

# Corporate Governance Statement

## 1. 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. All practices were in place for the entire year ended 30 June 2015, unless otherwise stated.

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 2015.

## 2. 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 Board-approved Charter is available from <http://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, as well as monitoring Group management's implementation of, and performance with respect to, that agreed corporate strategy.
- › **Financial matters** – includes approving the Group's budgets and other performance indicators and monitoring progress against them, as well as approving and monitoring financial and other reporting, internal and external audit plans, enterprise risk management plans and the progress of major capital expenditure, acquisitions and divestitures.
- › **Corporate governance** – incorporates overseeing Computershare's corporate governance framework, including approving 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 and the monitoring of his or her ongoing performance, as well as, 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 Charter requires the Board to appoint a lead independent director in circumstances where the Chair of the Board is not considered by the Board to be independent. The duties of the lead independent director include assuming the role of Chair, if and when the Chair is unable to act in that capacity due to unavailability or lack of independence, acting as a liaison point for the independent non-executive directors when required, and conferring with the Chair on any issues raised by the independent non-executive directors in connection with the Chair's performance of his or her responsibilities.

In addition, 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, and is required to provide appropriate information to the Board to ensure it can effectively discharge its duties.

## 3. BOARD COMPOSITION AND DIRECTOR APPOINTMENT

Computershare's Constitution states that the Board must have a minimum of three and a maximum of ten directors. Re-appointment is not automatic and 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 is also focused on ensuring that its composition aligns with the Group's strategic objectives and that it has the necessary skills and expertise to provide oversight of those areas of the Group's business where there is greatest scope to increase shareholder value in the future.

As a global organisation, it is also of great importance to the Board that it has an appropriate balance of directors who are based in Australia, as well as directors who are based in or who have experience of regions where there are significant group operations. The Board also considers its size should be conducive to effective discussion and efficient decision making. The Board regularly reassesses its composition to ensure that it continues to meet these requirements.

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

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

During the reporting period two additional non-executive directors were appointed to the Board, Mrs Tiffany Fuller and Mr Joseph Velli. The appointment of a US-based Board member had been an objective of the Board and Mr Velli brings extensive executive experience in the financial services industry in that region. In addition to strong strategic thinking and general business experience, Mrs Fuller's appointment provides further Australian-based accounting and finance and audit, risk and compliance experience to the Board.

All of 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 managers at Computershare also sign employment agreements, except in certain overseas jurisdictions due to local employment practices.

Proposed appointees to the Board are subject to appropriate background checks. The format of these checks is dependent on the residence of the proposed director 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 director'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 or not 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 and operational and technological capability. As the Board holds meetings in all of the major markets in which the Group operates, new directors are, along with the rest of the Board, given the opportunity to meet with regional management and visit operational facilities during those meetings.

Computershare does not have a formal program of professional development for its directors. Directors receive briefings on material developments, including structural developments and market changes, that relate to the Group's operations. Directors may also request that the Company provide them with specific development opportunities which they may consider necessary to improve their skills and knowledge.

# Corporate Governance Statement

## 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:

### Christopher John Morris



**Position:** Chairman  
**Age:** 67  
**Independent:** No  
**Years of service:** 37

#### Term of office

Chris Morris and an associate established Computershare in 1978. He was appointed Chief Executive Officer in 1990 and oversaw the listing of Computershare on the ASX in 1994. Chris became the Group's Executive Chairman in November 2006 and relinquished his executive responsibilities in September 2010. Chris was last re-elected in 2012.

#### 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 March 2009)  
Non-Executive Chairman of DTI Limited (appointed in June 2011)  
Non-Executive Director of Adslot Limited (from September 2010 to February 2014)

#### Board Committee memberships

Chairman of the Nomination Committee  
Chairman of the Acquisitions Committee  
Member of the Remuneration Committee

### Stuart Irving



**Position:** Chief Executive Officer  
**Age:** 44  
**Independent:** No  
**Years of service:** 1

#### 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  
Member of the Acquisitions Committee

### Penelope Jane Maclagan

BSc (Hons), DipEd



**Position:** Non-Executive Director  
**Age:** 63  
**Independent:** No  
**Years of service:** 20

#### Term of office

Penny Maclagan joined Computershare in 1983 and was appointed to the Board as an executive director in May 1995. Penny relinquished her executive responsibilities in September 2010. Penny was last re-elected in 2012.

#### Skills and experience

Penny has over 30 years of experience and knowledge in the securities industry. Having led Computershare's Technology Services business until 2008, Penny has a very deep understanding of Computershare's leading proprietary technology that contributes to its competitive advantage in the global marketplace.

#### Other directorships and offices

Non-Executive Director of Smart Parking Limited (appointed in February 2011)

#### Board Committee membership

Member of the Nomination Committee  
Member of the Remuneration Committee

**Dr Markus Kerber**  
Dipl.oec, Dr. Rer. Soc.



**Position:** Non-Executive Director  
**Age:** 52  
**Independent:** Yes  
**Years of service:** 4

#### **Term of office**

Markus Kerber was first appointed to the Board as a non-executive director in August 2004. In November 2009 he was required to retire due to his appointment as the Head of the Planning Department in the German Treasury and re-joined the Board in 2011. Markus was last re-elected to the Board in 2014.

#### **Skills and experience**

Markus is Managing Director of the Federation of German Industries. Markus has worked as an investment banker in London in the equity capital markets divisions of Deutsche Bank AG and S.G. Warburg & Co Limited. Prior to his appointment to the German Treasury, Markus was the Director General at the German Ministry of the Interior from 2006 until 2009. Between 1998 and 2005 he was Chief Financial Officer, Chief Operating Officer and Vice Chairman of the Supervisory Board of GFT Technologies AG.

#### **Other directorships and offices**

Member of the Supervisory Board of Commerzbank Aktiengesellschaft  
Member of the Board of Supervisory Directors of KfW

#### **Board committee membership**

Member of the Acquisitions Committee  
Member of the Remuneration Committee  
Member of the Nomination Committee

**Simon Jones**  
M.A. (Oxon), A.C.A.



**Position:** Non-Executive Director  
**Age:** 59  
**Independent:** Yes  
**Years of service:** 10

#### **Term of office**

Simon Jones was appointed to the Board in November 2005 as a non-executive director. Simon was last re-elected in 2014.

#### **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 Melbourne IT Limited (Director since 2003 and Chairman since 2009)  
Chairman of the Advisory Board of MAB Corporation Pty Ltd

#### **Board Committee membership**

Chairman of the Risk and Audit Committee  
Member of the Nomination Committee  
Acting Chairman of the Remuneration Committee  
Member of the Acquisitions Committee

**Arthur Leslie (Les) Owen**  
BSc, FIA, FPMI



**Position:** Non-Executive Director  
**Age:** 66  
**Independent:** Yes  
**Years of service:** 8

#### **Term of office**

Les Owen was appointed to the Board on 1 February 2007 as a non-executive director. Les was last re-elected in 2013.

#### **Skills and experience**

Les is a qualified actuary with over 35 years' experience in the financial services industry. He held Chief Executive Officer roles with AXA Asia Pacific Holdings and AXA Sun Life plc and was a member of the Global AXA Group Executive Board. He was also a member of the Federal Treasurer's Financial Sector Advisory Council.

#### **Other directorships and offices**

Non-Executive Chairman of the Jelf Group Plc  
Non-Executive Director of Discovery Holdings Limited (a South African-listed health and life insurer)  
Non-Executive Director of the Royal Mail Group Plc

#### **Board Committee membership**

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

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## Tiffany Lee Fuller

B.Com, GAICD, ACA



**Position:** Non-Executive Director

**Age:** 45

**Independent:** Yes

**Years of service:** 1

### Term of office

Tiffany Fuller was appointed to the Board on 1 October 2014 as a non-executive director. Tiffany was elected by shareholders at the Company's AGM in November 2014.

### Skills and experience

Tiffany has held various corporate finance, financial advisory and management consulting positions with Arthur Andersen in Australia, the US and UK. She held roles in investment banking with Rothschild Australia and was also Director and Principal of the Rothschild e-Fund focusing on investments in early stage technology companies in Australia and New Zealand. Tiffany has also been appointed as a non-executive director for various public and private entities in both the for and not for profit sectors.

### Other directorships and offices

Non-Executive Director of Smart Parking Technologies (since 2011)

Non-Executive Director of Adslot Limited (2011 to 2014)

### Board Committee membership

Member of the Remuneration Committee

Member of the Risk and Audit Committee

Member of the Nomination Committee

## Joseph Mark Velli

BA, MBA



**Position:** Non-Executive Director

**Age:** 56

**Independent:** Yes

**Years of service:** 1

### Term of office

Joseph Velli was appointed to the Board on 1 October 2014 as a non-executive director. Joseph was elected by shareholders at the Company's AGM in November 2014.

### 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.

### Board Committee membership

Member of the Remuneration Committee

Member of the Nomination Committee

Nerolie Withnall resigned as a director of Computershare Limited on 10 June 2015.

## 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 (five out of eight) are independent, and were so throughout the reporting period. The three directors who are not considered to be independent are Chris Morris, Penny Maclagan and Stuart Irving due to their past or present involvement in the senior management of the Company and, in the case of Chris Morris, his substantial shareholding in the Company.

To determine the independence of a director, the Board has to consider a number of 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 his or her judgement independently

The Board notes that the ASX Corporate Governance Council recommends that the Chair be an independent director. Chris Morris is Chairman of the Board, however, as previously mentioned, he is not an independent director. Having co-founded Computershare over 30 years ago, Chris Morris has an intimate knowledge of the Company and an in-depth understanding of the securities industry in which the Company operates. Through his executive leadership of the Company, he was intricately involved in Computershare's transformation into a successful global public company. The Board therefore believes it is important that Chris Morris remains actively

engaged with Computershare and that this requirement is appropriately met by Chris holding the position of Chairman. The Board is of the view that it is capable of making, and does make, independent decisions with regard to the best interests of the Company, even though the Chair is not independent. Simon Jones has been appointed Lead Independent Director and, as such, his duties are set out in the Company's Board Charter, as described in Section 2 above.

## 5. BOARD MEETINGS AND REPORTS

The Board met in person on four occasions in the reporting period. In-person meetings will generally take place over two full days and provide the Board with the opportunity to meet the senior management in the region where the meeting is held, so that the Board visits all of the Group management team in person over the year. At its meetings, the Board will also discuss the Group's results, prospects and short and long-term strategy, as well as other matters, including operational performance and legal, governance and compliance issues. The Board also convened one formal meeting by telephone during the reporting period.

Group management provides monthly reports to the Board detailing current financial information concerning the Group and each of the regions in which it operates. 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 Committees of the Board also meet regularly to fulfil their duties, as discussed further below.

## 6. BOARD COMMITTEES

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

### The 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 Risk and Audit Committee is chaired by Non-Executive Director Simon Jones. The Committee currently has two other permanent non-executive members, Tiffany Fuller and Les Owen. 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 <http://www.computershare.com/governance>.

### The 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 Chris Morris in his capacity as Chairman of the Board. Chris is not an independent director; however for the reasons set out above in Section 4 (Board independence) the Board believes it is also appropriate that he chairs the Nomination Committee.

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 <http://www.computershare.com/governance>.

### The Remuneration Committee

The Remuneration Committee's primary function is to advise the Board on matters relating to the remuneration of the Group's key management personnel and specifically to consider, review and make 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 management personnel
- > 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 management personnel
- > 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

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The Committee is currently chaired in an acting capacity by Lead Independent Director Simon Jones following the resignation of Nerolie Withnall on 10 June 2015. The Committee comprises all directors, except the CEO Stuart Irving. Pursuant to its Charter, the Committee must always be comprised of a majority of independent directors.

The Remuneration Committee met on three occasions during the reporting period. The Committee has access to Group management and, where necessary, may consult independent experts to discharge its responsibilities effectively.

The Remuneration Committee is governed by a Board-approved charter. A copy of this Remuneration Committee Charter is available from <http://www.computershare.com/governance>.

### The Acquisitions Committee

To assist in fulfilling its corporate governance and oversight responsibilities with respect to prospective acquisitions and divestitures being considered by the Group, the Board established the Acquisitions Committee in 2006. The Committee receives reports from Group management on acquisition and divestiture opportunities and provides advice on matters such as the price, terms, structure and strategic management of such opportunities. The Committee is also authorised to approve transactions to be entered into by Group companies, provided that it does so within the scope of authority delegated to the Committee by the Board from time to time.

The Acquisitions Committee is chaired by Chris Morris and also comprises Simon Jones, Markus Kerber, Stuart Irving and Mark Davis (the Group's Chief Financial Officer).

For details of directors' attendance at Committee meetings, see the Directors' Report, which starts on page 31 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. As at 30 June 2015, all non-executive directors held 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 2015, see the Remuneration Report, which starts on page 34 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 (acting as the Nomination Committee). These reviews are undertaken in an open manner each time the Board meets in person. There is a standing agenda item at each in-person Board meeting 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. 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 and Lead Independent Director consult on individual director contributions where necessary and all other Directors are able to raise concerns directly with the Chairman or the Lead Independent Director (as appropriate).

Separately, 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 Remuneration Committee.

The Risk and Audit Committee also undertakes a review of its performance from time to time. The review comprises completion of a questionnaire by the individual members of the Committee and a review by the Committee of the responses. A review took place within the current reporting period.

## 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.

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 106) 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 also undertook a review of the Group's risk management framework during the reporting period and was satisfied that it remained sound.

## 11. DIVERSITY

### Diversity Policy

Computershare expects a lot from our employees and we rely on them to protect and grow our business. These employees trust Computershare to properly recognise their diverse talents. The Board and senior management are committed to honouring that trust.

Computershare's philosophy on diversity is a practical one. It simply makes good business sense to leverage the diverse skills and talents of our entire global workforce regardless of gender, age, race, origin, ethnicity, cultural background, disability, sexual orientation and religious beliefs.

Computershare's Board and management believe that we should hire, develop, reward, promote and retain our people strictly on the basis of their talent and commitment, and the results they achieve. We will never recruit or promote on anything other than the basis of merit, competence and potential.

Our approach to diversity is underpinned by practical objectives to ensure that all of our employees have an equal opportunity to demonstrate their talent, commitment and results. These are what we will measure ourselves against and they will be our primary external reporting metrics. The Board annually assesses the objectives and progress made.

### Measurable objectives

Listed below is the summary of the objectives that were established in 2011. There have been no material changes to the objectives or measurements since 2011.

It is important to note that the objectives outlined below do not exclude male employee participation in any relevant programmes.

Objectives	Measurement	FY2015 results
<b>1. Recognised opportunity culture</b>		
Our employees believe that Computershare has an equal opportunity culture where men and women are able to demonstrate equally their talent, commitment and results.	Via the annual global staff survey, the majority of employees agree that men and women at Computershare have equal opportunity to demonstrate their talents, commitment and results.	The annual global staff survey has been enhanced to delve further into diversity perspectives. The average rating on diversity related questions was above seven (out of ten) which is the second consecutive year of improvement in this measure.
<b>2. Development of high potential women</b>		
As part of the company's succession planning process, high potential women are identified and developed for career progression.	All high potential women are identified and are actively developed for career progression. Their development is reviewed by the CEO annually.	Regional heads reviewed the progress of identified high potential women as part of the annual employee review process.
<b>3. Mentoring and networking women</b>		
Where identified as valuable, mentoring and/or networking programmes are implemented to develop women in our business.	Programme implementation and results are reviewed by the CEO annually.	Mentoring and/or networking programmes are available globally to all employees. We have developed individual mentoring on a one-on-one basis at a departmental level.
<b>4. Improve support for pregnancy and maternity leave</b>		
Programmes are implemented that provide better support for pregnant women in the workplace; and for women commencing, on and returning from, maternity leave.	Over 80% of women return to the workforce from maternity leave. An annual report to the CEO monitors progress.	Currently operating at above target rates in each region. Globally Computershare has a return rate in excess of 85%.
<b>5. Flexible working arrangements implemented</b>		
Flexible working initiatives are supported by management and where appropriate made available to employees to achieve improved business outcomes and support work/life balance.	Flexible working arrangements are defined in the appropriate workplace policies and/or are actively used as an engagement tool by management. Management feedback on usage and effectiveness is provided to the CEO annually.	Flexible working arrangements are available to our employees globally. Each request for a flexible arrangement is assessed by Human Resources and the business unit involved.

# Corporate Governance Statement

## Gender diversity statistics

Role category	Total	Male	Female	Male %	Female %
Board	8	6	2	75%	25%
Direct Report	14	12	2	86%	14%
Company Executive	114	84	30	74%	26%
Senior Manager	495	320	175	65%	35%
Manager	1,934	1,007	927	52%	48%
Specialist	1,923	809	1,114	42%	58%
Non-Manager	6,925	3,075	3,850	44%	56%
<b>Totals</b>	<b>11,413</b>	<b>5,313</b>	<b>6,100</b>	<b>46.5%</b>	<b>53.5%</b>

Data valid as at 30 June 2015. Joint ventures where Computershare is not the active manager (for example, Japan and India) are excluded.

## 12. WORKPLACE GENDER EQUALITY REPORT

In accordance with the requirements of the Workplace Gender Equality Act 2012, on 26 May 2015 Computershare Australia lodged its annual compliance report with the Workplace Gender Equality Agency. A copy of this report is available from <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 which 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 and the period between 15 June and the Company's release of its full year results, and such other 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 Schedule 1 of the Securities Trading Policy. It is reviewed and updated as appropriate, having regard to any changes in the structure of or the creation of new roles within Group management. An up-to-date copy of the Board-approved Securities Trading Policy is available from <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 2015, as detailed on page 106 of this Annual Report. 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 2014.

## 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. ETHICAL STANDARDS

Computershare recognises the need for directors and employees to perform to the highest standards of behaviour and business ethics. The Board has adopted a Code of Ethics 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 act in accordance with the law.

A copy of the Group's Board-approved Code of Ethics is available from the corporate governance section of <http://www.computershare.com/governance>.

## 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 notified of, or are otherwise able to access information necessary to assess Computershare's performance. 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.
- > The Company's website, which contains information regarding the Company and 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.
- > 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 in person at the meeting are encouraged to vote electronically via Computershare's service known as InvestorVote, where they can view an electronic version of the voting form and accompanying materials and 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.

## 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.

In order to effectively manage its continuous disclosure obligations, the Chief Executive Officer has established a Disclosure Committee which is responsible for the following matters:

- > considering what information needs to be released to the market by Computershare, although routine administrative announcements may be made by the Company Secretary without consulting the Disclosure Committee
- > ensuring announcements relating to significant matters are referred to the Board for consideration and approval, namely announcements relating to the Company's half and full year financial reports, financial projections and future financial performance as well as changes to the Group's policy or strategy
- > approving the disclosure of information to the market for matters not referred to the Board
- > implementing adequate systems for ensuring the 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 Company Secretary. Where the urgency of an issue, which under the policy is to be referred to the Board, prevents its consideration by the full Board, an announcement relating to that issue may be approved for release to the market by all available directors in conjunction with the Disclosure Committee.

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 and without delay) the Chief Executive Officer, or if the Chief Executive Officer is unavailable, the Chairman, the Lead Independent Director or the 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 of <http://www.computershare.com/governance>.

# Corporate Governance Statement

## 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.

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 49 of this Annual Report. The Risk and Audit Committee approves any permitted non-external audit task to be performed by PricewaterhouseCoopers where the total fee for the non-audit services may exceed 10% of the annual external audit engagement fee.

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 47 of this Annual Report).

## 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 functional reporting line to the Chairman 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 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, advise on process improvements, evaluate and improve the effectiveness of risk management, control and governance processes and 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. All internal audits are conducted in accordance with the Institute of Internal Auditor's Standards for the Professional Practice of Internal Auditing.

## 21. WHISTLEBLOWING

The Board has approved a Whistleblower Policy that specifically 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 the Company's online whistleblower reporting system, by telephone or by mail. Any reported concerns are assessed and handled by regional Whistleblower officers.

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

## 22. CORPORATE AND SOCIAL RESPONSIBILITY

For details relating to the Company's corporate and social responsibility initiatives, see page 16 to 17 of this Annual Report.

## 23. 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.

## 24. 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, coordinating the completion and dispatch of Board meeting agendas and papers and 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 Chief Legal Counsel for the Group's Asia Pacific operations and is a Fellow of the Governance Institute of Australia.

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