

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting of Computershare Limited (ABN 71 005 485 825) will be held on Thursday 7 November 2002 commencing at 10.00am at the Park Hyatt Ballroom located at 1 Parliament Square, East Melbourne Vic 3002.

Business

1. **Chairman's Address and the presentation by the Managing Director & Chief Executive Officer**

2. **Financial Statements and Reports**

Consideration of the annual Financial Report, Directors' Report, and Auditor's Report for the year ended 30 June 2002.

3. **Re-election and Election of Directors**

To re-elect and elect the following Directors of the Company:

- (a) Mr A.S. Murdoch;
- (b) Mr A.N. Wales;
- (c) Dr I. D. Saville;
- (d) Mr P. D. DeFeo.

4. **Appointment of Auditor**

To appoint PricewaterhouseCoopers as the auditor of the Company.

5. **Non-Executive Directors' Remuneration**

To consider and if thought fit pass the following resolution:

"That the maximum aggregate annual remuneration of non-executive Directors be increased by \$140,000 to \$500,000."

6. **Other Business**

To transact any other business that may be legally brought forward.

Voting Exclusion Statement

The Company will disregard any votes cast on resolution 5 (Non-Executive Directors' Remuneration) by any Director of the Company and any of their associates. However, the Company need not disregard a vote if:

- (a) it is cast by a Director as proxy for a person who is entitled to vote in accordance with the directions on the proxy form; or
- (b) it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form to vote as the proxy decides.

By Order of the Board

P X Tobin
Company Secretary
Melbourne, Australia
25 September 2002

Notice of Annual General Meeting – Explanatory Notes

Financial Statements and Reports

The Australian Corporations Act 2001 requires the Directors' Report, Financial Report and the Audit Report to be received and considered at the meeting.

The Corporations Act does not require shareholders to vote on the Reports. However, shareholders will be given a reasonable opportunity to raise questions on the Reports at the meeting.

Re-election and election of Directors

Under Rule 65 of the Company's Constitution, at each annual general meeting, at least two Directors (excluding the Managing Director and Directors appointed since the last Annual General Meeting) must retire from office. The Directors retire by rotation, with the Directors who have been longest in office since being appointed or re-appointed being the Directors who must resign in any year. The Constitution provides that no Director may be in office for longer than 3 years without facing re-election. Each Director is entitled to offer themselves for re-election as a Director at the Annual General Meeting which coincides with their retirement.

Mr A S Murdoch and Mr A N Wales are due to retire by rotation in accordance with the Company's Constitution and each of these Directors, being eligible, present themselves for re-election.

Under Rule 63 of the Company's Constitution, a Director appointed either to fill a casual vacancy or as an additional Director holds office until the next Annual General Meeting, and is then eligible for election. Accordingly, Dr I D Saville and Mr P D DeFeo retire in accordance with Rule 63 and offer themselves for election.

Set out below are the details in relation to the Directors standing for election and re-election:



Mr Alexander (Sandy) Stuart Murdoch DDA, BEc, ASA, ASIA

A non-executive Director since the Company's listing in 1994, Mr Murdoch's previous experience included five years with merchant bank Chase NBA Group Limited in corporate finance and lending and twelve years as the Chief Executive Officer of Linfox Transport Group. Mr Murdoch is also chairman of ERG Limited, CPI Group Limited and Q-Vis Limited. Mr Murdoch lives in Melbourne.



Mr Anthony Norman Wales FCA, FCIS

Mr Wales has been involved with Computershare since 1981 and was appointed Executive (Finance) Director in 1990. On 30 September 2001, Mr Wales relinquished his executive responsibilities and has remained on the Board as a non-executive Director. Mr Wales has been instrumental in much of the strategic expansion of the group throughout his years as an executive of the Company. Mr Wales brings invaluable experience and understanding of the Company and the markets in which it operates. Mr Wales lives in Sydney.



Dr Iain David Saville DPhil(Oxon), CBE

Dr Saville CBE joined the Board of Computershare in January 2002 as an executive Director. Dr Saville is a recognised securities industry leader. Prior to joining Computershare, Dr Saville had a distinguished career with the Bank of England and held the position as Chief Executive of CRESTCo Ltd in the UK. Dr Saville brings an in-depth knowledge of the world securities markets and technology to support high volume securities processing. Dr Saville lives in London.



Mr Philip Daniel DeFeo BA Economics

Mr DeFeo was appointed to the Board as a non-executive Director in May 2002. Mr DeFeo is currently Chairman and Chief Executive Officer of the California-based Pacific Exchange (PCX), one of the world's leading derivatives markets. Prior to taking up his role at PCX, Mr DeFeo held several senior executive positions in the securities industry in the United States including President and CEO of Van Eck Associates Corp., a diversified global mutual fund and brokerage company, Executive Vice President and Director of Marketing and Customer Service at Cedel International, the second largest provider of Eurobond clearance and custody services, Senior Vice President and a member of the Operating Committee at FMR Corporation (parent of Fidelity Investments) and Managing Director for Worldwide Equities Operations and Systems at Lehman Brothers. Mr DeFeo lives in California.

Appointment of Auditor

Further to the demise of Arthur Andersen, who had been the Company's auditor since 1994, PricewaterhouseCoopers were appointed auditor by the Board during the year. Consistent with the Australian Securities and Investments Commission guidance on dealing with the demise of Arthur Andersen, PricewaterhouseCoopers offer themselves for appointment at the Annual General Meeting. Mr Peter John Griffin, a shareholder of the Company, has nominated PricewaterhouseCoopers who are eligible and have consented to act if appointed. In accordance with section 328(3) of the Corporations Act, a copy of the nomination is attached to this notice of meeting.

Non-Executive Directors' Remuneration

The current level of aggregate remuneration for Non-Executive Directors is capped at \$360,000 per annum. Non-Executive Directors' remuneration was last reviewed at the 1999 Annual General Meeting. Since that time the Computershare Group has expanded considerably as have the responsibilities of the Directors. Given the expansion of the number of Non-Executive Directors over that time, it is recommended that the aggregate level of remuneration for Non-Executive Directors be increased by \$140,000 to \$500,000 per annum.

Board Recommendation

The Board of the Company recommend that shareholders vote in favour of all of the resolutions being put at the meeting.

Notice of Annual General Meeting – Information for Shareholders

Proxy Votes

1. A shareholder entitled to attend and vote at the Meeting has the right to appoint one or, if the shareholder is entitled to cast two or more votes, two proxies.
2. A shareholder wishing to appoint a proxy may use the form provided with this Notice of Meeting. Alternatively, a shareholder may appoint a proxy by the electronic medium available at the Company's website www.computershare.com.
3. A proxy need not be a shareholder of the Company.
4. A shareholder who is entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If the shareholder appoints two proxies and the appointment does not specify the proportion or number of the shareholder's votes that each proxy may exercise, then 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.
5. A shareholder may direct their proxy how to vote by placing a mark in one of the boxes opposite each item of business. All of the shareholder's securities will be voted in accordance with such direction. If a shareholder marks more than one box on an item, their vote on that item will be invalid.
6. A proxy form must be signed by the shareholder or the shareholder's attorney and if the proxy appointor is a corporation, then it must be signed in accordance with the Corporations Act or under the hand of an attorney. Where two or more persons are registered as a shareholder, each person must sign the proxy form.
7. If the proxy form is completed by an individual or a corporation under Power of Attorney, the Power of Attorney under which the form is signed must accompany the completed proxy form unless the Power of Attorney has previously been noted by the Company.
8. To be effective, the proxy form (together with any associated documentation – see note 7 above) must be received by the share registry of the Company at its registered office at 18-62 Trenerry Crescent Abbotsford, Victoria 3067 Australia by no later than 10.00am (Melbourne time) on Tuesday 5 November 2002.

Proxies may also be lodged by facsimile if received by the same time. The facsimile number for this purpose is +61 3 9235 5600.

Shareholders are also able to vote electronically by accessing the website www.computershare.com. At the website, shareholders will be able to view an electronic version of the proxy form, which will accept votes and register them accordingly. A shareholder who wishes to use this medium must register their votes by no later than 10.00am, Melbourne time on 5 November 2002.

9. The Company has determined that for the purpose of voting at the Meeting, shares will be taken to be held by those persons recorded in the Company's register as at 7.00pm (Melbourne time) on Tuesday 5 November 2002.

10. Shareholders who do not plan to attend the meeting are encouraged to complete and return a proxy form. The sending of a proxy form will not prevent a shareholder from attending and voting at the meeting. Shareholders who do attend the meeting have the opportunity to withdraw their proxy.

Corporate Representatives

A corporation may appoint a representative in accordance with the Corporations Act in which case the Company will require a certificate of appointment of corporate representative. The certificate must be lodged with the Company before the meeting or at the registration desk on the day of the meeting. The certificate will be retained by the Company. A representative of a corporation will not be permitted to attend the meeting unless the necessary certificate of appointment has been produced prior to admission. A form of certificate may be obtained from the Company's share registry.

21 August 2002

The Secretary
Computershare Limited
18-62 Trenerry Crescent
Abbotsford
Victoria 3067

Dear Sir

Nomination of Auditor

In accordance with the provisions of section 328 of the Corporations Act, I, Peter John Griffin, being a shareholder of Computershare Limited, hereby nominate PricewaterhouseCoopers for appointment as auditor of the Company.

Yours faithfully

A handwritten signature in black ink, appearing to read 'Peter John Griffin', written in a cursive style.

Peter John Griffin