

24 September 2010

Dear Shareholder

I have great pleasure in enclosing your Notice for the 2010 Annual General Meeting of Computershare Limited. The meeting will be held at 10.00am on Wednesday 10 November 2010 at Computershare's global headquarters at Yarra Falls, 452 Johnston Street Abbotsford, Victoria.

It will be my first AGM since I founded Computershare where myself and Penny MacLagan will be non executive directors, both of us having retired from executive duties in September. This should make those institutions obsessed with corporate governance very happy but for Penny and I there will be a touch of sadness.

However, the really sad part of this year's AGM will be the retirement of Tony Wales. I have managed to talk Tony out of retiring for the last three years but have finally failed. Tony has been such an important part of Computershare since its beginning and without him there was a good chance that Computershare would not have survived. Back in the early 1980's, 51% of Computershare was owned by another company, which was going broke and would have taken Computershare with it. Tony and his accounting firm stepped in and helped us purchase the 51% we did not own. Tony was involved in the huge growth of Computershare when it acquired registry businesses in Australia, New Zealand, UK, Hong Kong, US and Canada. Tony often single handedly did the due diligence on many of these deals, in stark contrast to our competing bidders who often had teams of 20 people. He was critical to our first major expansion in the UK where, after we had completed the purchase, he ran the operation for two years. Tony is and will remain a good friend of many at Computershare and his contribution to our success should not be underestimated. We will miss him.

We are also pleased to welcome Jerry Lieberman to the Board as a non-executive director. Jerry joined the Board on 1 August 2010 and, as required by ASX rules, he stands for election by shareholders at the AGM. Jerry brings a wealth of experience to the Board, specifically from the financial services industry across the Americas, and the Board is looking forward to Jerry's ongoing contribution.

You will also see from the Notice that two Directors are up for re-election at this year's meeting: Les Owen and me. Les Owen makes a valuable contribution and the Board recommends his re-election. I will let you make your own judgement about my re-election.

The remaining items of business set out in the Notice relate to discussion on the financial statements and reports, and the shareholder vote on remuneration. This year, we have tried to make the remuneration report more useful to our shareholders and we hope that you find the details informative.

I hope to see as many of you as possible at the meeting. If you are unable to attend the meeting in person, we will again be offering shareholders the opportunity to cast their votes directly without the need to appoint a proxy.

Regardless of whether you vote directly or appoint a proxy, the fastest and most convenient way to vote is to do so electronically at www.investorvote.com.au and using the secure access information on the front of your voting form.

Yours sincerely



Chris Morris
Chairman

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COMPUTERSHARE NOTICE OF ANNUAL GENERAL MEETING

The 2010 Annual General Meeting of Computershare Limited (ABN 71 005 485 825)

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

Date: Wednesday, 10 November 2010

Time: 10.00am

Notice of Annual General Meeting

The 2010 Annual General Meeting (**AGM**) of Computershare Limited (ABN 71 005 485 825) (**Company**) will be held on Wednesday, 10 November 2010 commencing at 10:00am at Yarra Falls, 452 Johnston Street, Abbotsford, Victoria, Australia.

BUSINESS

1. Financial Statements and Reports

To receive and consider the Financial Report, the Directors' Report and the Auditor's Report for the year ended 30 June 2010.

2. Remuneration Report

To consider, and if thought fit, pass the following resolution as an ordinary resolution:

"That the Remuneration Report for the year ended 30 June 2010 is adopted."

The vote on this resolution is advisory only and does not bind the Company or its directors.

3. Re-election of Mr C J Morris as a Director

To consider, and if thought fit, pass the following resolution as an ordinary resolution:

"That Mr C J Morris, who retires from office under clause 66 of the Company's Constitution, is re-elected as a director of the Company."

4. Re-election of Mr A L Owen as a Director

To consider, and if thought fit, pass the following resolution as an ordinary resolution:

"That Mr A L Owen, who retires from office under clause 66 of the Company's Constitution, is re-elected as a director of the Company."

5. Election of Mr G Lieberman as a Director

To consider, and if thought fit, pass the following resolution as an ordinary resolution:

"That Mr G Lieberman, who retires from office under clause 65 of the Company's Constitution, is elected as a director of the Company."

By Order of the Board



D M Horsley

Company Secretary

24 September 2010

Explanatory Notes

These Explanatory Notes are included in and form part of the Notice of AGM dated 24 September 2010.

Item 1 - Financial Statements and Reports

- 1.1 The *Corporations Act 2001* (Cth) (**Corporations Act**) requires the Financial Report, the Directors' Report and the Auditor's Report to be received and considered at the AGM.
- 1.2 While shareholders are not required to vote on these reports, shareholders will be given a reasonable opportunity at the AGM to ask questions about, or make comments on, the Reports.
- 1.3 The auditor of the Company or their representative will also be available to receive questions relevant to:
 - (a) the conduct of the audit;
 - (b) the preparation and content of the Auditor's Report;
 - (c) the accounting policies adopted by the Company in relation to the preparation of the financial statements; and
 - (d) the independence of the auditor in relation to the conduct of the audit.
- 1.4 A shareholder of the Company who is entitled to cast a vote at the AGM may submit a written question to the auditor if:
 - (a) the question is relevant to:
 - (i) the content of the Auditor's Report to be considered at the AGM; or
 - (ii) the conduct of the audit of the Financial Report to be considered at the AGM; and
 - (b) the shareholder gives the question to the Company no later than the fifth business day before the day on which the AGM is held (ie, by Wednesday, 3 November 2010).
- 1.5 Copies of a list prepared by the auditor of shareholder questions that the Company has passed on to the auditor and that the auditor considers relevant to the matters specified in paragraph 1.4 (a)(i) or (ii) above, will be reasonably available to shareholders attending the AGM.

Item 2 - Remuneration Report

- 2.1 The Directors' Report for the year ended 30 June 2010 contains a Remuneration Report, which sets out the policy for the remuneration of the directors and certain group executives of the Company and its subsidiaries.
- 2.2 The Corporations Act requires that a resolution be put to the vote of the Company's shareholders that the Remuneration Report be adopted.
- 2.3 The Corporations Act expressly provides that the vote is advisory only and does not bind the directors or the Company.
- 2.4 Shareholders attending the AGM will be given a reasonable opportunity to ask questions about, or make comments on, the Remuneration Report.

Item 3 - Re-election of Mr CJ Morris as a Director

Reasons for retirement and presentation for re-election

Mr Morris retires in accordance with clause 66 of the Company's Constitution ('Retirement by Rotation') and, being eligible, offers himself for re-election.

Professional experience

Set out below is an overview of Mr Morris' professional background.

Name:	Christopher John Morris
Position:	Chairman
Age:	62
Independent:	No

Chris Morris is a founding member of Computershare (established in 1978) and was appointed Chief Executive Officer in 1990. Chris' extensive knowledge of the securities industry and its user requirements from both a national and international perspective, coupled with his passion and long term strategic vision, have been instrumental in developing Computershare into a global company that is unique in its provision of a full range of solutions to meet the needs of listed companies and their stakeholders.

In November 2006, Chris became the Company's Executive Chairman and in September 2010 he relinquished his executive responsibilities and is now Non-Executive Chairman.

Chris is Chairman of the Nomination Committee and the Acquisitions Committee and is a member of the Remuneration Committee. He is based in Melbourne.

Recommendation

The other directors unanimously support the re-election of Mr Morris.

Item 4 - Re-election of Mr A L Owen as a Director

Reasons for retirement and presentation for re-election

Mr Owen retires in accordance with clause 66 of the Company's Constitution ('Retirement by Rotation') and, being eligible, offers himself for re-election.

Professional experience

Set out below is an overview of Mr Owen's professional background.

Name: Arthur Leslie (Les) Owen, BSc, FIA, FIAA, FPMI
Position: Non-Executive Director
Age: 61
Independent: Yes

Les Owen was appointed to the Board on 1 February 2007 as a non-executive director. Les is a qualified actuary with over 35 years experience in the financial services industry. From January 2000 to September 2006, he was the Group Chief Executive Officer of AXA Asia Pacific Holdings Limited, one of Australia's top 50 listed companies. Prior to his appointment at AXA Asia Pacific, he was the Chief Executive Officer of AXA Sun Life plc, one of the largest life insurance companies in the UK. He was also a member of the Global AXA Group Executive Board and a member of the Federal Treasurer's Financial Sector Advisory Council.

Les is based in Bristol in the UK, although he splits his time between the UK and Australia and retains significant ties to Melbourne. He is a non-executive director of Discovery Holdings (a South African listed health and life insurer), the Royal Mail and Just Retirement in the UK and also the Football Federation of Australia.

Les is a member of the Risk and Audit Committee, the Remuneration Committee and the Nomination Committee.

Recommendation

The other directors unanimously support the re-election of Mr Owen.

Item 5 - Election of Mr G Lieberman as a Director

Reasons for election

Mr Lieberman was appointed by the directors as an additional director on 1 August 2010. Under clause 65 of the Company's Constitution ('Additional and Casual Directors') he holds office until the end of this AGM and, being eligible, presents himself for election.

Professional experience

Set out below is a summary of Mr Lieberman's professional background.

Name: Gerald (Jerry) Lieberman
Position: Non-Executive Director
Age: 63
Independent: Yes

Jerry Lieberman was appointed to the Board as a non-executive director on 1 August 2010, having recently retired as President and Chief Operating Officer of AllianceBernstein L.P, a United States based global investment management firm.

Jerry has previously held a number of senior positions in both line and staff roles in financial services organisations in the United States and Mexico, including Chief of Administration at Sanford C. Bernstein & Co., Inc, Chief Financial Officer of Fidelity Investments and Senior Human Resources Officer and Country Managing Director of Citicorp.

Jerry is a CPA with graduate studies in Finance and is a member of the Nomination and Remuneration Committees.

Recommendation

The other directors unanimously support the election of Mr Lieberman.

Information for Shareholders

1. Voting, direct votes and proxy votes

- 1.1. A shareholder entitled to attend and vote at the AGM may vote by:
- (a) attending the meeting in person;
 - (b) appointing a proxy representative or attorney to attend and vote at the meeting on their behalf; or
 - (c) lodging a valid notice of their voting intention by means of a direct vote.
- 1.2 A shareholder may only vote by one of the methods listed in paragraph 1.1 above.
- 1.3 Shareholders who do not plan to attend the AGM are encouraged to complete and return a voting form, or to register their direct vote or proxy electronically (see below). Shareholders may withdraw their direct vote or proxy, and attend and vote at the AGM, even if they have sent a voting form to the Company.

How to lodge a direct vote or appoint a proxy

- 1.4 A shareholder may lodge a direct vote or appoint a proxy by:
- (a) using the voting form provided with this Notice of AGM; or
 - (b) the electronic medium available at the website <http://www.investorvote.com.au>. Shareholders who use this medium will be taken to have signed or authenticated their voting form if it is submitted in accordance with the instructions given on the website. Custodians and other intermediaries who are users of Computershare's Intermediary Online service may lodge their direct votes or appoint a proxy by the electronic medium available at the website <http://www.intermediaryonline.com>.

Direct voting

- 1.5 A shareholder may lodge a direct vote by indicating on the voting form that they are casting their vote directly and then placing a mark in one of the boxes opposite each item of business on the voting form. All of the shareholder's shares will be voted in accordance with such direction, unless the shareholder indicates that their direction is:
- (a) to vote only a portion of their votes on any item; or
 - (b) to cast their votes in different ways on any item,
- by inserting the number of shares in the appropriate box or boxes.
- 1.6 If a shareholder indicates that they are lodging their votes directly and then does not mark any of the boxes on a given item, no votes will be voted on that item.
- 1.7 If a shareholder indicates that they are lodging their votes directly and then marks more than one box on an item, their vote on that item will be invalid. If a shareholder inserts a number of shares in boxes on any item that in total exceed the number of shares that the shareholder holds as at the voting entitlement time, the shareholder's vote on that item will be invalid, unless the shareholder inserted a number of shares in one box only on an item which exceeds the number of shares that they hold at that time, in which case it will be taken to be valid for the shares held at that time.

Appointing a proxy

- 1.8 A proxy:
- (a) need not be a shareholder of the Company; and
 - (b) may be an individual or a body corporate.
- 1.9 A shareholder may direct their proxy how to vote by indicating on the voting form that they are appointing a proxy to vote on their behalf and then placing a mark in one of the boxes opposite each item of business on the voting form. All of the shareholder's shares will be voted in accordance with such direction, unless the shareholder indicates that their proxy is:
- (a) to vote only a portion of their votes on any item; or
 - (b) to cast their votes in different ways on any item,
- by inserting the percentage or number of shares in the appropriate box or boxes.
- 1.10 If a shareholder appointing a proxy does not mark any of the boxes on a given item, the proxy may vote as the proxy chooses. If the shareholder does not direct the proxy regarding all of their votes on any item, the proxy may vote as the proxy chooses in respect of the undirected votes. If the shareholder directs the proxy to cast their votes in different ways on any item, the proxy must not vote on a show of hands in respect of that item, but may vote on a poll.
- 1.11 If a shareholder appointing a proxy marks more than one box on an item, their vote on that item will be invalid. If a shareholder inserts percentages or a number of shares in boxes on any item that in total exceed 100% or exceed the number of shares that the shareholder holds as at the voting entitlement time, the shareholder's vote on that item will be invalid, unless the shareholder inserted a number of shares in one box only on an item which exceeds the number of shares that they hold at that time, in which case it will be taken to be valid for the shares held at that time.

- 1.12 If the shareholder is entitled to cast two or more votes, the shareholder has the right to appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If the appointment does not specify the proportion or number of the shareholder's votes each proxy may exercise, each proxy may exercise one half of the shareholder's votes. If the shareholder appoints two proxies, neither proxy may vote on a show of hands.
- 1.13 The Company's Chairman, Mr Morris, will chair the AGM and intends to vote all undirected proxies in favour of all of the resolutions. Similarly, all directors will vote undirected proxies in favour of all of the resolutions. If you wish to appoint the Chairman or another director as your proxy, and you do not wish to direct them how to vote, please tick the appropriate box on the form.

Signing the voting form

- 1.14 If the shareholder is:
- (a) an individual - the voting form must be signed or otherwise authenticated by the shareholder or the shareholder's attorney; or
 - (b) a corporation - the voting form must be signed or otherwise authenticated in accordance with the Corporations Act or under the hand of an attorney.
- 1.15. Where two or more persons are registered as a shareholder, each person must sign or authenticate the voting form.
- 1.16 If the voting form is completed by an individual or a corporation under a power of attorney, that power of attorney must be provided to the Company together with the completed voting form, unless the Company has previously noted that power of attorney.

Lodging the voting form

- 1.17 To be effective, the voting form, together with any authority under which the voting form was signed and which has not already been provided to the Company, must be received by the Company's share registry at its registered office at 452 Johnston Street Abbotsford, Victoria, 3067, Australia by no later than 10:00am (Melbourne time) on Monday, 8 November 2010. A shareholder who wishes to lodge their direct vote or appoint their proxy electronically through <http://www.investorvote.com.au> (or <http://www.intermediaryonline.com> for custodians and other intermediaries who are users of Computershare's Intermediary Online service) must do so by no later than 10:00am (Melbourne time) on Monday, 8 November 2010.
- 1.18 Voting forms, together with any authority under which they were signed and which has not already been provided to the Company, may also be lodged by facsimile if received by no later than 10:00am (Melbourne time) on Monday, 8 November 2010. The facsimile number for this purpose is **+61 3 9473 2555**.

Electronic voting

- 1.19 Electronic voting will again be used at this year's AGM and, accordingly, the Chairman intends to call a poll, by electronic means, on each resolution.

Share register

- 1.20 The Company has determined, in accordance with regulation 7.11.37 of the *Corporations Regulations 2001* (Cth), that for the purpose of the AGM (including voting), shares will be taken to be held by those persons recorded in the Company's register as at 7:00pm (Melbourne time) on Monday, 8 November 2010.

2. Corporate Representatives

- 2.1 Corporate shareholders and corporate proxies may appoint a representative in accordance with the Corporations Act.
- 2.2 The Company will require a certificate appointing the corporate representative. A form of certificate may be obtained from the Company's share registry.
- 2.3 The certificate must be lodged with the Company before the AGM or at the registration desk on the day of the AGM before the AGM commences. The certificate will be retained by the Company. A corporate representative will not be permitted to attend the AGM unless the necessary certificate of appointment has been produced prior to admission.

3. How to get to the AGM

3.1 Location

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



3.2 Getting there

By train

The nearest train station is Victoria Park station, which is a ten minute walk from the Yarra Falls building. Victoria Park station is a stop on both the Epping and Hurstbridge lines.

By bus

Bus route numbers 200, 201, 205 and 207 stop outside the Yarra Falls building on Johnston Street.

By car

Car parking is generally available on Johnston Street and in the surrounding streets.

4. Registration

If you are attending the AGM, it will assist us with registration if you bring your personalised voting form.

