

CORPORATE GOVERNANCE STATEMENT

COMPUTERSHARE'S APPROACH TO CORPORATE GOVERNANCE

The Board is committed to maintaining high standards of corporate governance by overseeing a sound and effective governance framework for the management and conduct of Computershare's business. This corporate governance statement sets out a description of Computershare's main corporate governance practices. Computershare's governance arrangements complied with each of the recommendations set by the ASX Corporate Governance Council throughout the reporting period.

In this statement 'Group' is used to refer to Computershare Limited and its controlled entities, and references to 'Group management' refer to the Group's Chief Executive Officer and the executives reporting directly to the Chief Executive Officer.

This Corporate Governance Statement has been approved by the Board and is current as at 20 September 2021.

1. BOARD RESPONSIBILITIES

The Board is responsible for the corporate governance of the Group and is governed by the principles set out in the Board Charter. A copy of the charter is available from www.computershare.com/governance.

The principal role of the Board is to ensure the long-term prosperity of the Group and, in doing so, to determine the Group's strategic direction. The Board also sets broad corporate governance principles, which govern the Group's business operations and accountability, and ensures that those principles are effectively implemented by Group management.

The Board's other reserved powers and duties can be divided into five distinct areas of responsibility, an overview of which is provided below:

- › Strategic planning for the Group - involves commenting on and providing final approval of the Group's corporate strategy and related performance objectives as developed by Group management; and monitoring Group management's implementation of and performance with respect to that agreed corporate strategy.
- › Financial and risk management - includes approving the Group's budgets and other performance indicators and monitoring progress against them; approving and monitoring financial and other reporting, internal and external audit plans; setting the Group's financial and non-financial risk appetite and approving enterprise risk management plans; and monitoring the progress of major capital expenditure, acquisitions and divestitures within the scope of Board approved delegations.
- › Corporate governance - incorporates overseeing Computershare's corporate governance framework, including approving Computershare's statement of values and code of conduct as well as changes made to key supporting Group policies; and overseeing Computershare's reporting to shareholders and its compliance with its continuous disclosure obligations.
- › Overseeing Group management - involves the appointment and (if required) removal of the Chief Executive Officer as well as the monitoring of his or her ongoing performance; and (if applicable) the appointment and if required, removal of Group management personnel, including the Chief Financial Officer and Company Secretary.
- › Remuneration - comprises the approval of Computershare's overall remuneration framework and determining the remuneration of non-executive directors within the limits approved by shareholders.

The Board has delegated the responsibility for day-to-day management and administration of Computershare to the Chief Executive Officer. Ultimately, Group management is responsible for managing the Group in accordance with the corporate strategy, plans and policies approved by the Board. It is also required to provide appropriate information to the Board to ensure it can effectively discharge its duties.

2. BOARD COMPOSITION

Computershare's Constitution states that the Board must have a minimum of three and a maximum of ten directors.

Re-appointment is not automatic; if retiring directors would like to continue to hold office, they must submit themselves for re-election by Computershare's shareholders at the Annual General Meeting. No director (other than the Chief Executive Officer) may be in office for longer than three years without facing re-election.

In addition to ensuring that the Board has the mix of skills, knowledge and experience commonly required across boards of major ASX-listed companies, the Board also regularly reassesses its composition to ensure that it:

- › Aligns with the Group's strategic objectives
- › Has the necessary skills and expertise to provide oversight of those areas of the Group's business where there is the greatest scope to increase shareholder value in the future
- › Has an appropriate balance of directors who are based in Australia and those who are based in (or who have experience of) regions where there are significant group operations
- › Is of a size that is conducive to effective discussion and efficient decision making

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To assist in this process, the Board has developed a skills matrix that sets out the skills and experiences that it has or is looking to achieve. The current skills and experience of the Board, assessed against the matrix, are as follows:

Leadership and governance	Total out of eight Directors
Strategy	7
Innovation and entrepreneurship	5
CEO-level experience	5
Other non-executive director experience	7
Corporate governance	8
Business experience	
M&A and capital markets experience	8
International business experience	7
Working in regulated industries	7
Outsourced business services	6
Business development/access to networks	6
Financial and risk	
Accounting and finance	5
Banking and treasury	4
Audit, risk management and compliance	7
Other	
Technology	5
HR/remuneration	6
Geographic experience	
North America	5
UK and Europe	7
Asia	4
Australia	7

There were no changes to the composition of the Board during the reporting period.

3. DIRECTOR AND SENIOR EXECUTIVE APPOINTMENTS

Computershare's non-executive directors have signed formal letters of appointment setting out the key terms and conditions relating to their appointment as a director. Senior executives at Computershare also sign employment agreements, except in certain overseas jurisdictions as a result of local employment practices.

Proposed appointees to the Board and senior executive appointments are subject to appropriate background checks. The format of these checks is dependent on the residence of the proposed appointee but would typically include police and bankruptcy checks and searches of relevant public records and filings. This is in addition to confirmation of the proposed appointee's experience and character as appropriate.

Any director appointed by the Board will be required to stand for election at the next AGM, at which time the Company will provide in the notice of meeting all material information known to the Company that is relevant for shareholders to decide on whether to appoint the director.

On appointment, all new directors undertake an induction process. They receive copies of all key governance documents as well as briefings from senior management on material matters relating to the Computershare Group, including strategic considerations, financial performance, major markets and business lines as well as operational and technological capability. The Board has typically held meetings in all the major markets in which the Group operates, which provides new directors, along with the rest of the Board, the opportunity to meet with management and visit operational facilities during those meetings. The Board looks forward to resuming these activities when current travel restrictions are lifted.

Directors receive briefings on material macro developments that might impact the Group's operations, such as market structure changes and changes to business models. Members of the Risk and Audit Committee also receive updates on financial reporting and accounting matters as part of continuing professional education. Directors otherwise keep themselves informed of relevant matters by self-education and attendance at various courses and presentations and may also request that the Company provide them with specific development opportunities which they may consider necessary to improve their skills and knowledge.

THE DIRECTORS

As at the date of this Annual Report, the Board composition (with details of the professional background of each director) is as follows:



SIMON JONES

M.A. (Oxon), A.C.A.

Position: Chairman

Age: 65

Independent: Yes

Years of service: 16

Term of office

Simon Jones was appointed to the Board in November 2005 as a non-executive director. Simon was appointed as Computershare's Chairman in November 2015 and was last re-elected by shareholders in 2019.

Skills and experience

Simon is a chartered accountant with extensive experience in investment advisory, valuations, mergers and acquisitions, public offerings, audit and venture capital. Simon was previously a Managing Director of N.M. Rothschild and Sons (Australia) and Head of Audit and Business Advisory (Australia & New Zealand) and Corporate Finance (Melbourne) at Arthur Andersen.

Other directorships and offices

Director of Canterbury Partners
Chairman of the Advisory Board of MAB Corporation Pty Ltd

Board Committee membership

Chair of the Nomination Committee
Member of the Risk and Audit Committee
Member of the People and Culture Committee

STUART IRVING

Position: Chief Executive Officer

Age: 50

Independent: No

Years of service: 7

Term of office

Stuart Irving was appointed Chief Executive Officer and President of Computershare on 1 July 2014. He joined Computershare in 1998.

Skills and experience

Stuart held a number of roles at The Royal Bank of Scotland before joining Computershare as IT Development Manager in the UK.

Stuart subsequently worked in South Africa, Canada and the US before becoming Chief Information Officer for North America in 2005 and then the Computershare Group's Chief Information Officer in 2008.

Board Committee membership

Member of the Nomination Committee

CHRISTOPHER MORRIS

Position: Non-Executive Director

Age: 73

Independent: No

Years of service: 43

Term of office

Chris Morris and an associate established Computershare in 1978. Chris was appointed Chief Executive Officer in 1990 and oversaw the listing of Computershare on the ASX in 1994.

He became the Group's Executive Chairman in November 2006 and relinquished his executive responsibilities in September 2010, and subsequently stood down as Chairman in November 2015.

Chris was last re-elected in 2018.

Skills and experience

Chris has worked across the global securities industry for more than 30 years. His knowledge, long-term strategic vision and passion for the industry have been instrumental in transforming Computershare from an Australian business into a successful global public Company.

Other directorships and offices

Non-Executive Chairman of Smart Parking Limited (appointed in 2009)

Board Committee membership

Member of the Nomination Committee



TIFFANY FULLER

B.Com, GAICD, ACA

Position: Non-Executive Director

Age: 51

Independent: Yes

Years of service: 7

Term of office

Tiffany Fuller was appointed to the Board on 1 October 2014 as a non-executive director. Tiffany was last re-elected in 2019.

Skills and experience

Tiffany is an experienced public company non-executive director with broad experience in chartered accounting, corporate finance, investment banking, funds management and management consulting in Australia and globally.

Tiffany's skills include finance and accounting, strategy, M&A, risk and governance. Her career includes roles at Arthur Andersen and Rothschild and spans multiple industry sectors including financial services, technology, retail, resources and telecommunications.

Other directorships and offices

Non-Executive Director of Washington H. Soul Pattinson & Company Limited (appointed in 2017)

Non-Executive Director of Smart Parking Limited (resigned December 2020)

Board Committee membership

Chair of the Risk and Audit Committee
Member of the Nomination Committee

JOSEPH VELLI

BA, MBA

Position: Non-Executive Director

Age: 62

Independent: Yes

Years of service: 7

Term of office

Joseph Velli was appointed to the Board on 1 October 2014 as a non-executive director. Joseph was last re-elected in November 2020.

Skills and experience

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

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

ABI CLELAND

B.Com, BA, MBA.

Position: Non-Executive Director

Age: 48

Independent: Yes

Years of service: 3

Term of office

Abi Cleland was appointed to the Board as a non-executive director on 14 February 2018 and was re-elected by shareholders in November 2020.

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, Caltex after starting her career at BHP. Over the last five years Abi 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 Orora Limited (appointed in 2014)

Non-Executive Director of Sydney Airport Limited (appointed in 2018)

Non-Executive Director of Coles Group Limited (appointed in 2018)

Board committee membership

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



LISA GAY

BA, LLB

Position: Non-Executive Director

Age: 59

Independent: Yes

Years of service: 3

Term of office

Lisa Gay was appointed to the Board as a non-executive director on 14 February 2018 and was re-elected by shareholders in November 2018.

Skills and experience

Lisa Gay is a highly regarded business leader with extensive financial services experience in funds management, investment banking, and stockbroking. She was formerly Chair of the Australian Securities and Investment Commission's Markets Disciplinary Panel and Deputy Chair of the Indigenous Land Corporation. From 1990-2010 Lisa was general counsel and managing director of Goldman Sachs Group Australia.

Other directorships and offices

Acting Chair of Victoria Funds Management Corporation

Non-executive Director of Koda Capital

Member of the Council of Trustees of the National Gallery of Victoria

Board committee membership

Chair of the People and Culture Committee

Member of the Nomination Committee

PAUL REYNOLDS

BA, PhD

Position: Non-Executive Director

Age: 64

Independent: Yes

Years of service: 3

Term of office

Paul Reynolds was appointed to the Board as a non-executive director on 5 October 2018 and was re-elected by shareholders in November 2018.

Skills and experience

Paul Reynolds has gained extensive leadership skills from his previous experience in CEO and Chairman positions with complex, large-scale infrastructure enterprises. He was a member of the board at British Telecom from 2001-2007 and CEO of one of its largest businesses, BT Wholesale, where he led the global technology divisions and many of its biggest transformation programs. From 2007-2012, Paul was CEO of Telecom New Zealand, during the world's first structural separation into independent retail and network companies. Paul is based in the UK.

Other directorships and offices

Non-Executive Chairman of 9 Spokes Limited (appointed in 2014)

Non-Executive Chairman of STV Group plc

Non-Executive Director of Talk Talk Telecom Group Limited

Board committee membership

Member of the Risk and Audit Committee

Member of the Nomination Committee

4. BOARD INDEPENDENCE

The Board has considered each of the eight directors in office as at the date of this Annual Report and has determined that a majority (six out of eight) are independent (and were so throughout the reporting period). The two directors who are not considered to be independent are Chris Morris, due to his substantial shareholding in the Company, and Stuart Irving, as the current Group Chief Executive Officer.

To determine the independence of a director, the Board must consider several different factors, including those set out below:

- › Whether the director acts (or has recently acted) in an executive capacity for the Company
- › The materiality of the director's shareholding in the Company (if any)
- › The existence of any other material relationship between the director and a member of the Group (for example, where the director is or has been an officer of a significant adviser, supplier or customer)
- › The ability of the director to exercise their judgement independently

In relation to the Chairman, Simon Jones, the Board notes that he was first appointed as a non-executive director in November 2005 and subsequently as Chairman in November 2015. The Board has considered and is satisfied that Mr Jones's tenure as a director does not have any impact on his capacity to bring an independent judgement to bear on issues before the Board or to act in the best interests of the Company and its shareholders generally. The Board also notes that Joseph Velli is a director of Cognizant Technology Solutions Corporation, a company which supplies IT and business outsource services to the Group. The Board has considered this relationship and is satisfied that Mr Velli's position as a director of Cognizant Technology Solutions Corporation does not have any impact on his capacity to bring an independent judgement to bear on issues before the Board. The Board has appropriate procedures in place to manage circumstances where a matter relating to Cognizant Technology Solutions Corporation might be under consideration by the Board.

5. BOARD MEETINGS AND REPORTS

The Board's pre-pandemic meeting schedule included four in-person meetings each year as well as a series of scheduled update meetings. The Board would also meet as required to discuss and, if appropriate, approve specific strategic initiatives contemplated by the group. When the Board met in person, those meetings would generally take place over three days and provide the Board with the opportunity to meet senior management relevant to the agenda for the meeting. At its meetings the Board discusses the Group's results, prospects, strategy (both short and long-term), operational performance and other matters, including legal, governance and compliance issues.

The Committees of the Board also meet regularly to fulfil their duties (as discussed further below).

Computershare's directors and group management are located across multiple locations in Australia, North America and the UK. Given pandemic-related travel restrictions, the Board currently conducts its meetings 'virtually'. The Board continued to meet more frequently in FY21 than is typical, with the standard Board calendar being supplemented by additional update meetings. The Board also established a sub-committee to specifically consider the acquisition of the Corporate Trust business of Wells Fargo that was announced on 24 March 2021. The Board held additional meetings to approve that acquisition and the renounceable accelerated rights issue that took place to partly fund it and directors were also members of the Due Diligence Committee that was established to oversee the rights issue documentation.

Group management provides monthly reports to the Board detailing current financial information concerning the Group. Management also provides additional information on matters of interest to the Board, including operational performance, major initiatives and the Group's risk profile (as appropriate). The Board received additional reporting during the initial stages of the Covid pandemic, which provided the Board with strong oversight of business continuity and remote working arrangements, trading updates across business lines, enhanced cash and liquidity reporting as well as how key risks within the group were being managed.

6. BOARD COMMITTEES

To assist in discharging its responsibilities, the Board has established three committees.

Risk and Audit Committee

The principal function of the Risk and Audit Committee is to provide assistance to the Board in fulfilling its corporate governance and oversight responsibilities in relation to the Company's financial reporting, internal control structure, risk management systems, internal audit function and external audit requirements. The Committee also reviews material legal matters and receives updates on reports made under the Group's Whistleblower program and Financial Crime Unit.

The Risk and Audit Committee is chaired by Non-Executive Director, Tiffany Fuller. The Committee currently has two other members, Simon Jones and Paul Reynolds. Lisa Gay was also a member of the Committee during FY21 and recently stood down from that Committee to assume the Chair of the People and Culture Committee. Each member of this Committee is considered by the Board to be independent.

The Board regards these members as having the required financial expertise and an appropriate understanding of the markets in which the Group operates. The Chief Executive Officer, the Chief Financial Officer, the Group Head of Internal Audit, the Group Risk Officer and the Company's external auditors are invited to meetings of the Risk and Audit Committee at the Committee's discretion.

The Risk and Audit Committee is governed by a Board-approved charter. A copy of this Risk and Audit Committee Charter is available from www.computershare.com/governance.

Nomination Committee

The main functions of the Nomination Committee are to review the competence, expertise, performance, constitution and succession of the Board as well as the performance of individual directors.

The Nomination Committee generally meets on each occasion that the Board meets in person. All current directors are members of the Nomination Committee, and it is chaired by Simon Jones in his capacity as Chairman of the Board.

The Nomination Committee's policy for the appointment of directors is to select candidates whose skills, expertise, qualifications, networks and knowledge of the markets in which Computershare operates (and other markets into which it may expand) complement those of existing Board members so that the Board as a whole has the requisite skills, diversity and experience to fulfil its duties.

The Nomination Committee is governed by a Board-approved charter. A copy of this Nomination Committee Charter is available from www.computershare.com/governance.

People and Culture Committee

In FY2021, the Human Resources and Remuneration Committee was renamed the People and Culture Committee and its remit was further expanded across the employee life cycle at Computershare. The People and Culture Committee's principal functions are to advise the Board on matters relating to performance, talent and succession, culture and inclusion and diversity, as well as the remuneration of the Group's key management personnel and more broadly across the Group.

In relation to remuneration-related matters, the Committee considers, reviews and makes recommendations to the Board about the following matters:

- > The Chief Executive Officer's remuneration policy recommendations
- > Remuneration and contract terms for the Chief Executive Officer and the Group's key executives
- > Terms and conditions of long-term incentive plans, short-term incentive plans, share rights plans, performance targets and bonus payments for the Chief Executive Officer and the Group's key executives
- > Terms and conditions of any employee incentive plans
- > The recommendations of the Chief Executive Officer on offers to executives under any long-term incentive plan established by the Company from time to time
- > Remuneration of non-executive directors within the limits approved by shareholders
- > Content of the remuneration report to be included in the Company's Annual Report

In relation to people and culture matters, the Committee considers, reviews and makes recommendations to the Board about the following matters:

- > Succession planning for senior management and development frameworks for key talent
- > The effectiveness of the Group's diversity policies and initiatives
- > 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 currently chaired by Lisa Gay, who assumed that role from Joseph Velli at the start of FY22. Joseph Velli remains on the Committee as a member, together with Simon Jones and Abi Cleland. Pursuant to its Charter, the Committee must always be comprised of a majority of independent directors.

The Committee has access to Group management and, where necessary, may consult independent experts to discharge its responsibilities effectively.

The People and Culture Committee is governed by a Board-approved charter. A copy of this People and Culture Committee Charter is available from www.computershare.com/governance.

For details of directors' attendance at Committee meetings, see the Directors' Report, which starts on page 41 of this Annual Report.

7. EQUITY PARTICIPATION BY NON-EXECUTIVE DIRECTORS

The Board encourages non-executive directors to own shares in the Company. However, the Company has not awarded shares to non-executive directors and does not mandate that directors must hold a minimum shareholding in the Company. As at the date of this report, all non executive directors hold a relevant interest in shares in the Company.

8. REMUNERATION

For information relating to the Group's remuneration practices and details relating to the directors' remuneration and that of the Group's key management personnel during the year ended 30 June 2021, see the Remuneration Report, which starts on page 44 of this Annual Report and is incorporated into this corporate governance statement by reference.

In addition to the disclosures contained in the Remuneration Report, it should be noted that the Board is keen to encourage equity holdings in the Company by employees with a view to aligning staff and shareholder interests. Many employees have participated (and continue to participate) in the various equity plans offered by the Company, and the directors believe that, historically, this has contributed significantly to the Group's success.

9. ANNUAL REVIEW OF BOARD AND GROUP MANAGEMENT PERFORMANCE

The Board's performance is regularly reviewed by the directors of the Company as a whole. There is a standing agenda item at Board meetings for directors to be given an opportunity to discuss any concerns they may have with the Board's and its Committees' performance as well as any steps that can be taken to maintain their effectiveness.

Directors also completed questionnaires relating to Board and Committee performance during the reporting period, and the Board and relevant Committee then reviewed and discussed the responses. The directors believe that this process works well for its size and composition.

The process for evaluating the performance of individual directors is an informal one. The Chairman is responsible for engaging directly with directors on any individual performance concerns. Directors can raise concerns they might have with an individual director's performance directly with the Chairman.

The Board annually reviews the Chief Executive Officer's performance while the Chief Executive Officer annually reviews the performance of the other members of Group management against their KPIs for the year. This review process results in each member of Group management receiving a proposed numerical rating which determines their short-term incentive outcomes for the year. The proposed rating given to each member of Group management is then reviewed by the People and Culture Committee.

10. IDENTIFYING AND MANAGING BUSINESS RISKS

The Business Strategies and Prospects section of this Annual Report contains a summary of Computershare's approach to managing risk within the organisation, including its exposure to environmental and social risks.

In respect of the reporting period, the Board received a report from the Chief Executive Officer and the Chief Financial Officer that confirms, among other things, the following:

- > The 'Declaration to the Board of Directors of Computershare Limited', a copy of which is included in this Annual Report (see page 125) as required by section 295A of the Corporations Act 2001, is founded on a sound risk management and internal control system that is operating effectively in all material respects in relation to financial reporting risks
- > The Group's material business risks have been managed effectively

The Risk and Audit Committee reviewed and assessed the Group's risk management practices throughout the year and also undertook a formal review of the Group's risk management framework during the reporting period and was satisfied that it remained sound.

11. DIVERSITY AND INCLUSION

This summary outlines our progress during FY21 and covers our focus areas for FY22.

Progress during FY21

During the past year, we have focused on the creation and engagement of our Employee Resource Groups (ERG), realigned our D&I champions and further embedded D&I in our corporate culture through regular communications and events. We now have D&I champions across all business lines and geographies through our Women4Women (W4W), Black Leadership Group (BLG), Purple Pride ERGs and D&I Working Groups.

ERGs can help make specific aspects of D&I more tangible to everyone and help contribute to a culture of inclusivity and equality. ERGs support the employee experience and drive engagement in three main ways:

Peer-to-peer support

Providing a space for employees to support each other, to express concerns they may have and spend time with people who better understand their experiences. This can improve their day to day experience at work by helping them to feel less isolated, receive support and to grow in confidence.

Raising awareness

Promoting a better understanding of minority groups, making their experiences more visible across the organisation through company-wide communication, D&I focus weeks, training, webinars, small group discussions and spotlight articles. This supports inclusion more widely and empowers others to step up as allies and improve the workplace culture for everyone.

Providing insight

Feeding back concerns, opportunities and suggested improvements to the D&I steering committee, creating opportunities for dialogue in a structured way and providing employees with a greater voice to help inclusion be embedded more securely within Computershare.

The widespread move to remote working has made it easier to organise global events and reach a broader audience. Both external and internal guest speakers have led webinars and small discussion groups on topics that have been requested by our employees and by ERGs.

Computershare's Change A Life charitable foundation selected a D&I charitable partner to support, Black Girls CODE. Their mission is to build pathways for young women of colour to enter the tech marketplace, by introducing them to skills in computer programming and cutting-edge technologies.

This year, we saw an increase in the scores for every D&I related question in our Global Employee Survey, reflecting the impact of our communication, awareness raising and engagement efforts.

Over the past year we also:

- > Developed more targeted recruitment advertising focused on attracting talent from minority groups
- > Incorporated testimonials from armed service veteran employees in our recruitment activities as well as from members of our Employee Resource Groups
- > Raised awareness of D&I objectives, highlighting the case for change and the connection between D&I and business goals
- > Enhanced training content with D&I principles
- > Ran a paid internship program in South Africa, enabling people with disabilities to gain work experience and exposure to career opportunities in their field

Feedback on Measurable Objectives

Objective	Measurement
D&I Champion realignment	Complete. Through Employee Resource Groups we have D&I representation across all regions and business lines.
Strategy: Drive the execution of our three-year D&I strategy through our global business lines, with the realigned champions group and a dedicated D&I Manager	D&I Manager appointed in 2020 and D&I representation embedded as a key measure across all regions and business lines. As we come to the completion of our three-year strategic plan, we are refreshing our strategy with action plans for the next three years.
Training: Further extend the D&I training available via our Learning Management System and Performance Management toolkit with the aim of continuing to raise awareness and improve key outcomes in line with our D&I strategy	Building upon last year's rollout of a new digital learning platform globally, we've increased personalisation and added D&I training through our mandatory module (Computershare and Me), where we embedded content on inclusion and unconscious bias. As part of our Employee Resource Groups and D&I focus weeks, we created online resources accessible to all employees.
Communication: Continue to deliver regular, high-quality D&I-related communications across our staff	Through our Employee Resource Group events and other regularly scheduled diversity, inclusion and wellness events, we ran communications campaigns about inclusion, bringing one's whole self to work, global diversity, LGBTQ+ and unconscious bias awareness. We also created an online library specific to D&I-related topics.
Reporting: Continue to develop the D&I reporting available across all data categories in line with the global People data strategy	Defined, developed and implemented legal/regulatory and Board diversity reporting requirements and identified opportunities to enhance reporting and insight with our current data capabilities.

Gender diversity statistics for FY21

The table below includes data on global gender statistics at a global level as of 30 June 2021.

Observations include:

- > Representation on the Computershare Board is currently 38% female and 63% male (three out of eight are female)
- > The percentage of our overall staff that are women (54%) has not changed year-on-year
- > The percentage of females in executive positions (28%) has not changed year-on-year
- > When considering the two most senior management categories combined (CEO direct reports and company executives), female representation has increased slightly (from 27.4% to 27.6%) because of the greater numbers of people classified as company executives in FY21
- > While the numbers of senior female managers increased in FY21, the overall proportion of women in this role decreased slightly (from 38.7% to 37.4%) because the number of male senior managers increased at a greater rate

	F	M	F%	M%	Total	Change to Female
Board (inc. CEO)	3	5	38%	63%	8	=
Direct reports of CEO	3	13	19%	81%	16	=
Company Executive*	42	105	29%	71%	147	=
Senior Manager*	208	348	37%	63%	556	-
Manager	751	831	47%	53%	1582	=
Other	5,456	4,220	56%	44%	9,676	=
Total	6,463	5,522	54%	46%	11,985	=

Data valid as of 30 June 2021.

* Company Executive means a person reporting to a direct report of the CEO.

* Senior Manager means a person reporting to a Company Executive.

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FY22 focus areas and objectives

Objective	Measurement
Strategy: Our D&I Manager will drive the execution of a refreshed, three-year D&I strategy through our global business lines with D&I champions aligned to regions and business lines.	To be measured using statistics from diversity related programs, our People Management system, surveys, performance reviews, exit interviews, employee referrals and open discussion forums.
Communication: Continue to deliver regular, high-quality D&I-related communications to our staff.	To be measured using reporting from our internal communications reporting system and feedback from our Global Employee Survey.
Engagement: Generate more employee involvement in D&I related activities and participation in the creation of people-related policies and processes.	To be measured by the number of people participating in D&I and ERG events; the increase or decrease in the number of participants; and ratings from responses in the Global Employee Survey that relate to D&I.
Engagement: Provide training that is relevant and timely to reflect the needs of our global organisation and to support the growth of minority groups.	To be measured using statistics from our Learning Management System.
Reporting: Continue to enhance the D&I reporting available across all data categories in line with the global People data strategy.	Required reporting on gender and other demographics delivered accurately and on time. Enhancements will be measured through project management tracking.
Board: The Computershare board should have at least 30% male and 30% female directors.	To be measured using gender diversity statistics compiled for the Annual Report.

Our D&I Policy is available at www.computershare.com/governance.

12. WORKPLACE GENDER EQUALITY REPORT

In each country in which Computershare operates, the Company complies with legislated diversity reporting requirements. In Australia, Computershare met its reporting requirements under the Federal Government's Workplace Gender Equality Act 2012, including submitting an annual public report on 17 August 2021.

A copy of this report is available from www.computershare.com/governance. Any comments regarding this report can be submitted via email to the following address: wgea.comments@computershare.com.au.

13. SECURITIES TRADING POLICY

The Company has a Securities Trading Policy in place that sets out the restrictions that apply to the Group's directors, officers and employees trading in Computershare securities.

The policy explains the insider trading laws as they relate to trading in Computershare securities and the securities of Computershare's clients. It also sets out the penalties that apply to insider trading offences under the *Corporations Act 2001* and makes clear that Computershare adopts a zero-tolerance approach to breaches of insider trading laws.

The policy imposes additional restrictions on dealings in Computershare securities by Computershare directors and certain specified executives (designated persons). These designated persons may deal in Computershare securities during the four-week period after the Company releases its half-year and full-year financial results and after the date on which its Annual General Meeting is held (subject always to the laws on insider trading).

In addition, these designated persons may only deal in Computershare securities outside those specified, four-week trading windows with an express prior clearance by a nominated director. During certain prohibited periods, being the period between 15 December and the Company's release of its half-year results, the period between 15 June and the Company's release of its full-year results and other such periods as may be determined by the Board from time to time, clearance to deal can only be given in exceptional circumstances.

Under the policy, designated persons are also prohibited from entering into an arrangement pursuant to which they seek to hedge the economic risk associated with an unvested incentive award made to them by Computershare.

The list of designated persons is set out in the Schedule to the Securities Trading Policy. It is reviewed and updated as appropriate, having regard to any changes in the structure of Group management or the creation of new roles within it. An up-to-date copy of the Board-approved Securities Trading Policy is available from www.computershare.com/governance

14. CORPORATE REPORTING

The Chief Executive Officer and the Chief Financial Officer have made a Declaration to the Board of Directors in respect of the year ended 30 June 2021 as detailed on page 125 of this Annual Report. The Board also receives a declaration from the Chief Executive Officer and the Chief Financial Officer that the Declaration from them set out in the Annual Report has been founded on a sound system of risk management and internal control; and that the system is operating effectively in all material respects in relation to financial reporting risks. The Chief Executive Officer and the Chief Financial Officer also provided an equivalent statement to the Directors in respect of the Company's half-year report for the period ended 31 December 2020.

Where any periodic corporate report is released by Computershare to the market that is not otherwise audited or subject to review by its external auditor PWC, Computershare ensures that the content of the report is subject to extensive review and sign off by senior members of staff, which includes the allocation of material disclosures to designated persons to verify the disclosures by reference to appropriate source documents or, if no source documents are available, by persons with the knowledge and expertise to confirm the accuracy and completeness of the disclosure. All corporate financial reporting is also reviewed by the Risk and Audit Committee or, if applicable, a designated sub-committee of the Board.

15. CONFLICT OF INTEREST AND INDEPENDENT ADVICE

If a director has an actual or potential conflict of interest in a matter under consideration by the Board or a Committee of the Board, that director must promptly disclose that conflict of interest and abstain from deliberations on the matter. In that circumstance, the director is not permitted to exercise any influence over other Board members or Committee members on that issue nor receive relevant Board or Committee papers.

The Company permits any director or Committee of the Board to obtain external advice about transactions or matters of concern at the Company's cost. Directors seeking independent advice must obtain the approval of the Chairman, who is required to act reasonably in deciding whether the request is appropriate.

16. OUR VALUES AND ETHICAL STANDARDS

Computershare recognises the need for directors and employees to perform to the highest standards of behaviour and business ethics. The Company has adopted the "Being Purple" ways of working, which outline our values as an organisation and the conduct, behaviours and professional attributes we want to promote and reward. A detailed overview of these values is set out on page 21 of this Annual Report.

The Board has also adopted a Code of Conduct that sets out the principles and standards with which all officers and employees are expected to comply as they perform their respective functions. The Code recognises the legal and other obligations that the Company has to legitimate stakeholders and requires that directors, officers and employees maintain the highest standards of propriety and also act in accordance with the law. The Risk and Audit Committee also receives a quarterly report that includes information on employee misconduct matters.

A copy of the Group's Board-approved Code of Conduct is available from the corporate governance section of our website.

17. SHAREHOLDER COMMUNICATIONS AND INVESTOR RELATIONS

Computershare has an investor relations program in place with the aim of facilitating effective communication between Computershare and its investors. A key feature of this program is to ensure that shareholders are appropriately notified of information necessary to assess Computershare's performance and are able to access it. Information is communicated to shareholders through the following means:

- The Annual Report, which is distributed to all shareholders who elect to receive it. An overview of the previous financial year is also included in the Notice of AGM that all shareholders receive.
- The AGM and any other shareholder meetings called from time to time to obtain shareholder approval as required. Since 2017, the Company has conducted its AGM as a hybrid meeting, which provides an opportunity for shareholders to attend the meeting via an online platform. Attending the meeting online enabled shareholders to view the AGM live, ask questions and cast direct votes at the appropriate times whilst the meeting was in progress. As a result of pandemic-related restrictions, the 2020 AGM was held as a fully virtual meeting.
- The Company's website, which contains information regarding the Company, the Group and its corporate governance framework. The Investor Relations section of the website also includes information released to the ASX, a copy of investor and analyst briefing documentation, press releases and webcasts. The Company also releases new and substantive investor presentations on the ASX announcements platform.
- By email to those shareholders who have supplied their email address for the purpose of receiving communications from the Company electronically. Computershare actively encourages shareholders to provide an email address to facilitate more timely and effective communication with them and runs campaigns from time to time to encourage greater email adoption.

Computershare also encourages shareholders to participate in the Company's AGM. Shareholders who are unable to attend and vote during the meeting are encouraged to vote electronically in advance via Computershare's service known as InvestorVote, where they can view an electronic version of the voting form and accompanying materials as well as submit their votes. Computershare also encourages shareholders who are unable to attend the AGM to communicate any issues or questions by writing to the Company. All resolutions are decided by way of a poll.

18. COMMITMENT TO AN INFORMED MARKET RELATING TO COMPUTERSHARE SECURITIES

The Board has a Market Disclosure Policy to ensure the fair and timely disclosure of price-sensitive information to the investment community as required by applicable law. Under the policy the Board must approve the text of any announcement relating to the annual and half year financial reports as well as any other information for disclosure to the market that contains or relates to financial projections, statements as to future financial performance or changes to the policy or strategy of Computershare (taken as a whole). Announcements that do not require the approval of the Board can be approved for release by the Chief Executive Officer, and routine administrative announcements may be made by the Company Secretary. Directors are also provided with copies of material announcements once made.

In order to effectively manage its continuous disclosure obligations, the Chief Executive Officer has also established a Disclosure Committee to provide guidance on the following matters:

- › Considering what information needs to be released to the market by Computershare.
- › Referring announcements to the Board for approval where required.
- › Ensuring there are adequate systems for ensuring timely disclosure of material information to the market, including where such information needs to be released urgently.

The Disclosure Committee consists of the Chief Executive Officer, the Chief Financial Officer, the Head of Investor Relations, and the Group General Counsel and Company Secretary. When an issue that should be referred to the board under company policy has an urgency that prevents its consideration by the full Board, all available directors in conjunction with the Disclosure Committee may approve an announcement relating to that issue to the market.

Further, in circumstances where it is considered appropriate to request a trading halt (for example, where Computershare is required to disclose information to the market but, for whatever reason is unable to do so promptly), the Chief Executive Officer (or, if the Chief Executive Officer is unavailable, the Chairman, Chair of the Risk and Audit Committee or Chief Financial Officer) is authorised to request a trading halt on behalf of the Company. The full Board is to be consulted as far as is practicable on any request for a trading halt.

A copy of the Board-approved Market Disclosure Policy is available from the corporate governance section at www.computershare.com/governance

19. EXTERNAL AUDITORS

The Company's policy is to appoint external auditors who demonstrate professional ability and independence. The auditor's performance is reviewed annually.

PricewaterhouseCoopers were appointed as the external auditors in May 2002. Audit services have been put out to tender since their initial appointment.

PricewaterhouseCoopers normally rotates audit engagement partners on listed companies every five years. It is also PricewaterhouseCoopers' policy to provide an annual declaration of independence, a copy of which can be found on page 64 of this Annual Report. The external auditor is required to attend the Company's Annual General Meeting and be available to answer shareholder questions about the conduct of the audit and the preparation of the content of the audit report, the accounting policies adopted by the Company in relation to the preparation of the financial statements and the independence of the auditor in relation to the conduct of the audit.

An analysis of fees paid to the external auditors, including a breakdown of fees for non-audit services, is provided in the Directors' Report (see page 63 of this Annual Report). The Board has a formal policy for reviewing all non-audit services provided by PricewaterhouseCoopers that is administered by the Risk and Audit Committee.

20. INTERNAL AUDITORS

Computershare has a dedicated Group Internal Audit function. The function is led by the Group Head of Internal Audit who has a reporting line to the Chair of the Risk and Audit Committee. Group Internal Audit is authorised to audit all areas of the Computershare Group without the need for prior approval. In carrying out its responsibilities, it has full and unrestricted access to all records, property, functions, IT systems and staff members in the Group.

Each financial year the function develops an annual audit plan, which is approved by the Risk and Audit Committee. The function's key responsibilities are to:

- › Review and appraise the adequacy, design and effectiveness of the Group's system of internal controls
- › Evaluate and improve the effectiveness of risk management, control and governance processes as well as to identify control gaps.

On completion of audit assignments, Internal Audit will issue written reports, which are distributed to management and communicated to the Risk and Audit Committee. Where the report identifies specific findings and recommendations, the report will include an action plan from management to implement appropriate corrective action within specific timeframes, which are actively monitored. All internal audits are conducted in accordance with the Institute of Internal Auditors (IIA) Standards for the Professional Practice of Internal Auditing.

21. ANTI-BRIBERY AND CORRUPTION

The Board has approved an Anti-Bribery and Corruption policy, which sets out Computershare's clear statement of zero tolerance for acts of bribery and corruption and confirmation that Computershare will not tolerate its employees or contractors being involved in acts of bribery and corruption in any form. This is reinforced in the Group Code of Conduct.

The Anti-Bribery and Corruption policy is part of the framework for the Computershare Group-wide Anti-Bribery and Anti-Corruption (ABC) Program, which is under the responsibility of the Group Risk and Compliance function. All breaches of the policy must be reported to the compliance function and ultimately to the Risk and Audit Committee.

A copy of the Board-approved Anti-Bribery and Corruption policy is available from the corporate governance section of www.computershare.com/governance

22. WHISTLEBLOWING

The Board has approved a Whistleblower Policy that outlines procedures for dealing with allegations of improper conduct made by directors, officers or employees of the Company or parties external to Computershare. Concerns can be raised anonymously in a number of ways, including through an externally managed hotline and web portal, or by directly contacting designated regional Whistleblower officers. Any reported concerns are assessed and handled by these regional Whistleblower officers. The Group Whistleblower Officer also provides quarterly reports to the Group Risk and Audit Committee on any concerns reported over the period and more serious matters may be escalated to the Committee within a reporting period where appropriate.

All Computershare employees receive annual training about the Company's Whistleblower Policy, including how to detect and report improper conduct. A copy of the Whistleblower Policy is available from www.computershare.com/whistleblowing.

23. CORPORATE RESPONSIBILITY

For details relating to the Company's corporate responsibility initiatives, see pages 17 to 20 of this Annual Report.

A copy of the Board-approved Corporate Responsibility Policy is also available from the corporate governance section at www.computershare.com/governance.

24. HEALTH AND SAFETY

Computershare aims to provide and maintain a safe and healthy work environment. Computershare acts to meet this commitment by implementing work practices and procedures throughout the Group that comply with the relevant regulations governing workplaces in each country in which the Group operates. Employees are expected to take all practical measures to ensure a safe and healthy working environment in keeping with their defined responsibilities and applicable laws.

The maintenance of a safe and healthy working environment for our staff globally was identified as the key priority for the group at the outset of the Covid pandemic. Remote working measures were deployed for more than 90% of our staff and, where roles could not be performed remotely, strict Covid safety protocols were implemented across all work sites in accordance with local requirements.

25. COMPANY SECRETARY

The Company Secretary during the reporting period was Dominic Horsley. Under Computershare's Constitution, the appointment and removal of the Company Secretary is a matter for the Board.

Among other matters, the Company Secretary advises the Board on governance procedures and supports their effectiveness by monitoring Board policy and procedures, by coordinating the completion and dispatch of Board meeting agendas and papers as well as by assisting with the induction of new Directors. The Company Secretary is accountable to the Board, through the Chairman, for these responsibilities.

Dominic Horsley joined the Company in June 2006, having previously practised law at one of Asia Pacific's leading law firms, and worked as a Corporate Counsel with a major, listed Australian software and services supplier. Dominic completed a Bachelor of Arts (Hons) in Economics at the University of Cambridge and completed his legal studies at the College of Law in London. Dominic is also the Group General Counsel of Computershare and is a Fellow of the Governance Institute of Australia.

All directors have access to the advice and services of the Company Secretary.