

# 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 statement outlines Computershare's main corporate governance practices in place during the financial year ended 30 June 2022. The Board believes that these governance arrangements complied with the recommendations set by the fourth edition of ASX Corporate Governance Council's Corporate Governance Principles and Recommendations 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 21 September 2022.

### 1. BOARD RESPONSIBILITIES

The Board has a formal charter that documents its membership, duties and responsibilities and operating procedures. A copy of the charter is available from [www.computershare.com/governance](http://www.computershare.com/governance).

The principal role of the Board is to ensure the long-term prosperity of the Group by setting broad corporate governance principles that govern the Group's business operations and accountability and to ensure that those principles are effectively implemented by Group management.

The Board's main duties and responsibilities are as follows:

|   |  |
|---|--|
| <b>Strategic planning for the Group</b> | 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.   |
| <b>Financial and risk management</b>    | 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. |
| <b>Corporate governance</b>             | 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.  |
| <b>Overseeing Group management</b>      | involves the appointment and (if required) removal of the Chief Executive Officer as well as the monitoring of his or her ongoing performance; and the appointment and if required, removal of Group management personnel, including the Chief Financial Officer and Company Secretary.  |
| <b>Remuneration</b>                     | 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 who, in conjunction with Group management, is responsible for managing the Group in accordance with the corporate strategy, plans and policies approved by the Board.

## 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 in) regions where there are significant group operations
- > Is of a size that is conducive to effective discussion and efficient decision-making

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:

| <b>Leadership and governance</b>        | <b>Total out of eight Directors</b> |  |
|---|-------------------------------------|--|
| Strategy                                | 7                                   |  |
| Innovation and entrepreneurship         | 4                                   |  |
| CEO-level experience                    | 4                                   |  |
| Other non-executive director experience | 7                                   |  |
| ESG experience                          | 8                                   |  |
| <b>Business experience</b>              |                                     |  |
| M&A and capital markets experience      | 8                                   |  |
| International business experience       | 7                                   |  |
| Working in regulated industries         | 6                                   |  |
| Outsourced business services            | 6                                   |  |
| Business development/access to networks | 6                                   |  |
| <b>Financial and risk</b>               |                                     |  |
| Accounting and finance                  | 5                                   |  |
| Banking and treasury                    | 4                                   |  |
| Audit, risk management and compliance   | 8                                   |  |
| <b>Other</b>                            |                                     |  |
| Technology                              | 5                                   |  |
| HR/remuneration                         | 6                                   |  |
| <b>Geographic experience</b>            |                                     |  |
| North America                           | 5                                   |  |
| UK and Europe                           | 7                                   |  |
| Asia                                    | 3                                   |  |
| Australia                               | 6                                   |  |

During the reporting period, Computershare's Founder, Chris Morris, retired from the Board at the conclusion of the 2021 AGM after 43 years of service to Computershare. Mr John Nendick was appointed to the Board as a non-executive director with effect from 21 September 2021. Mr Nendick is a former senior finance executive who was most recently Deputy Global Leader of EY's Technology, Media and Telecomm's business and served on EY's Global Practice Group. He is based in California and further strengthens the Board's US-based director presence.

On 10 August 2022, Computershare also confirmed that Dr Paul Reynolds will succeed Simon Jones as Chairman with effect from the end of the 2022 AGM to be held on 10 November 2022. Mr Jones advised shareholders when he was last re-elected in 2019 that he would retire from the Board at the end of his three-year term.

### **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.

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:** 66  
**Independent:** Yes  
**Years of service:** 17

**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:** 51  
**Independent:** No  
**Years of service:** 8

**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



**Paul Reynolds**

BA, PhD

**Position:** Non-Executive Director  
**Age:** 65  
**Independent:** Yes  
**Years of service:** 4

**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 2021.

**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 STV Group plc  
Non-Executive Chairman of 9 Spokes Limited (until July 2022)

**Board committee membership**  
Member of the Risk and Audit Committee  
Member of the Nomination Committee



**Tiffany Fuller**

B.Com, GAICD,  
CAANZ (Member)

**Position:** Non-Executive Director  
**Age:** 52  
**Independent:** Yes  
**Years of service:** 8

**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 (until 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:** 63  
**Independent:** Yes  
**Years of service:** 8

**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  
Non-Executive Director of AssetMark Financial Holdings Inc

**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:** 49  
**Independent:** Yes  
**Years of service:** 4

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

Abi also set up and ran an advisory and management business, Absolute Partners which focused on strategy, M&A and building businesses leveraging disruptive changes.

**Other directorships and offices**

Non-Executive Director of Orora Limited (appointed in 2014)  
Non-Executive Director of Coles Group Limited (appointed in 2018)  
Non-Executive Director of Sydney Airport Limited (until March 2022)

**Board committee membership**

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



**Lisa Gay**

BA, LLB

**Position:** Non-Executive Director  
**Age:** 60  
**Independent:** Yes  
**Years of service:** 4

**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 2021.

**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**

Non-executive Director 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



**John Nendick**

BA, FCA, CPA, NACD-DC

**Position:** Non-Executive Director  
**Age:** 65  
**Independent:** Yes  
**Years of service:** 1

**Term of office**

John Nendick was appointed to the Board as a non-executive director on 21 September 2021 and was elected by shareholders in November 2021.

**Skills and experience**

John Nendick is a senior finance executive who is an expert in new business models, global financial, accounting and audit matters, transactions and technology and Technology, Media and Telecom (TMT) trends globally. He was, until recently, the Deputy Global Leader of EY's TMT business and also served on EY's Global Practice Group. John is based in California.

**Other directorships and offices**

Member of Advisory Board of Eved LLC  
Chair, Financial Advisory Committee of City of Palos Verdes  
Member, Business Advisory Board of the Los Angeles Kings

**Board Committee membership**

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

## 4. BOARD INDEPENDENCE

The Board has reviewed the independence of each of the eight directors in office as at the date of this Annual Report and has determined that seven out of eight are independent and were so throughout the reporting period. The director who is not considered to be independent is 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 did 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

There was a return to international travel and in person Board meetings during the financial year following two years of virtual meetings held during the pandemic. The Board's standard meeting schedule includes four in-person meetings each year, as well as a series of scheduled update meetings. The Board also meets as required to discuss and, if appropriate, approve specific strategic initiatives contemplated by the group. In person Board meetings 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 Board held two in-person meetings during the second half of the reporting period.

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

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).

## 6. BOARD COMMITTEES

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

**Risk and Audit  
Committee**

**Nomination  
Committee**

**People and Culture  
Committee**

### 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 Tiffany Fuller and the other members are Simon Jones, Paul Reynolds and John Nendick. Lisa Gay was also a member of the Committee at the start of FY2022 and 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](http://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](http://www.computershare.com/governance).

## People and Culture Committee

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 chaired by Lisa Gay and the other members are Abi Cleland, Joseph Velli and Simon Jones. 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](http://www.computershare.com/governance).

For details of directors' attendance at Committee meetings, see the Directors' Report, which starts on page 42 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 2022, see the Remuneration Report, which starts on page 45 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 process for evaluating the performance of individual directors has been 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. During the next reporting period ending 30 June 2023, the Board will have completed a review of Board performance and individual director assessment using an external provider.

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. This process includes a review of KPIs for the purpose of determining managements' short-term incentive outcomes for the year and these outcomes are reviewed by the People and Culture Committee and ultimately approved by the Board.

## 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 132) 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 (D&I)

This summary outlines our progress against our measurable objectives during FY22 and covers our focus areas for FY23. More information on our D&I achievements can be found in our online ESG Report, which you can read on our website.

Over FY22 we have made strong progress in increasing participation, awareness and actions to further our D&I objectives, including:

- > Developed and launched a new D&I strategy for FY23-FY25. This strategy was launched to employees at a CEO Town Hall in May.
- > Established a Global D&I Forum, chaired by our CEO Stuart Irving, with representatives of the People Team and our Employee Resource Group (ERG) Board members.
- > Launched two new ERGs in Women 4 Women (W4W) APAC and Ability.
- > Supported our ERGs in delivering monthly webinars, issuing regular communications and continuing to develop and promote our D&I learning resources - celebrating events such as Pride, International Women's Day, Mental Health week and Juneteeth.
- > Launched mentoring programs for W4W and the Black Leadership Group (BLG).
- > Kicked off a nine-month Career & Development program with 24 participants for our BLG.
- > Enrolled a further six Black Women professionals on an external Leadership Development program, Solaris.
- > Invested in our Talent Acquisition marketing materials and partnerships to help attract diverse people into the organisation.
- > Worked with our ERGs to update our People Policies to ensure we have inclusive language and principles, including the development of a global Gender Affirmation Policy.

## Feedback on FY22 Measurable Objectives

| Objective  | Measurement   | Result   |
|--|---|--|
| <p><b>Strategy:</b> Our D&amp;I Manager will drive the execution of a refreshed, three-year D&amp;I strategy through our global business lines with D&amp;I champions aligned to regions and business lines.</p> | <p>To be measured using statistics from diversity related programs, our People Management system, surveys, performance reviews, exit interviews, employee referrals and open discussion forums.</p>                             | <p>Our first multi-year D&amp;I strategy is complete. We have refreshed our strategy and action plans for the next three years, and these were communicated to employees at CEO Town Halls in May. Through our seven ERGs we have D&amp;I representation across all regions and business lines.</p>  |
| <p><b>Communication:</b> Continue to deliver regular, high-quality D&amp;I-related communications to our staff.</p>  | <p>To be measured using feedback from our Global Employee Survey.</p>   | <p>We ran many D&amp;I communications campaigns both globally and locally through our internal communications channels, ERGs, and regularly scheduled webinars. Our D&amp;I Index in the Employee Opinion Survey was 80% for FY22.</p>   |
| <p><b>Engagement:</b> Generate more employee involvement in D&amp;I related activities and participation in the creation of people-related policies and processes.</p>   | <p>To be measured by the number of people participating in D&amp;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&amp;I.</p> | <p>In FY22 we grew membership in our ERGs from 390 to 841 members. An average of 300 people per month also attended events relating to D&amp;I. Inclusion metrics indicate a positive culture, with 87% of employees seeing their manager work effectively with people from different backgrounds and 82% believing Computershare respects individuals and values their difference.</p>                    |
| <p><b>Engagement:</b> Provide training that is relevant and timely to reflect the needs of our global organisation and to support the growth of minority groups.</p>   | <p>To be measured using statistics from our Learning Management System.</p>   | <p>All employees are required to complete an annual 'Computershare &amp; Me' training module, which includes a D&amp;I section. As part of our Lead to Succeed Management Development program, Inclusive Leadership is a mandatory module for the 250 managers that participate in this program - helping build Inclusive Leadership as a core competency and strengthening leadership accountability.</p> |
| <p><b>Reporting:</b> Continue to enhance the D&amp;I reporting available across all data categories in line with the global People data strategy.</p>  | <p>Required reporting on gender and other demographics delivered accurately and on time. Enhancements will be measured through project management tracking.</p>   | <p>With the introduction of the Qualtrics platform for our Annual Employee Opinion Survey, we have been able to capture additional demographic data on ethnicity and disability. Where we are legally allowed to ask, employees were given the option to disclose their ethnicity and if they had a disability via the EOS survey - there was an option of 'Prefer not to say'.</p>                        |
| <p><b>Board:</b> The Computershare board should have at least 30% male and 30% female directors.</p>   | <p>To be measured using gender diversity statistics compiled for the Annual Report.</p>   | <p>The Computershare Board has 62% male and 38% female directors, which is the same as FY21.</p>   |

## CORPORATE GOVERNANCE STATEMENT

### Gender diversity statistics for FY22

The table below includes data on global gender statistics at a global level as of 30 June 2022.

|                       | F     | M     | F%  | M%  | Total  | Change to Female % |
|-----------------------|-------|-------|-----|-----|--------|--------------------|
| Board (inc. CEO)      | 3     | 5     | 38% | 62% | 8      | =                  |
| Direct reports of CEO | 4     | 13    | 24% | 76% | 17     | +                  |
| Company Executive     | 46    | 101   | 31% | 69% | 147    | +                  |
| Senior Manager        | 282   | 414   | 41% | 59% | 696    | +                  |
| Manager               | 842   | 1,020 | 45% | 55% | 1,862  | -                  |
| Other                 | 6,178 | 4,922 | 56% | 44% | 11,100 | =                  |
| Total                 | 7,355 | 6,475 | 53% | 47% | 13,830 | -                  |

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

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

### FY23 focus areas and objectives

| Objective  | Measurement   |
|--|---|
| Visible leadership commitment among at least our top two levels of Management.                 | Senior Leadership involvement and representation in our Employee Resource Groups; Business Plans to include D&I objectives; High scores on D&I questions in Employee Opinion Survey; Incentive and performance plans to reflect D&I targets.  |
| Further embed diversity principles into People policies and processes.                         | Policies and procedures to include D&I principles; Launch interview competency framework.   |
| Build maturity, engagement and growth of ERGs and leverage their expertise for business value. | Participation and Engagement statistics; Consistent attendance; High inclusion scores in EOS; participation in and influence over key business initiatives.   |
| Capture data and set further targets to accelerate diversity in leadership.                    | Updated data fields in People and Finance system; Work toward 40%/40%/20% female/male/any gender representation in top two levels; Gather baseline data of different minority groups included offers made and offers accepted to set accurate and reasonable targets. currently diversity of attraction. Employee demographics obtained and tracked across all diversity demographics (where local laws allow). Establish a consistent global framework for capturing data, reporting and target setting. |
| 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](http://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 22 July 2022.

A copy of this report is available from [www.computershare.com/governance](http://www.computershare.com/governance). Any comments regarding this report can be submitted via email to the following address: [wgea.comments@computershare.com.au](mailto: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](http://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 2022 as detailed on page 132 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 2021.

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.

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 People and Culture and Risk and Audit Committees also receive regular reporting on information relating to employee misconduct matters (including where identified through the Whistleblower program, which is detailed in section 22 below).

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 2021 AGM was held as a fully virtual meeting. The Company is pleased to resume holding hybrid meetings for the 2022 AGM.

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/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](http://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 68 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 67 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 Chief Audit Executive 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 Groupwide Anti-Bribery and AntiCorruption (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](http://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 and to the People and Culture Committee (on employee conduct matters) on any reports raised 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](http://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 and our ESG Report, which you can read on our website.

A copy of the Board-approved Corporate Responsibility Policy is also available from the corporate governance section at [www.computershare.com/governance](http://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. To the extent required, these practices have remained in place throughout FY22.

## 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 Computershare in 2006 and is the Group General Counsel and Company Secretary with global responsibility for Computershare's legal and secretarial teams. Dominic has extensive experience in corporate and commercial law, having held prior in-house and private practice roles in Australia and the UK. Dominic is a member of the Association of Corporate Counsel GC100 and is a Fellow of the Governance Institute of Australia. 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.

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