, 29 March, 2021
Retail Entitlement Offer opens and Retail Offer Booklet and personalised entitlement and acceptance forms made available	Wednesday, 31 March, 2021
Retail Entitlements commence trading on the ASX on a normal settlement basis	Thursday, 1 April 2021
Settlement of New Shares issued under the Institutional Entitlement Offer	Tuesday, 6 April, 2021
Allotment and normal trading of New Shares issued under the Institutional Entitlement Offer	Wednesday, 7 April, 2021
Retail Entitlements trading on the ASX ends	Monday, 12 April, 2021
Retail Entitlement Offer closes (5.00pm Melbourne time)	Monday, 19 April, 2021
Announcement of results of Retail Entitlement Offer	Thursday, 22 April, 2021
Retail Entitlement Offer Shortfall Bookbuild	Thursday, 22 April, 2021
Settlement of New Shares issued under the Retail Entitlement Offer	Tuesday, 27 April, 2021
Allotment of New Shares under the Retail Entitlement Offer	Wednesday, 28 April, 2021
Normal trading of New Shares issued under the Retail Entitlement Offer	Thursday, 29 April, 2021
Holding statements in respect of New Shares issued under the Retail Entitlement Offer and Retail Premium (if any) despatched	Friday, 30 April, 2021

All dates and times above are indicative only and may be subject to change without notice. Computershare reserves the right to amend any or all of these dates and times subject to the Corporations Act 2001 (Cth), the ASX Listing Rules and other applicable laws. In particular, Computershare reserves the right to extend the closing date for the Retail Entitlement Offer, to accept late applications under the Retail Entitlement Offer (either generally or in particular cases) and to withdraw the Retail Entitlement Offer without prior notice.

This announcement was authorised to be given to the ASX by a sub-committee of the Computershare Board.

### For further information, contact:

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## Important Notice

### *Future performance and forward-looking statements*

This announcement contains certain "forward-looking statements". The words "expect", "anticipate", "estimate", "intend", "believe", "guidance", "should", "could", "may", "will", "predict", "plan" and other similar expressions are intended to identify forward-looking statements. Indications of, and guidance on, future earnings and financial position, including Computershare's FY21 guidance, the outcome of the

acquisition of CTS and performance and any synergies of the combined businesses following the acquisition and the outcome of the Entitlement Offer are also forward-looking statements. Forward-looking statements, opinions and estimates provided in this announcement are based on assumptions and contingencies which are subject to change without notice and involve known and unknown risks and certainties and other factors which are beyond the control of Computershare, its directors and management including any further impacts of COVID-19 on Computershare's continued trading and operations. This includes statements about market and industry trends, which are based on interpretations of current market conditions.

You are strongly cautioned not to place undue reliance on forward-looking statements, particularly in light of the current economic climate and the significant volatility, uncertainty and disruption caused by the COVID-19 pandemic.

Forward-looking statements including projections, guidance on future earnings and estimates are provided as a general guide only and should not be relied upon as an indication or guarantee of future performance. Actual results, performance or achievements may differ materially from those expressed or implied in such statements and any projections and assumption on which these statements are based. These statements may assume the success of Computershare's business strategies. The success of any of those strategies will be realised in the period for which the forward-looking statement may have been prepared or otherwise. Except as required by law or regulation, none of Computershare, its representatives or advisers assumes any obligation to update these forward-looking statements. No guarantee, representation or warranty, express or implied, is made as to the accuracy, likelihood of achievement or reasonableness of any forecasts, prospects, returns or statements in relation to future matters contained in this announcement. The forward-looking statements are based on information available to Computershare as at the date of this announcement. Except as required by law or regulation (including the ASX Listing Rules), none of Computershare, its representatives or advisers undertakes any obligation to provide any additional or updated information whether as a result of a change in expectations or assumptions, new information, future events or results or otherwise. Indications of, and guidance or outlook on, future earnings or financial position or performance are also forward-looking statements.

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This announcement is not financial product advice and has not taken into account your objectives, financial situation or needs. This announcement has been prepared for release in Australia. This announcement does not constitute an offer to sell, or the solicitation of an offer to buy, any securities in the United States or to any person who is acting for the account or benefit of any person in the United States, or in any other jurisdiction in which such an offer would be illegal. Neither the Retail Entitlements nor the New Shares have been, or will be, registered under the U.S. Securities Act of 1933 (U.S. Securities Act), or the securities laws of any state or other jurisdiction of the United States. Accordingly, the Retail Entitlements may not be taken up or exercised by, and the New Shares may not be offered or sold to, directly or indirectly, persons in the United States or persons that are acting for the account or benefit of persons in the United States, unless they have been registered under the U.S. Securities Act (which Computershare has no obligation or intention to do or procure) or are offered or sold in a transaction except in transactions exempt from, or not subject to, the registration requirements of the U.S. Securities Act and any other applicable securities laws of any state or other jurisdiction of the United States.

*About Computershare*

Computershare (ASX: CPU) is a global market leader in transfer agency and share registration, employee equity plans, proxy solicitation and stakeholder communications. Computershare also specialises in corporate trust, mortgage, bankruptcy, class action, utility and tax voucher administration, and a range of other diversified financial and governance services.

Founded in 1978, Computershare is renowned for its expertise in high integrity data management, high volume transaction processing and reconciliations, payments and stakeholder engagement. Many of the world's leading organisations use us to streamline and maximise the value of relationships with their investors, employees, creditors and customers.

Computershare is represented in all major financial markets and has over 12,000 employees worldwide.

For more information, visit [www.computershare.com](http://www.computershare.com)