

HUMAN RESOURCES AND REMUNERATION COMMITTEE CHARTER

CERTAINTY

INGENUITY

ADVANTAGE

Computershare

Human Resources and Remuneration Committee

Computershare is committed to a market competitive remuneration framework and developing human resources policies and procedures that develop and reward our people for good performance.

1. OBJECTIVES OF THE COMMITTEE

The Committee's role is to monitor the following objectives:

- Computershare attracts, develops and retains high quality employees and senior executives who are able to achieve above average performance;
- There is a clear relationship between performance of key executives and their remuneration;
- Remuneration is fair and equitable and managed within an appropriate framework;
- Computershare complies with external reporting requirements;
- Management receives appropriate and timely approval and direction from the Committee in relation to all applicable employment related matters;
- No executive is directly involved in deciding his/her remuneration;
- Computershare develops and maintains best practice human resource policies and procedures; and
- Proper regard is paid to the interests of shareholders.

2. ROLE AND ACTIVITIES OF THE COMMITTEE

The Committee monitors the following activities within Computershare, and then recommends and reports to the Board on:

- Management remuneration including:
 - The remuneration and contract terms of the Group CEO including but not limited to, fixed remuneration, short term incentives and long term incentives;
 - The remuneration of Group Executives¹ including, but not limited to, the Group CEO's recommendation in relation to the fixed remuneration, short term incentives and long term incentives of such executives;
 - The terms and conditions of long term incentive plans, short term incentive plans, share rights plans, performance targets and bonus payments for the Group CEO and Group Executives;
 - Alignment of remuneration incentive policies and guidelines for executive managers and senior employees with long term growth in shareholder value and business strategy;
 - Employee share plans; and

¹ Group Executive means a direct report of the Group CEO

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- Recruitment, retention and termination policies and procedures for Group CEO and Group Executives;
- Board remuneration including the remuneration of non-executive directors (within the aggregate amount approved by shareholders);
- Human resources, talent management and diversity including:
 - The adequacy of talent pools for senior management succession;
 - The effectiveness of Computershare's diversity policies and initiatives;
 - Management development frameworks and individual development progress for key talent;
 - Monitoring surveys conducted by the company in relation to the culture of the organisation;
 - Assessing performance against measurable objectives for achieving diversity on an annual basis, including the relative proportion of women at all levels; and
 - Computershare's compliance with external reporting requirements.

The Committee is also responsible for overseeing and approving any material changes to the group's Global Mobility Policy and approving the terms and conditions of any expat arrangements involving a Group Executive and any material changes to those arrangements (including an extension).

The Committee is also responsible for performing any other remuneration or human resources related tasks referred to the Committee by the Computershare Board.

3. MEMBERSHIP

The membership of the Committee must comprise non-executive directors only and shall be determined by the Board and shall consist of at least three non-executive directors, provided always that the Committee comprises a majority of independent directors.

Any independent non-executive director can be Chair of the Committee.

The Board will, from time to time, review the composition and membership of the Committee to ensure that there is a diversity of views, as well as substantial experience within the Committee, whilst some continuity of membership is maintained.

A quorum of the Committee is two members.

The Group CEO, as well as other management, may attend by invitation.

The Company Secretary will be appointed to act as Secretary of the Committee.

All directors are invited to attend meetings of the Committee and can access Committee papers.

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4. MEETINGS AND RESOURCES

The Chair will convene meetings of the Committee as necessary.

The Committee:

- will determine its own procedures;
- may request appropriate human resources personnel or other Computershare employees to provide any information or carry out any task that may be necessary to enable the Committee to properly carry out its functions and meet its objectives; and
- may seek advice from external consultants to enable the Committee to properly carry out its functions and meet its objectives, and is authorised to engage consultants, and approve expenditure, as the Committee sees fit.

5. REVIEW OF CHARTER

The Committee will review this charter annually and submit any proposed amendments to the Board for consideration. No amendments will be effective without the approval of the Board.

This version of the Charter was approved by the Board on 4 March 2020.

