Computershare

Annual Report **2023**

This financial report covers the consolidated entity consisting of Computershare Limited and its controlled entities.

The financial report is presented in United States dollars (USD), unless otherwise stated.

Computershare Limited is a company limited by shares, incorporated and domiciled in Australia. Its registered office and principal place of business is:

Computershare Limited
Yarra Falls 452 Johnston Street,
Abbotsford Victoria 3067 Australia

The financial report was authorised for issue by the directors on 29 September 2023. The company has the power to amend and reissue the financial report.

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FURTHER INFORMATION

The Chairman's Report, CEO's Report, Group Operating Overview and Business Strategies and Prospects comprise our Operating and Financial Review (OFR) and form part of the Directors' Report. The information included in the Overview section of the report contains various measures which are non-IFRS in nature and not aligned to the Financial section of the Annual Report (Page 67 to 130).

FINANCIAL CALENDAR

2023

23 August	Record date for final dividend
18 September	Final dividend paid
15 November	The Annual General Meeting of Computershare Limited ABN 71 005 485 825 10.00am hybrid meeting

2024

14 February	Announcement of financial results for the half year ending 31 December 2023

FINANCIAL HIGHLIGHTS

	June 2023	June 2022	% Change
Statutory results			
Total revenue	3,200.8 million	2,565.1 million	24.8%
Net profit after non-controlling interests (NCI)	444.7 million	227.7 million	95.4%
Statutory earnings per share	73.67 cents	37.71 cents	95.4%
Management adjusted results			
Management EBITDA (Earnings before interest, tax, depreciation, and amortisation)	1,216.3 million	720.2 million	68.9%
Management EBIT (Earnings before interest and tax)	1,032.5 million	531.1 million	94.4%
Management net profit after NCI	652.1 million	349.9 million	86.4%
Management earnings per share	108.01 cents	57.95 cents	86.4%
Management earnings per share (in constant currency)	109.72 cents	57.95 cents	89.3%
Balance sheet			
Total assets	6,146.4 million	6,058.3 million	1.5%
Total shareholders' equity	2,141.0 million	2,159.4 million	-0.9%
Performance indicators			
Free cash flow (excluding SLS advances)	511.1 million	322.6 million	58.4%
Net debt to management EBITDA (excluding non-recourse debt)*	0.85 times	1.64 times	Down 0.79 times
Return on equity*	30.1%	15.6%	Up 1,450bps
Staff numbers	14,081	14,120	

The sum of totals and percentages may not add up to 100% because of rounding.

For a reconciliation between statutory and management adjusted results, refer to note 4 in the notes to the financial statements.

* These financial indicators are based on management adjusted results. Management adjusted results are used, along with other measures, to assess operating business performance. The Group believes that the exclusion of certain items permits better analysis of the Group's performance on a comparative basis and provides a better measure of underlying operating performance. Net debt excludes capitalised lease liabilities. Return on equity is calculated as the rolling average of the 12-month Management NPAT/ average of opening and closing equity.

Where constant currency (CC) references are used in this report, constant currency equals FY23 results translated to USD at FY22 average exchange rates. FY23 Management earnings per share of 109.72 cps assumes weighted average number of shares (WANOS) of 603,729,336. FY22 Management earnings per share of 57.95 cps assumes WANOS of 603,729,336.

CHAIRMAN'S REPORT

Paul Reynolds
Chairman

ON BEHALF OF THE BOARD OF DIRECTORS, I AM PLEASED TO PRESENT COMPUTERSHARE'S ANNUAL REPORT FOR FY23.

YEAR IN REVIEW: RECORD RESULTS

As my first year as Chair of your company comes to a close, I can reflect that Computershare has performed well in volatile market conditions with recovery in the second half of the year supporting record earnings. Across our integrated model, recurring revenues were resilient. While event and transaction fees were impacted by lower market activity levels, higher interest rates drove record Margin Income and group results.

Our people have performed exceptionally well, managing the complex integration of recent major acquisitions, adapting to the opportunities and threats from a volatile macro-environment and re-shaping the way we work for a post-pandemic world.

Management Revenue
$3.3bn
UP 27.2%

Management EPS
109.7 cps
UP 89.3%

Margin Income (MI)
$792.1m
UP 323.4%

Return on Invested Capital (ROIC)
22.7%
UP 1,050 bps

Management EBIT ex. MI
$258.4m
DOWN 24.9%

Final dividend per share (AUD)
40 cps[1]
UP 33%[2]

NAVIGATING VOLATILE MARKET CONDITIONS

Management revenue was up 27% to over $3.3bn. This included record Margin Income of $792m for the Group, as interest rates continued to rise. However, the frequency of interest rate rises also created an uncertain macro business environment which caused higher input costs and slowed corporate activity resulting, for example, in lower average client balances due to subdued bond issuance. Pleasingly, customer fee revenue grew across all core business lines. Transaction and event-based revenues were impacted by the volatility of interest rates, but did improve in the second half, such that first half to second half growth in Management EBIT ex MI was 70%, as market conditions improved.

Notes: All figures in this presentation are presented in USD millions and in constant currency, unless otherwise stated.

1 Unfranked; Total dividend per share for FY23 is AUD 70 cps (FY22 AUD 54 cps);
2 Compared to FY22 final dividend per share of AUD 30.0 cents share (cps).

The company's risk management processes were stress-tested by the US banking crisis in March 2023 and, although we took a few learnings from the experience, the Board was pleased to note that management's response was swift and effective and that our pre-existing policies provided robust protection.

BUILDING A SIMPLER, STRONGER COMPUTERSHARE

We made good progress in building a more balanced, stronger Computershare with a focus on higher quality earnings from our core businesses of Issuer Services, Employee Share Plans and Corporate Trust. The sale in May of Kurtzman Carson Consultants (KCC), the Bankruptcy and Class Actions business, simplified the portfolio. We continue to examine the strategic alternatives for our Mortgage Services business in the US (now returned to profitability) while also working on options for the UK. We believe the core Group portfolio of businesses is driving improvement in the consistency of our earnings. To help protect Computershare from potential future downward moves in interest rates, we have locked in $1.2bn of Margin Income through an active hedging program, the majority of which will be received over the next five years.

OUR PLACE IN THE WORLD

Our Environment, Social and Governance (ESG) measures are becoming more sophisticated, as we keep striving to have a positive impact on staff, communities, and the natural environment. This isn't a 'nice to have', as is shown by the excellent Diversity and Inclusion (D&I) results in our Employee Opinion Survey which tell us we are improving and moving in a direction where D&I becomes naturally part of what we do.

REWARDING SHAREHOLDERS

The Board was delighted to share the benefits of this year's performance with shareholders through a significantly improved final dividend of 40 cents, up 33% on last year.

A POSITIVE OUTLOOK

Management EPS is expected to increase by around 7.5% in FY24. We expect growth in core fees and further recovery in EBIT ex MI. Margin Income is expected to be higher at around $840m as higher net yields offset cyclically lower balances, although interest expense is also expected to rise reflecting higher rates.

Computershare's cash flow performance continues to be particularly strong and underpins rapid de-leveraging which is expected to provide substantial balance sheet capacity for disciplined capital allocation towards complementary acquisitions that strengthen the business. Our balance sheet strength has also enabled the company to announce an AU$750 million share buyback program which is expected to further enhance returns to shareholders in FY24.

It has been my great privilege to work with the Board, CEO Stuart Irving and Computershare's fantastic, dedicated team of people who delivered time and again for customers and shareholders over the past year. I thank them all and especially you, our shareholders, for your ongoing investment in our success.

Paul Reynolds
Chairman

All references to Management Results in the Chairman's Report are in constant currency unless otherwise stated.

This guidance was provided subject to the assumptions, detailed financial data and the important notice on slide 58 regarding forward looking statements of Computershare's FY23 results presentation available at www.asx.com.au.

CEO'S REPORT

Stuart Irving
CEO

THIS YEAR WE CONTINUED TO FORTIFY COMPUTERSHARE AND EXECUTE ON OUR STRATEGY TO BUILD A SIMPLER, STRONGER COMPUTERSHARE WITH HIGH-QUALITY EARNINGS.

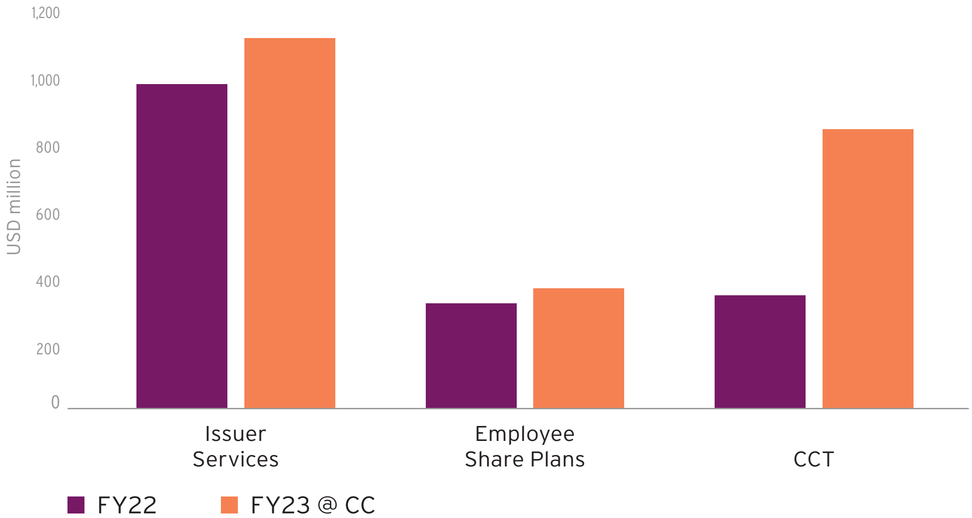
BUILDING ON OUR STRENGTHS

We delivered a 23% return on invested capital, generated over $500m of free cash flow and increased our focus on growing our core businesses.

In FY23, revenues, inclusive of margin income, grew across all our core business lines, including Issuer Services, Employee Share Plans and our US Corporate Trust Business.

	FY22	FY23 @ CC	Var
Issuer Services	979.5	1,126.6	15.0%
Employee Share Plans	328.0	364.9	11.3%
CCT	336.0	847.9	152.4%

Revenue



In Issuer Services, Governance Services continued to grow. Registry revenues increased modestly despite a lack of IPOs, which caused a follow-on shortfall in registry work for newly listed companies.

Transaction revenues in Employee Share Plans recovered in the second half of FY23, after subdued trading in the first half, and we continue the roll out of the EquatePlus product. Data shows we can gain market share where the system is deployed.

We also had a full year's contribution from CCT, our US Corporate Trust business, which we are integrating to plan and delivering expected synergies.

With a focus on streamlining the Group, we sold our Bankruptcy and Class Actions business in May this year and we continue to assess options available to us in our Mortgage businesses.

OUR PEOPLE AND OUR IMPACT

As always, our financial success this year is not just a numbers story – it's a people story.

More than 14,000 staff who work across more than 20 countries made our success happen, guided by our core values of certainty, ingenuity and advantage. Perhaps most importantly, we took time to enjoy the ride along the way, feeding into our trademark 'purple' culture that attracts and keeps top talent.

We remain committed to doing the right thing by our staff, broader communities and the environment through ESG measures. Our Diversity and Inclusion strategy helps ensure our company is genuinely diverse and supports everyone to thrive as they are. In FY23, we developed our first five-year action plan, bringing us one step closer to our goal to achieve Net Zero by 2042. We have offset all our carbon emissions since 2020, which you can read more about in our 2022 ESG Report.

We also continued to partner with staff to invest in global and local projects that provide opportunities and champion inclusion, through our Change A Life program. You can read more about these programs on page 17, and in our annual ESG Report.

LOOKING FORWARD

Computershare's future excites me as much now as it did when I joined the company more than 26 years ago. This is in large part because we never rest on our laurels and are always striving to be better.

In FY24 and beyond, we will continue to maintain a conservative balance sheet with acquisition firepower. We will deploy our cash flows to strengthen our operations, make attractive acquisitions in our core businesses, drive technology innovation and, importantly, reward shareholders.

Thank you to our shareholders for your support. My deepest thanks also to every member of our staff and our Board for your efforts over the past year.

Stuart Irving
CEO and President

All references to Management Results in the CEO's Report are in constant currency unless otherwise stated.

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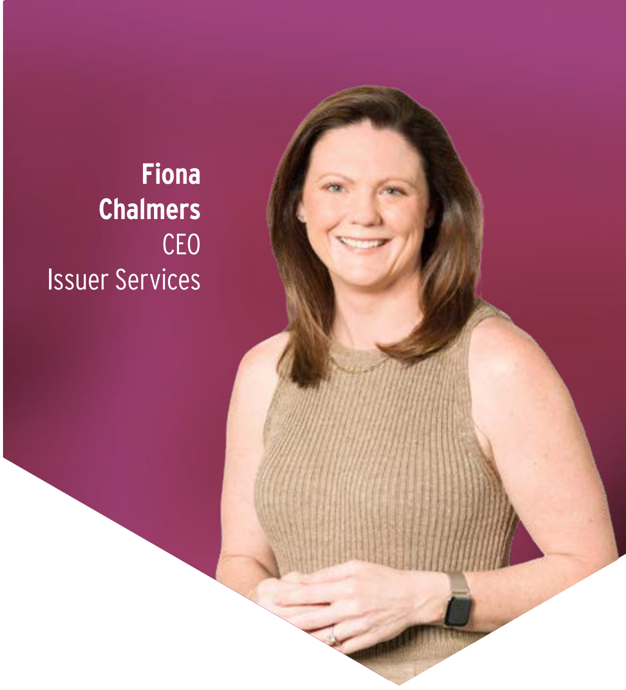
ISSUER SERVICES



MARGIN INCOME AND GOVERNANCE SERVICES GROWTH OFFSETS DECLINE IN MARKET-BASED REVENUES

Management EBIT

$384.0m
UP 45.6%

Margin

34.1%
UP 720bps

FINANCIAL RESULTS

Revenue breakdown	FY23 CC	FY22 Actual	CC Variance
Register Maintenance	$684.2	$675.0	+1.4%
Corporate Actions	$89.8	$111.0	-19.1%
Stakeholder Relationship Management	$54.9	$59.6	-7.9%
Governance Services	$92.6	$85.5	+8.3%
Margin Income	$205.1	$48.4	+323.8%
Total Revenue	**$1,126.6**	**$979.5**	**+15.0%**
Mgmt EBITDA	**$386.8**	**$266.6**	**+45.1%**
Mgmt EBITDA margin	34.3%	27.2%	Up 710bps

FY23 HIGHLIGHTS

Issuer paid fees higher with positive renewals and net new client wins.

Strong growth in Governance Services, adding scale and building product suite.

Event and Transactions Fee revenue impacted by macro environment, e.g. global IPO market volume (down >30%).*

FY24 PRIORITIES

Deliver a richer Issuer experience through a broader service offering, involving our clients in our service innovation and providing greater digital capability.

Invest in our shareholder experience to enhance their share ownership journey and the range of services available to them.

Continue to build our Governance Services business globally, both organically and inorganically.

* Source: EY's Global IPO Trends Report
All references to Management Results are in constant currency unless otherwise stated.

COMPUTERSHARE CORPORATE TRUST

Frank Madonna
CEO
Computershare Corporate Trust

MARGIN INCOME A HIGHLIGHT OF IMPRESSIVE BROADER RESULTS; INTEGRATION AND SYNERGIES REMAIN ON TRACK

Management EBIT
$440.8m
UP 411.4%

Margin
52.0%
UP 2,640bps

FINANCIAL RESULTS

Revenue breakdown	FY23 CC	FY22 Actual	CC Variance
Trust Fee and other Revenue	$430.9	$260.5	+65%
Money Market Funds Fee Revenue	$44.6	$20.0	+123%
Margin Income	$372.4	$55.5	+571%
Total Revenue	**$847.9**	**$336.0**	**+152%**
Mgmt EBITDA	**$451.4**	**$89.8**	**+403%**
Mgmt EBITDA margin	53.2%	26.7%	Up 2,650 bps

FY23 HIGHLIGHTS

- Strong growth in earnings despite weaker bond issuance not offsetting run off.
- Integration plan on track with transition services agreement set to finish 1 November 2023.
- Continued high level of client retention.
- Synergy initiatives set to accelerate after technology separation.

FY24 PRIORITIES

- Exit transitional services agreement on schedule.
- Achieve synergies via organisation and digital transformation.
- Deliver revenue growth via new product and service delivery.

All references to Management Results are in constant currency unless otherwise stated.
As a result of the disposal of the KCC business in FY23, we will combine the legacy Corporate Trust business with Computershare Corporate Trust in FY24.

EMPLOYEE SHARE PLANS

Francis Catterall
CEO, Employee Share Plans

RECORD EARNINGS DRIVEN BY RECOVERY IN TRANSACTIONAL REVENUE IN 2H

Management EBIT

$104.1m

UP 37.5%

Margin

28.5%

UP 540bps

FINANCIAL RESULTS

Revenue breakdown	FY23 CC	FY22 Actual	CC Variance
Fee Revenue	$153.8	$151.5	+1.5%
Transactional Revenue	$163.7	$159.5	+2.6%
Other Revenue	$15.6	$12.9	+20.9%
Margin Income	$31.8	$4.1	+675.6%
Total Revenue	**$364.9**	**$328.0**	**11.3%**
Mgmt EBITDA	**$109.1**	**$81.0**	**34.7%**
Mgmt EBITDA margin	29.9%	24.7%	+520bps

FY23 HIGHLIGHTS

- Transactional volumes very strong in 2H. $218bn of Assets Under Administration highlights latent earnings potential.
- The EquatePlus upgrades continue. First North American clients successfully completed.
- Ongoing digitisation of offering, with new mobile app receiving positive user feedback.

FY24 PRIORITIES

- Continue to upgrade clients to EquatePlus in North America.
- Drive further digital adoption through product initiatives.
- Continue to drive organic growth and penetration at the client level, increasing participant numbers, units under administration and fee revenue.

All references to Management Results are in constant currency unless otherwise stated.

MORTGAGE SERVICES

Nick Oldfield
Chief Financial Officer and Global Head of Mortgage Services

2H RETURN TO PROFITABILITY IN US; UK OPERATIONS STABLE AND PROFITABLE

Management EBIT[2]
$4.5m
UP 171.4%

Margin
0.9%
UP 210bps

FINANCIAL RESULTS

Revenue breakdown	FY23 CC	FY22 Actual	CC Variance
US Mortgage Services	$351.0	$422.8	-17.0%
US Mortgage Services Margin Income	$52.6	$3.3	+1,493.9%
UK Mortgage Services	$113.8	$115.4	-1.4%
Total Revenue	**$517.3**	**$541.5**	**-4.5%**
Mgmt EBITDA[1]	**$109.8**	**$108.1**	**+1.6%**
Mgmt EBITDA margin	21.2%	20.0%	+120bps

FY23 HIGHLIGHTS

- US result impacted by lower refinancing volumes and weaker originations.
- Cost-out program launched to support 2H return to profitability in US. $23m of savings in FY23 (run-rate savings over $50m).
- Evaluating strategic options in US. In the UK, we continue to assess opportunities for potential disposal as well as strategic alternatives.

FY24 PRIORITIES

- Continue to grow the servicing portfolio.
- Deliver cost efficiency program.
- Execute on outcomes of strategic review.

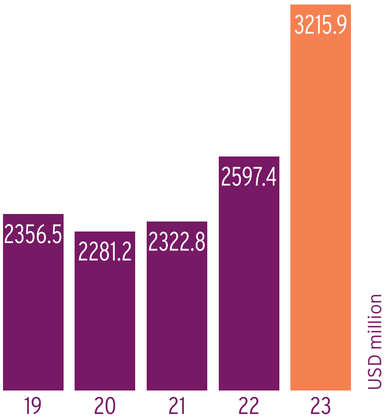
1 UK Mortgage Services EBITDA $7.7m in FY23 and $7.8m in FY22.
2 FY23 UK Mortgages EBIT $8.2m, US Mortgages EBIT ($3.7m), margin -0.9%.
All references to Management Results are in constant currency unless otherwise stated.

COMPUTERSHARE AT A GLANCE

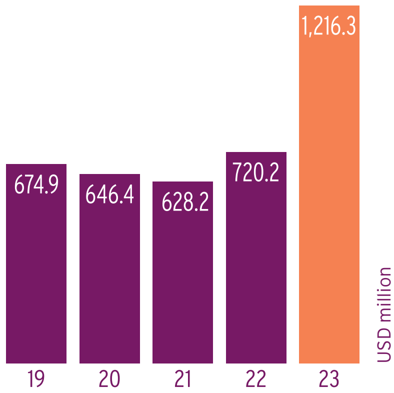

Calgary
Vancouver
Minneapolis
Chicago
Denver
Toronto
Montreal
Boston
San Francisco
Louisville
New York
Los Angeles
Phoenix
New Jersey
College Station
Jacksonville
Maroochydore
Brisbane
Sydney
Auckland
Melbourne

KEY FINANCIAL METRICS

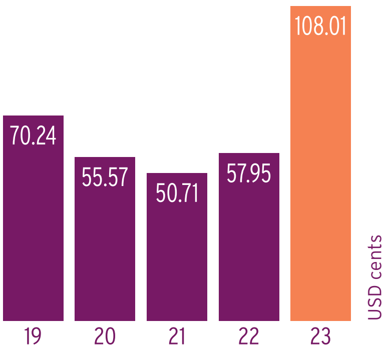
Management revenue



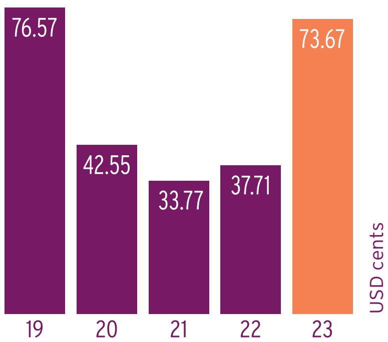
Management EBITDA



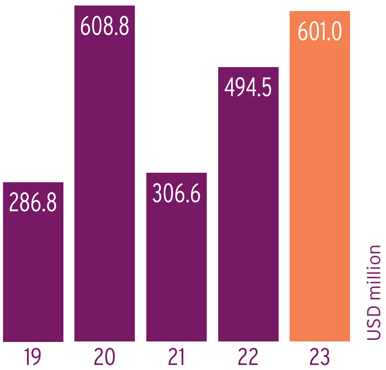
Management EPS



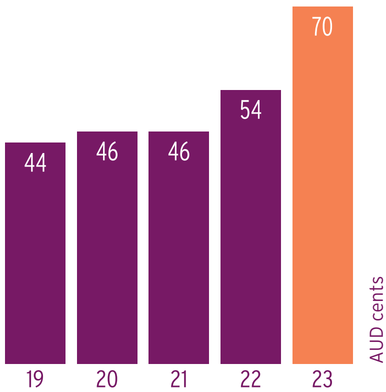
Statutory EPS



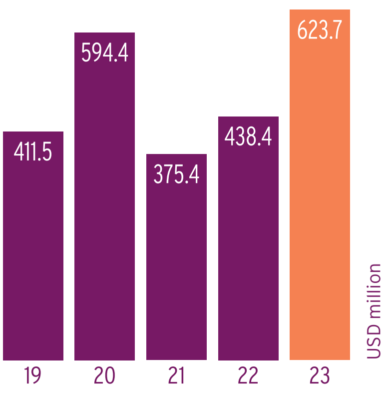
Cash flow from operations



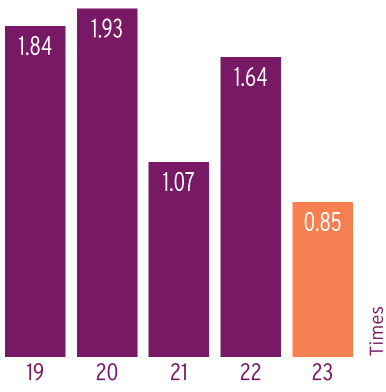
Dividend per share



Net Operating Cash Flow excluding SLS advances



Net Debt to EBITDA ratio excluding non-recourse SLS Advance debt



REVENUE BY PRODUCT

34%	Issuer Services
17%	Mortgage Services & Property Rental Services
11%	Employee Share Plans & Voucher Services
6%	Business Services
26%	Computershare Corporate Trust
5%	Communication Services & Utilities
<1%	Corporate & Technology

EBITDA BY PRODUCT

31%	Issuer Services
11%	Mortgage Services & Property Rental Services
9%	Employee Share Plans & Voucher Services
7%	Business Services
37%	Computershare Corporate Trust
2%	Communication Services & Utilities
3%	Corporate & Technology

REVENUE BY REGION

64%	United States
7%	Canada
6%	Australia and New Zealand
4%	Asia
16%	United Kingdom, Channel Islands and Africa
3%	Continental Europe

EBITDA BY REGION

71%	United States
10%	Canada
2%	Australia and New Zealand
4%	Asia
13%	United Kingdom, Channel Islands and Africa
2%	Continental Europe

ENVIRONMENT, SOCIAL AND GOVERNANCE

Computershare aims to do the right thing and support our employees, our clients and our communities. We aspire to effect positive change related to key and strategic ESG matters, and do this by assessing our work against externally recognised ESG metrics.

We are pleased to present an overview of our ESG progress in FY23. We will provide a detailed report on material ESG topics and issues, as well as alignment to climate-related disclosures and frameworks, through our annual ESG Report which will be released in October 2023.

We are committed to a transparent and accountable business approach that:

- Helps to create a more sustainable and equitable future with shared value for our employees, clients, suppliers, shareholders, community and the environment
- Focuses on identifying ESG opportunities and mitigating ESG risks as part of our core strategic priorities and day-to-day operations, in line with our company values
- Aligns with recognised global ESG disclosure frameworks and standards, including the Science-Based Targets initiative (SBTi), United Nations Sustainable Development Goals (SDGs), CDP (formerly the Climate Disclosure Project), Task Force on Climate-Related Financial Disclosures (TCFD) and the Sustainability Accounting Standards Board (SASB)

In FY23, our Board received quarterly updates on our ESG progress and focused on several ESG-related topics:

- ESG Policy and three-year ESG strategy
- Five-year action plan towards our Net Zero 2042[1] Target
- Three-year Diversity and Inclusion strategy
- Human rights considerations, including enhancing and issuing our annual Modern Slavery Statement.

ENVIRONMENT

Minimising the impact of our resource consumption on the environment, by reducing our carbon footprint and other environmental impacts.

Computershare engages an external adviser to support the annual calculation of our carbon footprint and the development and implementation of our Net Zero 2042[1] five-year action plan.

Our 2022 calendar year carbon footprint – 98,115 t CO2

Emission source	t CO2	Share [%]
Scope 1	**2,392**	**2.44%**
Heat (self-generated)	2,053	2.09%
Other	338	0.34%
Scope 2	**36**	**0.04%**
Purchased electricity	-	0.00%
Purchased heating	36	0.04%
Scope 3	**5,688**	**97.52%**
Purchased goods and services	**55,687**	**56.76%**
Capital goods	**10,490**	**10.69%**
Fuel - and energy-related activities (not included in Scope 1 or 2)	**3,737**	**3.81%**
Upstream Transportation and Distribution	**10,038**	**10.23%**
Waste generated in operations	**2,451**	**2.50%**
Business Travel	**3,910**	**3.99%**
Employee commuting	**7,754**	**7.90%**
End-of-life of Sold Products	**55**	**0.06%**
Investments	**1,566**	**1.60%**
TOTAL	**98,115**	**100.00%**

* Emissions have been reported using The Greenhouse Gas Protocol: A Corporate Accounting and Reporting Standard (Revised Edition). Computershare is moving to a financial year calculation for our carbon footprint from FY24 onwards, in preparation for alignment with the new International Sustainability Standards Board (ISSB) Standards. More information about our carbon footprint will be included in our 2023 ESG Report.

FY23 PROGRESS

- Announced our aim to attain Net Zero status, as defined by SBTi, by 2042
- Created and prepared to implement our plan for the first five years of our Net Zero 2042 journey covering each of our Net Zero focus areas:
  - Purchased goods and services
  - Paper and logistics
  - Business travel and employee commuting/homeworking
  - Capital goods
- Remained carbon neutral, having offset 100% of our carbon emissions since 2020
- Continued to purchase renewable energy certificates to account for 100% of our purchased electricity
- Improved our CDP Climate Change disclosure, a snapshot of a company's environmental disclosure and performance, from C rating (Awareness) to B rating (Management) and our CDP Supplier Engagement disclosure from D rating (Disclosure) to B rating (Management)

FY24 FOCUS AREAS

- Develop and implement a supplier engagement program on sustainability topics
- Improve data quality of carbon footprint reporting through the increased capture of actual carbon data from suppliers
- Continue to undertake product life-cycle analysis across our global product portfolio to identify further opportunities to decarbonise product offerings
- Implement updated ESG data management system

1 Refer to FY23 ESG Report for key assumptions.

SOCIAL

How we interact with customers, communities, employees and suppliers.

Employee Opinion Survey	**71%** Employee Engagement index	**82%** Diversity and Inclusion index
Training hours	**343,230** hours of learning	**99.20%** mandatory training completed
Change A Life	**AU$12.3 million** raised to date	**AU$651,598** donated to projects in FY23

FY23 PROGRESS

People

- Increased our Employee Engagement Index score to 71% (+7% vs. 2022), measuring staff motivation, pride in and connection to our company
- Invested in a new people management system
- Provided continued support for our people (including initiatives to support mental health, wellbeing, flexible working)

Diversity and inclusion

- Completed year one of our FY23-25 Diversity & Inclusion strategy
- Grew membership in our Employee Resource Groups from 841 to over 1,800 employees
- Increased our D&I employee score to 82% (+3% vs. 2022), measuring how inclusive staff believe we are, which is our highest scoring area globally

Community

- Opened the Change A Life Boarding Centre at the World Youth International (WYI) School in Nepal
- Committed to our new global Change A Life project, building the Computershare IT College at the WYI School in Nepal
- Selected 26 employees from North America for Trek Nepal in November 2023 to raise US$100,000 to buy new school buses for the WYI School

FY24 FOCUS AREAS

People

- Embed our new people management system

Diversity and inclusion

- Progress interaction with customers and suppliers around D&I to better support diverse individuals and achieve diverse outcomes

Community

- Grow employee support for Change A Life, our global charitable giving program

GOVERNANCE

Internal practices and policies for effective and ethical decision-making and legal compliance.

FY23 PROGRESS

- Published our first ESG Policy
- Released our first supplier Code of Conduct
- Published our third Modern Slavery Statement
- Signed up to the UN Global Compact
- Linked 5% of the CEO and CFO's objectives (and financial outcomes) to ESG-related targets
- Introduced ESG-related metrics to our short-term incentive schemes for senior management

FY24 FOCUS AREAS

- Continue to embed our ESG Governance structure
- Develop a transition plan for the business aligned to 1.5 degrees
- Undertake internal ESG advisory assurance for our FY23 carbon footprint calculation and plan for third-party assurance of FY24 carbon footprint data

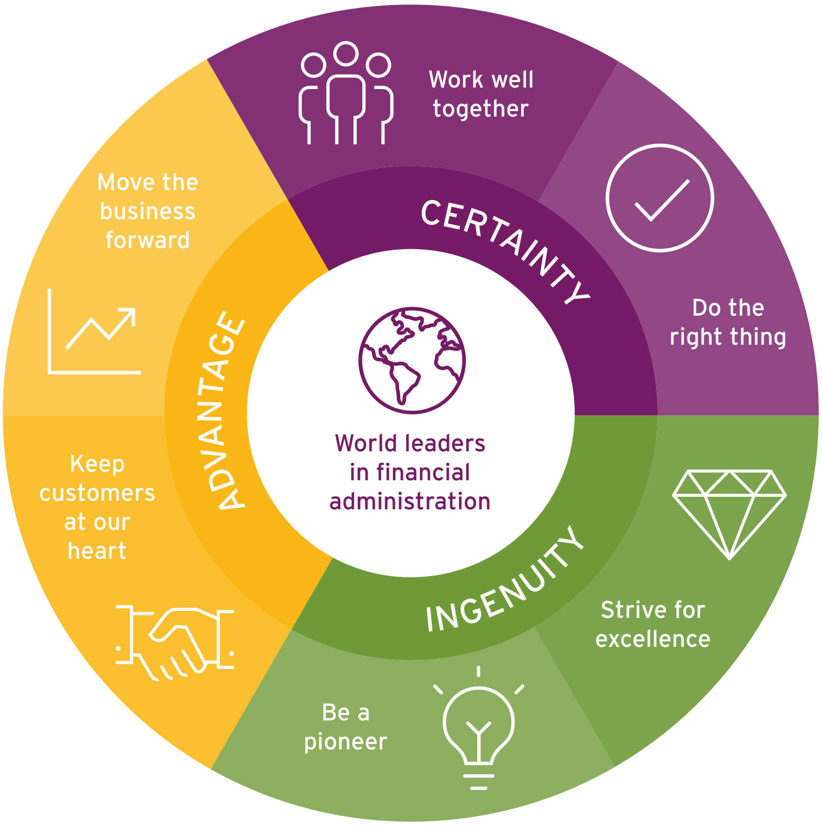
PEOPLE

VALUES

Our long-standing values of Certainty, Ingenuity and Advantage represent what we as a company bring to our clients each and every day. Our 'Being Purple' ways of working support our values and are a set of positive behavioural signposts for our people. 'Being Purple' also helps us to define the people we want to bring into Computershare and the conduct, behaviours and professional attributes we want to promote and reward.

Detailed guidelines are provided to each member of staff, including our Board of Directors, so that our people know what is expected of them. They reflect what actions can be taken to deliver on these ways of working at every level from employee to senior leader. We also provide guidance on 'what it's not' so that our people understand the behaviours we won't accept.

Our 'Being Purple' ways of working also reflect the requirements of our well-established policies on diversity and inclusion, human rights, harassment, anti-bribery, corruption and whistleblowing.



RECOGNISING OUR PEOPLE

This year marked our 29th year on the Australian Stock Exchange and the sixth time we celebrated CPU Day. On 25 May, many of our employees across the globe gathered in our offices to celebrate together, with others holding virtual events.

As part of our CPU Day tradition, we handed out Purple People Awards this year to recognise 31 employees for their exceptional contributions and consistently demonstrating our 'Being Purple' ways of working.

Our Purple People go above and beyond and unwaveringly deliver outstanding service for Computershare's clients and their customers. They also continuously inspire and empower the people around them through their actions.

Here are our Purple People for 2023:

Name	Business line	Location
Amy Walden	Issuer Services	Canton, US
Angelia Hearne	CCT	Colorado, US
Ben Carpanini	Global Core Operations	Bristol, UK
Candace Moore	Employee Share Plans	Toronto, CA
Cheryl Clark	Mortgage Services	Skipton, UK
Clara Martinez	Global Core Operations	Jersey City, US
Daniel Cross	Communication Services	Bristol, UK
Donald Williamson	Technology	Edinburgh, SCT
Eric Tang	Global Core Operations	Megabox, HK
Jeff McFarland	Mortgage Services	Denver, US
Jin Cao	Communication Services	Toronto, CA
Justin Robinson	Global Core Operations	Sydney, AU
Kallie Lycouretzos	Shared Services (Finance)	Toronto, CA
Katie Shaughnessy	Issuer Services	Louisville, US
Kheron Bethel	Technology	Massachusetts, US
Louis Shuba	Mortgage Services	Denver, US

Name	Business line	Location
Lynne Maynard	Shared Services (Compliance)	Bristol, UK
Lynnea Solomon	Mortgage Services	Denver, US
Madeliena "Maddy" Hughes	CCT	Los Angeles, US
Markus Feicht	Issuer Services	Munich, GER
Megan Ford	CCT	Columbia, US
Michael Mulchrone	Issuer Services	Dublin, IRL
Mike Watchke (Senior Manager winner)	CCT	Columbia, US
Mimi Ma	Business Services	Vancouver, CA
Nate Randt	CCT	Minneapolis, US
Nenna Venema	Employee Share Plans	Barcelona, ESP
Ran Wang	CCT	Maryland, US
Robert "Tav" Swinton	Global Core Operations	Melbourne, AU
Sara Ryan-Doherty	Mortgage Services	Derry, NRL
Tania Hooper	Technology	Melbourne, AU
Tracey Horne	Shared Services (Legal)	London, UK

GROUP OPERATING OVERVIEW

PRINCIPAL ACTIVITIES

The principal activities of the consolidated entity during the financial year were the operation of the following areas:

- Issuer Services comprises register maintenance, corporate actions, stakeholder relationship management, corporate governance and related services.
- Employee Share Plans and Voucher Services comprises the provision of administration and related services for employee share and option plans, together with Childcare Voucher administration in the UK.
- Computershare Corporate Trust (CCT) comprises trust and agency services in connection with the administration of debt securities in the US.
- Mortgage Services and Property Rental Services comprises mortgage servicing and related activities, together with tenancy bond protection services in the UK.
- Business Services comprises the provision of bankruptcy and class actions administration services, and the legacy corporate trust operations in Canada and the US.
- Communication Services and Utilities operations comprises document composition and printing, intelligent mailing, inbound process automation, scanning and electronic delivery.
- Technology Services comprise the provision of software specialising in share registry and financial services.

REVIEW OF OPERATIONS

Overview

In constant currency terms, Revenue for the Group rose 27.2% to $3,303.7m, whilst Revenue excluding Margin Income was up 4.2%. Adjusting for the CCT acquisition, operating revenues were up 8.6%.

Margin Income increased 323.4% (up $605.0m) reflecting the rise in global interest rates.

Issuer Services revenues grew by $147.1 million. Margin Income improved by $156.7 million and fee revenues in Governance Services increased by $7.1 million. These were partially offset by lower event-based activity for Corporate Actions and Stakeholder Relationship Management and reduced transactional volumes in Registry, with overall fee and transaction income down by $16.7 million as a result. Issuer Services EBITDA was up 45.1% to $386.8m and EBIT was up 45.6% to $384.0m.

Employee Share Plans and Voucher Services revenue was up 9.0%. This was driven by strong core fee growth and trading activity, particularly in EMEA and the US. Margin Income improved by $27.7m. EBITDA was up 28.1% to $115.0m and EBIT was up 30.1% to $109.9m.

Business Services revenue was up 25.5%. Margin Income improved by $52.5m. Legacy Corporate Trust revenues were higher by $3.5m. The sale of KCC, our Bankruptcy and Class Actions business, completed on 1st May 2023. During its 10 months of ownership by the Group, KCC contributed revenues of $97.2m, made up of fee revenue of $72.4m and Margin Income of $24.8m. Fee revenue was lower by $12.9m due to lower volumes of Class Actions and Bankruptcy activity during the period of ownership prior to its disposal, whilst Margin Income increased by $16.3m. Overall, KCC revenues were $3.5m higher in the 10 months of ownership in FY23 relative to the whole of FY22. EBITDA was up 131.2% to $94.8m and EBIT was up 131.2% to $93.6m.

CCT contributed total revenues of $847.9m, an increase of $511.9m versus the prior corresponding period. Included in these revenues, Margin Income totalled $372.4m, an increase of $316.9m relative to FY22. This was due to rising US interest rates over the course of FY23 as well as renegotiated terms with our primary CCT banking partner. CCT fee revenues were $195.1 million higher, also reflecting a full year of ownership. EBITDA was up 403% to $451.4m and EBIT was up 411.4% to $440.8m

Mortgage Services and Property Rental Services revenue was down 3.8%, whilst EBITDA was down 5.2% to $132.4m and EBIT was up 7.1% to $27.0m. Revenue declined due to lower transaction fee income in the US where higher mortgage interest rates impacted origination, refinancing, fulfilment and recovery related activity whilst our servicing portfolio continued to swing towards capital light sub-servicing. In the UK, fee revenues were lower by $1.6m primarily due to book run-off. Margin Income increased by $51.2m reflecting higher interest rates. The MSR asset life for the interest sensitive portfolio was extended from 8 years to 9 years, effective 1 January 2023.

Revenue for the Communication Services and Utilities business was down 2.2%. This was due to a large number of one-off projects in FY22. EBITDA was down 24.2% at $25.7m and EBIT was down 28.0% at $21.1m.

Revenue

Business stream	Comparison in constant currency			
	FY2023 @ CC $ million	FY2022 Actual $ million	CC Variance	FY2023 Actual $ million
Issuer Services	1,126.6	979.5	15.0%	1,090.2
Mortgage Services & Property Rental Services	565.1	587.2	-3.8%	548.8
Employee Share Plans & Voucher Services	370.5	340.0	9.0%	351.7
Business Services	212.4	169.3	25.5%	206.1
Computershare Corporate Trust	847.9	336.0	152.4%	847.9
Communication Services & Utilities	176.6	180.6	-2.2%	166.9
Corporate & Technology	4.6	4.8	-4.2%	4.2
Total management revenue	3,303.7	2,597.4	27.2%	3,215.9

Total management revenue excludes management adjustment items further described in note [4] of the financial statements.

Region	FY2023 @ CC $ million	FY2022 Actual $ million	CC Variance	FY2023 Actual $ million
Australia and New Zealand (ANZ)	223.0	220.1	1.3%	206.0
Asia	119.5	116.9	2.2%	118.9
United Kingdom, Channel Islands, Ireland and South Africa (UCIA)	554.5	491.6	12.8%	505.7
Continental Europe (CEU)	97.9	95.7	2.3%	90.6
United States	2,067.6	1,480.2	39.7%	2,067.6
Canada	241.2	192.8	25.1%	227.1
Total management revenue	3,303.7	2,597.4	27.2%	3,215.9

Operating costs

Operating expenses were up 10.1% on FY22 to $2,066.8m in constant currency terms. Our cost-out programs continue to yield benefits with $37m of gross benefit realised in FY23, in addition to CCT synergies of $7m. This was offset by the impact of cost inflation during the year of $127.4m. Underlying BAU operating expenses were up 5.6%. An additional four months of CCT ownership accounts for$123.5m of the increase. Cost of Sales decreased, from $398.9m to $381.7 million largely due to the mix of sales between periods.

Earnings per share (at actual rates)

	2023 Cents	2022 Cents
Statutory basic earnings per share	73.67	37.71
Statutory diluted earnings per share	73.50	37.62
Management basic earnings per share	108.01	57.95
Management diluted earnings per share	107.76	57.81

The management basic and diluted earnings per share amounts have been calculated excluding the impact of management adjustment items (refer to note 4 in this financial report). All EPS numbers above have been translated at actual FX rates (not constant currency).

Numbers are in constant currency unless otherwise stated.

BUSINESS STRATEGIES AND PROSPECTS

OUTLOOK

In August 2023, we provided earnings guidance for FY24. In constant currency, we expect Management EPS to be up around 7.5%. This equates to around 116 cents per share.

Margin Income is expected to be higher in FY24 at around $840m, as higher net yields offset cyclically lower balances. We expect the weighted average US cash rate to be 5.25% for FY24 and average cash balances for the year of approximately $29.8bn, compared to actual average balances of $34bn during FY23. In the first half of FY23, average balances were around $37bn due to high activity levels in Corporate Actions and Corporate Trust. In contrast, average balances for the second half of FY23 were lower at around $31bn. The decline was primarily driven by Corporate Trust balances across both the US and Canada as a result of lower issuance, lower corporate actions for Issuer Services and run-off of Special Purpose Acquisition Companies (SPAC) balances. The sale of KCC accounts for $1bn of the decline in averages balances in FY23 too. We closed the year with exit balances (the balance at the end of June 2023) of $29.8bn and this forms the basis of our FY24 guidance. Guidance this year is more sensitive to client balances simply because headline rates are higher and therefore changes in rates and the associated yield is more meaningful. The Group has locked in around $275m of FY24 Margin Income through its active hedging program as at the date of this report.

Interest expense is also set to increase by about $30m, reflecting higher borrowing costs and BAU operating costs are expected to be up by 3%.

We expect EBIT ex MI to grow around 10%, with strongest contributions from Issuer Services, Employee Share Plans and Mortgage Services.

In Issuer Services, we will continue to build out our Governance Services product offering driving organic revenue growth whilst we also expect some recovery in our transaction activity and event-based businesses too.

In Employee Share Plans, we will continue to upgrade our clients to EquatePlus in North America, which will create further opportunities to grow core fees, whilst also driving further growth in units under administration and increased participant numbers.

In Mortgage Services, we plan to complete our strategic review of the US business. Otherwise, we expect the Servicing portfolio to continue to grow through both new co-issue volumes and new sub-servicing clients. We are actively managing the cost base with $26.8m of benefits expected in FY24 for both the US and UK cost out program.

As a result of the disposal of the KCC business in FY23, we will combine the legacy Corporate Trust business with CCT in FY24. The transitional services agreement (TSA) with Wells Fargo will finish on the 1st November 2023. 75% of the c. $230m of integration costs are expected to be incurred by this date. Cumulative synergies of $26m are expected by the end of FY24.

We announced a new Stage 4 cost out program for US Mortgage Services which is expected to deliver $40-50m of savings by the end of FY24. Total gross benefits from all cost out programs are now estimated at just over $350m, with $39.1m of benefits expected in FY24.

Net debt excluding non-recourse SLS advance debt was down 12.7% to $1,029.9m. The Net Debt to Management EBITDA ratio (excluding SLS advance debt) improved to 0.85x as of 30 June 2023 and will help facilitate an AU$750m buyback which commenced in September 2023.

This outlook assessment, and other references to our FY24 outlook in this document, are subject to the forward-looking statements disclaimer and a number of other assumptions provided in our FY23 results announcement disclosed to the Australian Securities Exchange (Slide 58).

RISKS

The Board is responsible for setting the risk appetite for the Group and approving Computershare's risk management framework and policies annually, as well as assessing their effectiveness in mitigating the risks present in our business. The Board delegates some of this responsibility to the Risk and Audit Committee. The Risk and Audit Committee is highly qualified with deep expertise in strategic, operational and financial risk management. It receives quarterly reports on the key and emerging risks in the Group, supported by both quantitative data and qualitative information. The committee meets with management to discuss and challenge its views on Group, business line, or functional risks, as well as any actions they are taking to mitigate those risks.

Computershare has a clear and well-established approach to the oversight and management of risk, based on the 'three lines of defence' model. This model provides a simple framework for the implementation and oversight of risk management in which management, as the first line of defence, has responsibility for its own risk management and control activities.

The risk function, as part of the second line of defence, is responsible for setting the risk framework which includes policies and procedures for identifying and managing risk as well as providing supporting technology. The risk function then oversees risk management activities and provides advisory support to management, as well as forming its own separate and independent opinion on business risks to both management and the Risk and Audit Committee. This structure and process enables robust and challenging conversation at management and board level.

The internal audit function, as the third line of defence, provides an independent and objective assurance function with the responsibility of confirming that the framework, policies and controls designed to manage key risks are being executed effectively by management. Internal audit carries out regular, systematic monitoring of control activities and reports its findings to the senior managers of each business unit, as well as to the Risk and Audit Committee.

RISK SUMMARY

The following outlines areas of material risk that could impact our ability to achieve our strategic objectives and future financial prospects including, where applicable, our exposure to economic, environmental or social sustainability risks, as well as how we seek to mitigate or manage them.

Strategic and regulatory risk

Our businesses operate in highly regulated markets around the world, and our success can be impacted by changes to the regulatory environment and the structure of these markets. As an organisation, we closely monitor regulatory developments globally and play an active role in consulting with regulators on changes that could impact our business.

Many of our key businesses are subject to direct regulatory oversight. We are required to maintain the appropriate regulatory approvals and licenses to operate and, in some cases, adhere to certain financial covenants, such as capital adequacy. Computershare has robust compliance management and monitoring programs in place to support these regulatory obligations and we aim to engage proactively with regulators in all relevant jurisdictions.

Our business is also at risk of disruption from new technologies and alternative service providers. This means we must constantly be looking for ways to improve our services by investing in new technologies and processes. We have a dedicated innovation team that is responsible for rapidly assessing the viability of new business ideas and initiatives in an agile yet systematic manner using proven innovation techniques. Each of our businesses invests in new technologies and associated processes in order to maintain their competitive edge and to enhance operational effectiveness.

Our prospects also depend on finding and executing on opportunities to grow and diversify our business. There is inherent risk in any acquisition, including the risk of financial loss or missed earnings potential from inappropriate acquisition decisions as well as integration risk in its implementation. Computershare has a strong track record of acquiring and integrating businesses successfully. We have a deliberately focused acquisition strategy with rigorous approval processes, and we also undertake subsequent reviews of our acquisitions and their performance. The ongoing integration efforts are operating under a formal governance structure with stringent project and change risk management, supported by an expanded subsidiary board of the regulated US entity.

Computershare also operates across a diverse set of countries and tax jurisdictions. The tax environments in these jurisdictions can be complex and subject to change, and these changes cannot be accurately predicted. Computershare operates a global finance function to manage tax risk within the Group's risk appetite and engages external tax advice, as appropriate.

Financial risk

Our financial performance each year is underpinned by significant annuity revenue. However, there is also a material proportion of revenue that is derived from transactional activity that is dependent on factors outside our control, which can be challenging to predict. Changes to market activity generally, foreign exchange and interest rates, can impact adversely or favourably on our financial performance.

Computershare generates significant revenues from the transaction processing fees we earn from our services (including the interest income earned by investing client funds). These revenue sources are substantially dependent on customer trading volumes, market prices and liquidity of securities markets. Sudden, sharp or gradual but sustained declines in market values of securities can result in reduced investor communication activity, including reduced mutual funds communication volumes; reduced mergers and acquisitions activity; reduced proxy activity; reduced trading activity; and illiquid markets.

Margin Income is a key contributor to earnings. Changes in investment restrictions, interest rates and the level of balances that we hold on behalf of clients can have a material impact on the Group's earnings. As global interest rates have increased, the risk to Computershare of being adversely impacted by low interest rates is reduced, and the earnings we receive from Margin Income have increased. We have strong relationships with the global financial institutions that hold our client balances. We have robust policies and other protections to manage interest rate risk (including hedging, refer to note 12 of the financial statements for further details) and other risks associated with placing those funds (including counterparty risk), and we also make significant investments in processes and technology to identify, allocate, reconcile and oversee client monies.

The market for Computershare's products and services is rapidly evolving and highly competitive. We compete with a number of firms that provide similar products and services to our own. In addition, we compete with our clients' in-house capabilities to perform functions that they might otherwise outsource to us. We continually strive to remain the leading provider of services in all our business lines globally and invest significantly in new technology and services to maintain our market-leading position.

Operational risk

Computershare maintains the capability to provide critical services to our clients during times of business disruption through strict business continuity and operational resiliency planning, crisis management, and disaster recovery processes. This capability covers the various risks Computershare may face that could disrupt our critical services, from cyber threats to natural disasters.

Computershare has robust planning and controls in place to ensure that its global business operations and supply chains are resilient and can meet client expectations in the event of any future disruption. Where we consider there to be increased risk in specific businesses or geographies, we apply timely and effective mitigation and monitoring strategies.

We recognise that the pandemic changed the landscape of working practices globally. In common with many other firms, Computershare has faced elevated staff attrition within some geographies. This has necessitated global mitigation strategies focussing on recruitment and retention, supplemented by more local action plans where required. The Being Purple Framework supports the promotion of positive behaviour and cultures, and the annual Employee Opinion Survey provides all staff with the ability to express their views on working in CPU. Management and the Board of Directors monitor People Risk and the delivery of mitigation plans closely.

Computershare deals with a high volume of daily transactions that can be exposed to data loss and security breaches. The nature of cyber-crime is constantly evolving, and information systems are vulnerable to cyber-attacks. Security breaches may involve unauthorised access to Computershare systems and databases, damage to Computershare's systems and either the exposure or theft of confidential client data (or both). This presents a range of challenges, from ensuring the security and integrity of that data, as well as the continuity of our service in the face of internal and external factors. We manage these risks through extensive business resiliency planning and testing as well as rigorous internal controls around the ability to access and modify client data. We also make significant investments in technology and services to protect data at rest, in motion and at endpoint, including a specialist Information Security team whose responsibilities include ensuring we have appropriate and effective systems in place to protect our and our clients' data from unauthorised access. Our dedicated Financial Crime team is also responsible for analysing information and transactions to mitigate the risk of fraud (both internal and external), and these resources are focused on areas of highest potential exposure. Recognising the increased risk of external fraud, Computershare continues to invest in preventative measures in this area.

Computershare also undertakes high volumes of transactional processes, some of which are complex. There is a risk that failure to process these transactions correctly could result in liabilities being incurred to third parties, so we invest significantly in technology to automate processes where possible. We also have policies, processes and corresponding controls to assist in mitigating this risk, which are routinely tested through our second and third line assurance and oversight functions. The Group also maintains appropriate insurance.

ESG risk

Computershare continues to incorporate ESG risk within its Enterprise Risk Management Framework (ERMF) and has policies to ensure there is clear ownership and management of ESG related risks. We have continued to work with external partners to maintain our awareness and understanding of market practice and trends on ESG risk management, and there is ongoing communication on ESG Risk across our three lines of defence. We will continue to include and enhance climate-related events and scenarios in our Business Continuity Planning and processes for continued business resilience.

We monitor the risks to our businesses through climate change, environmental management practices and the duty of care that is placed on us as a result, including health and safety at work.

Our compliance program closely monitors our risks related to bribery and corruption and ensures we remain in compliance with applicable laws and regulations. Computershare publishes its Anti-Bribery and Corruption Policy on our website.

Computershare monitors its network of suppliers to ensure both the Company and its supply chain remain in compliance with applicable Modern Slavery laws, and in this period we have published our Global Supplier Code of Conduct. Computershare remains committed to ensuring that modern slavery and human trafficking form no part of the services we provide or the supply chains we rely upon to provide those services. The people responsible for supply chain management are required to complete targeted training in this area. Computershare publishes an annual Modern Slavery Statement on our website.

We monitor and assess risk management and ethical behaviour in Computershare on an annual basis and take action when we identify areas of improvement or receive feedback during the assessment. We also examine employee perceptions of our ethical behaviours and risk management, as well as the effectiveness of our training and policies through our annual Employee Opinion Survey.

For more information about our ESG initiatives please read our online ESG Report on our website.

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 2023. The Board believes that these governance arrangements complied with the recommendations set by the fourth edition of the 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 29 September 2023.

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.

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:

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

The Board has delegated the responsibility for day-to-day management and administration of Computershare to the Chief Executive Officer 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:

Leadership and governance	Total out of seven Directors
Strategy	6
Innovation and entrepreneurship	4
CEO-level experience	3
Other non-executive director experience	6
ESG experience	7

Business experience	
M&A and capital markets experience	7
International business experience	7
Working in regulated industries	5
Outsourced business services	5
Business development/access to networks	5

Financial and risk	
Accounting and finance	4
Banking and treasury	3
Audit, risk management and compliance	7

Other	
Technology	5
HR/remuneration	5

Geographic experience	
North America	6
UK and Europe	6
Asia	3
Australia	5

Computershare's former Chairman, Simon Jones, retired as Chairman with effect from the end of the AGM on 10 November 2022 and was succeeded by Paul Reynolds. There were no other changes to Board composition across the reporting period.

3. DIRECTOR AND SENIOR EXECUTIVE APPOINTMENTS

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

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

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

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

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:

Paul Reynolds
BA, PhD

Position: Chairman
Age: 66
Independent: Yes
Years of service: 5

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. He was appointed Chairman in November 2022.

Skills and experience
Paul Reynolds has extensive experience in CEO and Chairman positions in Telecoms, Media and Financial Services businesses. He was a member of the Board at British Telecom from 2001-2007 and CEO of one of its largest businesses, BT Wholesale, and led BT's global technology and many of its biggest transformation programs. From 2007-2012, Paul was CEO of Telecom New Zealand, and led its 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
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: 52
Independent: No
Years of service: 9

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

Tiffany Fuller
B.Com, GAICD, CAANZ (Member)

Position: Non-Executive Director
Age: 53
Independent: Yes
Years of service: 9

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 2022.

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 Vicinity Centres (appointed November 2022)
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: 64
Independent: Yes
Years of service: 9

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 Convergex 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: 50
Independent: Yes
Years of service: 5

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 and 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: 61
Independent: Yes
Years of service: 5

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

Deputy Chair of Victoria Funds Management Corporation
Non-executive Director of Koda Capital
Member of the Council of Trustees of the National Gallery of Victoria

Board committee membership

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

John Nendick

BA, FCA, CPA, NACD-DC

Position: Non-Executive Director
Age: 66
Independent: Yes
Years of service: 2

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 Telecomm (TMT) trends globally. He currently serves as a board member, advisor, investor and educator across these and other industries. He was, until 2020, 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 Board of Eved LLC
Member of the Corporate Advisory Board and Board of Leaders of the Marshall School of Business at the University of Southern California
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 seven directors in office as at the date of this Annual Report and has determined that six out of the seven directors are independent and were so throughout the reporting period. The director who is not considered to be independent is Stuart Irving, as the 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 former 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 was 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 in the period up to his retirement as Chairman in November 2022.

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 in FY2023. 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 four in-person meetings over 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 Paul Reynolds and John Nendick. Simon Jones was also a member of the Risk and Audit Committee until he retired as Chairman in November 2022. 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 General Counsel and Company Secretary, the Group Chief Audit Executive, the Group Risk Officer and the Company's external auditors are invited to meetings of the Risk and Audit Committee at the Committee's discretion.

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

Nomination Committee

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

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

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

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

People and Culture Committee

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 Paul Reynolds (from his appointment as Chairman). Simon Jones was also a member of the People and Culture Committee until he retired as Chairman. Pursuant to its Charter, the Committee must always be comprised of a majority of independent directors.

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

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

For details of directors' attendance at Committee meetings, see the Directors' Report, which starts on page 40 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 2023, see the Remuneration Report, which starts on page 43 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.

During the reporting period, the Board undertook a review of Board and Committee performance and an assessment of individual director performance 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)

Diversity is a key enabler in our business. Over the years, we have created an inclusive workplace where our employee survey results show that our people truly believe their unique differences in thinking, ideas and experiences are valued; and their flexibility fosters their participation in delivering our business objectives. It's a big part of Computershare and our Being Purple ways of working.

This summary outlines the progress we have made to further embed diversity and inclusion across our organisation during FY23, and our focus areas for FY24.

FY23 Progress

- Began implementing our three-year D&I strategy for FY23-FY25, with a heavy focus on capturing employee diversity data, and visible leadership commitments.
- Hosted Global D&I Forums, chaired by our CEO Stuart Irving. The forums involved representatives from the People Team and Employee Resource Group (ERG) Board members discussing company goals, employee diversity, inclusion, equity, belonging and how this all fits together.
- Supported our ERGs to increase visible leadership commitment by delivering monthly webinars and regular communications.
- Continued to develop and promote our D&I learning resources, with an increase in leadership participation and promotion.
- Grew membership in ERGs from 841 to over 1,800 employees.
- Launched a second mentoring program in our Black Leadership Group.
- Continued to partner with Solaris, an external Leadership Development program geared toward Black Female Professionals. In April 2023, Computershare had six graduates, and in April 2023, we enrolled eight more women for our third cohort of participants.
- Attended networking and volunteer events (such as mock interviews and customer service calls) with Year Up, one of our Change A Life partners. Year Up provides classroom training and internships to young adults unable to afford an education in the US, many of whom come from an ethnic or socioeconomic minority background.
- Hosted in-person events, in addition to virtual events, to help with employee connection, introduction and engagement.
- Launched a gender identity and transition toolkit to support employees, and managers of employees going through gender transition.
- Hired a D&I Program Coordinator based in Australia to support the Head of D&I with strategic tasks, event planning, communications, ERG relationships, and reporting.

Feedback on FY23 Measurable Objectives

Objective	Measurement	Result
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.	Hosted three Global D&I Forums with Global CEO, Global Head of People and Employee Resource Group Chairs. Excellent D&I results (82%) in our Employee Opinion Survey tell us that employees think we have created a diverse and inclusive workplace, where we naturally apply diversity and inclusion principles in everything we do. Senior leadership have been scored on their contribution to ESG, including D&I in their annual incentive and performance reviews.
Further embed diversity principles into People policies and processes.	Policies and procedures to include D&I principles; Launch interview competency framework.	Continued to embed D&I in our policies, procedures and decisions, including launching a gender identity and transition support kit for managers and employees. Interview competencies embedded into hiring manager guide.
Build maturity, engagement and growth of ERGs and leverage their expertise for business value.	Participation and Engagement statistics; Consistent attendance; High inclusion scores in Employee Opinion Survey; participation in and influence over key business initiatives.	Increased our D&I employee score – which measures how inclusive our staff believe we are – to 82% (+3% vs. 2022), which is our highest scoring area globally. We have seen an increase in participation in ERG events, averaging 100 people. Established D&I Champion networks with global business lines, making D&I events more personal and inclusive for our people.
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 including offers made and offers accepted to set accurate and reasonable targets. 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.	Captured more diversity data, including ethnicity data, in our Employee Opinion Survey to inform where we need to focus our efforts and ensure everyone has an equal opportunity to succeed. Our new people management system, live from July 2023, has been configured to capture the data required.
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.	As of 30 June 2023, 43% of our board directors are female.

Gender diversity statistics for FY23

The table below includes data on gender statistics at a global level as of 30 June 2023.

	F	M	F%	M%	Total	Change to Female %
Board (inc. CEO)	3	4	43%	57%	7	+
Direct reports of CEO	4	13	24%	76%	17	+
Company Executive	44	99	31%	69%	144	+
Senior Manager	231	374	38%	62%	605	-
Manager	779	971	45%	55%	1,750	-
Other	6,300	5,339	54%	46%	11,639	-
Total	7,362	6,800	52%	48%	14,162	-

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

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

FY24 focus areas and objectives

Objective	Measurement
Launch an Accessibility Action Plan to create meaningful career pathways for people with disabilities.	› Increase in employment of and engagement with people with a disability.
Progress interaction with customers and suppliers to better support diverse individuals and achieve diverse outcomes.	› Implement diverse supplier principles. › Start to measure the number of diverse supplier partnerships in place.
Leverage diversity data from our new People Management System and Employee Opinion Survey responses to set goals in talent acquisition and employee engagement.	› Goals identified for diverse populations in talent acquisition and employee engagement.
Continue to embed diversity principles into People policies, processes and leadership competencies by reviewing D&I gaps identified by ERGs, regulations or industry best practices.	› Inclusive policies in place. › Expansion of development offerings to include D&I principles.

More information about our D&I achievements will be available in our annual ESG report, to be released on our website in October.

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

12. WORKPLACE GENDER EQUALITY REPORT

In each country in which Computershare operates, the Company complies with legislated diversity reporting requirements. In Australia, Computershare met its reporting requirements under the Federal Government's Workplace Gender Equality Act 2012, including submitting an annual public report on 25 May 2023.

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

13. SECURITIES TRADING POLICY

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

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

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

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

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

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

14. CORPORATE REPORTING

The Chief Executive Officer and the Chief Financial Officer have made a Declaration to the Board of Directors in respect of the year ended 30 June 2023 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 2022.

Where any periodic corporate report is released by Computershare to the market, in addition to reports that are 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.

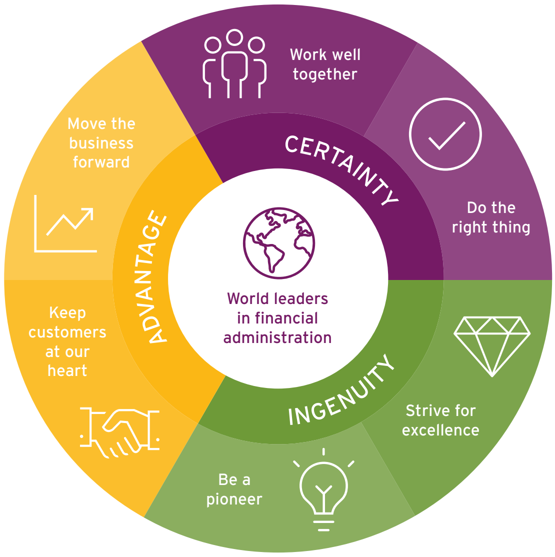
16. OUR VALUES AND ETHICAL STANDARDS

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 2020 and 2021 AGMs were held as a fully virtual meeting. The Company resumed holding its AGM as a hybrid meeting 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 addresses 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.

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 66 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 65 of this Annual Report). The Board has a formal policy for reviewing all non-audit services provided by PricewaterhouseCoopers that are 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 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 Anti-Corruption (ABC) Program, which is under the responsibility of the Group Risk and Compliance function. All breaches of the policy must be reported to the compliance function and ultimately to the Rick and Audit Committee.

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

22. WHISTLEBLOWING

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

23. CORPORATE RESPONSIBILITY

For details relating to the Company's corporate responsibility initiatives, see pages 17 to 18 of this Annual Report and our ESG Report, which you can read on our website.

A copy of the Board-approved Environmental, Social and Governance Policy is also available from the corporate governance section at www.computershare.com/governance.

24. HEALTH AND SAFETY

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

The maintenance of a safe and healthy working environment for our staff globally was identified as the key priority for the Group at the outset of the Covid pandemic. Remote working measures were deployed for more than 90% of our staff and, where roles could not be performed remotely, strict Covid safety protocols were implemented across all work sites in accordance with local requirements. Computershare encouraged staff to return to the office across FY2023 and implemented a structured return to office program in the first quarter of FY2024.

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.

DIRECTORS' REPORT

The Board of Directors of Computershare Limited has pleasure in submitting its report for the financial year ended 30 June 2023.

DIRECTORS

The names of the directors of the Company in office during the whole year and up to the date of this report, unless otherwise indicated, are:

Non-executive

Simon David Jones (retired as Chair and Director effective 10 November 2022)
Abigail Pip Cleland
Tiffany Lee Fuller
Lisa Mary Gay
John Nendick
Paul Joseph Reynolds (appointed Chair effective 10 November 2022)
Joseph Mark Velli

Executive

Stuart James Irving (President and Chief Executive Officer)

PRINCIPAL ACTIVITIES

The principal activities of the Group are outlined in the Group Operating Overview set out on pages 21 to 22 and form part of this report.

CONSOLIDATED PROFIT

The profit of the consolidated entity for the financial year was $444.7 million after income tax. Net profit attributable to members of the parent entity was $444.7 million, which represents an increase of 95.4% on the previous year's result of $227.7 million. Profit of the consolidated entity for the financial year after management adjustment items was $652.1 million after income tax and non-controlling interests. This represents an increase of 86.4% on the 2022 result of $349.9 million.

Net profit after management adjustment items is determined as follows:

	2023 $000	2022 $000
Net profit attributable to members of the parent entity	**444,744**	227,659
Management adjustment items (net of tax):		
Amortisation		
Amortisation of acquisition related intangible assets	**70,670**	63,381
Acquisitions and disposals		
Acquisition related integration expenses	**78,582**	46,833
Acquisition and disposal related expenses	**4,913**	12,200
Loss on disposal of KCC	**6,415**	-
Gain on disposals	**(1,489)**	(13,930)
Contingent consideration remeasurement	**(2,852)**	-
Other		
Major restructuring costs	**29,276**	13,136
Marked to market adjustments – derivative	**(694)**	(477)
Impairment of assets	**22,499**	1,069
Net profit after management adjustment items	**652,064**	349,871

Management adjustment items

Management results are used, along with other measures, to assess operating business performance. The Group believes that exclusion of certain items permits better analysis of the Group's performance on a comparative basis and provides a better measure of underlying operating performance. Description of management adjustment items can be found in note 4 of the financial statements.

The non-IFRS financial information contained within this Directors' Report has not been audited in accordance with the Australian Auditing Standards.

DIVIDENDS

The following dividends of the consolidated entity have been paid or declared since the end of the preceding financial year:

Ordinary shares

A final dividend in respect of the year ended 30 June 2022 was declared on 9 August 2022 and paid on 12 September 2022. This was an ordinary unfranked dividend of AU 30 cents per share amounting to AUD 181,098,242 ($122,484,506).

An interim dividend was determined on 22 February 2023 and paid on 21 March 2023. This was an ordinary unfranked dividend of AU 30 cents per share amounting to AUD 181,118,801 ($121,051,006).

A final dividend in respect of the year ended 30 June 2023 was determined on 15 August 2023 by the directors of the Company and paid on 18 September 2023. This was an ordinary unfranked dividend of AU 40 cents per share. The dividend was not determined to be paid until 15 August 2023 and accordingly no provision has been recognised as at 30 June 2023.

REVIEW OF OPERATIONS

The review of operations is outlined in the Group Operating Overview set out on pages 21 to 22 and forms part of this report.

SIGNIFICANT EVENTS AND SIGNIFICANT CHANGES IN ACTIVITIES

A discussion of significant events and significant changes in activities, if applicable, is included in the Group Operating Overview set out on pages 21 to 22 and forms part of this report.

In the opinion of the directors, there were no other significant changes in the affairs of the consolidated entity during the financial year under review that are not otherwise disclosed in this report or the consolidated accounts.

SIGNIFICANT EVENTS AFTER YEAR-END

On-market buy-back of ordinary shares

On 15 August 2023 Computershare Limited announced an on-market buy-back of ordinary shares. The on-market buy-back commenced on 4th September 2023 and ends on 3rd September 2024.

The buy-back is for capital management purposes and Computershare reserves the right to vary, suspend or terminate the buy-back at any time. Computershare Limited plans to buy-back its fully paid ordinary shares up to a maximum aggregate value of AUD $750 million.

Acquisition of employee share plan business

On 20 September 2023, the Group signed an agreement to acquire the UK/European employee share plan business of Solium Capital UK, a member of the Morgan Stanley group, for a cash consideration of $35 million and a contingent consideration of $2 million. The acquisition is subject to customary closing conditions including regulatory approvals with completion expected to take place in the second quarter of FY24.

No other matter or circumstance has arisen since the end of the financial year which is not otherwise dealt with in this financial report that has significantly affected or may significantly affect the operations of the consolidated entity, the results of those operations or the state of affairs of the consolidated entity in subsequent financial years.

LIKELY DEVELOPMENTS AND FUTURE RESULTS

A discussion of business strategies and prospects is set out on pages 23 to 25 and forms part of this report.

ENVIRONMENTAL REGULATIONS

The Group is not subject to significant environmental regulation.

INFORMATION ON DIRECTORS

The qualifications, experience and responsibilities of directors together with details of all directorships of other listed companies held by a director in the three years to 30 June 2023 and any contracts to which the director is a party to under which they are entitled to a benefit are outlined in the Corporate Governance Statement and form part of this report.

Directors' interests

At the date of this report, the direct and indirect interests of the directors in the securities of the Company are:

Name	Number of ordinary shares	Number of performance rights	Number of share appreciation rights
SJ Irving	174,033	432,518	367,406
AP Cleland	14,903	-	-
TL Fuller	16,148	-	-
LM Gay	21,939	-	-
J Nendick	13,141	-	-
PJ Reynolds	24,000	-	-
JM Velli	17,000	-	-

Meetings of directors

The number of meetings of the Board of Directors (and of Board Committees) and the number of meetings attended by each of the directors during the financial year were:

	Directors' Meetings		Risk and Audit Committee Meetings		Nomination Committee Meetings		People and Culture Committee Meetings	
	A	B	**A**	B	**A**	B	**A**	B
SJ Irving	**9**	9	**-**	-	**4**	4	**-**	-
AP Cleland	**9**	9	**-**	-	**4**	4	**5**	6
TL Fuller	**9**	9	**8**	8	**4**	4	**-**	-
LM Gay	**9**	9	**-**	-	**4**	4	**6**	6
SD Jones	**4**	4	**3**	3	**2**	2	**3**	3
J Nendick	**9**	9	**8**	8	**4**	4	**-**	-
PJ Reynolds	**9**	9	**8**	8	**4**	4	**3**	3
JM Velli	**9**	9	**-**	-	**4**	4	**6**	6

A - Number of meetings attended

B - Number of meetings held during the time the director held office during the financial year.

The Board forms sub-committees to consider specific transaction opportunities as appropriate.

INFORMATION ON COMPANY SECRETARY

The qualifications, experience and responsibilities of the Company Secretary are outlined in the Corporate Governance Statement and form part of this report.

INDEMNIFICATION OF OFFICERS

Computershare's constitution allows the Company to indemnify, where permitted by law, officers of the Company for liability and legal costs they incur when acting in that capacity. There are similar indemnities in favour of officers of controlled entities.

Computershare purchases insurance for amounts that the Company or its controlled entities are liable to pay under these indemnities. The insurance policy also insures Directors, Officers, Company Secretaries and employees (including former Directors and Officers) against certain liabilities (including legal costs) they may incur in carrying out their duties. For this Directors and Officers insurance, we paid premiums of $2,346,383 excluding taxes during FY2023.

REMUNERATION REPORT

CHAIRS' LETTER

On behalf of the Board of Computershare, we are pleased to present the Remuneration Report for the year ended 30 June 2023.

OVERVIEW OF THE YEAR

Computershare achieved record earnings in FY2023 as Management Revenue increased 27% to $3.3b and Management Earnings Per Share (EPS) increased 89% to 109.7 cents per share and which enabled us to increase the final dividend for FY2023 to 40 Australian cents per share. This financial performance reflects the strength of our integrated business model which comprises a portfolio of recurring core fees, cyclical and transaction-based revenues, and margin income.

The continued increase in global interest rates across FY2023 had a mixed impact on our various business units. Higher rates drove a record margin income of $792m, whilst the frequency of rate rises created an uncertain macro trading environment, leading to a reduction in corporate activity, and therefore lower event and transaction fee revenue for Computershare.

Although the Company's one-year total shareholder return (TSR) in FY2023 was relatively flat, Computershare has delivered exceptional returns for our shareholders over the past three-years, generating a TSR of 102% across that period, and outperforming the ASX 100.

Other highlights from the year include:

- Making excellent progress in integrating the Computershare Corporate Trust (CCT) business following its acquisition from Wells Fargo. CCT has performed well above expectations with Management EBIT increasing by over 400% to $440.8m.
- Continuing to build a simpler and stronger Computershare with the sale of the Bankruptcy and Class Actions business in May 2023.
- Achieving key milestones in our Diversity & Inclusion and Environmental strategy and improving our employee engagement score by 7 percentage points this year.

There were some important changes in our Key Management Personnel (KMP) during the year. Mr Simon Jones retired as Chair of the Board at the 2022 AGM and Mr Paul Reynolds was appointed the new Chair. The Global Head of Issuer Services, Mr Naz Sarkar, retired and a new role of Chief Operating Officer (COO), was created with the appointment of Mr Hussain Baig, who commenced on 15 June 2023.

OUTCOMES FOR 2023

The Board set robust performance measures for our FY2023 short term incentive (STI) plan. Detailed assessment of financial and operational performance against these measures was very strong and as a result STI payments to the CEO were awarded at 90% of maximum. STI outcomes for other executive KMP were between 56% and 90% of maximum. The Board believes the business results reflect the high-quality performance of the executive team throughout FY2023 in delivering against financial and non-financial targets and create a basis for strong long-term returns for shareholders. Please note that our Executive KMP have a portion of their STI weighted towards ESG performance measures, to ensure we balance 'what is achieved' with 'how it is achieved'. See section 2.3 for more details.

The FY2021 long term incentive (LTI) grant was tested on 30 June 2023. The applicable performance measure for 50% of this grant was relative TSR against the ASX100. Our three-year TSR to 30 June 2023 of 102% resulted in Computershare ranking at the 91st percentile of the ASX100. Accordingly, this element of the LTI vested at 100%.

The other 50% of the FY2021 LTI was a one-off grant of Share Appreciation Rights (SARs). At the time that these were granted in late 2020, the Board did not feel confident in setting EPS growth targets, given the economic uncertainty at that point during the Covid-19 pandemic, and wanted to focus Management on actions that would drive growth in shareholder value over the three-year performance period.

The SARs were designed to reward the executive team solely to the extent Computershare's share price exceeded the grant price of AU$13.25. Over the performance period, there has been a significant improvement in Computershare's share price to AU$22.55 (based on a 90-trading day volume weighted average price (VWAP) to 30 June 2023).Our executive team has delivered not only on our recovery plan but also our growth plan, generating significant value for shareholders. The SARs tranche of the FY2021 LTI vested in full, delivering AU$9.30 in value per SAR – see section 2.3 for more details.

2023 REMUNERATION CHANGES

Whilst we are listed on the Australian Stock Exchange, Computershare is a genuinely global organisation operating in more than 20 countries and deriving over 90% of its revenue from outside Australia. All our current executive KMP are based outside Australia. Half of the Non-executive Directors (NEDs) are based outside of Australia and more than 90% of our workforce is international. We aim to hire the best talent globally and our senior roles have an international remit regardless of location. Since many of our senior roles, including beyond KMP, are based in the US, it is essential that our remuneration structure adapts to that market for Computershare to remain competitive.

We have introduced a Restricted Equity Plan as part of fixed pay for our senior executives other than the CEO, CFO and COO, who do not participate. Under the Plan, a small portion of fixed remuneration (10%) is provided as Restricted Shares that will vest after three years based on continued service. This operates alongside our existing STI and LTI plans. We have done this to help our executives continue to build their shareholding in our business and to ensure our remuneration remains competitive in North America and Europe.

With regards to appropriate benchmarks for setting executive pay levels, please note that the Board believes that in order to secure the services of executives with appropriate relevant market experience, we must set pay comparable to companies of similar size and industry in the UK and US. We do have regard to our ASX 20-50 peers and ASX 100 peers with international operations but these are not the principal comparators and, do not, in our experience, represent an effective benchmark for internationally located executives.

We made changes in FY2023 to the CEO and CFO's remuneration arrangements after benchmarking data showed that remuneration against our international peers in the UK and US was below market:

- For the CEO, there was no change to fixed remuneration, however, his STI and LTI opportunity levels were increased to enhance the competitiveness of his overall package, which nevertheless remains below that of his US and UK peers.
- For our US based CFO, changes to his package will take place in a stepped approach over two years. In FY2023, fixed remuneration increased to US$900,000 and STI opportunity increased to 100% of base salary, with a further increase to fixed remuneration planned in FY2024. This aims to increase the competitiveness of his fixed and total package compared to his US peers.

See section 2 and section 2.4 for more detail on FY2023 changes to executive KMP remuneration packages.

Lastly, following a review of NED fees, we made some increases to fees effective 1 October 2022 to ensure we continue to attract a high calibre of NEDs from multiple jurisdictions. Please see section 6 for more detail.

In conclusion, the Board feels that Management has delivered on our objectives for the year and shareholders have benefitted from that, with FY2023 comprising a year of record earnings and higher dividends. We strongly believe that our incentive outcomes reflect our Company performance and achievements in FY2023.

We trust that this report explains our approach and intent in relation to executive remuneration in a global market.

With regards

PJ Reynolds
Chair – Board

LM Gay
Chair – People and Culture Committee (PACC)

CONTENTS

This report is prepared in accordance with section 300A of the *Corporations Act 2001* (Cth) (Corporations Act) for Computershare for the year ended 30 June 2023. The information provided in this Remuneration Report has been audited as required by section 308(3C) of the Corporations Act, apart from where it is indicated that the information is unaudited.

1. KEY MANAGEMENT PERSONNEL (KMP)

Computershare's KMP comprises the Directors of the Company and select senior executives who have the authority and responsibility for planning, directing, and controlling the activities of the Company directly or indirectly. All KMP are assessed each year. Each executive KMP listed below held their position for all of FY2023 unless otherwise stated.

Name	Location
Non-executive Director	
Paul J Reynolds (appointed as Chair on 10 November 2022)	UK
Abigail P Cleland	Australia
Tiffany L Fuller	Australia
Lisa M Gay	Australia
John Nendick	USA
Joseph M Velli	USA
Simon D Jones (retired on 10 November 2022)	Australia
Executive KMP	
Stuart J Irving President and Chief Executive Officer (CEO)	UK
Nick SR Oldfield Chief Financial Officer and Global Head of Loan Services (CFO)	USA
Hussain Baig Chief Operating Officer (COO) (commenced on 15 June 2023)	UK
Mark L McDougall Global Chief Information Officer (CIO) (ceased to be a KMP from 15 June 2023)	Australia
Naz Sarkar Global Head of Issuer Services (retired on 31 December 2022)	UK

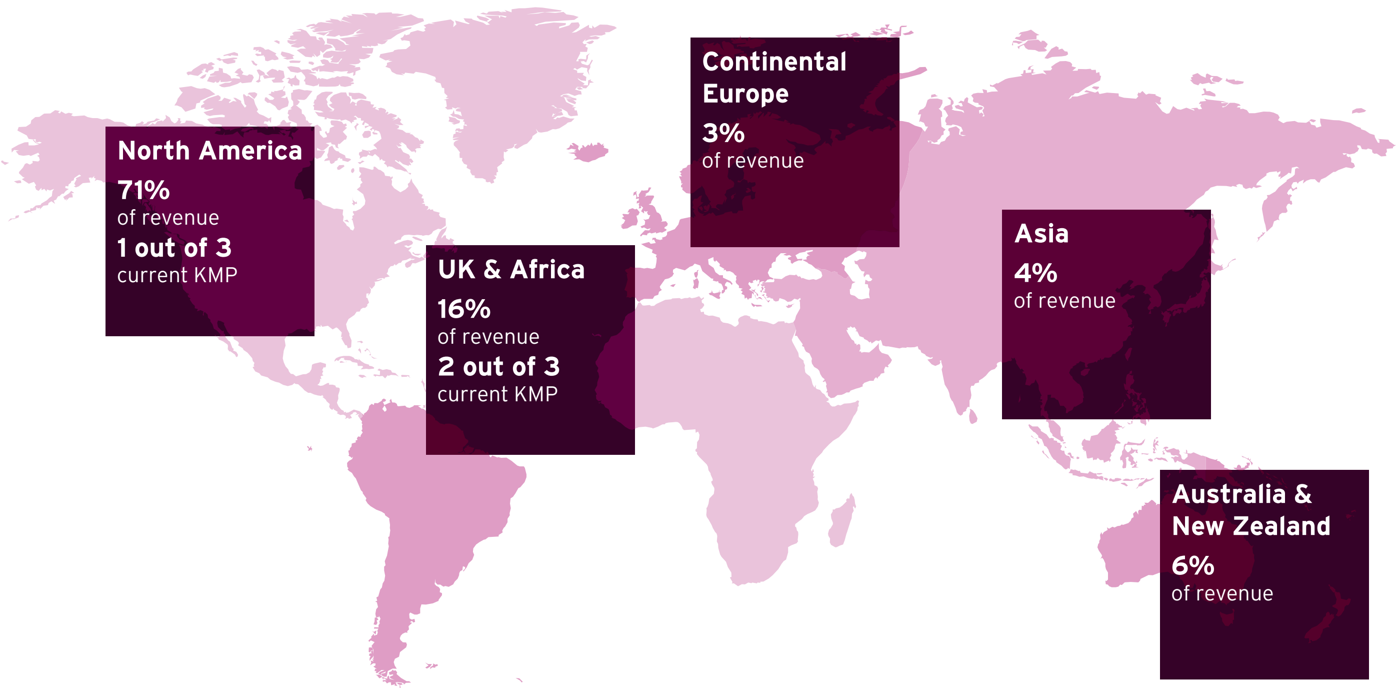
2. SNAPSHOT OF 2023 REMUNERATION OUTCOMES

Fixed remuneration	Short-term incentive (STI)	Long-term incentive (LTI)
No fixed remuneration increase was provided to the CEO. The CFO and CIO received 7.5% and 5.0% fixed remuneration increases in FY2023, respectively. For our US based CFO, changes to his package will take place in a stepped approach over two years, with the aim of increasing the competitiveness of his fixed and total remuneration package relative to the US Market for his role. See 2.4 for more detail on FY2023 changes to Executive KMP remuneration packages.	**FY2023 STI outcomes of 90% of maximum for our CEO and between 56% and 90% of maximum for our other executive KMP.** See section 2.3 below.	**The relative total shareholder return (TSR) component of the FY2021 LTI vested at 100% of maximum.** The Share Appreciation Rights (SARs) component of the FY2021 LTI grant delivered AU$9.30 of value per SAR held, based on a AU$13.25 grant price and a vesting price of AU$22.55. See section 2.3 below.

2.1 THE MARKETS IN WHICH WE COMPETE

Computershare's origins are Australian and when we listed in 1994 with a market capitalisation of AU$36m, all of our revenue was earned in Australia. We have now grown to a market capitalisation of more than AU$14b and, although we remain listed in Australia, more than 90% of our revenues are generated outside of Australia and all our current executive KMP and the majority of our broader Executive Management are located outside of Australia.

To ensure we are able to attract and retain executives internationally, our remuneration needs to be internationally competitive, especially with the US and European markets.



2.2 OUR PERFORMANCE

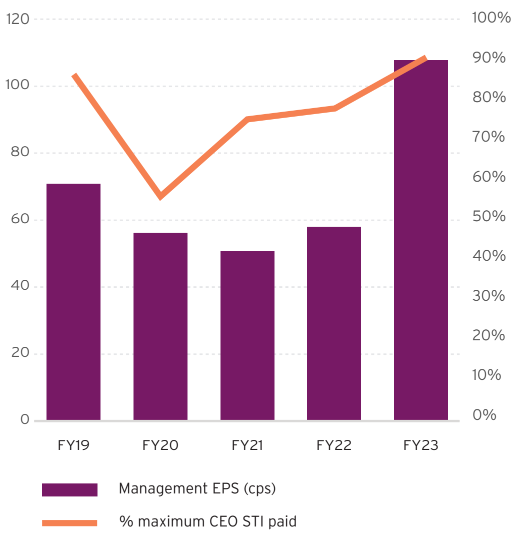
One of the key principles of Computershare's remuneration strategy is to ensure that there is a clear and transparent link between the remuneration outcomes of executives and Group performance and its consequent impact on shareholder interests. The following table highlights some of the key financial results for Computershare over the period from the financial year 2019 to the financial year 2023, with the corresponding average STI outcomes for executive KMP over the same period.

	2019	2020	2021	2022	2023
Management adjusted EBITDA (USD million)	674.9	646.4	628.2	720.2	1,216.3
Management adjusted EBIT ex margin income (MI) (USD million)	343.6	298.7	339.1	344.0	257.1
Statutory EPS (US cents)	76.57	42.55	33.77	37.71	73.67
Management EPS (US cents)	70.24	55.57	50.71	57.95	108.01
Management EPS (US cents) – constant currency[1]	68.41	55.00	49.82	56.78	108.01
Total dividend (AU cents per share)	44	46	46	54	70
Share price as at 30 June (AUD)	16.21	13.25	16.90	24.64	23.38
Average STI received as % of maximum opportunity for executive KMP (%)	71.1	47.3	69.5	68.1	78.6

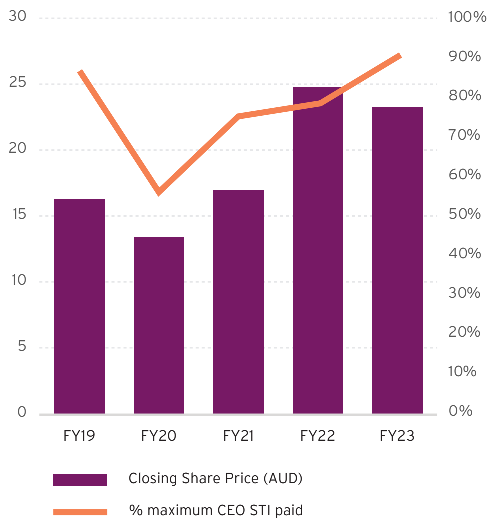
1 Translated at FY2023 average exchange rates of USD/AUD 1.48716.

Computershare's incentive plans measure performance against a range of financial and non-financial metrics. As demonstrated below, there is a strong overall alignment between Computershare's incentive plan outcomes to financial performance.

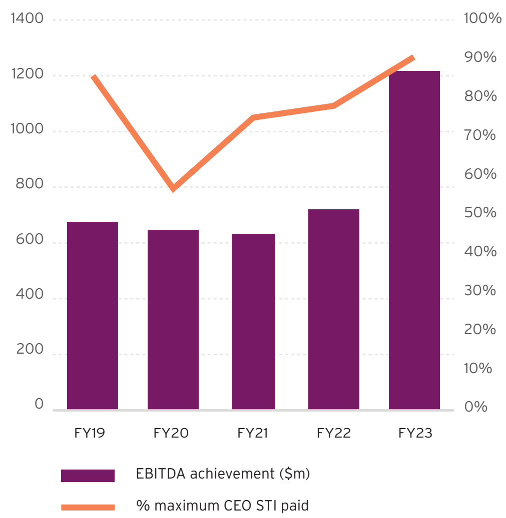
Earnings per Share



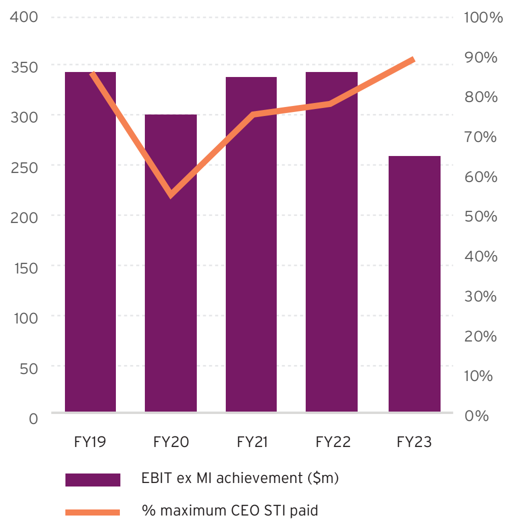
Share price



EBITDA



EBIT ex MI



Over the past 10 years, Computershare has delivered a TSR of over 200%, outperforming the S&P/ASX 100's return of 137%.

COMPUTERSHARE VS S&P/ASX 100 10-YEAR TSR

2.3 EXECUTIVE KMP REMUNERATION OUTCOMES IN FY2023

FY2023 STI OUTCOMES

The table below shows the STI paid or payable to each executive KMP for performance in the financial year ended 30 June 2023.

Executive	STI awarded (USD)	STI as % of maximum	Budgeted EBIT (CEO, CFO: 25%) EBITDA (CIO: 35%)	Growth in Group EBIT ex MI (CIO: 25%)	Strategic Objectives (CEO, CFO: 50%) (CIO: 15%)	Non-Financial Objectives (CEO, CFO: 25%) (CIO: 25%)
SJ Irving	1,777,954	90%	■	N/A	■	■
NSR Oldfield	1,061,156	90%	■	N/A	■	■
ML McDougall[1]	200,059	56%	■	■	■	■

■ At or above target ■ Between threshold and target ■ Below threshold

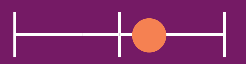
1 ML McDougall's STI has been pro-rated to the date he ceased as a KMP on 15 June 2023.

In addition to the above:

- H Baig received a pro-rated STI for FY2023 assessed against Group Budgeted EBIT and objectives relating to achieving key priorities in the immediate term following his appointment to the role in June 2023; and
- N Sarkar received a pro-rated STI for FY2023 assessed against his performance until his termination date.

FY2023 CEO STI SCORECARD OUTCOMES AND COMMENTARY

For FY2023, the Board's assessment of the CEO's performance against his STI objectives is shown in the table below.

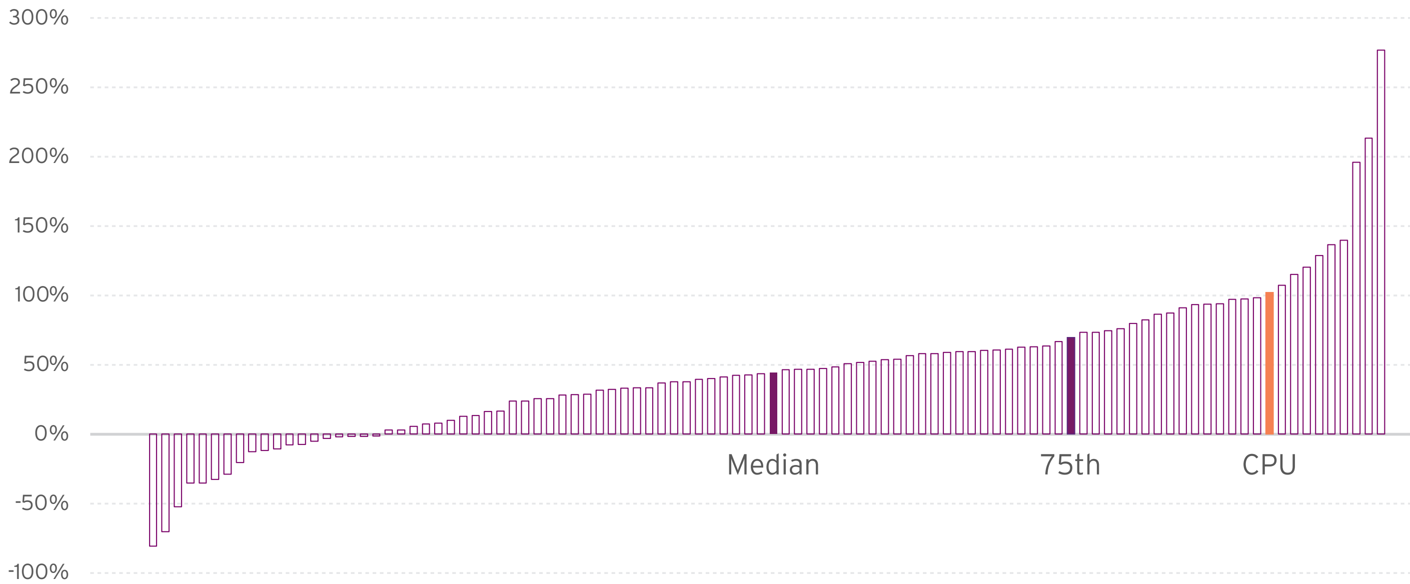
Objectives	Commentary	Achievement against Threshold/ Target/Stretch
Financial objective (25%)		
Group Management EBIT performance against budget	Stretch outcome. Group Management EBIT for the year was $1,051m, significantly exceeding budget. This strong performance was underpinned by the performance of the Corporate Trust business and significant growth in margin income as interest rates recovered nearer to long-term average levels, notwithstanding the impact higher interest rates and reduced transaction activity had on our event and transaction related revenue.	
Strategic financial objectives (50%)		
Margin Income performance	Stretch outcome. Margin income of $792m was achieved, significantly exceeding our budget.	
Integration and enhancement of the US Corporate Trust business	Above target outcome. The CCT business achieved Management EBITDA of $451m, significantly exceeding our budget. The business' integration is on-track and expected to deliver on committed synergies.	
Simplification of business to its core long-term assets	Target outcome. Kurtzman Carson Consultants (KCC) was successfully disposed of during the year and progress has been made in evaluating strategic options for the US Mortgage Services business, which returned to profit this year.	
Issuer Services performance and growth of key adjacencies	Above target outcome. Issuer Services Management EBITDA of $387m exceeded our budget.	
Continue Equateplus roll out and implementation of a global operating model for Plans	Above target outcome. EBITDA achieved was ahead of budget and the Equateplus roll out in Australia is now completed.	
Non-financial objectives (25%)		
People and Culture	Above target outcome. Employee survey results yielded positive and improved responses across the board, despite the shift to hybrid working in a post-Covid-19 operating environment. Our employee engagement score improved by 7 percentage points this year.	
ESG	Above target outcome. We established a Board-approved ESG strategy and clear Science-Based targets for Scope 1, 2 and 3 emissions reduction for end 2027 achievement. We have again received an MSCI (Morgan Stanley Capital International) AAA rating and a B rating on the Carbon Disclosure Project (CDP). Our D&I scores continue to be the highest rated area in our annual employee survey.	

Objectives	Commentary	Achievement against Threshold/ Target/Stretch
Non-financial objectives (25%)		
Risk Management	Target outcome. Risk functions were stress-tested throughout the year and considered to be operating well across legal, regulatory and cybersecurity risks.	
Capital Management	Stretch outcome. We have reduced Net Debt and increased dividends substantially in FY2023, whilst maintaining approximately $2b in Balance Sheet capacity for future M&A activity.	
Leadership Team Development	Above target outcome. Key appointments to the Global Management were made to build the overall strength including the appointment of a COO and new CEO Issuer Services.	
Percentage of target achieved 135% **Percentage of maximum achieved 90%**		

FY2021 LTI VESTING OUTCOMES

The FY2021 LTI grant was tested on 30 June 2023. The applicable performance measure to 50% of this grant was relative TSR against the S&P/ASX 100. Our three-year TSR to 30 June 2023 of 102% resulted in Computershare ranking at the 91st percentile of the ASX100. This element of the LTI vested at 100%.

TSR Performance vs ASX 100



The remaining 50% tranche of the FY2021 LTI was a one-off grant of SARs subject to an in-built share price hurdle (that is, the SARs only have a value above the share price at the date of grant, which was AU$13.25). Based on this grant price, the value delivered to executives is the share price growth exceeding AU$13.25 based on a 90-trading day volume weighted average price (VWAP) until 30 June 2023. Where the VWAP was below AU$13.25, there would be no vesting.

Given Computershare's VWAP to the end of FY2023 was AU$22.55, each SAR has delivered a value of AU$9.30 (AU$22.55 – AU$13.25). This value, being the difference between the grant price and the VWAP until 30 June 2023, multiplied by the number of SARs held by the individual, is delivered in Computershare shares.

The SARs were granted in the early phase of the Covid-19 pandemic, at which time the then on-foot LTI awards appeared highly unlikely to vest. Accordingly, the LTI award outcomes for the past three years, being judged against performance measures set prior to the impact of the pandemic, were:

LTI award	Vesting outcome
FY2018-2020	0%
FY2019-2021	0%
FY2020-2022	50%

For the FY2022 LTI and subsequent awards, Computershare reverted to an LTI delivered wholly in Performance Rights and assessed against three performance measures – see Section 4.3 for more detail.

2.4 REMUNERATION CHANGES MADE IN FY2023

Changes made to the remuneration packages of executive KMP in FY2023 are set out below, excluding the former Global Head of Issuer Services and newly appointed COO.

	Currency	FY2022 base salary	FY2023 base salary	Year-on-year change	Changes to incentive opportunity levels
SJ Irving	GBP	GBP 1,097,586	GBP 1,097,586	0%	STI target opportunity was increased from 83.3% of base salary to 100%. LTI opportunity was increased from 150% of base salary to 172%.
NSR Oldfield	USD	USD 837,442	USD 900,000	7.5%	STI target opportunity was increased from 60% of base salary to 100% and LTI opportunity reduced from 107% of base salary to 100% of his base salary.[1]
ML McDougall	AUD	AUD 701,765	AUD 736,853	5.0%	No change. Eligible to participate in the new Restricted Equity Plan.

1 For SJ Irving and NSR Oldfield, the maximum STI award is set at 150% of target whereas the maximum award for other KMPs is 175% of target.

As explained previously, while our CEO, CFO and COO do not participate, we introduced a new element of remuneration for some members of our senior executive team. To encourage retention and alignment with shareholders, 10% of fixed remuneration is awarded in the form of Restricted Shares that vest based on continued service. In FY2023, the only member of KMP eligible to participate was the CIO.

2.5 KMP REALISED PAY IN FY2023 (UNAUDITED)

The table below details actual pay and benefits for executive KMP (excluding Mr Sarkar who retired on 31 December 2022 and Mr Baig who commenced employment on 15 June 2023). This table aims to assist shareholders in understanding the cash and other benefits actually received by KMP from the various components of their remuneration during FY2023 as an additional voluntary disclosure which has not been subject to audit.

Total Realised Remuneration in FY2023 is higher than FY2022, primarily due to STI outcomes being higher due to stronger business performance and full vesting of the FY2021 LTI which includes the one-off grant of SARs. It should be noted, as set out in section 2.3 of this report, that the over the past three years prior to FY2023, our LTI program has only vested once (in FY22 and to the extent of 50% of the award based on our strong relative TSR performance over the period 1 July 2019 to 30 June 2022).

All figures below are in USD.

		FY2023 Actual Package Details			FY2023 Actual vs Max		FY2023 vs FY2022 Actual	
Employee	FY2023 Fixed (base + benefits)	FY2023 Actual Total STI	FY2021 LTI Vesting in FY2023[1]	FY2023 Actual Total Remuneration (Base + STI + LTI)	FY2023 Actual vs Max STI	FY2023 Actual vs Max Total Remuneration (Base + Max STI + LTI)	FY2023 vs FY2022 Actual STI received	FY2023 vs FY2022 Actual Total Remuneration (Base + STI+ FY20 LTI)
SJ Irving	1,336,455	1,777,954	3,929,604	7,044,013	90%	126%	139%	170%
NSR Oldfield	900,781	1,061,156	1,421,554	3,383,491	90%	113%	180%	164%
ML McDougall[3]	508,407	208,633	801,981	1,519,021	56%	112%	97%	149%

1 LTI value calculated using number of vested rights x Computershare closing share price as at 30 June 2023.

2 This non IFRS information included in the table above has not been subject to audit.

3 ML McDougall ceased to be a KMP on 15 June 2023. Realised pay in FY2023 is referable to the full year.

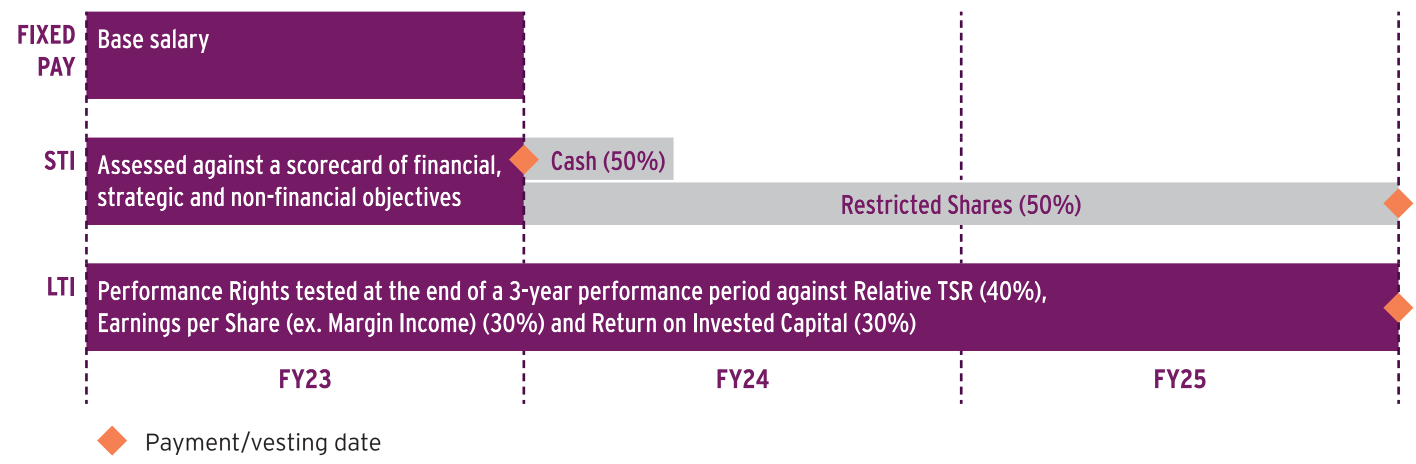
3. EXECUTIVE REMUNERATION STRUCTURE

3.1 REMUNERATION STRUCTURE OVERVIEW

The fixed remuneration structure for our senior executives includes base salary (plus any applicable superannuation contributions) and, other than the CEO, CFO and COO, includes a component that is granted in three-year Restricted Shares. Our remuneration structure also includes variable at-risk remuneration consisting of an STI and for a more limited pool of Global Management, an LTI. The purpose of each element of remuneration is outlined below.

Fixed Remuneration	STI	LTI
To attract, motivate and retain highly skilled employees. Designed to be competitive in the market where the executive is located. Reviewed annually and reflects technical and functional expertise, role scope, and market practice.	Reflects performance across the year and is designed to reward Management for achieving financial targets, delivering on strategic objectives and managing the business in a sustainable manner while demonstrating our values.	To align executive reward outcomes to long-term sustainable shareholder value creation.

The remuneration framework for the CEO and CFO operates over time as set out below. Given that the COO was appointed in June 2023, he only received base salary and a pro-rated STI in FY2023. From FY2024, he will be eligible to participate in the LTI plan.



3.2 EXECUTIVE KMP REMUNERATION MIX

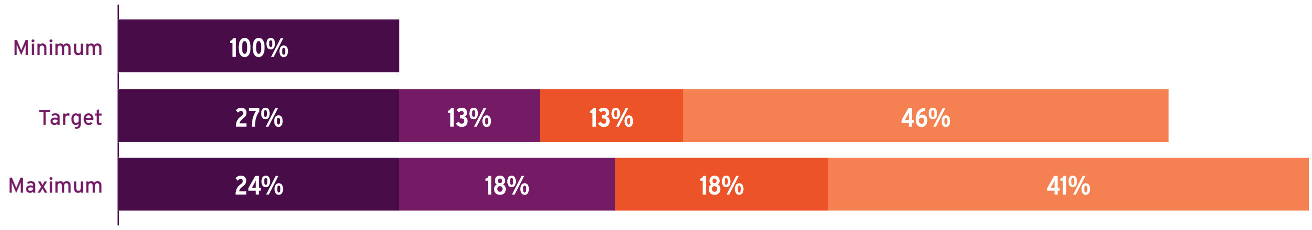
The following diagram sets out the minimum, target and maximum total remuneration opportunity for each executive KMP as at 30 June 2023. Each component is shown as a percentage of the total remuneration package.

Minimum: consists of fixed remuneration which is comprised of base salary and superannuation, and restricted equity (as applicable).

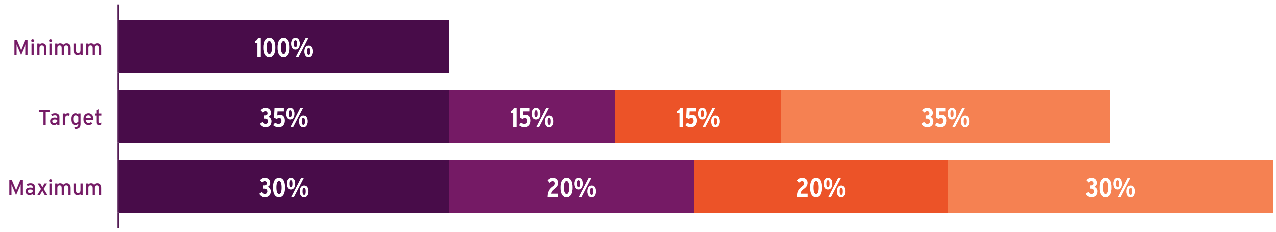
Target: consists of fixed remuneration, restricted equity (as applicable) target STI (cash and deferred) and the full value of LTI.

Maximum: consists of fixed remuneration, restricted equity (as applicable), maximum STI (cash and deferred) and the full value of our LTI.

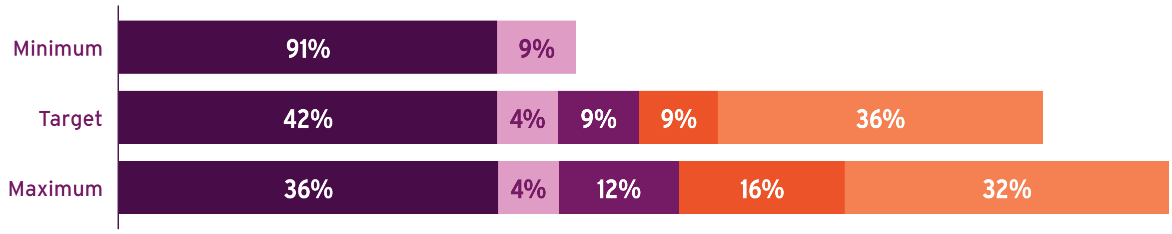
FY2023 CEO PAY MIX



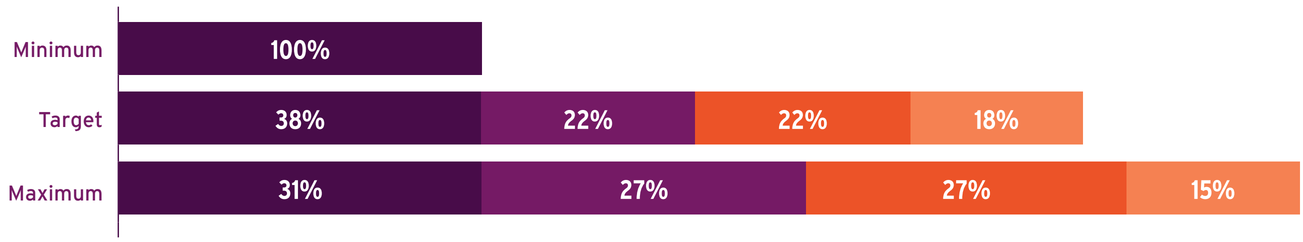
FY2023 CFO PAY MIX



FY2023 CIO PAY MIX



FY2024 COO PAY MIX



Fixed Remuneration   Restricted Equity   STI - Cash   STI - deferred   LTI

3.3 EXECUTIVE KMP REMUNERATION LEVELS IN FY2023

We set out below the contractual FY2023 base salary, restricted equity (as applicable), STI and LTI opportunities of each executive KMP as at 30 June 2023, excluding the former Global Head of Issuer Services. ML McDougall ceased to be a KMP on 15 June 2023. Contractual remuneration is presented on a full year basis.

For the newly appointed COO, his FY2024 package is shown.

Employee (location)	Base salary (home currency)	Restricted equity (% of base salary)	STI target (% of base salary)	STI max (% of base salary)	LTI max (% of base salary)
SJ Irving UK	GBP 1,097,586	N/A	100.0%	150.0%	172.0%
NSR Oldfield USA	USD 900,000	N/A	100.0%	150.0%	100.0%
H Baig UK	GBP 850,000	N/A	117.6%	176.5%	47.1%
ML McDougall Australia	AUD 736,853	10.0%	42.9%	75.0%	85.7%

4. REMUNERATION COMPONENTS

4.1 FY2023 SHORT-TERM INCENTIVE PLAN

	CEO & CFO	CIO
What is the opportunity?	The minimum STI outcome is 0% (if targets are not met) and maximum is capped at 150% of target opportunity.	The minimum STI outcome is 0% (if targets are not met), and maximum is capped at 175% of target opportunity.
What are the performance hurdles?	Budgeted EBIT (25%) Strategic Financial Objectives (50%) Non-Financial Objectives (25%)	Budgeted EBITDA (35%) Growth in EBIT ex MI (25%) Strategic Financial Objectives (15%) Non-Financial Objectives (25%)
How is the STI paid?	50% in cash, and 50% is deferred into Restricted Shares held in deferral for two years following the performance year.	50% of the STI assessment is paid in cash and the remaining 50% delivered in Deferred Shares (assuming 'on target' performance), with measures aligned to each component.
Treatment of Deferred Shares	The Deferred Shares are subject to service conditions, qualifying leaver provisions and participate in dividends and/or distributions paid during the restricted period. The number of Deferred Shares allocated for the FY2023 STI is to be determined by dividing the amount to be deferred by the VWAP of Computershare Shares over the five trading days following the release of the Company's full year results on 15 August 2023.	
What is the performance period?	The performance period for the FY2023 STI plan was 1 July 2022 to 30 June 2023.	

How are STI payments determined?	STI is assessed at the end of the financial year on the following basis: **Budgeted EBIT/Budgeted EBITDA** – At threshold achievement (90% of budget), 75% of target opportunity associated with the measure is paid out. Budget achievement results in 100% target payout and stretch achievement (120% of budget) pays out at 150% of target opportunity. Straight-line vesting occurs between threshold, target and stretch. **Growth in EBIT ex MI** – For FY2023, the Board set a scale whereby growth of 0% to 10% pays out linearly between 0% and 200% of target opportunity. This component is not applicable to the CEO's and CFO's STI (only to the CIO in FY2023). **Strategic Financial Objectives** – At the outset of the year, a set of goals with financial targets that underpin the strategic agenda for the year are selected by the Board for the CEO. The CEO does the same for the remaining executive KMP. Assessment at the end of the financial year against set criteria results in payout between 0% and 150% of target. The FY2023 criterion for the CEO and their assessment are listed in detail in section 2.3. **Non-Financial Objectives** – A set of non-financial objectives relating to customer, culture, risk management and other metrics relevant for the year (such as Mergers & Acquisitions (M&A) and capital management) are established by the Board for the CEO at the start of the financial year. The CEO does the same for the remaining executive KMP. The FY2023 objectives and their assessment are listed in detail for the CEO in section 2.3. There is stretch in the STI plan such that for the CEO and CFO, there is a maximum payout of 150% of target opportunity associated with these objectives and, for the CIO, a maximum payout of 200% of target opportunity.
Other key features	The Board has the discretion to determine award outcomes for executives in certain circumstances such as cessation of employment or a change of control, and also to cash settle awards on vesting if local regulations or practices make it appropriate to do so.

4.2 LONG-TERM INCENTIVE PLAN GRANTED IN FY2023

Who participates?	All executive KMP and other senior executives who are identified as being particularly important to the longer-term future of Computershare.
What type of awards are granted?	100% Performance Rights. A Performance Right is a right to receive a Share, subject to meeting conditions noted below.
How is the number of Rights to be awarded calculated?	The number of Performance Rights awarded was calculated by dividing the FY2023 LTI opportunity by the VWAP of Computershare Shares over the five trading days following the release of the Company's FY2022 results on 9 August 2022.
What is the performance period?	The FY2023 LTI plan will be tested over the period 1 July 2022 to 30 June 2025.
What are the performance hurdles?	Relative TSR (40%) The percentage of Performance Rights that vest, if any, will be determined by the Board with reference to the percentile ranking achieved by the Company over the period, compared to the other entities in the S&P/ASX 100 comparator group, as follows:

Relative TSR ranking within S&P/ASX 100	Vesting
Below the 50th percentile	0%
Equal to the 50th percentile	50%
Between the 50th to 75th percentile	Progressive pro-rata vesting between 50% to 100% (i.e. on a straight-line basis)
At or above the 75th percentile	100%

What are the performance hurdles?	Average Management EPS ex MI growth (30%) Requires Management to deliver growth in earnings from the underlying business to the benefit of shareholders. EPS is measured excluding margin income to exclude any potential windfall gains arising from interest rate increases over the three-year performance period. EPS ex MI highlights the results directly driven from Management's actions in setting and executing strategy for the underlying business. The percentage of Performance Rights that vest, if any, will be determined by the Board with reference to the following vesting schedule:

Average growth in Management EPS ex MI	Vesting
Below 5% per annum	0%
5% per annum	50%
Between 5% and 10% per annum	Progressive pro-rata vesting between 50% to 100% (i.e. on a straight-line basis)
10% per annum or above	100%

Average Return on Invested Capital (ROIC) (30%)

Focuses Management on improving and growing our underlying business, making earnings accretive investments and at the same time ensures both are done with capital discipline. ROIC is measured based upon Management earnings (inclusive of tax but excluding interest expenses) and invested capital inclusive of cash costs associated with restructuring and M&A integration. It will not include gains or losses on sales of business or marked to market adjustments on derivatives. The percentage of Performance Rights that vest, if any, will be determined by the Board with reference to the following vesting schedule:

Average ROIC	Vesting
Below 12.75% per annum	0%
12.75% per annum	50%
Between 12.75% and 14.50% per annum	Progressive pro-rata vesting between 50% to 100% (i.e. on a straight-line basis)
14.50% per annum or above	100%

Other key features	The Board has the discretion to determine award outcomes for executives in certain circumstances such as cessation of employment or a change of control and also to cash settle awards on vesting if local regulations or practices make it appropriate to do so. The LTI plan also includes both malus and clawback mechanisms that may be triggered in certain circumstances, which include fraud, dishonesty or material misstatement of financial statements.

4.3 FY2023 RESTRICTED EQUITY PLAN

As mentioned earlier in this report, for executives below our CEO, CFO and COO, we introduced a serviced based equity plan equal in value to 10% of fixed remuneration to encourage retention and shareholder alignment. Of our executive KMP, only the CIO participated in FY2023. The number of Restricted Shares granted for FY2023 was determined by dividing 10% of a participant's fixed remuneration by the 5-day VWAP of Computershare's shares after the FY2022 results announcement. For the Shares to vest, the participant is required to complete 3 years' service with the Group (through to 1 September 2025). In general, the Restricted Shares will be released from restriction on a change of control and will lapse on cessation of employment unless the Board decides otherwise in the case of a good leaver.

4.4 OTHER REMUNERATION

Like all our employees, executive KMP can participate in the Group's general employee share plans. An overview of these plans is disclosed in note 41 of the financial statements.

5. REMUNERATION GOVERNANCE FRAMEWORK

The main aim of our executive incentive strategy and structure is to ensure that executives are rewarded appropriately when they deliver positive outcomes to our shareholders. In considering remuneration changes, the People & Culture Committee (PACC) ensures all executive pay decisions are based on the following four principles:

- Fairness – ongoing remuneration plan design must motivate and stretch our executives to focus on the right outcomes for our business and to reward what those executives can influence.
- Alignment – incentive plan design and outcomes should align to shareholder experience, both in terms of performance measures and the use of equity awards, in a meaningful way while also being mindful of the general employee experience. Plan measures should drive sustained, long-term organisational growth and success.
- Simplicity – where possible, plan design should be simple to explain and execute. It should strike the right balance between fixed and at-risk pay.
- Risk management – Board discretion or plan amendments must be applied on a robust basis, ensuring no windfall gains occur to participants. Due consideration should be given to business and operational risk and the Group's values and culture through plan design such as clawback and malus.

The Board (through the PACC) reviews our remuneration framework regularly to ensure it remains aligned to business objectives. The Committee uses a range of inputs when assessing the performance of outcomes for executive KMP, taking into account results and also how those results were achieved. Detailed individual performance assessments, measurement against targeted financial results, external remuneration benchmarking and an overarching view to the organisation's values and risk profile are all taken into account.

BOARD

Sets and oversees the People & Culture Committee mandate. The Board is responsible for setting remuneration policy and determining Non-executive Director and executive KMP remuneration. In addition, the Board is responsible for approving all targets and performance conditions set under the KMP incentive plans. The Board delegates responsibility to the People & Culture Committee for reviewing and making recommendations to the Board on these matters.

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PEOPLE AND CULTURE COMMITTEE

The Committee uses a range of inputs when assessing performance and outcomes of KMP, taking into account results and also how those results were achieved. Detailed performance assessments, financial results, external remuneration benchmarking, and an overarching view to our organisation's values and risk profile are all taken into account.

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MANAGEMENT

Provide the Committee with information on financial, customer and risk matters which may impact remuneration. Where appropriate, the CEO attends Committee meetings, however, he does not participate in formal decision making or in discussions involving his own remuneration.

EXTERNAL ADVISORS

The Committee may seek and consider advice from independent remuneration consultants where appropriate. Any advice from consultants is used to guide the Committee and the Board but does not serve as a substitute for thorough consideration by Non-executive Directors. Protocols are in place for the independent engagement of remuneration consultants. During the year, SW Corporate provided benchmarking data and market practice advice to the Committee only. No remuneration recommendations relating to KMP were provided.

6. NON-EXECUTIVE DIRECTOR REMUNERATION

Computershare's total Non-executive Director (NED) fee pool has a limit of AU$2.6m. This limit was approved by shareholders in November 2021 to ensure we can offer globally competitive NED fees and expand our international Director base in line with our global strategy.

From 1 October 2022, changes to NED fees were made to ensure we continue to attract and retain a high calibre of Directors with competitive fees in the respective markets in which they are located – Australia, the US and UK. Informed by an external benchmarking exercise, we made changes to:

> The Chair fee (increased from AU$475,000 to AU$500,000). Given our new Chair, Paul Reynolds, is based in the UK, his fee paid will be £275,000, which reflects the GBP/AUD FX rate at the date of his initial appointment as a Director. This fee will not be adjusted annually to accommodate future FX changes; and

> The Australian base Board fee (increased from AU$170,000 to AU$180,000).

NED fees as at 30 June 2023 are set out in the below table.

	Chair Fee	Base Board fee	Chair Risk and Audit Committee	Chair People and Culture Committee	Member Risk and Audit Committee	Member People and Culture Committee
Australia	n/a	AU$180,000	AU$75,000	AU$40,000	AU$25,000	AU$20,000
United States	n/a	US$182,500	n/a	n/a	US$18,750	US$15,000
United Kingdom	£275,000	n/a	n/a	n/a	n/a	n/a

These fees are inclusive of statutory superannuation where applicable. J Nendick (USA), JM Velli (USA) and PJ Reynolds (UK) receive their Director fees in their local currency. No bonuses, either short or long term, are paid to NEDs. They are not provided with retirement benefits.

NED statutory remuneration

Details of the nature and amount of each element of the total remuneration for each NED for the year ended 30 June 2023 are set out in the table below. Where remuneration was paid in anything other than USD, it has been translated at the average exchange rate for the financial year (for example, the FY2023 USD/AUD average rate was 1.48716, the FY2022 USD/AUD average rate was 1.37548).

		Short-term	Post-employment benefits	Total
	Financial Year	Fees[1] $	Superannuation/ pension $	$
PJ Reynolds[2]	**2023**	**257,587**	**-**	**257,587**
	2022	143,368	-	143,368
AP Cleland	**2023**	**130,213**	**2,811**	**133,024**
	2022	138,705	-	138,705
TL Fuller	**2023**	**154,352**	**15,922**	**170,274**
	2022	162,550	16,183	178,733
LM Gay	**2023**	**132,953**	**13,965**	**146,918**
	2022	140,705	14,098	154,803
J Nendick	**2023**	**201,250**	**-**	**201,250**
	2022	155,969	-	155,969
JM Velli	**2023**	**197,500**	**-**	**197,500**
	2022	197,500	-	197,500
Former NEDs				
SD Jones[3]	**2023**	**108,201**	**8,503**	**116,704**
	2022	329,462	17,134	346,596
CJ Morris	2022	45,004	-	45,004
Total	**2023**	**1,182,056**	**41,201**	**1,223,257**
	2022	1,313,263	47,415	1,360,678

1 KMP are paid in their local currency. Foreign exchange rate movements can impact the comparison between years in US dollar terms.

2 PJ Reynolds was appointed Chair from 10 November 2022.

3 SD Jones retired effective 10 November 2022.

7. KMP CONTRACTUAL ARRANGEMENTS

On appointment to the Board, all NEDs sign a formal appointment letter which includes details of their Director fees. NEDs do not have notice periods and are not entitled to receive termination payments.

Except for the Group CEO, no Director may be in office for longer than three years without facing re-election.

Neither the Group CEO nor other executive KMP are employed under fixed-term arrangements with Computershare. Their notice periods are based on contractual provisions and local laws. For the Group CEO, the notice period is one month and for the Group COO it is six months. As the Group CFO is located in the US, his employment is on an at will basis and, consistent with other employees in that jurisdiction, that means there is no contractual notice period in place.

On termination of employment, KMP are entitled to statutory entitlements in their respective jurisdictions of employment.

- The Deferred Short-Term Incentive (DSTI) and Restricted Equity plans provide for full vesting on redundancy or termination by the Group other than for cause.
- Under the LTI plan, subject to Board discretion, Performance Rights for 'good leavers' will be left on-foot, with the intended treatment being that a pro-rata proportion will be retained by the executive and will be subject to vesting at the end of the original performance period based on the satisfaction of the applicable performance measures.

Otherwise, subject in some instances to local requirements in the jurisdictions where the Group operates, none of these executives would receive special termination payments should they cease employment for any reason.

Treatment of Awards for Naz Sarkar (former Global Head of Issuer Services)

In FY2023, Naz Sarkar retired from Computershare effective 31 December 2022 and received his statutory entitlements. As a good leaver, the treatment of his awards was as follows:

- His FY2023 STI was pro-rated based on the portion of the financial year served and was delivered in cash;
- His DSTI awards earned from prior year STI plans became unrestricted at termination; and
- His on-foot LTI awards (Performance Rights and SARs) were pro-rated for the length of the performance period served, to be tested in the ordinary course at the end of the performance period.

Appointment of Hussain Baig (COO)

In addition to his contractual fixed remuneration, STI and LTI opportunities disclosed in section 3.3, Hussain Baig was also granted £250,000 worth of Deferred Shares upon appointment as a one-off arrangement. This equity award will vest on 1 September 2024 (50%) and 1 September 2025 (50%) subject to continued employment.

8. STATUTORY REMUNERATION DISCLOSURES

Details of the nature and amount of each element of the total remuneration for each executive KMP for the year ended 30 June 2023 are set out in the table below in USD. Where remuneration was paid in anything other than USD, it has been translated at the average exchange rate for the financial year (for example, the FY2023 USD/AUD average rate was 1.48716, the FY2022 USD/AUD average rate was 1.37548).

8.1 REMUNERATION OF EXECUTIVE KMP

		Short-term		Long-term	Post-employment benefits	Share-based payments expense		Other	Total
	Financial Year	Salaries $	Cash bonuses $	Other[2] $	Super-annuation/ pension $	Shares $	Performance Rights/ SARs[3] $	Other[5] $	$
Executive KMP									
SJ Irving[1,4]	**2023**	**1,271,362**	**888,978**	**32,986**	**65,093**	**796,605**	**1,133,385**	**21,789**	**4,210,198**
	2022	1,444,967	711,263	43,117	22,248	642,826	1,325,510	34,178	4,224,109
H Baig[1,6]	**2023**	**46,159**	**23,118**	**-**	**-**	**9,373**	**-**	**-**	**78,650**
	2022	-	-	-	-	-	-	-	-
NSR Oldfield[1]	**2023**	**865,081**	**530,578**	**-**	**35,700**	**362,961**	**417,513**	**2,663**	**2,214,496**
	2022	817,348	294,417	-	32,700	210,681	511,245	2,326	1,868,717
Former executive KMP									
ML McDougall[1,7]	**2023**	**470,438**	**136,037**	**(12,280)**	**16,261**	**109,407**	**208,290**	**1,907**	**930,060**
	2022	512,168	133,534	35,084	17,134	105,765	269,576	2,171	1,075,432
N Sarkar[1,8]	**2023**	**546,936**	**427,643**	**-**	**-**	**134,803**	**158,606**	**1,082**	**1,269,070**
	2022	1,032,650	230,230	-	-	188,762	466,671	2,406	1,920,719
Total	**2023**	**3,199,976**	**2,006,354**	**20,706**	**117,054**	**1,413,149**	**1,917,794**	**27,441**	**8,702,474**
	2022	3,807,133	1,369,444	78,201	72,082	1,148,034	2,573,002	41,081	9,088,977

1 KMP are paid in their local currency. Foreign exchange rate movements can impact the comparison between years in US dollar terms.

2 Other long-term remuneration comprises annual leave and long service leave.

3 Performance Rights expense has been included in the total remuneration on the basis that it is considered probable at the date of this financial report that the performance condition and service condition will be met. In future reporting periods, if the probability requirement regarding the non-market performance condition or the service condition is not met, a credit to remuneration will be included, consistent with the accounting treatment. As part of the 2024 financial year budget process, it was no longer considered probable that the average management EPS ex MI growth performance condition applicable to the performance rights granted on 29 November 2021 would be fully met. On this basis, the accounting expense related to the prior year has been reversed.

4 Computershare provides tax protection for tax obligations that arise during business travel. As a result of SJ Irving's travel and work in Australia, as required of him by Computershare, a payment of PAYG was made by the Company on his behalf on a loan basis with the understanding that foreign tax credits will be available to prevent double taxation of income. In the UK, upon lodgement of the tax return, the foreign tax credits received are used to repay the loan and residual amounts written off. The related UK and Australian tax charges on the beneficial loan are included in 'Other'.

5 'Other' includes benefits related to Computershare's general employee share plan as detailed in note 41 of the financial statements.

6 H Baig was appointed on 15 June 2023.

7 ML McDougall ceased to be a KMP on 15 June 2023.

8 N Sarkar retired on 31 December 2022.

8.2 EQUITY REMUNERATION AND SHAREHOLDINGS OF KMP

Shares granted under the DSTI Plan

Set out below is a summary of Shares granted under the DSTI plan and the maximum value of Shares that are expected to vest in the future if the vesting conditions are met:

	Date granted	Number granted	Number vested during the year	Number outstanding end of the year (unvested)	Financial year in which grant may vest	Value at grant date (if granted this year) $	Maximum total value of grant yet to be expensed $	Vested %	Forfeited/ lapsed %
Executive KMP									
H Baig[1]	15/06/2023	10,454	-	10,454	FY2025	160,062	154,307	-	-
	15/06/2023	10,454	-	10,454	FY2026	160,062	156,901	-	-
	FY2023[3]	-	-	-		-	22,661	-	-
SJ Irving	27/11/2020	48,629	(48,629)	-	FY2023	-	-	100%	-
	1/11/2021	55,840	-	55,840	FY2024	-	39,017	-	-
	31/10/2022[2]	41,453	-	41,453	FY2025	704,377	260,723	-	-
	FY2023[3]	-	-	-	-	-	609,015	-	-
NSR Oldfield	27/11/2020	9,377	(9,377)	-	FY2023	-	-	100%	-
	1/11/2021	19,990	-	19,990	FY2024	-	13,968	-	-
	31/10/2022[2]	17,158	-	17,158	FY2025	291,552	107,917	-	-
	FY2023[3]	-	-	-	-	-	363,485	-	-
Former KMP									
ML McDougall[4]	27/11/2020	5,416	(5,416)	-	FY2023	-	-	100%	-
	1/11/2021	10,734	-	10,734	FY2024	-	N/A	-	-
	31/10/2022[2]	5,791	-	5,791	FY2025	98,402	N/A	-	-
	FY2023[3]	-	-	-	-	-	N/A	-	-
N Sarkar[5]	27/11/2020	7,374	(7,374)	-	FY2023	-	-	100%	-
	1/11/2021	20,952	(20,952)	-	FY2023	-	-	100%	-
	31/10/2022[2]	9,348	(9,348)	-	FY2023	158,843	-	100%	-

1 H Baig was appointed a member of KMP from 15 June 2023. Fair value at grant date 15 June 2023: AUD22.77

2 Fair value at grant date 31 October 2022: AUD25.27

3 Shares for the deferred portion of the 2023 STI will be granted October/November 2023. The number of shares is based on Computershare's 5-day VWAP from 16-22 August 2023: AUD24.34. As the grant date fair value cannot be determined at the reporting date, the maximum total value of grant yet to be expensed is estimated based on Computershare's 5-day VWAP, less the amount expensed during FY2023.

4 ML McDougall ceased to be a KMP from 15 June 2023.

5 Shares granted to N Sarkar vested on 31 December 2022.

Shares granted under the Restricted Equity Plan

Set out below is a summary of Shares granted under the Restricted Equity plan and the maximum value of Shares that are expected to vest in the future if the vesting conditions are met:

	Date granted	Number granted	Number vested during the year	Number outstanding end of the year (unvested)	Financial year in which grant may vest	Value at grant date (if granted this year)[2] $	Maximum total value of grant yet to be expensed $	Vested %	Forfeited/ lapsed %
Former KMP									
ML McDougall[1]	14/11/2022	3,122	-	3,122	FY2026	54,057	N/A	-	-

1 ML McDougall ceased to be a KMP from 15 June 2023.

2 Fair value at grant date 14 November 2022: AUD25.75

Performance Rights

Performance Rights granted under the LTI plan are for no consideration and carry no dividend or voting rights. Each Performance Right carries an entitlement to one fully paid ordinary share in Computershare Limited. Details of Rights granted under the LTI plan in respect of the financial year FY2023 are set out in the table below and those Rights granted to SJ Irving as Group CEO were granted with approval under ASX Listing Rule 10.14.

Set out below is a summary of Performance Rights granted under the LTI plans.

	Date granted	Number granted	Number vested during the year	Number lapsed during the year	Number outstanding end of the year (unvested)	Financial year in which grant may vest	Value at grant date (if granted this year)	Maximum total value of grant yet to be expensed	Vested	Forfeited /lapsed
							$	$	%	%
Executive KMP										
SJ Irving	25/11/2019	190,443	95,221	(95,222)	-	FY2023	-	-	50%	50%
	27/11/2020	103,809	-	-	103,809	FY2024	-	-	-	-
	29/11/2021	181,938	-	-	181,938	FY2025	-	660,633	-	-
	28/11/2022[1]	146,771	-	-	146,771	FY2026	2,303,680	1,535,786	-	-
NSR Oldfield	25/11/2019	69,420	34,710	(34,710)	-	FY2023	-	-	50%	50%
	27/11/2020	37,553	-	-	37,553	FY2024	-	-	-	-
	29/11/2021	73,776	-	-	73,776	FY2025	-	267,888	-	-
	28/11/2022[1]	52,455	-	-	52,455	FY2026	823,320	548,880	-	-
Former KMP										
ML McDougall[2]	25/11/2019	39,103	19,551	(19,552)	-	FY2023	-	-	50%	50%
	27/11/2020	21,186	-	-	21,186	FY2024	-	-	-	-
	29/11/2021	36,835	-	-	36,835	FY2025	-	N/A	-	-
	28/11/2022[1]	26,762	-	-	26,762	FY2026	420,049	N/A	-	-
N Sarkar[3]	25/11/2019	53,504	26,752	(26,752)	-	FY2023	-	-	50%	50%
	27/11/2020	38,134	-	(6,356)	31,778	FY2024	-	-	-	17%
	29/11/2021	65,562	-	(32,781)	32,781	FY2025	-	-	-	50%
	28/11/2022[1]	8,089	-	-	8,089	FY2026	126,963	-	-	-

1 Fair value at grant date in November 2022: TSR – AUD19.01; ROIC – AUD26.23; EPS ex MI – AUD26.23. Approval for this issue was obtained under ASX Listing Rule 10.14.

2 ML McDougall ceased to be a KMP from 15 June 2023.

3 In accordance with the terms and conditions of the LTI plan, 6,356 of the performance rights granted to N Sarkar in FY2021 lapsed following his retirement on 31 December 2022. The remaining 31,778 of the performance rights have not lapsed and will be subject to testing against the relevant performance hurdles at the conclusion of the performance period on 30 June 2023. 32,781 of the performance rights granted in FY2022 lapsed following his retirement. The remaining 32,781 of the performance rights have not lapsed and will be subject to testing against the relevant performance hurdles at the conclusion of the performance period on 30 June 2024. 8,089 performance rights were granted in FY2023 on a pro-rata basis and will be subject to testing against the relevant performance hurdles at the conclusion of the performance period on 30 June 2025.

SARs

SARs granted under the LTI plan are for no consideration and carry no dividend or voting rights. Each SAR carries an entitlement to fully paid ordinary shares in Computershare Limited equivalent to the amount by which the underlying share price has increased since the right was granted.

Set out below is a summary of SARs granted under the FY2021 LTI plan.

	Date granted	Number granted	Number vested during the year	Number lapsed during the year	Number outstanding end of the year (unvested)	Financial year in which grant may vest	Maximum total value of grant yet to be expensed	Vested	Forfeited /lapsed
							$	%	%
SJ Irving	27/11/2020	367,406	-	-	367,406	FY2024	-	-	-
NSR Oldfield	27/11/2020	132,912	-	-	132,912	FY2024	-	-	-
ML McDougall[1]	27/11/2020	74,983	-	-	74,983	FY2024	-	-	-
N Sarkar[2]	27/11/2020	134,967	-	(22,494)	112,473	FY2024	-	-	17%

1 ML McDougall ceased to be a KMP on 15 June 2023. His shareholding balance is shown at this date.

2 In accordance with the terms and conditions of the LTI plan, 22,494 of the share appreciation rights granted to N Sarkar in FY2021 lapsed following his retirement on 31 December 2022. The remaining 112,473 of the share appreciation rights have not lapsed and will be subject to testing against the relevant conditions at the conclusion of the performance period on 30 June 2023.

Shareholdings of KMP

The number of ordinary shares in Computershare Limited held during the financial year by each Director and the other named KMP, including details of Shares granted as remuneration during the current financial year and ordinary shares provided as the result of the exercise of remuneration options during the current financial year, are included in the table below.

	Balance at beginning of the year	Vested under DSTI plan	On exercise of SARs/ Performance Rights	On market purchases/ (sales)	Vested Other share plans[1]	Other	Balance at end of the year
Non-executive Directors							
PJ Reynolds	8,000	-	-	16,000	-	-	24,000
AP Cleland	14,320	-	-	351	-	-	14,671
TL Fuller	16,148	-	-	-	-	-	16,148
LM Gay	21,939	-	-	-	-	-	21,939
SD Jones[2]	51,917	-	-	-	-	(51,917)	-
J Nendick	13,141	-	-	-	-	-	13,141
JM Velli	17,000	-	-	-	-	-	17,000
Executive KMP							
SJ Irving	171,396	48,629	95,221	(238,506)	-	-	76,740
NSR Oldfield	77,618	9,377	34,710	(41,422)	377	-	80,660
H Baig[3]	-	-	-	-	-	-	-
ML McDougall[4]	3,817	5,416	19,551	(24,967)	1,232	(5,049)	-
N Sarkar[5]	45,984	37,674	26,752	(34,126)	1,935	(78,219)	-

1 Vested Other share plans include shares vested related to Computershare's general employee share plan as detailed in note 41.

2 SD Jones retired effective 10 November 2022. His shareholding balance is from the beginning of the year to the date he ceased being a Director. His final shareholding is disclosed in the Other column.

3 H Baig was appointed as COO on 15 June 2023.

4 ML McDougall ceased to be a KMP on 15 June 2023. His final shareholding balance is disclosed in the Other column at this date.

5 N Sarkar ceased employment on 31 December 2022. His final shareholding balance is disclosed in the Other column at this date.

Proportions of fixed and performance-related remuneration

The percentage value of total remuneration relating to the current financial year received by executive KMP that consists of fixed and performance-related remuneration is outlined below. NEDs do not receive any performance-related remuneration.

	% of fixed/ non-performance related remuneration	% of total remuneration received as cash bonus (CSTI)	% of remuneration received as equity bonus (DSTI)	% of total remuneration received as Performance Rights/SARs[1]
SJ Irving	31.41%	20.07%	17.98%	30.54%
NSR Oldfield	39.23%	23.03%	15.76%	21.98%
H Baig	58.69%	29.39%	11.92%	-
ML McDougall	48.88%	13.96%	11.23%	25.93%
N Sarkar	40.66%	31.72%	10.00%	17.62%

1 Excludes the performance rights reversal in the year ended 30 June 2023.

8.3 OTHER

Loans and other transactions with Directors and executives

As a result of SJ Irving's travel and work in Australia, a PAYG tax obligation arises in Australia. The Company provides tax protection for tax obligations that arise during business travel and a payment of PAYG is made on his behalf on a loan basis with the understanding that foreign tax credits will be available to prevent double taxation of income. In the UK, upon lodgement of his tax returns, foreign tax credits are applied to repay the loan and residual amounts due on the loan are written off. Details of the PAYG loan are set out below.

	Balance 1 July 2022	Interest paid or payable for the year	Interest not charged	Amounts written off	Balance 30 June 2023	Highest balance in period
SJ Irving	226,956	-	7,563	-	290,337	290,337

As a matter of Board approved policy, the Group maintains a register of all transactions between Directors and the consolidated entity. It is established practice for any Director to excuse himself or herself from discussion and voting upon any transaction in which that Director has an interest. The consolidated entity has a Board approved ethics policy governing many aspects of workplace conduct, including management and disclosure of conflicts of interest.

Derivative instruments

As per *Corporations Act 2001*, Section 206J, Computershare's policy forbids KMP to deal in derivatives designed as a hedge against exposure to unvested Shares and vested Shares that are still subject to a disposal restriction in Computershare Limited.

End of the Remuneration Report.

Shares under option

Unissued ordinary shares in Computershare Limited under Performance Rights and SARs at the date of this report are as follows:

Date granted	Financial year of expiry	Number of Rights
Performance Rights		
29/11/2021	2025	667,099
28/11/2022	2026	506,929
SARs		
27/11/2020	2024	547,438

AUDITOR

PricewaterhouseCoopers continues in office in accordance with section 327 of the *Corporations Act 2001*.

Auditor's independence declaration

A copy of the auditor's signed independence declaration as required under section 307C of the *Corporations Act 2001* is provided immediately after this report.

Non-audit services

The Group may decide to employ its auditor, PricewaterhouseCoopers, on assignments in addition to their statutory audit duties where the auditor's expertise and experience with the Group are important.

The Board is satisfied that the provision of non-audit services is compatible with the general standard of independence for auditors imposed by the *Corporations Act 2001* and internal guidelines. Further details regarding the Board's internal policy for engaging PricewaterhouseCoopers for non-audit services are set out in the Corporate Governance Statement.

The Directors are satisfied that the provision of non-audit services by PricewaterhouseCoopers, as set out below, did not compromise the auditor independence requirements of the *Corporations Act 2001* for the following reasons:

- No services were provided by PricewaterhouseCoopers that are prohibited by policy (the policy lists services that cannot be undertaken).
- None of the services provided undermine the general principles relating to auditor's independence, including reviewing or auditing the auditor's own work, acting in a management capacity or a decision-making capacity for the Group, acting as an advocate for the Group or jointly sharing economic risks and rewards.

During the year, the following amounts were incurred in relation to services provided by PricewaterhouseCoopers and its network firms.

	2023 $000	2022 $000
Assurance services:		
Auditing or review of financial statements		
- PricewaterhouseCoopers Australia	**1,500**	1,347
- Network firms of PricewaterhouseCoopers Australia	**4,364**	3,961
	5,864	5,308
Regulatory assurance and other required engagements by local regulations		
- PricewaterhouseCoopers Australia	**40**	37
- Network firms of PricewaterhouseCoopers Australia	**2,993**	2,662
	3,033	2,699
Assurance services required by Computershare's clients' financial statement (statutory) auditors		
- PricewaterhouseCoopers Australia	**440**	357
- Network firms of PricewaterhouseCoopers Australia	**2,482**	2,149
	2,922	2,506
Other assurance related services		
- PricewaterhouseCoopers Australia	**-**	125
- Network firms of PricewaterhouseCoopers Australia	**22**	50
	22	175
Other non-assurance services:		
Taxation compliance services		
- Network firms of PricewaterhouseCoopers Australia	**188**	231
	188	231
Total Auditor's Remuneration	**12,029**	10,919

ROUNDING OF AMOUNTS

The Group is of a kind referred to in ASIC Corporations (Rounding in Financial/Directors' Reports) Instrument 2016/191, issued by the Australian Securities and Investments Commission, relating to the "rounding off" of amounts in the Directors' Report. Amounts in the Directors' Report have been rounded off in accordance with that Class order to the nearest thousand dollars unless specifically stated to be otherwise.

Signed in accordance with a resolution of the Directors.

PJ Reynolds
Chair

29 September 2023

pwc

Auditor's Independence Declaration

As lead auditor for the audit of Computershare Limited for the year ended 30 June 2023, I declare that to the best of my knowledge and belief, there have been:

(a) no contraventions of the auditor independence requirements of the *Corporations Act 2001* in relation to the audit; and

(b) no contraventions of any applicable code of professional conduct in relation to the audit.

This declaration is in respect of Computershare Limited and the entities it controlled during the period.

M. Laithwaite

Marcus Laithwaite
Partner
PricewaterhouseCoopers

Melbourne
29 September 2023

PricewaterhouseCoopers, ABN 52 780 433 757
2 Riverside Quay, SOUTHBANK VIC 3006, GPO Box 1331, MELBOURNE VIC 3001
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CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

for the year ended 30 June 2023

	Note	2023 $000	2022[1] $000
Revenue from continuing operations			
Sales revenue	2	**3,166,729**	2,562,059
Dividends received		**4,770**	500
Interest received	2	**29,346**	2,494
Total revenue from continuing operations		**3,200,845**	2,565,053
Other income	2	**21,691**	51,435
Expenses			
Direct services		**2,030,767**	1,874,932
Technology costs		**384,318**	324,683
Corporate services		**56,216**	47,930
Finance costs	3	**133,839**	60,045
Total expenses		**2,605,140**	2,307,590
Share of net profit/(loss) of associates and joint ventures accounted for using the equity method	32	**295**	545
Profit before related income tax expense		**617,691**	309,443
Income tax expense/(credit)	6	**172,973**	81,663
Profit for the year		**444,718**	227,780
Other comprehensive income that may be reclassified to profit or loss			
Cash flow hedges and cost of hedging		**(239,526)**	(70,011)
Exchange differences on translation of foreign operations		**(35,921)**	(62,075)
Income tax relating to components of other comprehensive income[1]	6	**73,852**	(15,121)
Total other comprehensive income/(loss) for the year, net of tax		**(201,595)**	(147,207)
Total comprehensive income for the year		**243,123**	80,573
Profit for the year attributable to:			
Members of Computershare Limited		**444,744**	227,659
Non-controlling interests		**(26)**	121
		444,718	227,780
Total comprehensive income for the year attributable to:			
Members of Computershare Limited		**243,511**	80,814
Non-controlling interests		**(388)**	(241)
		243,123	80,573
Basic earnings per share (cents per share)	4	**73.67 cents**	37.71 cents
Diluted earnings per share (cents per share)	4	**73.50 cents**	37.62 cents

1 The 30 June 2022 amount of income tax relating to components of other comprehensive income has been restated, please refer to Note 29 Reserves for further information.

The above consolidated statement of comprehensive income is presented in United States dollars and should be read in conjunction with the accompanying notes.

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

as at 30 June 2023

	Note	2023 $000	2022[1] $000
CURRENT ASSETS			
Cash and cash equivalents	7	**1,141,695**	1,000,817
Other financial assets	18	**98,973**	84,122
Receivables	16	**519,415**	481,181
Loan servicing advances	17	**318,727**	296,118
Financial assets at fair value through profit or loss	14	**10,226**	8,188
Inventories	19	**6,310**	5,263
Current tax assets		**9,303**	7,130
Prepayments		**59,332**	43,470
Assets classified as held for sale	9	**-**	78,763
Other current assets	20	**9,464**	2,853
Total current assets		**2,173,445**	2,007,905
NON-CURRENT ASSETS			
Receivables	16	**93,296**	171
Investments accounted for using the equity method	32	**8,344**	8,380
Financial assets at fair value through profit or loss	14	**54,115**	61,807
Property, plant and equipment	21	**140,266**	134,207
Right-of-use assets	22	**145,699**	170,721
Deferred tax assets[1]	6	**238,575**	137,752
Intangibles	10	**3,291,996**	3,536,727
Other non-current assets	20	**649**	630
Total non-current assets		**3,972,940**	4,050,395
Total assets		**6,146,385**	6,058,300
CURRENT LIABILITIES			
Payables	23	**544,242**	543,669
Borrowings	15	**593,864**	559,331
Lease liabilities	22	**35,934**	40,703
Current tax liabilities		**37,025**	24,663
Financial liabilities at fair value through profit or loss	14	**6,558**	5,135
Provisions	24	**43,616**	37,601
Deferred consideration	25	**1,084**	651
Mortgage servicing related liabilities	26	**30,042**	34,460
Liabilities classified as held for sale	9	**-**	23,897
Total current liabilities		**1,292,365**	1,270,110
NON-CURRENT LIABILITIES			
Payables	23	**19,130**	38,899
Borrowings	15	**1,764,003**	1,843,020
Lease liabilities	22	**140,213**	162,145
Financial liabilities at fair value through profit or loss	14	**469,748**	230,831
Deferred tax liabilities	6	**227,469**	232,033
Provisions	24	**23,377**	23,147
Deferred consideration	25	**-**	975
Mortgage servicing related liabilities	26	**69,098**	97,734
Total non-current liabilities		**2,713,038**	2,628,784
Total liabilities		**4,005,403**	3,898,894
Net assets		**2,140,982**	2,159,406
EQUITY			
Contributed equity	28	**519,299**	519,299
Reserves[1]	29	**(357,335)**	(138,090)
Retained earnings	30	**1,977,976**	1,776,767
Total parent entity interest	27	**2,139,940**	2,157,976
Non-controlling interests	27	**1,042**	1,430
Total equity		**2,140,982**	2,159,406

1 The 30 June 2022 deferred tax assets and reserves balances have been restated, please refer to Note 29 Reserves for further information.

The above consolidated statement of financial position is presented in United States dollars and should be read in conjunction with the accompanying notes.

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

for the year ended 30 June 2023

	Note	Attributable to members of Computershare Limited					
		Contributed Equity $000	Reserves $000	Retained Earnings $000	Total $000	Non-controlling Interests $000	Total Equity $000
Total equity at 1 July 2022		**519,299**	**(138,090)**	**1,776,767**	**2,157,976**	**1,430**	**2,159,406**
Profit for the year		-	-	444,744	444,744	(26)	444,718
Cash flow hedges and cost of hedging		-	(239,526)	-	(239,526)	-	(239,526)
Exchange differences on translation of foreign operations		-	(35,559)	-	(35,559)	(362)	(35,921)
Income tax (expense)/credits	6	-	73,852	-	73,852	-	73,852
Total comprehensive income for the year		**-**	**(201,233)**	**444,744**	**243,511**	**(388)**	**243,123**
Transactions with owners in their capacity as owners:							
Dividends provided for or paid	30	-	-	(243,535)	(243,535)	-	(243,535)
Cash purchase of shares on market		-	(49,433)	-	(49,433)	-	(49,433)
Share based remuneration		-	31,421	-	31,421	-	31,421
Balance at 30 June 2023		**519,299**	**(357,335)**	**1,977,976**	**2,139,940**	**1,042**	**2,140,982**
Total equity at 1 July 2021[1]		**519,299**	**6,337**	**1,755,361**	**2,280,997**	**1,938**	**2,282,935**
Profit for the year		-	-	227,659	227,659	121	227,780
Cash flow hedges and cost of hedging		-	(70,011)	-	(70,011)	-	(70,011)
Exchange differences on translation of foreign operations		-	(61,713)	-	(61,713)	(362)	(62,075)
Income tax (expense)/credits[2]	6	-	(15,121)	-	(15,121)	-	(15,121)
Total comprehensive income for the year		**-**	**(146,845)**	**227,659**	**80,814**	**(241)**	**80,573**
Transactions with owners in their capacity as owners:							
Dividends provided for or paid	30	-	-	(206,253)	(206,253)	(267)	(206,520)
Cash purchase of shares on market		-	(23,698)	-	(23,698)	-	(23,698)
Share based remuneration		-	26,116	-	26,116	-	26,116
Balance at 30 June 2022		**519,299**	**(138,090)**	**1,776,767**	**2,157,976**	**1,430**	**2,159,406**

1 The July 2021 opening equity balance was restated to reflect a correction of an immaterial error impacting prior periods which included the recognition of an additional share-based payment expense of $13.4 million in retained earnings and share-based payment reserve, as well as associated tax benefit of $3.3 million in retained earnings.

2 The 30 June 2022 deferred tax asset and the tax impact related to foreign currency translation reserve balance have been restated by $38.4 million as an incorrect tax base was used in determining a temporary difference associated with instruments used in a net investment hedge.

The above consolidated statement of changes in equity is presented in United States dollars and should be read in conjunction with the accompanying notes.

CONSOLIDATED CASH FLOW STATEMENT

for the year ended 30 June 2023

	Note	**2023 $000**	2022 $000
CASH FLOWS FROM OPERATING ACTIVITIES			
Receipts from customers		**3,177,472**	2,586,419
Payments to suppliers and employees		**(2,263,313)**	(1,993,642)
Loan servicing advances (net)		**(22,611)**	56,147
Dividends received from associates, joint ventures and equity securities		**4,770**	657
Interest paid and other finance costs		**(143,654)**	(81,323)
Interest received		**29,346**	2,494
Income taxes paid		**(181,012)**	(76,217)
Net operating cash flows	7(b)	**600,998**	494,535
CASH FLOWS FROM INVESTING ACTIVITIES			
Payments for purchase of controlled entities and businesses (net of cash acquired)		**(9,628)**	(730,590)
Proceeds from sale of controlled entities (net of cash disposed)		**42,344**	-
Proceeds from/(payments for) intangible assets including MSRs		**(70,708)**	(65,670)
Proceeds from sale of associate		**-**	15,850
Proceeds from/(payments for) investments		**4,221**	(22,927)
Payments for property, plant and equipment		**(41,891)**	(42,803)
Net investing cash flows		**(75,662)**	(846,140)
CASH FLOWS FROM FINANCING ACTIVITIES			
Payment for purchase of ordinary shares – share-based awards		**(49,497)**	(23,698)
Proceeds from borrowings		**714,134**	1,426,761
Repayment of borrowings		**(783,012)**	(513,203)
Loan servicing borrowings (net)		**(5,062)**	(28,157)
Dividends paid – ordinary shares (net of dividend reinvestment plan)		**(213,809)**	(188,686)
Purchase of ordinary shares – dividend reinvestment plan		**(29,727)**	(17,567)
Dividends paid to non-controlling interests in controlled entities		**-**	(267)
Lease principal payments		**(43,699)**	(50,261)
Net financing cash flows		**(410,672)**	604,922
Net increase/(decrease) in cash and cash equivalents held		**114,664**	253,317
Cash and cash equivalents at the beginning of the financial year		**1,030,765**	816,810
Exchange rate variations on foreign cash balances		**(3,734)**	(39,362)
Cash and cash equivalents at the end of the year[1]		**1,141,695**	1,030,765

1 Cash and cash equivalents at 30 June 2023 includes nil cash (30 June 2022: $29.9 million) presented in the assets classified as held for sale line item in the consolidated statement of financial position.

The above consolidated cash flow statement is presented in United States dollars and should be read in conjunction with the accompanying notes.

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1. BASIS OF PREPARATION

The principal accounting policies adopted in the preparation of the financial report are set out below. These policies have been consistently applied to all the periods presented, unless otherwise stated. The financial report is for the consolidated entity consisting of Computershare Limited and its controlled entities, referred to collectively throughout these financial statements as the "consolidated entity", "the Group" or "Computershare".

Basis of preparation of full year financial report

This general purpose financial report for the reporting period ended 30 June 2023 has been prepared in accordance with Australian Accounting Standards, other authoritative pronouncements of the Australian Accounting Standards Board and the *Corporations Act 2001*. Computershare Limited is a for-profit entity for the purpose of preparing financial statements.

This report is to be read in conjunction with any public announcements made by Computershare Limited during the reporting period in accordance with the continuous disclosure requirements of the *Corporations Act 2001* and Australian Securities Exchange Listing Rules.

Where necessary, comparative figures have been adjusted to conform with changes in presentation in the current period.

Compliance with IFRS

The financial statements of Computershare Limited and its controlled entities also comply with International Financial Reporting Standards (IFRS) as issued by the International Accounting Standards Board (IASB).

Historical cost convention

The financial statements have been prepared under the historical cost convention except for certain financial assets and liabilities (including derivative instruments) measured at fair value through profit or loss.

Principles of consolidation

The consolidated financial statements include the assets and liabilities of the parent entity, Computershare Limited, and its controlled entities.

All intercompany balances and transactions have been eliminated. Where an entity either began or ceased to be controlled during the year, the results are consolidated only from the date control commenced or up to the date control ceased.

Financial statements of foreign controlled entities, associates and joint ventures presented in accordance with overseas accounting principles are, for consolidation purposes, adjusted to comply with Group policy and Australian Accounting Standards.

Controlled entities

Controlled entities are all those entities over which the Group has control. The Group controls an entity when the Group is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. Controlled entities are fully consolidated from the date on which control is transferred to the Group. They are de-consolidated from the date that control ceases.

The acquisition method of accounting is used to account for the acquisition of controlled entities by the Group.

Investments in associated entities

Associates are all entities over which the Group has significant influence but not control or joint control. This generally accompanies a shareholding of between 20% and 50% of the voting rights. Interests in associates are accounted for using the equity method.

Investments in joint ventures

Joint ventures are arrangements where Computershare has joint control with another party over that arrangement and each party has rights to the net assets of that arrangement. Joint control is the agreed sharing of control, which exists when decisions about relevant activities require unanimous consent of parties sharing control. Interests in joint ventures are accounted for using the equity method.

Changes in ownership interests

The Group treats transactions with non-controlling interests that do not result in a loss of control as transactions with equity owners of the Group. A change in ownership interest results in an adjustment between the carrying amounts of the controlling and non-controlling interests to reflect their relative interests in the controlled entity. Any difference between the amount of the adjustment to non-controlling interests and any consideration paid or received is recognised in a separate reserve within equity attributable to owners of the parent entity.

Foreign currency

Functional and presentation currency

Items included in the financial statements of each of the Group's entities are measured using the currency of the primary economic environment in which the entity operates (the 'functional currency'). The consolidated financial statements are presented in US dollars as a significant portion of the Group's activity is denominated in US dollars.

Transactions and balances

Foreign currency transactions are converted to US dollars at exchange rates approximating those in effect at the date of each transaction. Amounts payable and receivable in foreign currencies at balance date are converted to US dollars at the average of the buy and sell rates available on the close of business at balance date. Revaluation gains and losses are brought to account as they occur.

Exchange differences relating to monetary items are included in profit or loss, as exchange gains or losses, in the period when the exchange rates change, except when deferred in equity as qualifying cash flow hedges and qualifying net investment hedges.

Group companies

The results and financial position of all the Group entities that have a functional currency different from the presentation currency are translated into the presentation currency as follows:

- Assets and liabilities for each presented statement of financial position are translated at the closing rate at the date of that statement
- Income and expenses for each statement of comprehensive income are translated at average exchange rates
- All resulting exchange differences are recognised in other comprehensive income

On consolidation, exchange differences arising from the translation of any net investment in foreign entities, and of borrowings and other currency instruments designated as hedges of such investments, are recognised in other comprehensive income and reflected in equity.

Goodwill and fair value adjustments arising on acquisition of a foreign entity are treated as assets and liabilities of the foreign entity and are translated at the closing rate.

Key estimates and judgements

Estimates and judgements are continually evaluated and are based on historical experience and other factors, including expectations of future events that may have a financial impact on the entity and that are believed to be reasonable under the circumstances.

The Group makes estimates and assumptions concerning the future. The resulting accounting estimates will, by definition, seldom equal the related actual results. The significant estimates and assumptions made in the current financial year are set out in the relevant notes:

Note	Key accounting estimates and judgements
6	Provision for income tax
6	Deferred tax assets
8	Accounting for business combinations
10	Intangibles – mortgage servicing rights
11	Impairment
14	Financial assets and liabilities at fair value through profit or loss
16	Other receivable – contingent consideration on disposal of KCC business

Rounding of amounts

The consolidated entity is of a kind referred to in ASIC Corporations (Rounding in Financial/Directors' Reports) Instrument 2016/191, issued by the Australian Securities and Investments Commission, relating to the 'rounding off' of amounts in the financial report. In accordance with this instrument, amounts in the financial report have been rounded off to the nearest thousand dollars, or in certain cases, the nearest dollar.

New and amended accounting standards and interpretations

There were no new or amended accounting standards or interpretations adopted during the period that had a material impact on the Group.

Future accounting developments

In May 2023, the IASB issued 'International Tax Reform—Pillar Two Model Rules', which amended IAS 12 Income Taxes. The amendments provide temporary relief from accounting for deferred taxes arising from the Organisation for Economic Co-operation and Development's (OECD) international tax reform ("the reform"), which required large multinational companies to be subject to a minimum 15% tax rate (global minimum tax). The amendment to IAS 12 introduces targeted disclosure requirements, to help investors better understand a company's exposure to income taxes arising from the reform, effective for the financial year ended 30 June 2024. The Group is subject to the Pillar Two Global Anti-Base Erosion Rules (GloBE) Rules (global minimum tax) and has applied the temporary exception to the accounting for deferred taxes arising from the implementation of these rules. The Group is assessing the impact on its financial statements for the next financial year.

In February 2021, the IASB amended IAS 1 'Presentation of Financial Statements' to require entities to disclose their material accounting policy information rather than their significant accounting policies. The amendments define what is 'material accounting policy information' and explain how to identify when accounting policy information is material. They further clarify that immaterial accounting policy information does not need to be disclosed. The amendments are effective for the financial year ended 30 June 2024. The amendments are not expected to have a material impact on the Group's financial statements.

On October 31, 2022, the IASB published 'Non-current Liabilities with Covenants (Amendments to IAS 1)' to clarify how conditions with which an entity must comply within twelve months after the reporting period affect the classification of a liability. The amendments are effective for the financial year ended 30 June 2025. The amendments are not expected to have a material impact on the Group's financial statements.

There are no new standards or amendments to existing standards that are not yet effective which are expected to have a material impact on the Group's financial statements.

2. REVENUE AND OTHER INCOME

	2023 $000	2022 $000
Sales revenue		
Revenue from contracts with customers	**3,166,729**	2,562,059
Dividends received	**4,770**	500
Interest received	**29,346**	2,494
Total revenue from continuing operations	**3,200,845**	2,565,053
Other income		
Gains on MSR related transactions	**10,730**	25,850
Gain on disposal of CMC Funding, Inc.	**1,553**	-
Gain on disposal of Milestone Group[1] Pty Ltd	**4,074**	16,427
Gain on disposal of Private Capital Solutions client accounts	**190**	2,090
Rent received	**1,335**	1,007
Other	**3,809**	6,061
Total other income	**21,691**	51,435

Sales revenue

Revenue is recognised in a manner that depicts the transfer of promised goods or services to customers in an amount that reflects the consideration to which the provider of the goods or services expects to be entitled. This involves following a five-step model of revenue recognition:

- Identifying the contract with a customer
- Identifying performance obligations under the contract
- Determining the transaction price
- Allocating the transaction price to performance obligations under the contract
- Recognising revenue when Computershare satisfies its performance obligations

Integrated services

Integrated services customer contracts for registry maintenance, employee plans management, trust management, loan services and some recurring contracts in communication services include an obligation to perform an unspecified number of tasks to provide an integrated service over the contract period, where Computershare is compensated over the contract term whether or not any specific activities are required to be performed. In these situations, the Group has a stand-ready obligation to perform any of the tasks constituting the integrated service whenever needed, which is considered one performance obligation.

Typically, the consideration that Computershare is entitled to for satisfying performance obligations can vary in line with underlying measures, such as the number of shareholders or participants in an employee share plan. For the purposes of recording revenue, the Group estimates the amount of variable consideration it is entitled to, only to the extent that it is highly probable that a significant reversal in the cumulative amount of revenue recognised will not occur.

In some instances, particularly for smaller clients, consideration may be fixed. This fixed consideration is recognised as revenue over the contract term by measuring progress towards complete satisfaction of the underlying performance obligation, which is generally on a straight-line basis. Revenue for provision of shareholder meetings (considered a separate performance obligation) is recognised at a point in time when the meeting service has been provided.

The Group sometimes provides services on an ad-hoc basis over the contract period, where those services do not form a part of a stand-ready obligation (e.g., property valuations). Each of these individual tasks is classified as a separate performance obligation and the allocated fee is recognised once that performance obligation has been completed.

1 FY 23 Relates to remeasurement of contingent consideration on disposal of Milestone Group Pty Ltd.

Corporate actions, stakeholder relationship management, class actions

For corporate actions, stakeholder relationship management, class actions, bankruptcy administration and some communication services contracts, each customer contract is a separate performance obligation and revenue related to these contracts is typically variable. For contracts that qualify for over time revenue recognition, revenue is recognised in line with contractual charging arrangements for variable fees as they reflect the transfer of benefit to the customer.

Margin income

Margin income is part of variable consideration related to customer contracts and is recognised when it becomes receivable.

Upfront fees

Where work reflected by the upfront fees charged to clients is classified as a fulfilment activity, the associated revenue is recognised straight line over the relevant contract term. In those instances where the upfront fees represent a separate performance obligation, the associated revenue is recognised at a point in time when that performance obligation is satisfied.

Discounts and rebates

Where a contract includes a variable amount, the consolidated entity determines the transaction price with regard to any variable consideration it is entitled to. The estimated consideration can sometimes vary due to discounts and rebates. Accumulated experience is used to estimate the highly probable amount of variable consideration to be recognised.

Interest and dividend income

Interest income on deposits is recognised using the effective interest method. Dividends are recognised as revenue when the right to receive payment is established.

3. EXPENSES

Profit before tax includes the following specific expenses:

	2023 $000	2022 $000
Depreciation and amortisation		
Depreciation of property, plant and equipment	**35,835**	28,485
Depreciation of right-of-use assets	**40,053**	42,516
Total depreciation	**75,888**	71,001
Amortisation of intangible assets	**237,178**	237,547
Amortisation of mortgage servicing related liabilities	**(33,054)**	(34,528)
Total amortisation (net)	**204,124**	203,019
Total depreciation and amortisation	**280,012**	274,020
Finance costs		
Interest expense		
Borrowings and derivatives	**122,400**	44,978
Lease liabilities	**6,403**	7,825
Other	**648**	2,456
Loan facility fees and other borrowing expenses	**4,388**	4,786
Total finance costs	**133,839**	60,045
Other operating expense items		
Technology spending – research and development	**142,213**	118,380
Employee entitlements (excluding superannuation and other pension) expense	**1,249,228**	1,128,550
Superannuation and other pension expenses	**58,947**	55,247

Profit before tax includes the following individually significant expenses. Further information is included in note 4.

Individually significant items		
Acquisition related integration expenses	**106,383**	61,522
Acquisition and disposal related expenses	**6,679**	16,310
Loss on disposal of KCC business	**13,643**	-
Impairment of assets	**25,164**	1,069

Depreciation and amortisation

Refer to notes 10, 21, 22 and 26 for further details on depreciation and amortisation.

Finance costs

Finance costs are recognised as an expense when they are incurred.

Technology spending – research and development

These are operating expenses incurred on research and development activities.

Employee entitlements

Employee entitlements include salaries and wages, leave entitlements, incentives and share-based payment awards. The Group's accounting policy for liabilities associated with employee benefits is set out in note 24. The policy relating to share-based payments is set out in note 41.

Superannuation and other pension expenses

The Group makes contributions to various defined contribution superannuation and pension plans. The Group has no further payment obligations once the contributions have been paid. The contributions are recognised as expenses when they become payable.

4. EARNINGS PER SHARE

Year ended 30 June 2023	**Basic EPS**	**Diluted EPS**	**Management Basic EPS**	**Management Diluted EPS**
Earnings per share (cents per share)	**73.67 cents**	**73.50 cents**	**108.01 cents**	**107.76 cents**
Reconciliation of earnings	**$000**	**$000**	**$000**	**$000**
Profit for the year	**444,718**	**444,718**	**444,718**	**444,718**
Non-controlling interest (profit)/loss	**26**	**26**	**26**	**26**
Add back management adjustment items (see below)	**-**	**-**	**207,320**	**207,320**
Net profit attributable to the members of Computershare Limited	**444,744**	**444,744**	**652,064**	**652,064**
Weighted average number of ordinary shares used as denominator in calculating earnings per share	**603,729,336**	**605,099,739**	**603,729,336**	**605,099,739**

Year ended 30 June 2022	Basic EPS	Diluted EPS	Management Basic EPS	Management Diluted EPS
Earnings per share (cents per share)	37.71 cents	37.62 cents	57.95 cents	57.81 cents
Reconciliation of earnings	$000	$000	$000	$000
Profit for the year	227,780	227,780	227,780	227,780
Non-controlling interest (profit)/loss	(121)	(121)	(121)	(121)
Add back management adjustment items (see below)	-	-	122,212	122,212
Net profit attributable to the members of Computershare Limited	227,659	227,659	349,871	349,871
Weighted average number of ordinary shares used as denominator in calculating earnings per share	603,729,336	605,218,571	603,729,336	605,218,571

Reconciliation of weighted average number of shares used as the denominator:

	2023 Number	2022 Number
Weighted average number of ordinary shares used as the denominator in calculating basic earnings per share	**603,729,336**	603,729,336
Adjustments for calculation of diluted earnings per share:		
Share appreciation rights	**549,955**	590,415
Performance rights	**820,448**	898,820
Weighted average number of ordinary shares and potential ordinary shares used as the denominator in calculating diluted earnings per share	**605,099,739**	605,218,571

Calculation of earnings per share

Basic earnings per share

Basic earnings per share is calculated by dividing profit attributable to members of Computershare Limited by the weighted average number of ordinary shares outstanding during the financial year.

Diluted earnings per share

Diluted earnings per share is calculated by dividing the profit attributable to members of Computershare Limited by the weighted average number of ordinary shares outstanding during the financial year, adjusted for the effects of dilutive potential ordinary shares in the employee Long-Term Incentive Plan (see note 41b).

No employee performance rights or share appreciation rights have been issued since year end.

Management basic earnings per share

Management basic earnings per share exclude certain items. Management adjusted results are used, along with other measures, to assess operating business performance. The Group believes that exclusion of certain items provides better analysis of the Group's performance on a comparative basis and provides a better measure of underlying operating performance. The net profit used in the management earnings per share calculation is adjusted for management adjustment items net of tax.

Management adjustment items

For the year ended 30 June 2023 management adjustment items include the following:

	Gross $000	Tax effect $000	Net of tax $000
Amortisation			
Amortisation of intangible assets	**(96,205)**	**25,535**	**(70,670)**
Acquisitions and disposals			
Acquisition related integration expenses	**(106,383)**	**27,801**	**(78,582)**
Acquisition and disposal related expenses	**(6,679)**	**1,766**	**(4,913)**
Loss on disposal of KCC	**(13,643)**	**7,228**	**(6,415)**
Gain on other disposals	**1,742**	**(253)**	**1,489**
Contingent consideration remeasurement	**4,074**	**(1,222)**	**2,852**
Other			
Major restructuring costs	**(39,742)**	**10,466**	**(29,276)**
Marked to market adjustments – derivatives	**1,001**	**(307)**	**694**
Impairment of assets	**(25,164)**	**2,665**	**(22,499)**
Total management adjustment items	**(280,999)**	**73,679**	**(207,320)**

Management adjustment items net of tax for the year ended 30 June 2023 were as follows:

Amortisation

- Customer relationships and most of other intangible assets that are recognised on business combinations or major asset acquisitions are amortised over their useful life in the statutory results but excluded from management earnings. The amortisation of these intangibles in the year ended 30 June 2023 was $70.7 million. Amortisation of mortgage servicing rights, certain acquired software as well as intangibles purchased outside of business combinations is included as a charge against management earnings.

Acquisitions and disposals

- Acquisition-related integration expenses are associated mainly with the integration of the Corporate Trust business ($57.8 million), associated mainly with the integration of the Computershare Corporate Trust (CCT) business acquired on the 1st November 2021[1], and the ongoing integration of Equatex including a rollout of the acquired software ($20.8 million).
- Disposal of the KCC business resulted in a net loss of ($6.4 million).
- Disposals of the smaller CMC Funding, Inc. entity in the US and the Private Capital Solutions business in Canada gave rise to a gain after tax of $1.5 million.
- A true-up of contingent consideration receivable for last year's disposal of Milestone Group Pty Ltd resulted in an after-tax gain of $2.9 million.

1 The CCT business does not include the legacy Corporate Trust operations in Canada & the US.

Other

- Costs of $29.3 million were incurred in respect of major restructuring programmes spanning several years such as the Finance and People transformation, US and UK mortgage services cost-out programmes and continued property rationalisation.
- Revaluation of derivatives that have not received hedge designation or the ineffective portion of derivatives in hedge relationships is taken to profit or loss in the statutory results. The impact in the current reporting period was a gain of $0.7 million.
- An impairment charge of $12.6 million after tax was incurred to write off PPE and intangible balances related to UK mortgage services, as they were not supported by the expected future cashflows of the businesses. Similarly, the remaining goodwill balance associated with Computershare's Voucher Services business was fully written off in the reporting period resulting in a charge of $9.9 million, as the remaining forecast cash flows continued to run off.

For the year ended 30 June 2022 management adjustment items were as follows:

	Gross $000	Tax effect $000	Net of tax $000
Amortisation			
Amortisation of intangible assets	**(84,872)**	**21,491**	**(63,381)**
Acquisitions and disposals			
Acquisition related integration expenses	**(61,522)**	**14,689**	**(46,833)**
Acquisition and disposal related expenses	**(16,310)**	**4,110**	**(12,200)**
Gain on disposals	**18,516**	**(4,586)**	**13,930**
Other			
Major restructuring costs	**(16,966)**	**3,830**	**(13,136)**
Marked to market adjustments - derivatives	**621**	**(144)**	**477**
Voucher Services impairment	**(1,069)**	**-**	**(1,069)**
Total management adjustment items	**(161,602)**	**39,390**	**(122,212)**

5. SEGMENT INFORMATION

In accordance with AASB 8 *Operating Segments*, the Group has identified its operating segments to be the following global business lines:

a. Issuer Services
b. Mortgage Services & Property Rental Services
c. Employee Share Plans & Voucher Services
d. Business Services
e. Communication Services & Utilities
f. Computershare Corporate Trust
g. Technology Services

Issuer Services comprise register maintenance, corporate actions, stakeholder relationship management and corporate governance and related services. Mortgage Services & Property Rental Services comprise mortgage servicing and related activities, together with tenancy deposit protection services in the UK. Employee Share Plans & Voucher Services comprise the provision of administration and related services for employee share and option plans, together with Childcare Voucher administration in the UK. Business Services comprises the provision of bankruptcy and class actions administration services and the legacy corporate trust operations in Canada and the US. Communication Services and Utilities operations comprise document composition and printing, intelligent mailing, inbound process automation, scanning and electronic delivery. Computershare Corporate Trust comprises trust and agency services in connection with the administration of debt securities in the US. Technology Services comprise the provision of software specialising in share registry and financial services.

There is a corporate function which includes entities whose main purpose is to hold intercompany investments and conduct financing activities. It is not considered an operating segment and includes activities that are not allocated to other operating segments.

The operating segments presented reflect the manner in which the Group is internally managed and the financial information reported to the chief operating decision maker (CEO). The Group has determined the operating segments based on the reports reviewed by the CEO that are used to make strategic decisions and assess performance. The key segment performance measure is based on management adjusted earnings before interest and tax (management adjusted EBIT).

OPERATING SEGMENTS

	Issuer Services $000	Employee Share Plans & Voucher Services $000	Communi-cation Services & Utilities $000	Mortgage Services & Property Rental Services $000	Business Services[1] $000	Computer-share Corporate Trust $000	Technology Services $000	Total $000
30 June 2023								
Total segment revenue and other income	1,119,447	356,701	318,963	549,032	207,458	869,164	254,149	3,674,914
Intersegment revenue	(29,214)	(4,961)	(152,105)	(200)	(1,312)	(21,286)	(253,885)	(462,963)
External revenue and other income	**1,090,233**	**351,740**	**166,858**	**548,832**	**206,146**	**847,878**	**264**	**3,211,951**
Revenue by geography:								
Asia	75,670	43,166	-	-	-	-	(5)	118,831
Australia & New Zealand	118,388	13,061	73,866	-	-	-	19	205,334
Canada	104,959	17,942	9,666	-	94,070	-	218	226,855
Continental Europe	58,491	6,880	25,181	-	-	-	-	90,552
UK, Channel Islands, Ireland & Africa	132,253	212,124	9,330	145,262	3,850	-	32	502,851
United States	600,472	58,567	48,815	403,570	108,226	847,878	-	2,067,528
	1,090,233	351,740	166,858	548,832	206,146	847,878	264	3,211,951
Management adjusted EBIT	**373,186**	**102,507**	**20,394**	**23,924**	**89,445**	**441,620**	**(7,098)**	**1,043,978**
June 2022								
Total segment revenue and other income	1,009,403	341,846	349,339	587,217	170,578	335,951	238,538	3,032,872
Intersegment revenue	(29,902)	(1,814)	(168,784)	-	(1,295)	-	(238,519)	(440,314)
External revenue and other income	979,501	340,032	180,555	587,217	169,283	335,951	19	2,592,558
Revenue by geography:								
Asia	74,660	42,233	-	-	-	-	-	116,893
Australia & New Zealand	122,793	13,696	83,450	-	-	-	19	219,958
Canada	86,407	21,044	14,645	-	70,748	-	-	192,844
Continental Europe	54,312	9,094	32,216	-	-	-	-	95,622
UK, Channel Islands, Ireland & Africa	111,184	199,775	8,620	161,143	9,580	-	-	490,302
United States	530,145	54,190	41,624	426,074	88,955	335,951	-	1,476,939
	979,501	340,032	180,555	587,217	169,283	335,951	19	2,592,558
Management adjusted EBIT	263,654	84,478	29,314	25,168	39,483	86,161	4,216	532,474

1 As a result of the disposal of the KCC business on 1 May 2023, the legacy corporate trust operations in Canada and the US has moved into the "Computershare Corporate Trust" segment and the Business Services segment has been dissolved, from 1 July 2023.

Segment revenue

The revenue reported to the CEO is measured in a manner consistent with that of the statement of comprehensive income. Sales between segments are included in the total segment revenue, whereas sales within a segment have been eliminated from segment revenue. Sales between segments are at normal commercial rates and are eliminated on consolidation.

Segment revenue reconciles to total revenue from continuing operations as follows:

	2023 $000	2022 $000
Total operating segment revenue and other income	**3,674,914**	3,032,872
Intersegment eliminations	**(462,963)**	(440,314)
Other income	**(19,834)**	(32,797)
Corporate revenue	**8,728**	5,292
Total revenue from continuing operations	**3,200,845**	2,565,053

Management adjusted EBIT

Management adjusted results are used, along with other measures, to assess operating business performance. The Group believes that exclusion of certain items permits a better analysis of the Group's performance on a comparative basis and provides a better measure of underlying operating performance.

A reconciliation of management adjusted EBIT to operating profit before income tax is provided as follows:

Management adjusted EBIT – operating segments	**1,043,978**	532,474
Management adjusted EBIT – corporate	**(11,449)**	(1,384)
Management adjusted EBIT	**1,032,529**	531,090
Management adjustment items (before related income tax effect):		
Amortisation of acquisition related intangible assets	**(96,205)**	(84,872)
Acquisition related integration expenses	**(106,383)**	(61,522)
Acquisition and disposal related expenses	**(6,679)**	(16,310)
Major restructuring costs	**(39,742)**	(16,966)
Gain on disposals	**1,742**	18,516
Contingent consideration remeasurement	**4,074**	-
Marked to market adjustments – derivatives	**1,001**	621
Impairment of assets	**(25,164)**	(1,069)
Disposal of KCC business (note 7)	**(13,643)**	-
Total management adjustment items (note 4)	**(280,999)**	(161,602)
Finance costs	**(133,839)**	(60,045)
Profit before income tax from continuing operations	**617,691**	309,443

Geographical Information

	Geographical allocation of external revenue		**Geographical allocation of non-current assets**	
	2023 $000	2022 $000	**2023 $000**	2022 $000
Australia	**196,130**	208,964	**172,192**	186,015
United Kingdom	**361,876**	342,564	**183,502**	153,602
United States	**2,056,514**	1,451,690	**2,686,115**	2,836,498
Canada	**227,022**	192,777	**143,574**	156,104
Hong Kong	**118,551**	116,659	**66,223**	65,852
Switzerland	**92,636**	98,929	**357,533**	378,673
Other countries	**148,116**	153,470	**71,122**	74,094
Total	**3,200,845**	2,565,053	**3,680,261**	3,850,838

Revenues are allocated based on the countries in which the entities are located. The parent entity is domiciled in Australia. Revenue from external customers in countries other than Australia amounts to $3,004.7 million (2022:$2,356.1 million).

Non-current assets exclude financial instruments and deferred tax assets and are allocated to countries based on where the assets are located. Non-current assets held in countries other than Australia amount to $3,508.1 million (2022: $3,664.8 million).

6. INCOME TAX EXPENSE AND BALANCES

The income tax expense represents tax on the pre-tax accounting profit adjusted for income and expenses never to be assessed or allowed for taxation purposes. This is also adjusted for changes in deferred tax assets and liabilities attributable to temporary differences between the tax bases of assets and liabilities and their carrying amounts in the financial statements and unused tax losses. The income tax expense is calculated on the basis of the tax laws enacted or substantively enacted at the end of the reporting period.

Income tax expense is recognised in profit or loss, except to the extent that it relates to items recognised in other comprehensive income or directly in equity. In this case, tax is also recognised in other comprehensive income or directly in equity, respectively.

(a) Income tax expense

	2023 $000	2022[1] $000
Current tax expense		
Current tax expense	**209,828**	90,118
Under/(over) provided in prior years	**(1,486)**	394
Total current tax expense	**208,342**	90,512
Deferred tax expense/(credit)		
Decrease/(increase) in deferred tax assets	**(9,923)**	(581)
(Decrease)/increase in deferred tax liabilities	**(25,446)**	(8,268)
Total deferred tax expense/(credit)	**(35,369)**	(8,849)
Total income tax expense	**172,973**	81,663

b) Numerical reconciliation of income tax expense to prima facie tax payable

Profit before income tax expense	**617,691**	309,443
Prima facie income tax expense thereon at 30%	**185,307**	92,833
Variation in tax rates of foreign controlled entities	**(23,808)**	(15,702)
Tax effect of permanent differences:		
Withholding tax not creditable	**7,617**	2,192
Non-deductible asset impairments	**3,440**	321
Disposal of KCC business	**(3,328)**	-
Capital gain on internal reorganisation	**2,581**	-
US State Franchise tax	**1,487**	1,144
Prior year tax (over)/under provided	**(1,486)**	394
Effect of changes in tax rates and laws	**455**	(1,410)
Disposal of investment in Milestone Group Pty Ltd	**-**	(898)
Net other	**708**	2,789
Income tax expense/(credit)	**172,973**	81,663

(c) Amounts recognised directly in equity

Deferred tax – share-based remuneration	**(6)**	1,602
	(6)	1,602

(d) Tax credit/(expense) relating to items of other comprehensive income[1]

Cash flow hedges	**71,228**	18,203
Net investment hedges[1]	**2,624**	(33,324)
	73,852	(15,121)

1 The 30 June 2022 amount for net investment hedges has been restated, please refer to Note 29 Reserves for further information.

(e) Unrecognised tax losses

As at 30 June 2023, companies within the consolidated entity had estimated unrecognised tax losses of $0.03 million (2022: $0.2 million) available to offset against future years' taxable income.

Deferred tax balances

Deferred tax assets and liabilities are recognised for temporary differences calculated at the tax rates expected to apply when the differences reverse. Deferred tax assets are recognised for deductible temporary differences and unused tax losses to the extent it is probable that future taxable amounts will be available to utilise them. Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets and liabilities and when the deferred tax balances relate to the same taxation authority.

Deferred tax assets and liabilities are not recognised for temporary differences between the carrying amount and tax bases of investments in controlled entities where the parent entity is able to control the timing of the reversal of the temporary differences and it is probable that the differences will not reverse in the foreseeable future.

Deferred tax assets

	2023 $'000	2022[1] $'000
The balance comprises temporary differences attributable to:		
Tax losses	**11,573**	6,440
Employee benefits	**11,808**	8,953
Property, Plant & Equipment	**1,592**	3,346
Deferred revenue	**5,720**	4,877
Doubtful debts	**2,890**	3,202
Provisions	**17,097**	15,399
Finance leases	**35,025**	43,212
Other creditors & accruals	**10,659**	15,331
Financial instruments and foreign exchange[1]	**163,597**	82,506
Share based remuneration[2]	**11,681**	11,896
Intangibles	**36,966**	23,726
Mortgage servicing related liabilities	**27,095**	35,243
Other	**4,927**	5,815
Total deferred tax assets[1]	**340,630**	259,946
Set-off of deferred tax liabilities pursuant to set-off provisions	**(102,055)**	(122,194)
Net deferred tax assets	**238,575**	137,752
Movements during the year		
Opening balance at 1 July[2]	**137,752**	152,467
Currency translation difference	**(3,086)**	(8,983)
Credited/(charged) to profit or loss	**9,923**	581
Credited/(charged) to equity	**(6)**	1,602
Credited/(charged) to other comprehensive income[1]	**73,852**	(15,631)
Set-off of deferred tax liabilities	**20,140**	7,716
Closing balance at 30 June[1,2]	**238,575**	137,752

1 The 30 June 2022 deferred tax assets for net investment hedges have been restated. Refer to Note 29 Reserves for further information.

2 July 2021 opening deferred tax assets have been restated to reflect correction of an immaterial error impacting prior periods, with a tax benefit of $3.3 million. Refer to Note 29 Reserves for further information.

The total deferred tax assets expected to be recovered after more than 12 months amounts to $273.7 million (2022: $189.0 million).

Deferred tax liabilities	**2023 $000**	2022 $000
The balance comprises temporary differences attributable to:		
Goodwill	**208,642**	210,641
Intangible assets	**42,554**	65,354
Right-of-use assets	**30,718**	37,940
Financial instruments and foreign exchange	**28,333**	32,779
Property, Plant & Equipment	**6,151**	4,071
Other	**13,126**	3,442
Total deferred tax liabilities	**329,524**	354,227
Set-off of deferred tax assets pursuant to set-off provisions	**(102,055)**	(122,194)
Net deferred tax liabilities	**227,469**	232,033
Movements during the year:		
Opening balance at 1 July	**232,033**	234,219
Currency translation difference	**742**	(2,843)
Charged/(credited) to profit or loss	**(25,446)**	(8,268)
Charged/(credited) to other comprehensive income	**-**	1,388
Set-off of deferred tax assets	**20,140**	7,716
Other	**-**	(179)
Closing balance at 30 June	**227,469**	232,033

The total deferred tax liabilities expected to be settled after more than 12 months amount to $314.0 million (2022: $317.2 million).

Key estimates and judgements

The Group is subject to income taxes in Australia and jurisdictions where it has foreign operations. Significant judgement is required in determining the provision for income taxes. There are many transactions and calculations undertaken during the ordinary course of business for which the ultimate tax determination is uncertain. Where the final outcome is different from the amounts that were initially recognised, such differences will impact the current and deferred tax provisions in the period in which such determination is made.

The Group has recognised deferred tax assets relating to carried forward tax losses to the extent that it is probable that future taxable profits will be available against which these assets can be utilised. The assumptions regarding future utilisation, and therefore the recognition of deferred tax assets, may change due to future operating performance and other factors.

The measurement of deferred tax asset relating to hedges of Net Investment in a Foreign Operation (NIFO), included in the 'Financial instruments and foreign exchange' line, applies the 'active foreign business asset percentage' (AFBAP) rules at each balance date, to estimate the percentage of deductible loss in the event of a disposal of a foreign operation.

7. NOTES TO THE CONSOLIDATED CASH FLOW STATEMENT

(a) Cash and cash equivalents

Cash and cash equivalents comprise cash at bank and on hand, and short-term deposits with original maturities of three months or less that are readily convertible to known amounts of cash and are subject to an insignificant risk of changes in value, net of outstanding bank overdrafts. Cash and cash equivalents exclude broker client deposits reflected in the statement of financial position that are recorded as other current financial assets.

Cash and cash equivalents in the consolidated cash flow statement are reconciled to the consolidated statement of financial position as follows:

	2023 $000	2022 $000
Shown as cash and cash equivalents in the consolidated statement of financial position	**1,141,695**	1,000,817
Shown as cash and cash equivalents in the assets held for sale line item of the consolidated statement of financial position (refer to note 9)	**-**	29,948
Cash and cash equivalents in the consolidated cash flow statement	**1,141,695**	1,030,765

(b) Reconciliation of net profit after income tax to net cash from operating activities

	2023 $000	2022 $000
Net profit after income tax	**444,718**	227,780
Adjustments for:		
Depreciation and amortisation	**280,012**	274,020
Net (gain)/loss from disposal of associate[1]	**(4,074)**	(16,427)
Net (gain)/loss from disposal of controlled entities	**11,958**	-
Net (gain)/loss on asset disposals and revaluation of assets	**(10,730)**	(27,940)
Net (gain)/loss on lease modifications and terminations	**-**	3,169
Share of net (profit)/loss of associates and joint ventures accounted for using equity method	**(295)**	(545)
Amortisation of USD senior note fair value adjustment to interest expense	**(14,972)**	(18,770)
Employee benefits – share based expense	**32,916**	24,479
Impairment of assets	**25,164**	1,069
Fair value adjustments	**(1,001)**	(621)
Changes in assets and liabilities:		
(Increase)/decrease in receivables	**(74,004)**	(66,942)
(Increase)/decrease in inventories	**(1,067)**	(29)
(Increase)/decrease in loan servicing advances	**(22,611)**	56,147
(Increase)/decrease in other current assets	**(9,550)**	(7,865)
Increase/(decrease) in payables and provisions	**(47,427)**	41,563
Increase/(decrease) in tax balances	**(8,039)**	5,447
Net cash and cash equivalents from operating activities	**600,998**	494,535

1 The 2023 (net) gain from disposal relates to remeasurement of contingent consideration on disposal of Milestone Group Pty Ltd, which occurred during FY22.

(c) Reconciliation of liabilities arising from financing activities

	Current borrowings $000	**Non-current borrowings $000**	**Current lease liabilities $000**	**Non-current lease liabilities $000**	**Cross currency swap $000**	**Total $000**
Opening balance at 1 July 2022	**559,331**	**1,843,020**	**40,703**	**162,145**	**4,718**	**2,609,917**
Cash flows	4,017	(30,953)	(43,699)	-	(47,004)	(117,639)
Non-cash changes:						
Additions	-	-	4,272	12,614	-	16,886
Fair value adjustments	(3,518)	(40,990)	-	-	40,589	(3,919)
Transfers and other	27,442	(29,508)	33,426	(33,426)	-	(2,066)
Liabilities reclassed from held for sale	-	-	2,570	3,214	-	5,784
Disposal of KCC	-	-	(1,700)	(4,015)	-	(5,715)
Currency translation difference	6,592	22,434	362	(319)	(819)	28,250
Balance at 30 June 2023	**593,864**	**1,764,003**	**35,934**	**140,213**	**(2,516)**	**2,531,498**

(d) Acquisitions and disposals of businesses

On 1 May 2023, the Group disposed of the KCC business, which was based in North America and formed part of the Business Services segment. Under the terms of the sale, Computershare received cash consideration of $44.1 million and deferred consideration of $50.0 million with additional contingent consideration receivable over the next four years, conditional on the business achieving set performance targets (refer to Note 16).

Details of the disposal of the KCC business are as follows:

	$000
Cash consideration	44,118
Contingent consideration	46,063
Deferred consideration	50,000
Total consideration	**140,181**
Add/(Less):	
Carrying amount of net assets disposed	(149,042)
Transaction costs	(4,782)
Loss on disposal before income tax	**(13,643)**
Income tax expense	7,228
Loss on disposal after tax	**(6,415)**

Carrying amount of net assets disposed:	
Assets and liabilities	
Cash and cash equivalents	253
Receivables	59,011
Intangibles	105,378
Property, plant and equipment	306
Right of Use Assets	4,428
Other assets	1,567
Payables	(15,343)
Deferred consideration	(832)
Leases	(5,726)
Net assets	**149,042**

Disposal consideration:	
Inflow of proceeds received from sale of subsidiary, net of cash disposed:	
Cash consideration	44,118
Less cash disposed	(253)
Net inflow of cash	**43,865**

For details of businesses acquired during the year and related cash flows refer to note 8.

8. BUSINESS COMBINATIONS

The Group continues to seek acquisition and other growth opportunities where value can be added and returns enhanced for the shareholders. The following business was acquired by the consolidated entity at the date stated and its operating results have been included in the Group's results from the acquisition date. Where goodwill is marked as provisional, identification and valuation of net assets acquired will be completed within a 12-month measurement period in accordance with the Group's accounting policy.

On 1 June 2023, Computershare acquired the business and assets of SunDoc Filings, a US-based provider of comprehensive, nationwide document filing and retrieval services to professional services firms, escrow and small businesses. The total consideration was $9.9 million.

Details of the acquisition are as follows:

	$000
Cash consideration	8,941
Consideration payable	1,000
Total purchase consideration	**9,941**
Less fair value of identifiable net assets acquired	(298)
Provisional goodwill on consolidation	**9,643**

The goodwill recognised is deductible for tax purposes.

Purchase consideration:

Outflow of cash to acquire the entities, net of cash acquired:	
Cash consideration	8,941
Net outflow of cash	**8,941**

Acquisition accounting for the CCT and Worldwide Incorporators Ltd business combinations has been finalised in the current reporting period. The acquisition accounting for the CCT acquisition did not change from what was reported in the 30 June 2022 Annual Report. Intangible assets of $0.7 million were recognised and adjusted out of goodwill for the Worldwide Incorporators Ltd acquisition.

Aircraft leasing business

In the prior year, the Group disclosed the acquisition of the aircraft leasing business of Wells Fargo as a business combination in the Computershare Corporate Trust segment. After further analysis, it has been concluded that this purchase should be treated as an acquisition of assets, and not a business combination. The change did not have any impact on the balance sheet and profit and loss for FY23 and was not material.

Accounting policies

The acquisition method of accounting is used to account for all business combinations, regardless of whether equity instruments or other assets are acquired. The consideration transferred for the acquisition of a controlled entity comprises the fair value of the assets transferred, the liabilities incurred and the equity interests issued by the Group. The consideration transferred also includes the fair value of any contingent consideration arrangement and the fair value of any pre-existing equity interest in the controlled entity.

Acquisition-related costs are expensed as incurred. Identifiable assets acquired as well as liabilities and contingent liabilities assumed in a business combination are, with limited exceptions, measured initially at their fair values at the acquisition date. Within 12 months of completing the acquisition, identifiable intangible assets are valued and separately recognised in the statement of financial position. On an acquisition-by-acquisition basis, the Group recognises any non-controlling interest in the acquiree either at fair value or at the non-controlling interest's proportionate share of the acquiree's net identifiable assets.

The excess of the consideration transferred, the amount of any non-controlling interest in the acquiree and the acquisition-date fair value of any previous equity interest in the acquiree over the fair value of the Group's share of the net identifiable assets acquired is recorded as goodwill. If those amounts are less than the fair value of the net identifiable assets of the controlled entity acquired and the measurement of all amounts has been reviewed, the difference is recognised directly in profit or loss as a gain on bargain purchase.

Contingent consideration is classified either as equity or a financial liability. Amounts classified as a financial liability are subsequently re-measured to fair value with changes in fair value recognised in profit or loss.

Key estimates and judgements

Acquisition accounting requires that management make estimates with regard to valuation of certain non-monetary assets and liabilities of the acquired entities. These estimates have particular impact in terms of valuation of intangible assets, contingent consideration liabilities and provisions. To the extent that these items are subject to determination during the initial 12 months after acquisition, the variation to estimated value will be adjusted through goodwill. To the extent that determination occurs after 12 months, any variation will impact profit or loss in the relevant period.

9. ASSETS AND LIABILITIES CLASSIFIED AS HELD FOR SALE

Due to delays and uncertainties associated with the disposal process, it was determined that the sale of the UK mortgage services business was no longer highly probable to occur within 12 months. Therefore, despite the continued sale efforts, this business was no longer classified as held for sale as at 31 December 2022. There have been no major developments since December and the business is not classified as held for sale as at 30 June 2023.

As the non-current assets of UK Mortgage Services were subject to impairment testing in the reporting period, an impairment charge of $14.9 million was recorded, writing down the intangible assets, right-of-use assets and property, plant and equipment associated with this business to nil.

10. INTANGIBLE ASSETS

	Goodwill $000	Customer contracts and relationships $000	Mortgage Servicing Rights $000	Other[4] $000	Total $000
At 1 July 2022					
Opening cost	1,984,210	1,335,262	1,236,312	95,917	4,651,701
Opening accumulated amortisation	-	(449,322)	(607,234)	(58,418)	(1,114,974)
Opening net book amount	**1,984,210**	**885,940**	**629,078**	**37,499**	**3,536,727**
Additions (net of adjustments and reclassifications)[1]	9,642	921	169,405	113	180,081
Disposals	(89,764)	(15,866)	(94,642)	(1,197)	(201,469)
Amortisation charge[2,5]	-	(93,296)	(135,881)	(8,001)	(237,178)
Impairment charge	(10,377)	(6,219)	-	(5,551)	(22,147)
Currency translation difference	9,372	4,178	-	822	14,372
Other[3]	9,741	6,272	-	5,597	21,610
Closing net book amount	**1,912,824**	**781,930**	**567,960**	**29,282**	**3,291,996**
At 30 June 2023					
Cost	1,912,824	1,314,367	1,299,809	99,759	4,626,759
Accumulated amortisation	-	(532,437)	(731,849)	(70,477)	(1,334,763)
Closing net book amount	**1,912,824**	**781,930**	**567,960**	**29,282**	**3,291,996**
At 1 July 2021					
Opening cost	1,912,347	773,218	1,139,593	105,732	3,930,890
Opening accumulated amortisation	-	(387,254)	(461,128)	(53,457)	(901,839)
Opening net book amount	**1,912,347**	**385,964**	**678,465**	**52,275**	**3,029,051**
Additions (net of adjustments and reclassifications)[1]	130,801	595,500	251,032	3,443	980,776
Disposals	-	(2,779)	(154,329)	-	(157,108)
Amortisation charge[2,5]	-	(80,626)	(146,090)	(10,831)	(237,547)
Impairment charge	(1,069)	-	-	-	(1,069)
Currency translation difference	(47,385)	(5,847)	-	(1,789)	(55,021)
Other[3]	(10,484)	(6,272)	-	(5,599)	(22,355)
Closing net book amount	**1,984,210**	**885,940**	**629,078**	**37,499**	**3,536,727**
At 30 June 2022					
Cost	1,984,210	1,335,262	1,236,312	95,917	4,651,701
Accumulated amortisation	-	(449,322)	(607,234)	(58,418)	(1,114,974)
Closing net book amount	**1,984,210**	**885,940**	**629,078**	**37,499**	**3,536,727**

1 Additions comprise recognition of intangible assets resulting from business combinations and direct purchases as well as adjustments and reclassifications made on finalisation of acquisition accounting.

2 Amortisation charge is included within direct services expense in the statement of comprehensive income.

3 Includes $10.5 million goodwill and $11.9 million of other intangibles reclassified as held for sale as at 30 June 2022.

4 Other intangible assets include intellectual property, licences, software and brands.

5 The gross amount of mortgage servicing rights amortisation is partially offset in the statement of comprehensive income by the amortisation of the related mortgage servicing liabilities (note 3).

Goodwill

Goodwill represents the excess of the cost of an acquisition over the fair value of the Group's share of the net identifiable assets acquired. Goodwill is carried at cost less accumulated impairment losses and is tested for impairment annually or more frequently, if events or changes in circumstances indicate that it might be impaired. On disposal or termination of a previously acquired business, any associated goodwill that was originally recognised on acquisition, is included in the determination of profit or loss on disposal.

The acquired goodwill can be attributed to the expected future cash flows of the acquired businesses associated with the collective experience of management and staff and the synergies expected to be achieved as a result of full integration into the Computershare Group. Where acquisitions have been made during the period, the Group has 12 months from the acquisition date in which to finalise the accounting, including calculation of goodwill. Until finalisation of acquisition accounting within the 12-month period, provisional amounts are included in the consolidated results.

Acquired intangible assets

Acquired intangible assets have a finite useful life and are carried at fair value at the date of acquisition less accumulated amortisation and impairment losses. Amortisation is calculated using the straight line method to allocate value over their estimated useful lives, typically ranging from one to twenty years.

Mortgage servicing rights

Mortgage servicing rights acquired as part of business combinations are carried at their fair value at the date of acquisition less accumulated amortisation and impairment losses. Mortgage servicing rights acquired as part of ongoing operations are carried at cost less accumulated amortisation and impairment losses. Amortisation for all servicing rights is calculated using the straight line method over their estimated useful lives of nine years (2022: eight years) for the interest-sensitive portfolio and nine years for the non interest-sensitive portfolio.

Key estimates and judgements

The estimated useful life of mortgage servicing rights reflects management's estimate of the average life of the underlying mortgages. The most significant factors impacting the useful life are US mortgage interest rates and the rate of the borrowers' prepayments. The average life of mortgage servicing rights decreases where US interest rates are lower or borrower prepayments are higher than previously estimated, which would result in an increase in amortisation expense.

Software and research and development costs

All research-related costs are expensed as incurred. Software development costs are capitalised where they meet the recognition criteria for capitalisation, and are subsequently amortised using the straight line method to allocate their value over their estimated useful lives, typically ranging from eight to fifteen years.

Costs incurred in configuring or customising software as a service (SaaS) arrangements can only be recognised as intangible assets if the implementation activities create an intangible asset that the entity controls and the intangible asset meets the recognition criteria. Those costs that do not result in intangible assets are expensed as incurred, unless they are paid to the suppliers of the SaaS arrangements to significantly customise the cloud-based software for the Group, in which case the costs are recorded as a prepayment for services and amortised over the expected renewable term of the arrangement.

Impairment of intangible assets with a finite useful life

Intangible assets with a finite useful life are tested for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognised for the amount by which the asset's carrying amount exceeds its recoverable amount. As intangible assets do not generate independent cashflows, they are tested for impairment at the CGU level to which they belong.

Disposal of intangible assets

Gains and losses on disposals of intangible assets (including mortgage servicing rights) are determined by comparing proceeds with carrying amount. These are included in the statement of comprehensive income.

11. IMPAIRMENT

Impairment test for goodwill

Goodwill is tested for impairment at least once a year, or more frequently if events or changes in circumstances indicate that the carrying amount may not be recoverable. Where required, impairment losses are recognised in profit or loss in the reporting period when the carrying amount exceeds recoverable amount. The recoverable amount is the higher of an asset's fair value less costs to sell and value in use.

For the purpose of impairment testing, assets are grouped at the lowest levels for which there are largely independent cash inflows (cash generating units). Goodwill is allocated to cash generating units (CGUs), or groups of CGUs, expected to benefit from synergies of the business combination.

The carrying amount of goodwill is allocated to the following groups of CGU's constituting most of the Group's operating segments:

	June 2023 $000	June 2022 $000
Class Actions & Bankruptcy[1]	**-**	89,959
Communication Services and Utilities	**113,888**	115,781
Computershare Corporate Trust	**130,414**	130,466
Employee Share Plans	**400,848**	383,678
Issuer Services	**1,033,120**	1,028,663
Legacy Corporate Trust	**74,883**	76,260
Mortgage Services and Property Rental Services[2]	**159,671**	149,427
Voucher Services	**-**	9,976
	1,912,824	1,984,210

1 The Class Actions and Bankruptcy business (KCC business) was disposed of during May 2023.

2 Excludes $10.5 million of goodwill related to the UK Mortgage Servicing business which was classified as held for sale as at 30 June 2022.

When testing for impairment, the carrying amount of each group of CGUs is compared with its recoverable amount. The recoverable amount is determined based on a value-in-use calculation for each group of CGUs to which goodwill has been allocated. The value-in-use calculation uses the discounted cash flow methodology for each CGU typically based upon five years of cash flow projections plus a terminal value. In a limited number of cases, the CGU cash flow projections are for a period longer than five years to account for the nature of the cash flows and specific circumstances (eg, CGUs in a wind-down mode).

Voucher Services

During the year, an impairment charge of $10.3 million (2022: $1.1 million) was booked against goodwill, which resulted in the balance being written off in full. This was calculated as the difference between the value in use and the carrying amount of the business. This charge is included under direct services in the statement of comprehensive income.

Key estimates and judgements

Key assumptions used in the value-in-use calculations are described below for each group of CGUs with allocated goodwill. As there are a number of CGUs in most of the operating segments, presented below are weighted averages of the assumptions applied to individual CGUs.

Five-year post-tax cash flow projections are based on approved budgets covering a one-year period, with subsequent periods based on the Group's expectations of growth excluding the impact of possible future acquisitions, business improvement and restructuring. Cash flows also include margin income projections, which reflect expectations regarding future client balances and interest rates.

The earnings growth rates applied beyond the initial five-year period are as follows:

	2023	2022
Class Actions and Bankruptcy	**n/a**	2.0%
Communication Services and Utilities	**2.1%**	2.1%
Legacy Corporate Trust	**2.0%**	2.0%
Employee Share Plans	**1.8%**	1.9%
Issuer Services	**2.1%**	2.0%
Computershare Corporate Trust	**2.0%**	2.0%
Mortgage Services and Property Rental Services	**2.0%**	2.0%
Voucher Services[1]	**n/a**	n/a

In performing the value-in-use calculations for each CGU, the Group has applied post-tax discount rates to discount the forecast future attributable post-tax cash flows. The discount rates used reflect the risks specific to each CGU.

The equivalent pre-tax discount rates are as follows:

	2023	2022
Class Actions and Bankruptcy	**n/a**	9.2%
Communication Services and Utilities	**10.1%**	9.8%
Legacy Corporate Trust	**9.6%**	9.5%
Employee Share Plans	**9.1%**	8.9%
Issuer Services	**10.0%**	9.5%
Computershare Corporate Trust	**10.0%**	9.1%
Mortgage Services and Property Rental Services	**8.2%**	9.0%
Voucher Services[1]	**8.2%**	22.3%

1 There is no terminal value for Voucher Services as the business is in wind-down mode.

Impact of reasonably possible changes in key assumptions

As impairment testing is based on assumptions and judgements, the Group has considered sensitivity of the impairment test results to changes in key assumptions specifically the terminal growth rates and discount rates noted above. For all groups of CGUs, the recoverable amount exceeds the carrying amount when testing for reasonably possible changes in key assumptions.

12. HEDGE ACCOUNTING

The Group applies hedge accounting as follows:

	Fair value hedge	Cash flow hedge		Hedge of net investment in foreign operations
Nature of hedge	The hedge of fair value risk of a financial liability.	The hedge of a highly probable forecast transaction.		The hedge of changes in the consolidated entity's foreign denominated net assets due to changes in foreign currency rates.
Hedged risk	Interest rate risk	Interest rate risk	Foreign exchange risk	Foreign exchange risk
Hedged item	Fixed interest rate US Private Placement issues, Euro Medium Term Notes, Australian Medium Term Notes.	Highly probable interest cash flows from which margin income is derived.	Highly probable cash flows associated with foreign currency denominated debt.	Foreign operations
Hedging instruments	Interest rate swaps, cross currency interest rate swaps	Interest rate swaps, interest rate options	Cross currency swaps	Cross currency swaps, foreign currency denominated issued debt
Designation and documentation	At the inception of the transaction, the Group documents its risk management objective and strategy for the hedge, hedging instrument, hedged item, hedged risk and how the hedge relationship will meet the hedge effectiveness requirements.			
Hedge effectiveness method	Hedge effectiveness is determined at the inception of the hedge relationship, and through periodic prospective effectiveness assessments to ensure that an economic relationship exists between the hedged item and hedging instrument. The assessment is based on: › existence of an economic relationship between the hedged item and the hedging instrument; › the effect of credit risk not dominating the changes in value of either the hedged item or the hedging instrument; › the hedge ratio being reflective of the Group's risk management approach.			
Accounting treatment for the hedging instrument	Fair value through the income statement.	Fair value through the cash flow hedge reserve and then recognised in the income statement at the time at which the hedged item affects the income statement for the hedged risk.	Fair value through the cash flow hedge reserve and then recognised in the income statement at the time at which the hedged item affects the income statement for the hedged risk.	Fair value through the foreign currency translation reserve and recognised in the income statement at the time at which there is a disposal of the hedged foreign operation.
Accounting treatment for the hedged item	Carrying value adjusted for changes in fair value attributable to the hedged risk; fair value through the income statement.	Accounted for under other accounting standards (revenue).	Accounted for under other accounting standards (foreign exchange).	Foreign exchange gains and losses are recognised in the Group's foreign currency translation reserve.
Accounting treatment for hedge ineffectiveness	Recognised in the income statement to the extent that changes in fair value of the hedged item attributable to the hedged risk are not offset by changes in fair value of the hedging instrument.	Recognised in the income statement to the extent to which changes in fair value of the hedging instrument exceed, in absolute terms, the change in the fair value of the hedged item.	Recognised in the income statement to the extent to which changes in fair value of the hedging instrument exceed, in absolute terms, the change in the fair value of the hedged item.	Recognised in the income statement to the extent to which changes in fair value of the hedging instrument exceed, in absolute terms, the change in the fair value of the hedged item.
Accounting treatment if the hedge relationship is discontinued	Where the hedged item still exists, adjustments to the hedged item are amortised to the income statement on an effective interest rate basis.	The gain or loss remains in the cash flow hedge reserve to the extent that the hedged cash flows are still expected to take place and subsequently recognised in the income statement at the time at which the hedged item affects the income statement for the hedged risk. Where the hedged cash flows are no longer expected to take place, the gain or loss in the cash flow hedge reserve is recognised immediately in the income statement.	The gain or loss remains in the cash flow hedge reserve to the extent that the hedged cash flows are still expected to take place and subsequently recognised in the income statement at the time at which the hedged item affects the income statement for the hedged risk. Where the hedged cash flows are no longer expected to take place, the gain or loss in the cash flow hedge reserve is recognised immediately in the income statement.	The gain or loss remains recognised in the foreign currency translation reserve until such time as the foreign operation is partially disposed of or sold.
Hedge ratio	The hedge ratio is reflective of the Group's risk management objectives.			
	The notional of the interest rate swap is allocated to the hedged item on a one-for-one basis.	The notional of the interest rate swap is allocated to hedged item on a one-for-one basis.	The notional amount of the cross currency swap equals the notional amount of the hedged item.	Foreign currency borrowings and swaps are allocated to the net investments in foreign operations on a one-for-one basis.

Hedging instruments

The following table details the hedging instruments, nature of hedged risks, as well as the notional and the carrying amount of derivative financial instruments and, in the case of net investment hedges, the notional of foreign denominated debt issued, for each type of hedge relationship. The maturity profile for the hedging instruments' notional amounts is reported based on their contractual maturity. Designated cross currency swaps for foreign exchange risk are included as a single notional amount per derivative.

	Hedging Instrument	Risk	Notional $000s					Carrying amount
2023			**Less than 3 months**	**3 to 12 months**	**1 to 5 years**	**Over 5 years**	**Total**	**Total $000s**
	Assets							
Cash flow hedges	Interest rate swaps	Interest	-	-	-	50,000	50,000	653
Net investment hedges	Cross currency swaps	Foreign exchange	-	470,622	-	-	470,622	2,516
	Liabilities							
Cash flow hedges	Interest rate swaps	Interest	-	-	2,692,948	2,450,000	5,142,948	221,157
Cash flow hedge	Interest rate option	Interest	-	-	-	19,855	19,855	-
Fair value hedges	Interest rate swaps	Interest	-	220,000	200,000	747,290	1,167,290	121,147
Net investment hedges	Borrowings	Foreign exchange	-	60,000	110,000	-	170,000	170,000
Cash flow and fair value hedges	Cross currency interest rate swaps	Foreign exchange/ interest	-	-	-	801,000	801,000	130,940
2022								
	Assets							
Cash flow hedges	Interest rate swaps	Interest	-	-	300,000	450,000	750,000	4,948
Net investment hedges	Cross currency swaps	Foreign exchange	-	78,337	-	-	78,337	414
	Liabilities							
Cash flow hedges	Interest rate swaps	Interest	-	-	325,708	300,000	625,708	9,310
Cash flow hedge	Interest rate option	Interest	-	-	-	20,648	20,648	-
Fair value hedges	Interest rate swaps	Interest	-	-	420,000	747,290	1,167,290	81,229
Net investment hedges	Cross currency swaps	Foreign exchange	-	366,607	-	-	366,607	5,135
Net investment hedges	Borrowings	Foreign exchange		45,000	362,000	-	407,000	407,000
Cash flow and fair value hedges	Cross currency interest rate swaps	Foreign exchange/ interest	-	-	-	728,725	728,725	140,292

Hedging instrument executed rates

The following table shows the executed rates for the hedging instruments that have been designated in cash flow hedges and net investment hedges that are in place at balance date.

2023	**Hedging instruments**	**Currency/ Currency pair**	**Weighted average hedged rate**
Cash flow hedges	Interest rate swaps	AUD	1.46%
		USD	3.02%
Cash flow hedges	Interest rate collar	AUD	2.00%/3.89%
Net investment hedges	Cross currency swaps	EUR/AUD	0.6065
		CHF/AUD	0.5946
Net investment hedges	Borrowings	AUD/USD	0.66185
2022			
Cash flow hedges	Interest rate swaps	AUD	1.46%
		USD	2.85%
Cash flow hedges	Interest rate collar	AUD	2.00%/3.89%
Net investment hedges	Cross currency swaps	EUR/AUD	0.6557
		CHF/AUD	0.6643
Net investment hedges	Borrowings	AUD/USD	0.68825

Hedge ineffectiveness

Hedge ineffectiveness, in the case of a fair value hedge, is the extent to which the changes in the fair value of the hedging instrument differ to that of the hedged item, and in the case of cash flow and net investment hedge relationships, the extent to which the change in the hedging instrument exceeds that of the hedged item. Sources of hedge ineffectiveness primarily arise from changes in credit risk of the counterparties, breakdown in correlation or impact of the basis spread between short-term interest rates in the same currency, changes in market premiums and differences in reset dates, risk and discount rates between the hedged item (possibly represented by a hypothetical derivative) and hedging instrument. The transition effects of the forthcoming IBOR reforms, as outlined below, may also result in hedge ineffectiveness.

The following table reflects the hedge ineffectiveness during the period, as reported in direct services in the statement of comprehensive income:

	Hedging instruments	Risk	Gains/(losses) on hedging instruments $000's	Gains/(losses) on hedged items attributable to the hedged risk $000's	Hedge ineffectiveness recognised in the income statement $000's
2023					
Cash flow hedges	Interest rate swaps	Interest	(263,558)	263,559	1
Fair value hedges	Interest rate swaps	Interest	(44,888)	45,679	791
Net investment hedges	Cross currency swaps	Foreign exchange	(40,589)	40,698	109
Cash flow hedges	Cross currency interest rate swaps	Foreign exchange	17,802	(17,802)	-
Fair value hedges		Interest	(8,451)	8,017	(434)
2022					
Cash flow hedges	Interest rate swaps	Interest	(4,563)	4,549	(14)
Fair value hedges	Interest rate swaps	Interest	(80,470)	80,154	(316)
Net investment hedges	Cross currency swaps	Foreign exchange	(17,913)	17,862	(51)
Cash flow hedges	Cross currency interest rate swaps	Foreign exchange	(94,402)	94,401	(1)
Fair value hedges		Interest	(45,890)	46,896	1,006

Ineffectiveness on Net investment hedges which are hedged with borrowings is nil (2022: nil).

Effect of IBOR reform

IBOR reforms continue across the world. As a result of these reforms, LIBOR and other benchmark interest rates have been replaced with alternative reference rates (ARRs). All tenors of GBP, CHF, EUR LIBOR and the one week and two-month tenors for USD LIBOR ceased on 31 December 2021. The remaining tenors for USD LIBOR (1 and 3 months) ceased on 30 June 2023. The Group will switch to the fallback alternative reference rates on derivatives that have USD LIBOR settings upon the first rollover of each impacted instrument after this date.

The Group has applied the hedge accounting reliefs provided by 'Phase 2' of the amendments related to hedge designation. When the 'Phase 1' hedge accounting reliefs cease to apply, the Group will amend its hedge designation to reflect one or more of the following changes:

(a) designate the 'Secured Overnight Financing Rate' (SOFR) as the alternative benchmark rate as a hedged risk;

(b) amend the description of the hedged item, including the description of the designated portion of the cash flows or fair value being hedged; or

(c) amend the description of the hedging instrument. The Group will update its hedge documentation to reflect this change in designation. These amendments to the hedge documentation do not require the Group to discontinue its hedge relationships.

The Group has not made any amendments to its hedge documentation in the reporting period relating to IBOR reform.
The following hedging instruments referencing USD LIBOR will transition to SOFR once the remaining tenors cease:

Hedging instruments	Notional amount $000	Carrying amount asset $000	Carrying amount liability $000
Interest rate swaps	1,167,290	-	121,147
Cross currency interest rate swaps	403,710	-	86,122

See Note 15 for relevant disclosures pertaining to IBOR reform relating to borrowings and hedging. The Group did not hold any lease arrangements with variable payments linked to IBOR during the period.

13. FINANCIAL RISK MANAGEMENT

Financial risk management objectives

The Group's activities expose it to a variety of financial risks: market risk (including foreign exchange risk and interest rate risk), liquidity risk and credit risk. The Group's overall financial risk management is carried out by a central treasury department (Group Treasury) under policies approved by the Board. The Board provides guidance for overall risk management, as well as policies covering specific areas such as currency risk management, interest rate risk management, counterparty risk management and the use of derivative financial instruments. Derivative financial instruments are used to manage specifically identified interest rate and foreign currency risks.

The Group Treasury function provides services to the business. It also monitors and manages the financial risks relating to the operations of the Group. Group Treasury identifies, evaluates and hedges financial risks in close cooperation with the regional treasury centres as permitted under policy and reports regularly to the Board.

Capital risk management objectives

The primary objective of the Group's capital management is to ensure that it minimises the working capital funding requirements through effective controls in order to support its businesses and maximise shareholder value.

A key financial ratio for the Group is net financial indebtedness to management adjusted earnings before interest, tax, depreciation and amortisation (management adjusted EBITDA). Net debt is calculated as borrowings less cash and cash equivalents. EBITDA is reported based on the currently applicable accounting standards, including AASB 16 Leases.

	2023 $000	2022 $000
Borrowings	**2,357,867**	2,402,351
Cash and cash equivalents[1]	**(1,141,695)**	(1,030,765)
Net debt	**1,216,172**	1,371,586
Management EBITDA	**1,216,336**	720,238
Net debt to Management EBITDA	**1.00**	1.90
Net debt to Management EBITDA (excluding mortgage servicing debt)[2]	**0.85**	1.64

1 2022 includes $29.9 million cash presented in assets classified as held for sale.

2 Excludes mortgage servicing debt of $186.3 million (2022: $191.3 million).

The Group manages its capital structure and makes adjustments to it in line with changes in economic conditions. To achieve its target capital structure, the Group may adjust the dividend payment to shareholders, conduct share buy-backs or issue new shares.

Computershare has a target neutral gearing level such that net debt to Management EBITDA is between 1.75x - 2.25x excluding the non-recourse SLS advance facility debt, with flexibility to temporarily go above this range to take advantage of compelling investment opportunities. Computershare will consider capital management initiatives to maintain leverage within this target band.

Financial risk factors

The key financial risk factors that arise from the Group's activities are outlined below.

(a) Interest rate risk

Interest rate risk arises from the possibility that changes in interest rates will affect future cash flows or fair values of financial instruments. The consolidated entity is exposed to interest rate risk through its primary financial assets and liabilities and as a result of maintaining agent and escrow agent bank accounts on behalf of clients. Given the nature of the client balances, neither the funds nor an offsetting liability are included in the Group's financial statements. Average client balances during the year approximated $34.0 billion (2022: $33.6 billion) and in relation to these balances, the consolidated entity has in place interest rate derivatives with a total notional value of $5.2 billion as at 30 June 2023 (2022: $1.4 billion).

Hedging strategy

(i) Fixed rate debt

Where fixed rate debt is issued, the Group may enter interest rate derivatives to manage the change in fair value of fixed rate debt obligations, arising from changes in variable interest rates. At 30 June 2023, interest rate derivatives with a total notional value of $2.0 billion (2022: $1.5 billion) hedging the fair value of fixed rated debt obligations were outstanding.

(ii) Margin income

Interest rate risk is managed in accordance with Board approved policy, which sets out minimum/maximum thresholds with respect to currency and maturities of margin income balances. Floating rate debt is considered a natural hedge against margin income balances and forms part of the hedge allocation required to meet policy guidelines. The Group also uses interest rate swaps designated as cash flow hedges to manage the variability of cash flows attributable to changes in interest rates associated with highly probable interest earned on client balances (margin income).

Interest rate sensitivity

The table below provides an indication of sensitivity of the Group's profit before tax and other components of equity to movements in interest rates with all other variables held constant.

	2023 $000		2022 $000	
Movement in basis points	**+100**	**-100**	+100	-100
Sensitivity of profit before tax				
Australian dollar	**6,168**	**(6,168)**	4,647	(4,647)
United States dollar	**(153)**	**228**	(191)	87
Canadian dollar	**1,808**	**(1,808)**	2,583	(2,583)
Great British pound	**(2,038)**	**2,038**	(2,224)	2,224
Euro	**(627)**	**627**	(545)	545
Swiss Franc	**(3,610)**	**3,610**	(3,302)	3,302
Hong Kong dollar	**355**	**(355)**	489	(489)
Other	**309**	**(309)**	201	(201)
Total	**2,212**	**(2,137)**	1,658	(1,762)
Sensitivity of other components of equity				
Australian dollar	**(1,670)**	**1,591**	(2,216)	2,212
United States dollar	**(244,831)**	**263,922**	(84,413)	91,892

The sensitivity of profit before tax is the effect of assumed reasonably possible changes in interest rates for one year, based on the on-balance sheet floating rate financial assets and liabilities as at 30 June 2023. Other components of equity change as a result of an increase/decrease in the fair value of cash flow hedges. The total sensitivity analysis is based on the assumption that there are parallel shifts in the yield curve.

The above sensitivity calculation includes the impact of changes in interest rates on the fair value of recognised derivatives but excludes the impact on interest income derived from certain client balances. Client balances have been excluded from the sensitivity analysis where they are not reflected in the Group's consolidated statement of financial position. Interest income is earned on these balances at various fixed and floating interest rates. In a rising interest rate environment, client balances that earn interest income will result in an increase to profit, while in a falling interest rate environment, client balances that earn interest income will result in a decrease to profit.

Total margin income generated on client balances for the year was $775.4 million (2022: $187.1 million), reflecting a yield of 2.28% (2022: 0.56%) on average client balances. If the Group was able to achieve an additional yield of 0.50% on the total average balances of $34.0 billion held during the reporting period, the Group's profit before tax would have increased by $170 million (-0.50%: $170 million decrease)[1].

1 This calculation assumes that the Group earns interest on all client balances.

(b) Foreign exchange risk

Foreign exchange risk arises from future commercial transactions and recognised assets and liabilities denominated in a currency that is not the relevant entity's functional currency.

Entities within the Group typically enter into external transactions and recognise external assets and liabilities that are denominated in their functional currency. Whilst a number of entities within the Group hold bank account balances in a currency which is not their local functional currency, these balances do not expose the Group to significant foreign exchange risk.

Foreign currency translation risk also arises from net investments in foreign operations held in Europe, Canada, South Africa and Asia Pacific. Accordingly, the Group's financial position can be affected significantly by movements in the relevant currency exchange rate when translating into the consolidated entity's presentation currency, the United States dollar.

Hedging strategy

The risk of changes in the net investments in foreign operations as a result of movements in foreign exchange rates is hedged through a combination of foreign denominated borrowings and cross currency swaps, in currencies that match the currencies of the Group's foreign operations.

Exchange rate sensitivity

The following table illustrates the sensitivity of the Group's net assets (after hedging), with all other variables held constant, to movements in the United States dollar against foreign currencies as at 30 June 2023. The currencies with the largest impact on the sensitivity analysis are Canadian dollar, Australian dollar, Great British pound and Swiss Franc.

	2023 $000		2022 $000	
Movement in exchange rates %	**+10%**	**-10%**	+10%	-10%
Sensitivity of other components of equity				
Canadian dollar	**(33,903)**	**33,903**	(40,467)	40,467
Australian dollar	**(67,034)**	**67,034**	(65,820)	65,820
Great British pound	**9,407**	**(9,407)**	22,371	(22,371)
Swiss Franc	**(3,122)**	**3,122**	(4,390)	4,390

(c) Credit risk

Credit exposure represents the extent of credit related losses that the consolidated entity may be subject to on amounts to be received from financial assets, which include receivables, loan servicing advances, cash and cash equivalents, financial guarantees and other financial instruments. The consolidated entity, while exposed to credit related losses in the event of non-payment by clients, does not expect any significant clients to fail to meet their obligations. The Group's trading terms do not generally include the requirement for customers to provide collateral as security for financial assets and consequently, the consolidated entity does not hold any collateral as security. Whilst collateral is not held as security for loan servicing advances, as outlined in note 17, loan servicing advances receive priority over any other liability from the proceeds from the liquidation of the property.

The consolidated entity's exposure to credit risk is as indicated by the carrying amounts of its financial assets. Concentrations of credit risk exist when clients have similar economic characteristics that would cause their ability to meet contractual obligations to be similarly affected by changes in economic or other conditions. The consolidated entity's concentration of credit risk is minimised due to transactions with a large number of clients in various countries and industries. Issuer services and plans services transacts with various listed companies across a number of countries. The consolidated entity does not have a significant exposure to any individual client.

Transactions involving derivative financial instruments are with counterparties with whom the Group has signed International Swaps and Derivatives Association (ISDA) agreements and who maintain sound credit arrangements. To supplement credit ratings of counterparties the Group has a Board approved policy on managing client balance exposure and derivative instrument exposure.

Maximum exposure to credit risk

For financial assets recognised on the balance sheet, the maximum exposure to credit risk is the carrying amount. For financial guarantees granted, the maximum exposure to credit risk is the maximum amount that the Group would have to pay if the guarantees are called upon (as outlined in Note 35).

The table below shows the Group's maximum exposure to credit risk on financial assets before taking into account collateral held or other credit enhancements:

	2023 $000	2022 $000
Other financial assets	**98,973**	84,122
Loan servicing advances	**318,727**	296,118
Financial assets at fair value through profit or loss	**64,341**	69,995
Receivables	**612,711**	481,352
Total credit risk exposure	**1,094,752**	931,587

(d) Liquidity Risk

Liquidity risk management implies maintaining sufficient cash and the availability of funding. The Group has staggered its various debt maturities to reduce re-financing risk. Whilst impacted by acquisitions from time to time, the Group maintains sufficient cash balances and committed credit facilities to meet ongoing commitments.

Maturity information for the Group's debt facility is as follows:

Maturity profile as at 30 June 2023 (in the 12 months ending)	**Debt facilities utilised $million**	**Committed debt facilities $million**
June 2024	597.4	895.0
June 2025	97.9	175.0
June 2026	650.4	700.0
June 2027	-	-
June 2028	198.6	198.6
June 2029	350.0	350.0
June 2030	-	-
June 2031	-	-
June 2032	543.3	543.3
Total	**2,437.6**	**2,861.9**
Maturity profile as at 30 June 2022 (in the 12 months ending)		
June 2023	559.7	855.0
June 2024	599.3	810.0
June 2025	-	-
June 2026	200.0	200.0
June 2027	-	-
June 2028	206.5	206.5
June 2029	350.0	350.0
June 2030	-	-
June 2031	-	-
June 2032	522.3	522.3
Total	**2,437.8**	**2943.8**

Maturities of financial liabilities

The table below breaks down the Group's financial liabilities into relevant maturity groupings.

The amounts disclosed in the table are the contractual undiscounted cash flows. For interest rate swaps, the cash flows have been estimated using the forward interest rates applicable at the end of the reporting period.

Contractual maturities of financial liabilities	Less than 1 year $000	Between 1-5 years $000	More than 5 years $000	Total contractual cash flows $000
As at 30 June 2023				
Non-derivatives				
Trade payables	27,275	-	-	27,275
Other payables	516,967	19,130	-	536,097
Borrowings	805,245	988,197	925,352	2,718,794
Lease liabilities (undiscounted)	43,097	98,865	68,766	210,728
Total non-derivatives	**1,392,584**	**1,106,192**	**994,118**	**3,492,894**
Derivatives				
Net Settled (interest rate swaps)	154,818	194,803	36,110	385,731
Gross settled (cross currency swaps)				
- (Inflow)	(509,856)	(244,888)	(567,722)	(1,322,466)
- Outflow	522,735	342,430	650,561	1,515,726
Total derivatives	**167,697**	**292,345**	**118,949**	**578,991**
As at 30 June 2022				
Non-derivatives				
Trade payables	4,324	-	-	4,324
Other payables	539,345	38,899	-	578,244
Borrowings	636,787	954,630	1,134,240	2,725,657
Lease liabilities (undiscounted)	50,496	113,968	78,498	242,962
Total non-derivatives	**1,230,952**	**1,107,497**	**1,212,738**	**3,551,187**
Derivatives				
Net Settled (interest rate swaps)	17,486	60,782	28,694	106,962
Gross settled (cross currency swaps)				
- (Inflow)	(470,561)	(49,457)	(761,413)	(1,281,431)
- Outflow	477,349	118,560	890,046	1,485,955
Total derivatives	**24,274**	**129,885**	**157,327**	**311,486**

(e) Fair value measurements

The fair value of financial assets and liabilities must be estimated for recognition and measurement or for disclosure purposes. The measurement hierarchy used is as follows:

Level 1: The fair value of financial instruments traded in active markets is based on quoted market prices at the end of the reporting period for identical assets and liabilities. The quoted market price used for financial assets held by the Group is the current bid price. These instruments are included in level 1.

Level 2: The fair value of financial instruments that are not traded in an active market is determined using valuation techniques which maximise the use of observable market data and rely as little as possible on entity-specific estimates. The Group uses a variety of methods and makes assumptions that are based on market conditions existing at the end of each reporting period. This includes inputs other than quoted prices included within level 1 that are observable for the asset or liability, either directly (as prices) or indirectly (derived from prices). If all significant inputs required to fair value an instrument are observable, the instrument is included in level 2. Such instruments include derivative financial instruments and the portion of borrowings included in the fair value hedge.

Specific valuation techniques used to value financial instruments are as follows:

- Quoted market prices or dealer quotes are used for similar instruments.
- The fair value of interest rate swaps is calculated as the present value of the estimated future cash flows based on observable yield curves.
- The fair value of forward foreign exchange contracts is determined using forward exchange rates at the balance sheet date.
- The fair value of cross currency swaps is a combination of the fair value of forward foreign exchange contracts determined using forward exchange rates at the balance sheet date (for the final principal exchange) and the use of quoted market prices or dealer quotes for similar instruments (for the basis valuation).
- The fair value of interest rate swaptions is calculated using the Black-Scholes formula and quoted market prices.

Level 3: Valuation methodology of the asset or liability uses inputs that are not based on observable market data (unobservable inputs). This is the case of investments in unconsolidated structured entities (refer to note 14), which are included in the financial assets at fair value and deferred consideration (note 25) arising from business combinations.

The amount of contingent consideration recognised on business combinations is typically referenced to revenue or EBITDA targets. The Group estimates the fair value of the expected future payments based on the terms of each earn-out agreement and management's knowledge of the business taking into account the likely impact of the current economic environment. Contingent consideration amounts are re-measured every reporting period based on most recent projections. Gains or losses arising from changes in fair value are recognised in profit or loss in the period in which they arise.

The fair value of the investment in structured entities is determined by reference to the interest in net assets of these entities, which approximate their fair values. As profits are realised and dividends are paid to investors, the net assets of these entities decrease and so does the fair value of the Group's investment.

The following tables present the Group's financial assets and liabilities measured and recognised at fair value at 30 June 2023. The comparative figures are also presented below.

As at 30 June 2023		**Level 1 $000**	**Level 2 $000**	**Level 3 $000**	**Total $000**
Assets					
Financial assets at fair value through profit or loss		30,087	6,857	27,397	64,341
Contingent consideration receivable	16	-	-	46,063	46,063
Total assets		**30,087**	**6,857**	**73,460**	**110,404**
Liabilities					
Financial liabilities at fair value through profit or loss		-	476,306	-	476,306
Deferred consideration		-	-	1,084	1,084
Total liabilities		-	476,306	1,084	477,390
As at 30 June 2022					
Assets					
Financial assets at fair value through profit or loss		32,817	5,410	31,768	69,995
Total assets		**32,817**	**5,410**	**31,768**	**69,995**
Liabilities					
Financial liabilities at fair value through profit or loss		-	235,966	-	235,966
Deferred consideration		-	-	1,626	1,626
Total liabilities		**-**	**235,966**	**1,626**	**237,592**

The following table presents the changes in level 3 items for the periods ended 30 June 2023 and 30 June 2022:

	Financial assets at fair value through profit or loss		**Deferred consideration liability**	
	2023 $000	2022 $000	**2023 $000**	2022 $000
Opening balance at 1 July	**31,768**	32,756	**(1,626)**	(10,716)
Payments	**-**	-	**705**	7,983
Additions	**-**	4,829	**-**	-
Return of capital	**(4,220)**	(5,817)	**-**	-
Gains/(losses) recognised in profit or loss	**(151)**	-	**-**	-
Currency translation difference	**-**	-	**(163)**	1,107
Closing balance at 30 June	**27,397**	31,768	**(1,084)**	(1,626)

Fair value of financial assets and liabilities

The carrying amounts of cash and cash equivalents, receivables, loan servicing advances, payables, non-interest bearing liabilities, lease liabilities and loans approximate their fair values for the Group except for:

- the USD Senior Notes of $751.4 million (2022: $787.5 million), where the fair value based on level 2 valuation techniques was $706.6 million as at 30 June 2023 (2022: $728.1 million);
- the Euro Medium Term Notes of $503.5 million (2022: $490.0 million), where the fair value based on level 2 valuation techniques was $450.6 million as at 30 June 2023 (2022: $457.0 million);
- the AUD Medium Term Notes of $179.2 million (2022: $186.9 million), where the fair value based on level 2 valuation techniques was $180.1 million as at 30 June 2023 (2022: $188.1 million).

14. FINANCIAL ASSETS AND LIABILITIES AT FAIR VALUE THROUGH PROFIT OR LOSS

The Group classifies the following financial assets at fair value through profit or loss:

- debt securities that do not qualify for measurement at either amortised cost or fair value through other comprehensive income;
- derivatives, which are mandatorily measured at fair value through profit or loss;
- equity investments for which the entity has not elected to recognise fair value gains and losses through other comprehensive income; and
- investments in structured entities.

At initial recognition, the Group measures a financial asset at its fair value plus, in the case of a financial asset not at fair value through profit or loss (FVPL), transaction costs that are directly attributable to the acquisition of the financial asset. Gains or losses from subsequent re-measurement to fair value at each balance date are recognised in profit or loss.

Financial assets	**2023 $000**	2022 $000
Current		
Debt securities	**3,961**	7,666
Derivative assets (b)	**6,203**	462
Equity securities	**62**	60
	10,226	8,188
Non-current		
Investment in structured entities (a)	**21,911**	26,280
Derivative assets (b)	**653**	4,948
Equity securities	**31,551**	30,579
	54,115	61,807
Financial liabilities		
Current		
Derivative liabilities (b)	**6,558**	5,135
	6,558	5,135
Non-current		
Derivative liabilities (b)	**469,748**	230,831
	469,748	230,831

(a) Investment in structured entities

Non-current financial assets include $21.9 million of investments in unconsolidated structured entities (2022: $26.3 million). An overseas subsidiary of the Group occasionally sells economic benefits and obligations associated with mortgage servicing rights to unconsolidated structured entities while retaining a 20% interest in these entities. An unaffiliated third party, which owns 80% of the structured entities as asset manager, provides investment opportunities to investors and is considered a sponsor of these entities. The overseas subsidiary of the Group continues to service the loans associated with the mortgage servicing rights sold to the structured entities and receives compensation for providing such services.

The structured entities are designed to hold assets that will generate cash flows for their investors. The acquisition of these assets is fully funded at inception and future financial support is not expected to be required. As there is no obligation to provide further funding, the exposure to loss from the Group's interest in the structured entities is limited to the carrying amount of the investment.

(b) Derivative financial instruments

The Group uses derivative financial instruments to manage specifically identified interest rate and foreign currency risks. Derivatives are initially recognised at fair value on the date a derivative contract is entered into and are subsequently re-measured to their fair value at each balance date. The method of recognising the resulting gain or loss depends on whether the derivative is designated as a hedging instrument, and if so, the nature of the item being hedged. The Group designates certain financial instruments, including derivatives, as either hedges of net investments in a foreign operation; hedges of firm commitments or highly probable forecast transactions (cash flow hedges); or fair value hedges. Refer to note 12 for further information on the Group's hedging instruments.

	2023 $000	2022 $000
Derivative assets		
Current	**6,203**	462
Non-current	**653**	4,948
	6,856	5,410
Derivative assets – current and non-current		
Fair values of interest rate derivatives designated as cash flow hedges	**653**	4,948
Fair values of cross currency derivatives designated as hedge of net investment	**2,516**	414
Fair value of derivatives for which hedge accounting has not been applied	**3,687**	48
Total derivative assets	**6,856**	5,410
Derivative liabilities		
Current	**6,558**	5,135
Non-current	**469,748**	230,831
	476,306	235,966
Derivative liabilities – current and non-current		
Fair values of interest rate derivatives designated as fair value hedges	**121,147**	81,229
Fair values of interest rate derivatives designated as cash flow hedges	**221,157**	9,310
Fair values of cross currency derivatives designated as hedge of net investment	**-**	5,135
Fair values of cross currency derivatives designated as cash flow hedges	**76,599**	94,401
Fair values of cross currency derivatives designated as fair value hedges	**54,341**	45,891
Fair value of derivatives for which hedge accounting has not been applied	**3,062**	-
Total derivative liabilities	**476,306**	235,966

Effect of IBOR reform

The following derivative instruments referencing USD LIBOR will transition to SOFR once the remaining tenors cease.

Derivative instruments	**Notional amount $000**	**Carrying amount asset $000**	**Carrying amount liability $000**
Interest rate caps	712,593	3,097	3,062

The above derivative instruments are not in hedging relationships. Refer to Note 12 for details of transition in relation to IBOR reform (Note 12 includes derivatives in hedging relationships).

Key estimates and judgements

The fair value of financial instruments that are not traded in an active market (for example, derivative financial instruments) is determined using valuation techniques. The Group uses its judgement to select a variety of methods and makes assumptions that are based on market conditions existing as at each reporting date. The fair value of both cross-currency and interest rate derivatives is calculated as the present value of the estimated future cash flows. For more information on valuation methods utilised please refer to note 13(e).

15. BORROWINGS

Borrowings are initially recognised at fair value and are subsequently measured at amortised cost unless designated in a fair value hedge relationship. Any difference between the proceeds (net of transaction costs) and the redemption amount is recognised in profit or loss over the borrowing period using the effective interest method. Borrowings are classified as current liabilities unless the Group has a legal right to defer settlement of the liability for at least 12 months after the balance sheet date.

	2023 $000	2022 $000
Current		
Bank loans (SLS non-recourse advance facility) (a)	**88,384**	171,687
Revolving syndicated bank facilities (b)	**289,000**	385,348
Other bank loans (c)	**-**	2,296
USD Senior Notes (d)	**216,480**	-
	593,864	559,331
Non-current		
Bank loans (SLS non-recourse advance facility) (a)	**97,874**	17,332
Revolving syndicated bank facilities (b)	**448,571**	361,191
USD Senior Notes (d)	**534,885**	787,546
Euro Medium Term Note (EMTN) (e)	**503,495**	490,023
Australian Medium Term Note (AMTN) (f)	**179,178**	186,928
	1,764,003	1,843,020

(a) The borrowings of the overseas subsidiary engaged in mortgage servicing activities are secured against the loan servicing advances without recourse to the Group.

(b) The consolidated entity maintains revolving syndicated facilities. The first facility is a USD only facility of $500.0 million maturing on 30 June 2024. The second facility is a multi-currency facility of $500 million maturing on 29 September 2025, which was refinanced during the year.

The consolidated entity maintained a bilateral debt facility of $50.0 million as at 30 June 2022, this was repaid and cancelled during the year.

The revolving syndicated facilities were drawn to an equivalent of $739.5 million at 30 June 2023. The facilities are subject to negative pledge undertakings and impose certain covenants upon the consolidated entity. The Group has complied with the negative pledge undertakings and covenants imposed on it for the year ended 30 June 2023.

(c) Other bank loans include a warehouse facility held by an overseas subsidiary engaged in mortgage servicing activities.

(d) On 9 February 2012, Computershare Investor Services Inc., a controlled entity, issued 62 notes in the United States with a total value of $550.0 million. These notes were for tenors of six, seven, ten and twelve years. The ten-year notes with a total value of $220.0 million and the six and seven-year notes with a total value of $110.0 million were repaid during prior periods.

On 20 November 2018, Computershare US Inc. issued 24 notes in the United States with a total value of $550.0 million. These notes were for a tenor of seven and ten years. Fixed interest is paid on all the issued notes on a semi-annual basis.

The Group uses interest rate derivatives to manage the fixed interest exposure. The following table provides a reconciliation of the USD Senior Notes.

	2023 $000	2022 $000
USD Senior Notes Reconciliation		
USD Senior Notes at cost	**770,000**	770,000
Unamortised fair value adjustments – discontinued hedge relationship[1]	**46,067**	61,040
Fair value adjustments	**(64,702)**	(43,494)
Total net debt	**751,365**	787,546
Interest rate derivative – fair value hedge	**65,126**	44,448
Total	**816,491**	831,994

1 In a prior financial period, the Group disposed of interest rate derivatives hedging the USD Senior Notes. As a result, the hedge relationship was discontinued and the USD Senior notes ceased to be adjusted for changes in fair value. The fair value adjustment is amortised to interest expense in the income statement, on an effective interest basis, over the remaining term of the USD Senior Notes.

Fair value adjustments represent loan origination fees and the revaluation of the hedged portion of the USD Senior Notes. Hedged USD Senior Notes amounted to $770.0 million as at 30 June 2023 (2022: $770.0 million).

The gain or loss from re-measuring the hedging instruments (interest rate derivatives) at fair value is recognised immediately in the statement of comprehensive income along with the change in fair value of the underlying hedged item (USD Senior Notes). The fair value adjustment of the hedged USD Senior Notes reflects the valuation change due to lower market interest rates at balance sheet date for the term until maturity. The change is offset by the fair value of interest rate derivatives used to effectively convert the USD fixed interest rate notes to floating interest rates. The conversion to floating interest rate using derivatives provides a hedge against the Group's USD interest rate risk exposure.

(e) On 7 October 2021, Computershare US Inc. issued Euro Medium Term Notes with a total value of EUR 500.0 million, to replace the Wells Fargo acquisition bridge facility and meet the upcoming US Private Placement maturity. These notes are for a tenor of 10 years. Fixed interest is paid on all the issued notes on an annual basis.

The Group uses cross currency interest rate derivatives to manage the fixed interest and foreign exchange exposure. The following table provides a reconciliation of the Euro Medium Term Notes.

	2023 $000	2022 $000
Euro Medium Term Notes Reconciliation		
EMTN at cost	**543,275**	522,250
Fair value adjustments	**(39,780)**	(32,227)
Total net debt	**503,495**	490,023
Cross currency interest rate derivatives – fair value hedge (Note 12)	**36,023**	27,587
Total	**539,518**	517,610

Fair value adjustments represent loan origination fees and the revaluation of the hedged portion of the EMTN. Hedged EMTN amounted to $543.3 million as at 30 June 2023 (FY22: $522.3 million).

(f) On 30 November 2021, Computershare US Inc. issued Australian Medium Term Notes with a total value of AUD 300 million. These notes are for a tenor of 6 years. Fixed interest is paid on all the issued notes on a semi-annual basis.

The Group uses cross currency interest rate derivatives to manage the fixed interest and foreign exchange exposure. The following table provides a reconciliation of the Australian Medium Term Notes.

Australian Medium Term Notes Reconciliation		
AMTN at cost	**198,555**	206,475
Fair value adjustments	**(19,377)**	(19,547)
Total net debt	**179,178**	186,928
Cross currency interest rate derivatives – fair value hedge (Note 12)	**18,138**	18,303
Total	**197,316**	205,231

Fair value adjustments represent loan origination fees and the revaluation of the hedged portion of the AMTN. Hedged AMTN amounted to $198.6 million as at 30 June 2023 (FY22: $206.5 million).

IBOR reform

During the financial year ended 30 June 2023, the Group transitioned long-term debt relationships subject to mandatory IBOR reform to alternate reference rates (ARRs). The Group has applied amendments to IFRS 9, IAS 39, IFRS 7 and IFRS 16 Interest Rate Benchmark Reform – Phase 2.

'Phase 2' of the amendments requires that, for financial instruments measured using amortised cost measurement, changes to the basis for determining the contractual cash flows required by interest rate benchmark reform are reflected by adjusting their effective interest rate. No immediate gain or loss is recognised. These expedients are only applicable to changes that are required by interest rate benchmark reform, which is the case if, and only if, the change is necessary as a direct consequence of interest rate benchmark reform and the new basis for determining the contractual cash flows is economically equivalent to the previous basis (that is, the basis immediately preceding the change).

Where some or all of a change in the basis for determining the contractual cash flows of a financial asset and liability does not meet the above criteria, the above practical expedient is first applied to the changes required by interest rate benchmark reform, including updating the instrument's effective interest rate. Any additional changes are accounted for in the normal way (that is, assessed for modification or derecognition, with the resulting modification gain/loss recognised immediately in profit or loss where the instrument is not derecognised).

For the year ended 30 June 2023, the Group has applied the practical expedients provided under 'Phase 2' amendments to $399.0 million of its borrowings.

16. RECEIVABLES

	2023 $000	2022 $000
Current		
Trade receivables	**232,314**	224,780
Unbilled receivables	**116,376**	161,120
Interest and margin income receivable	**116,840**	51,998
Less: allowance for expected credit losses	**(13,603)**	(17,297)
	451,927	420,601
Contingent consideration receivable	**5,570**	-
Other non-trade amounts	**61,918**	60,580
	519,415	481,181
Non-current		
Deferred consideration receivable	**50,000**	-
Contingent consideration receivable	**40,504**	-
Other	**2,792**	171
	93,296	171

Trade and unbilled receivables

Trade receivables and unbilled receivables are recognised initially at fair value and subsequently measured at amortised cost using the effective interest method, net of allowances for expected credit losses. Trade receivables generally have settlement terms of 30 days and are therefore classified as current. The right to receive consideration is unconditional.

Other receivables

Included within other receivables is $50 million receivable on the Seller Note financing, provided on the sale of the KCC business. The Seller Note is recognised at its fair value, representing the estimated discounted future cash flows receivable over its expected life. The Seller Note is carried at amortised cost, which is made up of the transaction price plus interest accrued, less any principal repayments. Interest income is calculated using the effective interest method over the expected life of the Note.

In addition, a receivable for contingent consideration of $37.8 million is included, which represents the present value of the Group's estimate of the probability-weighted discounted cash inflows that will be received, subject to targets within the sale contract being achieved by the acquirer over the four calendar years to 31 December 2026. As at 30 June 2023, there have been no changes in the estimate of the probable cash inflow. Future changes in such estimates, including unwinding of the discount, will be reassessed at the end of each reporting period and recorded in profit or loss.

The remaining contingent consideration of $8.3 million relates to other receivables, which are recognised based on the Group's estimate of the probability-weighted discounted cash inflows over the next two years.

Impairment

The Group applies the simplified approach to measure Expected Credit losses (ECLs), which uses a lifetime expected loss allowance for all trade and unbilled receivables. To measure the expected credit losses, trade and unbilled receivables have been grouped based on shared credit risk characteristics and days past due. The Group has established a provision matrix that is based on the payment profile of customers and the corresponding historical credit loss experience, adjusted for current and forward-looking factors specific to the debtors and the economic environment.

Trade and unbilled receivables are written off when there is no reasonable expectation of recovery. Indicators that there is no reasonable expectation of recovery include, amongst other things, a finalisation of formal liquidation or other proceedings. A loss allowance has not been recognised in respect of other non-trade amounts, due to the nature of the receivables and counterparties as well as historical experience.

An analysis of trade and unbilled receivables and the associated allowance for expected credit losses is as follows:

	Trade and unbilled receivables		Loss allowance		Net receivables	
	2023 $000	2022 $000	**2023 $000**	2022 $000	**2023 $000**	2022 $000
Current	**327,782**	329,200	**(946)**	(4,400)	**326,836**	324,800
Less than 30 days overdue	**68,651**	41,420	**(408)**	(419)	**68,243**	41,001
Between 30 and 60 days overdue	**23,342**	27,658	**(497)**	(581)	**22,845**	27,077
Between 60 and 90 days overdue	**11,503**	7,843	**(745)**	(602)	**10,758**	7,241
Between 90 and 120 days overdue	**5,729**	9,633	**(735)**	(1,347)	**4,994**	8,286
More than 120 days overdue	**28,524**	22,144	**(10,273)**	(9,948)	**18,251**	12,196
Total	**465,531**	437,898	**(13,604)**	(17,297)	**451,927**	420,601

Key estimates and judgements

The fair value of contingent consideration on the sale of KCC business is determined using estimate of the probability of targets within the sale contract being achieved by the acquirer to derive estimate of future cash flows. The Group uses its judgement to estimate the probability of targets being achieved and makes assumptions that are based on market conditions existing as at each reporting date. The fair value of the contingent consideration is calculated as the present value of the estimated future cash flows.

Movement in the allowance for expected credit losses is as follows:

Loss allowance	**2023 $000**	2022 $000
Opening balance at 1 July	**(17,297)**	(15,273)
(Increase)/decrease in loss allowance recognised in profit or loss during the year	**(3,070)**	(3,414)
Receivables written off during the year as uncollectible	**1,199**	2,741
Acquisition of entities and businesses	**-**	(1,823)
Disposal of entities[1]	**5,556**	-
Currency translation differences	**8**	472
Closing balance at 30 June	**(13,604)**	(17,297)

1 KCC entities and CMC Funding Inc.

No impairment losses have been recognised in the statement of comprehensive income relating to other receivables during the year ended 30 June 2023 (2022: $nil).

17. LOAN SERVICING ADVANCES

	2023 $000	2022 $000
Current		
Loan servicing advances	**318,727**	**296,118**

Loan servicing advances are recognised initially at fair value and subsequently measured at amortised cost using the effective interest method.

An overseas subsidiary performing loan servicing activities regularly makes payments on behalf of mortgagors related to taxes, insurance, principal and interest. The receivable represents the total value of these payments yet to be recovered. In general, the overseas subsidiary is reimbursed for advances from collections from the relevant pool of mortgages. In the event that pool level collections are not adequate for full reimbursement, the outstanding advances receive priority over any other liability from the proceeds from the liquidation of the property. Although it takes longer than 12 months for a portion of the loan servicing receivables to be collected, all servicing advances are classified as current. This reflects the fact that collections occur within the normal operating cycle of the overseas subsidiary.

Impairment

The Group applies the AASB 9 general approach to measuring expected credit losses on loan servicing advances. The loss allowance is based on assumptions about risk of default and expected loss rates. The Group uses judgement in making these assumptions and selecting the inputs to the impairment calculation, based on the historical losses, existing market conditions, expectations of future advances and recoverability of outstanding advances from liquidation of the underlying property. There has not been a significant increase in credit risk in respect of this balance at 30 June 2023.

Movement in the allowance for expected credit losses for is as follows:

	2023 $000	2022 $000
Loss allowance		
Opening balance at 1 July	**3,876**	2,318
Acquisition of entities and businesses	**-**	1,585
Increase in loss allowance recognised in profit or loss during the year	**291**	417
Amounts written off as uncollectible	**(487)**	(444)
Closing balance at 30 June	**3,680**	3,876

18. OTHER FINANCIAL ASSETS

Current		
Client deposits[1]	**91,973**	74,396
Broker deposits[2]	**7,000**	9,726
	98,973	84,122

1 A subsidiary located in Switzerland is a registered broker-dealer and custodian of clients' assets. Client monies it manages as part of providing plan managers services meet criteria for on-balance sheet recognition as other financial assets, together with a corresponding liability (note 23).

2 A subsidiary located in Canada is a licensed deposit taker. This subsidiary accepts deposits in its own name, and records these funds as other financial assets together with a corresponding liability (note 23). The deposits are insured through a local regulatory authority.

Client and broker deposits are recognised initially at fair value and subsequently measured at amortised cost.

19. INVENTORIES

Raw materials and stores, at cost	**6,310**	5,263

Inventories are valued at the lower of cost and net realisable value. Cost is assigned on a first-in first-out basis. Net realisable value is the estimated selling price in the ordinary course of business less the estimated costs of completion and the estimated costs to sell.

20. OTHER ASSETS

Current		
Set-up fees	**1,615**	745
Other	**7,849**	2,108
	9,464	2,853
Non-current		
Set-up fees	**649**	630
	649	630

Set-up fees

Where upfront client fees have been deferred and the related implementation costs can be measured reliably, they are capitalised and amortised straight-line over the same period. In the year ended 30 June 2023, amortisation of $1.8 million (2022: $1.9 million) was recognised in the statement of comprehensive income relating to capitalised set-up fees.

21. PROPERTY, PLANT AND EQUIPMENT

	Land $000	Buildings $000	Plant and Equipment $000	Fixtures and Fittings $000	Leasehold improve-ments $000	Total $000
At 1 July 2022						
Opening net book amount	7,416	37,716	59,335	5,353	24,387	134,207
Additions	-	355	27,884	1,597	12,055	41,891
Impairment charge	(630)	-	(19)	(59)	(206)	(914)
Disposals	-	-	(586)	(9)	(637)	(1,232)
Depreciation charge	-	(1,672)	(27,114)	(1,598)	(5,451)	(35,835)
Currency translation differences	324	836	20	148	(462)	866
Transfers and other[1]	604	(63)	606	1,942	(1,806)	1,283
Closing net book amount	**7,714**	**37,172**	**60,126**	**7,374**	**27,880**	**140,266**
Cost	7,714	52,802	266,577	31,536	61,923	420,552
Accumulated depreciation	-	(15,630)	(206,451)	(24,162)	(34,043)	(280,286)
At 30 June 2023	**7,714**	**37,172**	**60,126**	**7,374**	**27,880**	**140,266**
At 1 July 2021						
Opening net book amount	9,188	26,532	47,235	6,569	13,147	102,671
Acquisition of entities and businesses	-	15,680	-	829	1,631	18,140
Additions	-	321	37,300	197	13,390	51,208
Disposals	-	-	(231)	(307)	(641)	(1,179)
Depreciation charge	-	(1,650)	(22,916)	(1,364)	(2,555)	(28,485)
Currency translation differences	(1,142)	(3,167)	(2,034)	(512)	(379)	(7,234)
Transfers and other[2]	(630)	-	(19)	(59)	(206)	(914)
Closing net book amount	**7,416**	**37,716**	**59,335**	**5,353**	**24,387**	**134,207**
Cost	7,416	51,098	275,245	30,986	58,203	422,948
Accumulated depreciation	-	(13,382)	(215,910)	(25,633)	(33,816)	(288,741)
At 30 June 2022	**7,416**	**37,716**	**59,335**	**5,353**	**24,387**	**134,207**

1 Includes $0.9 million of land and related property, plant and equipment no longer classified as held for sale as at 30 June 2023.

2 Includes $(0.9) million of land and related property, plant and equipment re-classified as held for sale as at 30 June 2022.

Property, plant and equipment are stated at historical costs less accumulated depreciation and impairment. Cost includes the purchase price and expenditure that is directly attributable to bringing the asset to the location and condition necessary for its intended use.

Depreciation

Items of property, plant and equipment excluding freehold land are depreciated on a straight line basis over their estimated useful life. The assets' residual values and useful lives are reviewed, and adjusted if appropriate, at the end of each reporting period. Depreciation expense has been determined based on the following typical rates of depreciation:

- Buildings (2.5% per annum)
- Plant and equipment (10% to 50% per annum)
- Fixtures and fittings (13% to 50% per annum)

Leasehold improvements are depreciated over the shorter of the useful life of the improvements or the term of the lease.

22. LEASES

The Group leases various properties, computer equipment, motor vehicles and other items of plant and equipment. Leases vary in contract term, with renewal at the option of the Group. The Group's leases mainly relate to property.

Leases are recognised as a right-of-use asset and a corresponding liability at the date at which the leased asset is available for use by the Group.

Amounts recognised in the statement of financial position:

Right-of-use assets	**2023 $000**	2022 $000
Buildings	**132,350**	153,585
Plant and Equipment	**12,670**	16,517
Motor Vehicles	**679**	619
Total	**145,699**	170,721
Lease Liabilities		
Current	**35,934**	40,703
Non-current	**140,213**	162,145
	176,147	202,848

Additions to the right-of-use assets during the year were $33.9 million (2022: $21.6 million), $17.3 million was as a result of modifications existing leases held by the Group.

Right-of-use assets are measured at cost comprising the following:

- the amount of the initial measurement of lease liability;
- any lease payments made at or before the commencement date less any lease incentives received;
- any initial direct costs; and
- restoration costs.

The right-of-use asset is depreciated over the shorter of the asset's useful life and the lease term on a straight-line basis.

Lease liabilities include the net present value of the following lease payments:

- fixed payments, less any lease incentives receivable;
- variable lease payments that depend on an index or rate;
- any amounts expected to be payable under residual value guarantees;
- the exercise price of a purchase option if the lessee is reasonably certain to exercise that option; and
- payments of penalties for terminating the lease, if the lease term reflects the lessee exercising that option.

Lease payments are discounted using the interest rate implicit in the lease. If that rate cannot be determined, the lessee's incremental borrowing rate is used, being the rate that the lessee would have to pay to borrow the funds necessary to obtain an asset of similar value in a similar economic environment with similar terms and conditions.

Lease liabilities are subsequently measured at amortised cost using the effective interest rate method. When there is a change in lease term or a change in future lease payments, lease liabilities are remeasured, with a corresponding adjustment to lease assets.

Amounts recognised in the Profit or Loss related to lease activities

Profit before tax includes the following amounts related to leases:

	2023 $000	2022 $000
Depreciation of leased buildings	**34,820**	36,802
Depreciation of leased plant and equipment	**4,944**	5,402
Depreciation of leased motor vehicles	**289**	312
Total depreciation of right-of-use assets	**40,053**	42,516
Interest expense on lease liabilities	**6,403**	7,825
Expenses related to short term and low value leases	**214**	1,193

Short-term and low-value leases

Payments associated with short-term leases and leases of low-value assets are recognised on a straight-line basis as an expense in profit or loss. Short-term leases are leases with a lease term of 12 months or less. Low-value assets largely comprise IT equipment and small items of office furniture.

Commitments for leases not yet commenced

As at 30 June 2023 the Group had $0.9 million committed leases which had not yet commenced (30 June 2022: nil).

Extension and termination options

Extension and termination options are included in a number of leases across the Group. In determining the lease term, management considers all the facts and circumstances that create an economic incentive to exercise an extension option, or not to exercise a termination option. Extension options (or periods after termination options) are only included in the lease term if the lease is reasonably certain to be extended (or not terminated).

The total potential future lease payments (undiscounted) that have not been included in the lease liability, because it is not reasonably certain that the leases will be extended (or not terminated), is summarised as follows:

Undiscounted potential future lease payments	**5 years or less $000**	**Greater than 5 years $000**	**Total $000**
As at 30 June 2023	**2,817**	**14,695**	**17,512**
As at 30 June 2022	660	15,920	16,580

23. PAYABLES

	2023 $000	2022 $000
Current		
Trade payables – unsecured	**27,275**	4,324
Expense accruals	**162,535**	185,451
Contract liabilities	**62,592**	67,040
Interest payable	**9,369**	13,510
GST/VAT payable	**24,570**	21,394
Broker client deposits (note 18)	**98,973**	84,122
Employee entitlements	**35,577**	35,511
Unredeemed childcare vouchers	**33,552**	45,319
Other payables	**89,799**	86,998
	544,242	543,669
Non-current		
Contract liabilities	**19,130**	38,899
	19,130	38,899

Trade and other payables

Trade and other payables represent liabilities for those goods and services provided to the Group prior to the end of the financial year that are unpaid. The amounts are unsecured and are usually paid within 30 days of recognition.

Contract liabilities

A contract liability arises when Computershare has received consideration for performance obligations that have not yet been satisfied, including deferred revenue and upfront fees. Revenue is recognised over the life of the relevant contract term as performance obligations are satisfied.

24. PROVISIONS

Provisions are recognised when the Group has a present legal or constructive obligation as a result of past events, it is probable that an outflow of resources will be required to settle the obligation and the amount can be reliably estimated. Where there are a number of similar obligations, the likelihood that an outflow will be required in settlement is determined by considering the class of obligations as a whole.

Provisions are measured at the Group's best estimate of the expenditure required to settle the present obligation at the reporting date and discounted to present value where the impact of discounting is material. The discount rate used to determine the present value reflects current market assessments of the time value of money and the risks specific to the liability.

	2023 $000	2022 $000
Current		
Restructuring	**8,532**	7,627
Unredeemed voucher provision	**14,952**	13,942
Acquisitions related	**1,005**	3,428
Tax related	**4,523**	3,224
Legal	**6,181**	5,699
Lease related	**5,847**	2,707
Other	**2,576**	974
	43,616	37,601
Non-current		
Employee entitlements	**13,765**	13,458
Acquisitions related	**9,612**	9,689
	23,377	23,147

Restructuring

Restructuring provisions are recognised when a detailed plan for restructuring has been developed and a valid expectation has been raised with the affected employees that the terminations will be carried out.

Unredeemed vouchers

The unredeemed voucher provision is recognised for the expected usage of unredeemed childcare vouchers over two years old.

Tax related

Tax related provisions relate to potential tax liabilities associated with prior years' business activities.

Legal

Legal provisions represent cash outflows expected to cover legal claims made against the Group. The status of all claims is monitored on a regular basis.

Lease related

Lease related provisions represent onerous contracts and costs to restore leased premises to their original condition at the end of the respective lease terms.

Acquisitions related

Acquisition related provisions relate to provisions acquired as part of business combinations and are first recognised at the date of acquisition.

Employee entitlements

Employee entitlements provision represents long service leave and other employee entitlements. Where payments to the employee are not expected to be settled wholly within 12 months, they are measured as the present value of expected future payments for the services provided by employees up to the reporting date.

Liability for benefits accruing to employees in relation to employee bonuses and annual leave is recognised in payables.

Movements in each class of current provision during the financial year are set out below.

	Restruc-turing $000	Unre-deemed voucher provision $000	Acquisit-ions related $000	Tax related $000	Legal $000	Lease related $000	Other $000	Total $000
Carrying amount at start of year	7,627	13,942	3,428	3,224	5,699	2,707	974	37,601
Additions	8,298	11,191	(42)	1,401	3,790	2,806	246	27,690
Payments	(5,803)	-	(1,945)	(102)	(2,020)	(603)	(211)	(10,684)
Reversals	(2,111)	(10,742)	(457)	-	(1,288)	-	(72)	(14,670)
Liabilities classified as held for sale	539	-	-	-	-	803	1,609	2,951
Foreign exchange movements	(18)	561	21	-	-	134	30	728
Carrying amount at end of year	**8,532**	**14,952**	**1,005**	**4,523**	**6,181**	**5,847**	**2,576**	**43,616**

Movements in each class of non-current provision during the financial year, other than employee entitlements, are set out below.

	Acquisitions related $000	Total $000
Carrying amount at start of year	9,689	9,689
Other	(77)	(77)
Carrying amount at end of year	**9,612**	**9,612**

25. DEFERRED CONSIDERATION

	2023 $000	2022 $000
Current		
Deferred settlements on acquisition of entities	**1,084**	651
Non-current		
Deferred settlements on acquisition of entities	**-**	975

Non-current deferred settlements on acquisition of entities are payable in one to two years.

26. MORTGAGE SERVICING RELATED LIABILITIES

Current		
Mortgage servicing related liabilities	**30,042**	34,460
Non-current		
Mortgage servicing related liabilities	**69,098**	97,734

Mortgage servicing related liabilities represent the portion of the economic benefits of mortgage servicing rights that has been transferred to third parties. The liabilities are amortised over the same useful life as the related mortgage servicing rights (note 10).

27. INTERESTS IN EQUITY

	Members of the parent entity		Non-controlling interests	
	2023 $000	2022 $000	**2023 $000**	2022 $000
Interest in the equity of the consolidated entity:				
Contributed equity – ordinary shares	**519,299**	519,299	**989**	989
Reserves[1]	**(357,335)**	(138,090)[1]	**(2,787)**	(2,425)
Retained earnings[2]	**1,977,976**	1,776,767[2]	**2,840**	2,866
Total interests in equity	**2,139,940**	2,157,976	**1,042**	1,430

1 The 30 June 2022 reserves balance has been restated, please refer to Note 29 Reserves for further information.

2 The July 2021 opening equity balance was restated to reflect a correction of an immaterial error impacting prior periods which included the recognition of an additional share-based payment expense of $13.4 million in retained earnings and share-based payment reserve, as well as associated tax benefit of $3.3 million in retained earnings.

28. CONTRIBUTED EQUITY

Ordinary share capital bears no special terms or conditions affecting income or capital entitlements of the shareholders and is classified as equity. Costs directly attributable to the issue of new shares are recognised directly in equity as a deduction, net of tax, from the proceeds.

If the Group reacquires its own equity instruments, for example as the result of a share buy-back, those instruments are deducted from equity and the associated shares are cancelled. No gain or loss is recognised in the profit or loss and the consideration paid including any directly attributable incremental costs (net of income taxes) is recognised directly in equity.

Movement in contributed equity	**Number of shares**	**$000**
Balance at 1 July 2022	603,729,336	519,299
Balance at 30 June 2023	**603,729,336**	**519,299**

29. RESERVES

	2023 $000	2022 $000
Capital redemption reserve	**2**	2
Foreign currency translation reserve	**(151,232)**	(118,298)
Share buy-back reserve	**-**	-
Cash flow hedge reserve	**(218,013)**	(51,236)
Cost of hedging reserve	**1,711**	3,233
Share-based payments reserve	**34,900**	52,912
Equity related contingent consideration reserve	**(8,199)**	(8,199)
Transactions with non-controlling interests	**(16,504)**	(16,504)
	(357,335)	(138,090)
Movements during the year:		
Foreign currency translation reserve		
Opening balance	**(118,298)**	(23,261)
Translation of controlled entities	**(35,559)**	(61,713)
Deferred tax	**2,625**	(33,324)
Closing balance	**(151,232)**	(118,298)
Share buy-back reserve	-	-
Cash flow hedge reserve		
Opening balance	**(51,236)**	3,805
Revaluation	**(263,179)**	(139,847)
Reclassified to profit or loss	**25,688**	65,512
Tax credit/(expense)	**70,714**	19,294
Closing balance	**(218,013)**	(51,236)
Cost of hedging reserve		
Opening balance	**3,233**	-
Revaluation	**(2,036)**	4,324
Income tax effect on cashflow hedge	**514**	(1,091)
Closing balance	**1,711**	3,233
Share-based payments reserve		
Opening balance	**52,912**	50,494
Cash purchase of shares for employee and executive share plans	**(49,433)**	(23,698)
Share-based payments expense	**31,421**	26,116
Closing balance	**34,900**	52,912
Equity related contingent consideration reserve		
Opening balance	**(8,199)**	(8,199)
Closing balance	**(8,199)**	(8,199)
Transactions with non-controlling interests		
Opening balance	**(16,504)**	(16,504)
Closing balance	**(16,504)**	(16,504)

Nature and purpose of reserves

(a) Foreign currency translation reserve

On consolidation, exchange differences arising on translation of the foreign controlled entities are taken to the foreign currency translation reserve. This amount is the net of gains and losses on hedge transactions and intercompany loans after adjusting for related income tax effects. When a foreign operation is disposed, the associated exchange differences are reclassified to profit or loss as part of the gain or loss on sale.

(b) Share buy-back reserve

This reserve is used to record the excess value of shares bought over the original amount of subscribed capital. In a prior year, the Group completed a rights issue, which reduced the share buy-back reserve to nil.

(c) Cash flow hedge reserve

This reserve records the portion of the gain or loss on a hedging instrument in a cash flow hedge that is determined to be in an effective hedge relationship.

(d) Cost of hedging reserve

This reserve is used to record costs of hedging which are excluded from the hedge relationships and accounted for in a separate equity reserve.

(e) Share-based payments reserve

The share-based payments reserve is used to recognise the fair value of shares which will vest to employees under employee and executive share plans. This reserve is also used to record cash purchase of shares for employee share plans.

(f) Equity related contingent consideration reserve

This reserve is used to reflect deferred consideration for acquisitions which is payable through the issue of parent entity equity instruments.

(g) Transactions with non-controlling interests

This reserve is used to record the differences which may arise as a result of transactions with non-controlling interests that do not result in a loss of control.

Prior period restatements:

1 The July 2021 opening equity balance was restated to reflect a correction of an immaterial error impacting prior periods which included the recognition of an additional share-based payment expense of $13.4 million in retained earnings and share-based payment reserve, as well as associated tax benefit of $3.3 million in retained earnings.

2 The 30 June 2022 deferred tax asset and the tax impact related to foreign currency translation reserve balance have been restated by $38.4 million as an incorrect tax base was used in determining a temporary difference associated with instruments used in a net investment hedge.

The following amounts have been restated:

	2022 $000	Increase/ (Decrease) $000	2022 Restated $000
Statement of Comprehensive Income			
Total comprehensive income for the year attributable to:			
Members of Computershare Limited	119,211	(38,397)	80,814
Non-controlling interests	(241)	-	(241)
	118,970	(38,397)	80,573
Statement of Financial Position			
Non-Current Assets			
Deferred tax assets	172,811	(35,059)	137,752
Total non-current assets	4,085,454	(35,059)	4,050,395
Total assets	6,093,359	(35,059)	6,058,300
Equity			
Reserves	(113,082)	(25,008)	(138,090)
Retained earnings	1,786,818	(10,051)	1,776,767
Total parent entity interest	2,193,035	(35,059)	2,157,976
Total equity	2,194,465	(35,059)	2,159,406

30. RETAINED EARNINGS AND DIVIDENDS

	2023 $000	2022[1] $000
Retained earnings		
Retained earnings at the beginning of the financial year	**1,776,767**	1,755,361
Ordinary dividends provided for or paid	**(243,535)**	(206,253)
Net profit attributable to members of Computershare Limited	**444,744**	227,659
Retained earnings at the end of the financial year	**1,977,976**	1,776,767

1 The July 2021 retained earnings balance was restated to reflect a correction of an immaterial error impacting prior periods which included the recognition of an additional share-based payment expense of $13.4 million in retained earnings and associated tax benefit of $3.3 million in retained earnings. Refer to note 29 Reserves for further information.

	2023 $000	2022 $000
Dividends		
Ordinary		
Final dividend paid during the financial year in respect of the previous year, AUD 30 cents per share unfranked (2022 – AUD 23 cents per share franked to 60%)	**122,484**	100,934
Interim dividend paid in respect of the current financial year, AUD 30 cents per share unfranked (2022 – AUD 24 cents per share franked to 40%)	**121,051**	105,319

A final dividend in respect of the year ended 30 June 2023 was determined on 15 August 2023 by the directors of the Company and paid on 18 September 2023. This was an ordinary unfranked dividend of AU 40 cents per share. The dividend was not determined to be paid until 15 August 2023 and accordingly no provision has been recognised as at 30 June 2023.

	2023 $000	2022 $000
Dividend franking account		
Franking credits available for subsequent financial years based on a tax rate of 30%	**10,265**	1,830

The above amounts are calculated from the balance of the franking account as at the end of the reporting period, adjusted for franking credits and debits that will arise from the settlement of liabilities or receivables for income tax after the end of the year.

31. DETAILS OF CONTROLLED ENTITIES

The financial year-end of all controlled entities is 30 June with the exception of Computershare Canada Inc and its controlled entities, Computershare Hong Kong Investor Services Limited and its controlled entities and Computershare International Information Consultancy Services (Beijing) Company Ltd due to local statutory reporting requirements. These entities prepare results on a 30 June year end basis for consolidation purposes. Voting power is in accordance with the ownership interest held unless otherwise stated.

The consolidated financial statements as at 30 June 2023 include the following controlled entities:

			Percentage of shares held	
Name of controlled entity	**Place of incorporation**		**June 2023 %**	June 2022 %
Computershare Limited	Australia	(2)	-	-
A.C.N. 080 903 957 Pty Ltd	Australia	(1)(2)	**100**	**100**
A.C.N. 081 035 752 Pty Ltd	Australia	(1)(2)	**100**	**100**
A.C.N. 617 889 424 Pty Limited	Australia	(1)(4)	-	**100**
A.C.N. 618 089 688 Pty Limited	Australia	(1)(4)	-	**100**
CDS International Pty Limited	Australia	(1)(2)	**100**	**100**
Communication Services Australia Pty Limited	Australia	(1)(2)	**100**	**100**
Computershare Clearing Pty Limited	Australia	(1)	**100**	**100**
Computershare Communication Services Pty Limited	Australia	(1)(2)	**100**	**100**
Computershare Dealing Services Pty Ltd	Australia	(1)	**100**	**100**
Computershare Depositary Pty Limited	Australia	(1)	**100**	**100**
Computershare Finance Company Pty Limited	Australia	(1)(2)	**100**	**100**
Computershare Investor Services Pty Limited	Australia	(1)(2)	**100**	**100**
Computershare Plan Co Pty Ltd	Australia	(1)	**100**	**100**
Computershare Plan Managers Pty Ltd	Australia	(1)	**100**	**100**
Computershare Technology Services Pty Ltd	Australia	(1)(2)	**100**	**100**
Computershare Utility Services Pty Ltd	Australia	(1)(2)	**100**	**100**
CPU Share Plans Pty Limited	Australia	(1)	**100**	**100**
CRS Custodian Pty Ltd	Australia	(1)	**100**	**100**
Financial Market Software Consultants Pty Ltd	Australia	(1)	**100**	**100**
Georgeson Shareholder Communications Australia Pty. Ltd.	Australia	(1)	**100**	**100**
Global eDelivery Group Pty Ltd	Australia	(1)	**100**	**100**
Obadele Pty Ltd	Australia	(1)(2)	**100**	**100**
Q M Industries (N.S.W.) Pty. Ltd.	Australia	(1)	**100**	**100**
Registrars Holding Pty Ltd	Australia	(1)(2)	**100**	**100**
Sepon (Australia) Pty. Limited	Australia	(1)	**100**	**100**
Source One Communications Australia Pty Ltd	Australia	(1)	**100**	**100**
Switchwise Pty Ltd	Australia	(1)	**100**	**100**
Computershare Investor Services (Bermuda) Limited	Bermuda	(1)	**100**	**100**
Computershare Investor Services (BVI) Limited	British Virgin Islands	(1)	**100**	**100**
Computershare Canada Inc.	Canada	(1)	**100**	**100**
Computershare Governance Services Ltd.	Canada	(1)	**100**	**100**
Computershare Investments (Canada) (Holdings) ULC	Canada	(1)	**100**	**100**
Computershare Investments (Canada) (No.1) ULC	Canada	(1)	**100**	**100**
Computershare Investments (Canada) (No.3) ULC	Canada	(1)	**100**	**100**
Computershare Investments (Canada) (No.4) ULC	Canada	(1)	**100**	**100**
Computershare Investor Services Inc.	Canada	(1)	**100**	**100**
Computershare Services Canada Inc.	Canada	(1)	**100**	**100**
Computershare Technology Services Inc.	Canada	(1)	**100**	**100**
Computershare Trust Company of Canada	Canada	(1)	**100**	**100**
Georgeson Shareholder Communications Canada Inc.	Canada	(1)	**100**	**100**
RicePoint Administration Inc.	Canada	(1)(4)	-	**100**
SyncBASE Inc.	Canada	(1)	**100**	**100**
Computershare Investor Services (Cayman) Limited	Cayman Islands	(1)	**100**	**100**
Computershare International Information Consultancy Services (Beijing) Company Limited	China	(1)	**100**	**100**

Name of controlled entity	Place of incorporation		Percentage of shares held June 2023 %	June 2022 %
Computershare A/S	Denmark	(1)	**100**	100
Georgeson Shareholder SAS	France	(1)(5)	**100**	100
Computershare Communication Services GmbH	Germany	(1)	**100**	100
Computershare Deutschland GmbH & Co. KG	Germany	(1)	**100**	100
Computershare Governance Services GmbH	Germany	(1)	**100**	100
Computershare Verwaltungs GmbH	Germany	(1)	**100**	100
Equatex Deutschland GmbH	Germany	(1)(4)	**-**	100
Computershare Investor Services (Guernsey) Limited	Guernsey	(1)	**100**	100
Computershare Asia Limited	Hong Kong	(1)	**100**	100
Computershare Hong Kong Development Limited	Hong Kong	(1)	**100**	100
Computershare Hong Kong Investor Services Limited	Hong Kong	(1)	**100**	100
Computershare Hong Kong Nominees Limited	Hong Kong	(1)	**100**	100
Computershare Hong Kong Trustees Limited	Hong Kong	(1)	**100**	100
Computershare Investor Services Limited	Hong Kong	(1)	**100**	100
Hong Kong Registrars Limited	Hong Kong	(1)	**100**	100
Computershare Business Support Services Private Limited	India	(1)(3)	**100**	-
Computershare Governance Services Limited	Ireland	(1)	**100**	100
Computershare Investor Services (Ireland) Limited	Ireland	(1)	**100**	100
Computershare Services Nominees (Ireland) Limited	Ireland	(1)	**100**	100
Computershare Nominees (Ireland) Limited	Ireland	(1)	**100**	100
Computershare Trustees (Ireland) Limited	Ireland	(1)	**100**	100
Specialist Mortgage Services Ireland Limited	Ireland	(1)(4)	**-**	100
Computershare Italy S.r.l.	Italy	(1)	**100**	100
Computershare S.p.A.	Italy	(1)(5)	**100**	100
Georgeson S.r.l.	Italy	(1)	**100**	100
Proxitalia S.r.l.	Italy	(1)	**100**	100
Computershare Company Secretarial Services (Jersey) Limited	Jersey	(1)	**100**	100
Computershare DR Nominees Limited	Jersey	(1)	**100**	100
Computershare Investor Services (Jersey) Limited	Jersey	(1)	**100**	100
Computershare Nominees (Channel Islands) Limited	Jersey	(1)	**100**	100
Computershare Offshore Services Limited	Jersey	(1)	**100**	100
Computershare Treasury Services Limited	Jersey	(1)	**100**	100
Computershare Trustees (C.I.) Limited	Jersey	(1)	**100**	100
Computershare Trustees (Jersey) Limited	Jersey	(1)	**100**	100
EES Nominees International Limited	Jersey	(1)	**100**	100
Computershare Netherlands B.V.	Netherlands	(1)	**100**	100
Computershare Investor Services Limited	New Zealand	(1)	**100**	100
Computershare Nominees NZ Limited	New Zealand	(1)	**100**	100
ConnectNow New Zealand Limited	New Zealand	(1)	**100**	100
CRS Nominees Limited	New Zealand	(1)	**100**	100
Equatex Employee Services AS	Norway	(1)	**100**	100
Equatex Norway AS	Norway	(1)	**100**	100
Equatex Poland Sp. Z.o.o.	Poland	(1)	**100**	100
CIS Company Secretaries (Pty) Ltd	South Africa	(1)	**74**	74
Computershare (Pty) Ltd	South Africa	(1)	**74**	74
Computershare Investor Services (Pty) Ltd	South Africa	(1)x	**74**	74
Computershare Nominees (Pty) Ltd	South Africa	(1)	**74**	74
Computershare Outsourcing (Pty) Ltd	South Africa	(1)	**74**	74
Computershare South Africa (Pty) Ltd	South Africa	(1)	**74**	74
Computershare TR Services (Pty) Ltd	South Africa	(1)	**74**	74
Minu (Pty) Ltd	South Africa	(1)	**74**	74
Georgeson S.L	Spain	(1)	**100**	100
Computershare AB	Sweden	(1)	**100**	100
Computershare Schweiz AG	Switzerland	(1)	**100**	100

Name of controlled entity	Place of incorporation		Percentage of shares held June 2023 %	Percentage of shares held June 2022 %
Computershare Technology Services AG	Switzerland	(1)	**100**	100
Equatex AG	Switzerland	(1)	**100**	100
Equatex Group Holding AG	Switzerland	(1)	**100**	100
Baseline Capital Limited	United Kingdom	(1)	**100**	100
Computershare Company Nominees Limited	United Kingdom	(1)	**100**	100
Computershare Company Secretarial Services Limited	United Kingdom	(1)	**100**	100
Computershare Global Technology Services Limited	United Kingdom	(1)	**100**	100
Computershare Governance Services (UK) Limited	United Kingdom	(1)	**100**	100
Computershare Investments (UK) (No.3) Limited	United Kingdom	(1)	**100**	100
Computershare Investments (UK) (No.7) Limited	United Kingdom	(1)	**100**	100
Computershare Investments (UK) (No.8) Limited	United Kingdom	(1)	**100**	100
Computershare Investments (UK) Limited	United Kingdom	(1)	**100**	100
Computershare Investor Services Plc	United Kingdom	(1)	**100**	100
Computershare IP (UK) Limited	United Kingdom	(1)	**100**	100
Computershare Limited	United Kingdom	(1)	**100**	100
Computershare Mortgage Services Limited	United Kingdom	(1)	**100**	100
Computershare Regional Services Limited	United Kingdom	(1)	**100**	100
Computershare Services Limited	United Kingdom	(1)	**100**	100
Computershare Services Nominees Limited	United Kingdom	(1)	**100**	100
Computershare Technology Services (UK) Limited	United Kingdom	(1)	**100**	100
Computershare Trustees Limited	United Kingdom	(1)	**100**	100
Computershare Voucher Services Limited	United Kingdom	(1)	**100**	100
Credit Advisory Services Limited	United Kingdom	(1)	**100**	100
DPS Trustees Limited	United Kingdom	(1)	**100**	100
EES Capital Trustees Limited	United Kingdom	(1)	**100**	100
EES Corporate Trustees Limited	United Kingdom	(1)	**100**	100
EES Trustees Limited	United Kingdom	(1)	**100**	100
Equatex UK Ltd	United Kingdom	(1)	**100**	100
Equatex UK Nominee Ltd	United Kingdom	(1)	**100**	100
Homeloan Management Limited	United Kingdom	(1)	**100**	100
Rosolite Mortgages Limited	United Kingdom	(1)	**100**	100
Siberite Mortgages Limited	United Kingdom	(1)	**100**	100
Topaz Finance Limited	United Kingdom	(1)	**100**	100
Administar Services Group LLC	United States of America	(1)(4)	**-**	100
Capital Markets Cooperative, LLC	United States of America	(1)	**100**	100
Capital Markets Holdings, Inc.	United States of America	(1)	**100**	100
CMC Funding, Inc.	United States of America	(1),(4)	**-**	100
Computershare Asset Management LLC	United States of America	(1)	**100**	100
Computershare Communication Services Inc.	United States of America	(1)	**100**	100
Computershare Delaware Trust Company	United States of America	(1)	**100**	100
Computershare Governance Services Inc.	United States of America	(1)	**100**	100
Computershare Holdings Inc.	United States of America	(1)	**100**	100
Computershare Inc.	United States of America	(1)	**100**	100
Computershare Mortgage Services Inc.	United States of America	(1)	**100**	100
Computershare Property Solutions LLC	United States of America	(1)	**100**	100
Computershare Technology Services, Inc.	United States of America	(1)	**100**	100
Computershare Title Services LLC	United States of America	(1)	**100**	100
Computershare Trust Company, N.A.	United States of America	(1)	**100**	100
Computershare US Inc.	United States of America	(1)	**100**	100
Computershare US Investments LLC	United States of America	(1)	**100**	100
Computershare US Services Inc.	United States of America	(1)	**100**	100
Computershare Valuation Services LLC	United States of America	(1)	**100**	100
Credit Risk Holdings, LLC	United States of America	(1)	**100**	100
Credit Risk Solutions LLC	United States of America	(1)(4)	**-**	100

Name of controlled entity	Place of incorporation		Percentage of shares held June 2023 %	June 2022 %
Data Point Analysis Group, LLC	United States of America	(1)(4)	**-**	**100**
Georgeson LLC	United States of America	(1)	**100**	**100**
Georgeson Securities Corporation	United States of America	(1)	**100**	**100**
Gilardi & Co., LLC	United States of America	(1)(4)	**-**	**100**
Gilco LLC	United States of America	(1)(4)	**-**	**100**
GTU Ops Inc.	United States of America	(1)	**100**	**100**
HELOC Funding II Trust	United States of America	(1)	**100**	**100**
KCC Class Action Services LLC	United States of America	(1)(4)	**-**	**100**
Kurtzman Carson Consultants Inc.	United States of America	(1)(4)	**-**	**100**
Kurtzman Carson Consultants, LLC	United States of America	(1)(4)	**-**	**100**
LenderLive Financial Services, LLC	United States of America	(1)	**100**	**100**
LenderLive Network, LLC	United States of America	(1)	**100**	**100**
MSR Robin Advances (Depositor) LLC	United States of America	(1)	**100**	**100**
MSR Robin Advances Issuer Trust	United States of America	(1)	**100**	**100**
RCNG LLC	United States of America	(1)	**100**	**100**
Rosenthal & Company, LLC	United States of America	(1)(4)	**-**	**100**
Settlement Recovery Group LLC	United States of America	(1)(4)	**-**	**100**
SLS Funding III LLC	United States of America	(1)	**100**	**100**
SLS Investco LLC	United States of America	(1)	**100**	**100**
SLS SAF Depositor LLC	United States of America	(1)	**100**	**100**
SLS SAF Issuing Trust	United States of America	(1)	**100**	**100**
SLS Servicer Advance Revolving Trust 1	United States of America	(1)	**100**	**100**
Specialized Loan Servicing Holdings LLC	United States of America	(1)	**100**	**100**
Specialized Loan Servicing LLC	United States of America	(1)	**100**	**100**
Verbatim LLC	United States of America	(1)	**100**	**100**
Corporate Creations Florida LLC	United States of America	(1)	**100**	**100**
Corporate Creations Louisiana LLC	United States of America	(1)(4)	**-**	**100**
Corporate Creations Management LLC	United States of America	(1)	**100**	**100**
Corporate Creations Mississippi LLC	United States of America	(1)	**100**	**100**
Corporate Creations Network Inc. [Arkansas]	United States of America	(1)	**100**	**100**
Corporate Creations Network Inc. [California]	United States of America	(1)	**100**	**100**
Corporate Creations Network Inc. [Florida]	United States of America	(1)	**100**	**100**
Corporate Creations Network Inc. [Hawaii]	United States of America	(1)	**100**	**100**
Corporate Creations Network Inc. [Kansas]	United States of America	(1)	**100**	**100**
Corporate Creations Network Inc. [Maryland]	United States of America	(1)	**100**	**100**
Corporate Creations Network Inc. [Oklahoma]	United States of America	(1)	**100**	**100**
Corporate Creations New Mexico Inc.	United States of America	(1)	**100**	**100**
Corporate Creations Puerto Rico Inc.	Puerto Rico	(1)	**100**	**100**
United Agent Group Inc.	Puerto Rico	(1)	**100**	**100**
United Agent Group Inc.	US Virgin Islands	(1)	**100**	**100**
United Agent Group Inc. [Alabama]	United States of America	(1)	**100**	**100**
United Agent Group Inc. [Alaska]	United States of America	(1)	**100**	**100**
United Agent Group Inc. [Arizona]	United States of America	(1)	**100**	**100**
United Agent Group Inc. [Arkansas]	United States of America	(1)	**100**	**100**
United Agent Group Inc. [California]	United States of America	(1)	**100**	**100**
United Agent Group Inc. [Colorado]	United States of America	(1)	**100**	**100**
United Agent Group Inc. [Connecticut]	United States of America	(1)	**100**	**100**
United Agent Group Inc. [Delaware]	United States of America	(1)	**100**	**100**
United Agent Group Inc. [Florida]	United States of America	(1)	**100**	**100**
United Agent Group Inc. [Georgia]	United States of America	(1)	**100**	**100**
United Agent Group Inc. [Hawaii]	United States of America	(1)	**100**	**100**
United Agent Group Inc. [Idaho]	United States of America	(1)	**100**	**100**
United Agent Group Inc. [Illinois]	United States of America	(1)	**100**	**100**
United Agent Group Inc. [Indiana]	United States of America	(1)	**100**	**100**
United Agent Group Inc. [Iowa]	United States of America	(1)	**100**	**100**

Name of controlled entity	Place of incorporation		Percentage of shares held June 2023 %	June 2022 %
United Agent Group Inc. [Kansas]	United States of America	(1)	**100**	100
United Agent Group Inc. [Kentucky]	United States of America	(1)	**100**	100
United Agent Group Inc. [Louisiana]	United States of America	(1)	**100**	100
United Agent Group Inc. [Maine]	United States of America	(1)	**100**	100
United Agent Group Inc. [Maryland]	United States of America	(1)	**100**	100
United Agent Group Inc. [Massachusetts]	United States of America	(1)	**100**	100
United Agent Group Inc. [Michigan]	United States of America	(1)	**100**	100
United Agent Group Inc. [Minnesota]	United States of America	(1)	**100**	100
United Agent Group Inc. [Mississippi]	United States of America	(1)	**100**	100
United Agent Group Inc. [Missouri]	United States of America	(1)	**100**	100
United Agent Group Inc. [Montana]	United States of America	(1)	**100**	100
United Agent Group Inc. [Nebraska]	United States of America	(1)	**100**	100
United Agent Group Inc. [Nevada]	United States of America	(1)	**100**	100
United Agent Group Inc. [New Hampshire]	United States of America	(1)	**100**	100
United Agent Group Inc. [New Jersey]	United States of America	(1)	**100**	100
United Agent Group Inc. [New Mexico]	United States of America	(1)	**100**	100
United Agent Group Inc. [New York]	United States of America	(1)	**100**	100
United Agent Group Inc. [North Carolina]	United States of America	(1)	**100**	100
United Agent Group Inc. [North Dakota]	United States of America	(1)	**100**	100
United Agent Group Inc. [Ohio]	United States of America	(1)	**100**	100
United Agent Group Inc. [Oklahoma]	United States of America	(1)	**100**	100
United Agent Group Inc. [Oregon]	United States of America	(1)	**100**	100
United Agent Group Inc. [Pennsylvania]	United States of America	(1)	**100**	100
United Agent Group Inc. [Rhode Island]	United States of America	(1)	**100**	100
United Agent Group Inc. [South Carolina]	United States of America	(1)	**100**	100
United Agent Group Inc. [South Dakota]	United States of America	(1)	**100**	100
United Agent Group Inc. [Tennessee]	United States of America	(1)	**100**	100
United Agent Group Inc. [Texas]	United States of America	(1)	**100**	100
United Agent Group Inc. [Utah]	United States of America	(1)	**100**	100
United Agent Group Inc. [Vermont]	United States of America	(1)	**100**	100
United Agent Group Inc. [Virginia]	United States of America	(1)	**100**	100
United Agent Group Inc. [Washington]	United States of America	(1)	**100**	100
United Agent Group Inc. [Washington D.C.]	United States of America	(1)	**100**	100
United Agent Group Inc. [West Virginia]	United States of America	(1)	**100**	100
United Agent Group Inc. [Wisconsin]	United States of America	(1)	**100**	100
United Agent Group Inc. [Wyoming]	United States of America	(1)	**100**	100
United Agent Group Management LLC	United States of America	(1)	**100**	100
Worldwide Nominee LLC	United States of America	(1)	**100**	100
Worldwide Incorporators Ltd.	United States of America	(1)	**100**	100

1 Controlled entities which form part of the Group are audited by PricewaterhouseCoopers member firms for the purposes of the Group audit and/or local statutory audits.

2 These wholly owned companies have entered into a deed of cross guarantee dated 26 June 2008 with Computershare Limited which provides that all parties to the deed will guarantee to each creditor payment in full of any debt of each company participating in the deed on the winding-up of that company. As a result of ASIC Corporations (Wholly-owned Companies) Instrument 2016/785 these companies are relieved from the requirement to prepare a financial report and directors' report.

3 These companies became controlled entities during the year ended 30 June 2023.

4 These companies ceased to be controlled entities during the year ended 30 June 2023.

5 Local statutory audits performed by firms other than PricewaterhouseCoopers member firms.

32. INVESTMENTS IN ASSOCIATES AND JOINT VENTURES

Investments in associates and joint ventures are accounted for using the equity method of accounting. Under this method, the investments are initially recognised at cost and the carrying value is subsequently adjusted for increases or decreases in the Group's share of post-acquisition profit or loss and movements in other comprehensive income. The Group's share of post-acquisition profits or losses from investments in associates and joint ventures is recognised in the profit or loss. Dividends received or receivable are recognised as a reduction of the carrying amount of the investment.

Set out below are the associates and joint ventures of the Group at 30 June 2023:

Name	Place of incorporation	Principal activity	Ownership interest		Consolidated carrying amount	
			June 2023 %	June 2022 %	**June 2023 $000**	June 2022 $000
Associates						
Expandi Ltd	United Kingdom	Investor Services	**25**	25	**6,757**	6,709
Reach LawTech Pty Ltd	Australia	Investor Services	**46.5**	46.5	**-**	-
The Reach Agency Holdings Pty Ltd	Australia	Investor Services	**46.5**	46.5	**1,587**	1,671
Joint ventures						
Computershare Pan Africa Holdings Ltd	Mauritius	Investor Services	**60**	60	**-**	-
Total investment in associates and joint ventures					**8,344**	8,380

The movements in the carrying amount of equity accounted investments in associates and joint ventures are as follows:

	Associates and joint ventures	
	2023 $000	2022 $000
Carrying amount at the beginning of the financial year	**8,380**	9,097
Share of net result (after income tax)	**295**	545
Dividends received	**(565)**	(170)
Share of movement in reserves	**234**	(1,092)
Carrying amount at the end of the financial year	**8,344**	8,380

33. DEED OF CROSS GUARANTEE

Computershare Limited and each wholly-owned subsidiary party to a deed of cross guarantee dated 26 June 2008 (together the "Closed Group") are listed in note 31. Set out below is a consolidated statement of comprehensive income, a consolidated statement of financial position and a summary of movements in consolidated retained earnings of the Closed Group for the year ended 30 June 2023.

Computershare Limited Closed Group – Statement of financial position	2023 $000	2022[2] $000
Current assets		
Cash and cash equivalents	**50,315**	16,394
Receivables	**95,945**	62,166
Inventories	**702**	537
Current tax assets	**-**	1,722
Other current assets	**7,210**	5,961
Derivative financial instruments	**6,100**	414
Total current assets	**160,272**	87,194
Non-current assets		
Receivables	**1,711**	-
Other financial assets	**2,635,051**	2,462,351
Property, plant and equipment	**14,875**	17,581
Right-of-use assets	**24,433**	30,654
Deferred tax assets	**128,261**	57,549
Intangibles	**110,277**	115,096
Derivative financial instruments	**653**	4,947
Other	**561**	1,212
Total non-current assets	**2,915,822**	2,689,390
Total assets	**3,076,094**	2,776,584
Current liabilities		
Payables	**60,226**	61,016
Borrowings	**60,000**	44,651
Lease liabilities	**6,002**	6,485
Current tax liabilities	**5,410**	-
Provisions	**46**	25
Derivative financial instruments	**6,558**	5,135
Total current liabilities	**138,242**	117,312
Non-current liabilities		
Payables	**350**	111,605
Borrowings	**108,838**	361,190
Lease liabilities	**28,211**	34,943
Deferred tax liabilities	**9,886**	15,666
Provisions	**11,481**	10,884
Derivative financial instruments	**282,786**	53,758
Total non-current liabilities	**441,552**	588,046
Total liabilities	**579,794**	705,358
Net assets	**2,496,300**	2,071,226
Equity		
Contributed equity – ordinary shares	**519,299**	519,299
Reserves	**(512,837)**	(259,316)
Retained earnings	**2,489,838**	1,811,243
Total equity	**2,496,300**	2,071,226

Computershare Limited Closed Group – Statement of comprehensive income	2023 $000	2022[2] $000
Revenues from continuing operations		
Sales revenue	**188,890**	200,934
Other revenue	**1,092,557**	350,853
Total revenue from continuing operations	**1,281,447**	551,787
Other income	**19,519**	20,353
Expenses		
Direct services	**234,554**	358,305
Technology costs	**50,837**	43,435
Corporate services	**40,219**	36,748
Finance costs	**43,852**	9,730
Total expenses	**369,462**	448,218
Share of net profit/(loss) of associates and joint ventures accounted for using the equity method	**(20)**	221
Profit before income tax expense	**931,484**	124,143
Income tax expense/(credit)	**9,354**	32,243
Profit for the year	**922,130**	91,900
Other comprehensive income		
Cash flow hedges	**(224,698)**	(11,216)
Exchange differences on translation of foreign operations	**(89,695)**	(199,795)
Income tax relating to components of other comprehensive income	**67,410**	3,369
Total other comprehensive income/(loss) for the year, net of tax	**(246,983)**	(207,642)
Total comprehensive income for the year	**675,147**	(115,742)
Set out below is a summary of movements in consolidated retained profits for the year of the Closed Group.		
Retained earnings at the beginning of the financial year	**1,811,243**	1,925,596[1]
Profit for the year	**922,130**	91,900
Dividends provided for or paid	**(243,535)**	(206,253)
Retained earnings at the end of the financial year	**2,489,838**	1,811,243

1 The July 2021 opening retained earnings balance was restated to reflect a correction of an immaterial error impacting prior periods which included the recognition of an additional share-based payment expense of $2.2 million, as well as associated tax benefit of $0.6 million in retained earnings.

2 The 30 June 2022 deferred tax asset and the tax impact related to FCTR balance have been restated by $38.4 million to reflect updated assumptions relevant to the comparative period, resulting in a reduction to the income tax relating to components of other comprehensive income. Refer to Note 29 Reserves for further information.

34. PARENT ENTITY FINANCIAL INFORMATION

(a) Summary financial information

The individual financial statements for the parent entity show the following aggregate amounts:

	2023 $000	2022 $000
Balance sheet		
Current assets	**68,899**	52,527
Non-current assets	**1,462,765**	1,208,081
Total assets	**1,531,664**	1,260,608
Current liabilities	**28,022**	87,747
Non-current liabilities	**195,433**	405,748
Total liabilities	**223,455**	493,496
Equity		
Contributed equity – ordinary shares	**519,299**	519,299
Reserves		
Capital redemption reserve	**2**	2
Foreign currency translation reserve	**(29,954)**	7,798
Share-based payment reserve	**21,314**	27,286
Equity related consideration	**(2,327)**	(2,327)
Retained earnings	**799,875**	215,054
Total equity	**1,308,209**	767,113
Profit/(loss) attributable to members of the parent entity	**828,356**	45,111
Total comprehensive income attributable to members of the parent entity	**790,605**	(31,874)

(b) Guarantees

The parent entity's financial guarantees have been outlined in note 35.

(c) Contingent liabilities

The parent entity did not have any contingent liabilities as at 30 June 2023 or 30 June 2022 other than matters outlined in note 35.

(d) Parent entity financial information

The financial information for the parent entity, Computershare Limited has been prepared on the same basis as the consolidated financial statements, except as set out below.

Investments in controlled entities, associates and joint venture entities

Investments in controlled entities, associates and joint venture entities are accounted for at cost in the financial statements of Computershare Limited. Dividends received from associates and joint ventures are recognised in the parent entity's profit or loss, rather than being deducted from the carrying amount of these investments.

Tax consolidation legislation

Computershare Limited and its wholly-owned Australian controlled entities formed a tax consolidation group with effect from 1 July 2002.

Members of the tax consolidated group also entered into a tax sharing deed, which includes a tax funding arrangement. As a consequence, Computershare Limited, as the head entity in the tax consolidation group, has recognised the current tax liability (or receivable) relating to the wholly owned Australian controlled entities in this group in the financial statements as if that liability (or receivable) was its own. Amounts receivable or payable under the tax sharing deed are recognised separately as intercompany payables or receivables.

35. CONTINGENT LIABILITIES

(a) Guarantees and Indemnities

Computershare Limited, ACN 081 035 752 Pty Ltd, Computershare Investments (UK) (No. 3) Ltd, Computershare Finance Company Pty Ltd, Computershare US Inc. and Computershare Investor Services Inc are parties to a Guarantor Deed Poll dated 11 April 2018 in respect to the following Facility Agreements:

- $500.0 million four-year USD Syndicated Facility Agreement executed on 30 June 2020;
- $500.0 million three-year multi-currency Syndicated Facility Agreement executed on 23 September 2022.

Guarantees and indemnities of EUR 500.0 million have been given to European Institutional Accredited Investors by Computershare Limited, ACN 081 035 752 Pty Ltd, Computershare Finance Company Pty Ltd, Computershare US Inc., Computershare Investments (UK) (No. 3) Ltd and Computershare Investor Services Inc under a Note and Guarantee Agreement dated 7 October 2021.

Guarantees and indemnities of AUD 300.0 million have been given to Australian Institutional Accredited Investors by Computershare Limited, ACN 081 035 752 Pty Ltd, Computershare Finance Company Pty Ltd, Computershare US Inc., Computershare Investments (UK) (No. 3) Ltd and Computershare Investor Services Inc under a Note and Guarantee Agreement dated 30 November 2021.

Guarantees and indemnities of $770.0 million (2022: $770.0 million) have been given to US Institutional Accredited Investors by Computershare Limited, ACN 081 035 752 Pty Ltd, Computershare Finance Company Pty Ltd, Computershare US Inc., Computershare Investments (UK) (No. 3) Ltd and Computershare Investor Services Inc under a Note and Guarantee Agreement dated 9 February 2012 and 20 November 2018.

Bank guarantees of AUD 2.6 million (2022: AUD 2.7 million) have been given in respect of facilities provided to Australian subsidiaries.

Bank guarantees of ZAR 6.3 million (2022: ZAR 6.3 million) have been given in respect of facilities provided to South African subsidiaries.

A performance guarantee of ZAR 32.0 million (2022: ZAR 32.0 million) has been given by Computershare (Pty) Ltd to provide security for the performance of obligations as a Central Securities Depository Participant.

(b) Legal and Regulatory Matters

Regulatory, tax and commercial claims have been made against the consolidated entity in various countries in the normal course of business. An inherent difficulty in predicting the outcome of such matters exists. Based on current knowledge of the Group, an appropriate liability is recognised on the consolidated balance sheet if future cash outflows are considered probable with regard to such claims. The status of the claims is monitored by management on an ongoing basis, together with the adequacy of any provisions recorded in the Group's financial statements.

(c) Other

The Group is subject to regulatory capital requirements administered by relevant regulatory bodies in countries where Computershare operates. Failure to meet minimum capital requirements, or other ongoing regulatory requirements, can initiate action by the regulators that, if undertaken, could revoke or suspend the Group's ability to provide trust services to customers in these markets. Adherence to capital requirements is closely monitored by the Group.

Computershare Limited (Australia) has issued a letter of warrant to Computershare (Pty) Ltd. This obligates Computershare Limited (Australia) to maintain combined tier one capital of at least ZAR 455.0 million (2022: ZAR 455.0 million).

Potential withholding and other tax liabilities arising from distribution of all retained distributable earnings of all foreign incorporated controlled entities are $33.0 million (2022: $35.3 million). No provision is made for withholding tax on unremitted earnings of applicable foreign incorporated controlled entities as there is currently no intention to remit these earnings to the parent entity.

Computershare Limited (Australia), as the parent entity, has undertaken to own, either directly or indirectly, all of the equity interests and to guarantee performance of the obligations of Computershare Investor Services Pty Ltd, Computershare Trust Company NA, Georgeson LLC, Georgeson Securities Corporation, Computershare Trust Company of Canada and Computershare Investor Services Inc with respect to any financial accommodation related to transactional services provided by BMO Harris Bank, Chicago.

36. COMMITMENTS

(a) Retirement benefits

Defined Contribution Funds

The Group maintains defined contribution superannuation schemes which provide benefits to all employees upon their disability, retirement or death. Employee contributions to the funds are based upon various percentages of employees' gross salaries as set out below:

Australian controlled entities contribute to the defined contribution funds as follows:

- Category 1 – Management (employer contributions, voluntary employee contributions)
- Category 2 – Staff (statutory employer contributions of 10.5%
- Category 3 – SG (Superannuation Guarantee) Staff and casual and fixed term employees (statutory employer contributions, voluntary employee contributions)

Foreign controlled entities contribute to the defined contribution funds as follows:

- United Kingdom entities – between 1% and 10% of employees' gross salaries depending upon years of service
- United States entities – voluntary employee contributions with matching employer contribution up to 4% of employees' eligible compensation
- Canadian entities – between 2% and 7% of employees' base salaries dependent upon years of service
- South African entities – 12% of employees' gross salaries
- New Zealand entities – voluntary employee contributions with matching employer contribution up to 6% of employees' base salaries
- Hong Kong entities – between 5% and 20% of employees' base salary dependent upon years of service

(b) Lease Liabilities

The Group leases various properties, computer equipment, motor vehicles and other items of plant and equipment. The Group has recognised right-of-use assets and lease liabilities (note 22) for these leases except for short-term and low-value assets.

(c) Other

An overseas subsidiary performing loan servicing activities is obliged, in certain circumstances, to make payments on behalf of mortgagors related to taxes, insurance, principal and interest. The amount of these advance payments fluctuates over time as it depends on the type of loans being serviced and their performance.

As of 30 June 2023, the Group was servicing approximately $30.5 billion (2022: $46.4 billion) of mortgages owned by the US government sponsored mortgage agencies. While the Group, as the owner of the related MSRs, may have the obligation to acquire any mortgages from the serviced pool that do not meet the agencies' lending criteria, the consolidated entity is in possession of indemnities and warranties that require originating banks to purchase such mortgages from the Group and cover any transfer costs. Only in the event of bankruptcy or dissolution of the originating bank, would Computershare retain the defective mortgage together with the underlying collateral. In these limited circumstances, the Group would have the option to either hold the mortgage or seek another buyer in the open market. The impact at 30 June 2023 of any retained mortgages is immaterial to the consolidated entity.

37. CAPITAL EXPENDITURE COMMITMENTS

Capital expenditure commitments contracted for at balance date but not recorded in the financial statements are as follows:

	2023 $000	2022 $000
Fit-out of premises	**-**	2,251
Plant and equipment	**1,918**	4,288
	1,918	6,539

38. SIGNIFICANT EVENTS AFTER YEAR END

On-market buy-back of ordinary shares

On 15 August 2023 Computershare Limited announced an on-market buy-back of ordinary shares. The on-market buy-back commenced on 4th September 2023 and ends on 3rd September 2024.

The buy-back is for capital management purposes and Computershare reserves the right to vary, suspend or terminate the buy-back at any time. Computershare Limited plans to buy-back its fully paid ordinary shares up to a maximum aggregate value of AUD $750 million.

Acquisition of employee share plan business

On 20 September 2023, the Group signed an agreement to acquire the UK/European employee share plan business of Solium Capital UK, a member of the Morgan Stanley group, for a cash consideration of $35 million and a contingent consideration of $2 million. The acquisition is subject to customary closing conditions including regulatory approvals with completion expected to take place in the second quarter of FY24.

No other matter or circumstance has arisen since the end of the financial year which is not otherwise dealt with in this financial report that has significantly affected or may significantly affect the operations of the consolidated entity, the results of those operations or the state of affairs of the consolidated entity in subsequent financial years.

39. RELATED PARTY DISCLOSURES

Key management personnel disclosures are included in note 40. Detailed remuneration disclosures are provided in the remuneration report.

Directors' shareholdings	**Shares in the parent entity**	
	2023	2022
Ordinary shares held at the end of the financial year	**183,639**	313,861
Net ordinary shares purchased/(sold) by directors during the financial year	**(222,155)**	(65,304)

	2023 $	2022 $
Ordinary dividends received during the year in respect of those ordinary shares	**100,324**	5,468,767

(a) Wholly owned Group – intercompany transactions and outstanding balances

The parent entity and its controlled entities entered into the following transactions during the year within the wholly owned Group:

- Loans were advanced and repayments received on loans and intercompany accounts
- Fees were exchanged between entities
- Interest was charged between entities
- The parent entity and its Australian controlled entities have been parties to a tax sharing deed, which includes a tax funding arrangement (note 34)
- Dividends were paid between entities
- Bank guarantees were provided by the parent entity to its controlled entities (note 35)

These transactions were undertaken on commercial terms and conditions.

Ultimate controlling entity

The ultimate controlling entity of the Group is Computershare Limited.

(b) Ownership interests in related parties

Interests in controlled entities are set out in note 31. Interests held in associates and joint ventures are disclosed in note 32.

(c) Transactions with associates and joint ventures

The following transactions were entered into with associates and joint ventures:

	2023 $	2022 $
Sales and purchases of goods and services		
Sales to	**201,043**	243,587
Purchases from	**3,003,847**	4,020,354
Outstanding balances arising from sales and purchases of goods and services		
Trade receivables	**84,355**	45,895
Trade payables	**97,049**	8,515
Loans to/from related parties		
Loans to other related parties	**-**	-

These transactions were undertaken on commercial terms and conditions.

(d) Other

Joseph Velli, who is a director of Computershare Limited, is also a director of Cognizant Technology Solutions Corporation, which supplies IT and business outsource services to the consolidated entity. The Group has considered this relationship and concluded that it does not have any impact on his capacity to bring an independent judgement to bear on issues before the Computershare Board. Cognizant Technology Solutions Corporation is not a related party of the Group.

40. KEY MANAGEMENT PERSONNEL DISCLOSURES

Key management personnel compensation

	2023 $	2022 $
Short-term employee benefits	**6,388,386**	6,489,840
Other long-term benefits	**20,706**	78,201
Post-employment benefits	**158,255**	119,497
Share-based payments	**3,330,943**	3,721,036
Other	**27,441**	41,081
Total	**9,925,731**	10,449,655

For detailed remuneration disclosures please refer to sections 1 to 6 of the remuneration report within the Directors' Report.

41. EMPLOYEE AND EXECUTIVE BENEFITS

Certain employees are entitled to participate in share and performance rights schemes. A transaction is classified as share-based compensation where the Group receives services from an employee and pays for these in shares or similar equity instruments.

For each of the Group's share plans, the fair value is measured at grant date and the expense is recognised over the relevant vesting period in the income statement with a corresponding increase in the share-based payments reserve. The expense is adjusted to reflect actual and expected levels of vesting.

(a) Share plans

Exempt Employee Share Plan

Computershare operates an Exempt Employee Share Plan which provides Australian based employees the opportunity to acquire shares in Computershare Limited. Each year, participating employees can make contributions from their pre-tax salary to acquire AUD 500 worth of shares. Such employee contributions are matched by the Group with an additional AUD 500 worth of shares being acquired for each participating employee. All permanent employees in Australia with at least six months service and employed at the allocation date are entitled to participate in this plan.

Deferred Employee Share Plan

Computershare also operates a Deferred Employee Share Plan where Computershare matches dollar for dollar employee pre-tax contributions to a maximum of AUD 3,000 per employee. Shares purchased and funded by an employee's pre-tax salary must remain in the plan for a minimum of one year. Matching shares funded by the Group must be kept in the plan for a minimum of two years or they will be forfeited. All permanent employees in Australia employed at the allocation date are entitled to participate in this plan. Similar contribution plans have been made available to employees in other jurisdictions where the Group has operations, including New Zealand, Hong Kong, China, the United Kingdom, Ireland, Jersey, Germany, Canada, South Africa and the US.

Deferred Short-Term Incentive (DSTI) Share Plan

The Group also provides DSTI awards to employees as part of the group's STI incentive plans. Recipients of DSTI awards must complete specified periods of service as a minimum before any share awards under the DSTI plan become unrestricted. Shares in Computershare Limited may also be provided to selected employees on a discretionary basis for retention or similar purposes.

Restricted Equity Share Plan

The Group has introduced a restricted equity plan as part of fixed pay for senior executives excluding the CEO, CFO and COO. Under the plan, a small portion of fixed remuneration (10%) is provided as restricted shares that will vest after three years based on continued service. Shares in Computershare Limited are provided to selected employees for retention purposes.

	Ordinary shares	
Number of employee shares held	**2023**	2022
Opening balance	**11,619,817**	12,223,037
Shares purchased on the market	**4,192,158**	2,633,016
Forfeited shares reissued	**(922,523)**	242,190
Shares forfeited	**(123,215)**	(224,227)
Shares withdrawn	**(3,106,853)**	(3,254,199)
Closing balance	**11,659,384**	11,619,817
Fair value of shares granted through the employee share plan ($000)[1]	**51,960**	38,243

1 Weighted average fair value of shares is determined by the closing price at the end of the day's trading on the Australian Securities Exchange on the allocation date. The average price per share purchased on market was AUD $23.63.

Phantom Share Awards Plan

The Phantom Share Awards Plan (Phantom Plan) is as an alternative to the DSTI Share Plan to employees who are resident for tax purposes in countries where the taxation and/or legal requirements mean the DSTI Share Plan does not achieve the most effective outcome for Computershare or those employees. Awards under the Phantom Plan are cash-settled and vest after specified periods of service have been completed.

(b) Long-Term Incentive Plan

Performance rights and share appreciation rights

The Company offers a long-term incentive plan (LTIP) to eligible key management personnel and senior group executives.

The LTIP plan comprises awards of performance rights or other equity instruments that are subject to performance hurdles. Rights are granted for no consideration and carry no dividend or voting rights. Each performance right carries an entitlement for the participant to be granted one fully paid ordinary share in Computershare Limited subject to satisfaction of the applicable performance hurdles and continued employment over a three year performance period. Under the FY2019 and FY2020 LTIP, 50% of each award of performance rights is subject to an EPS hurdle and 50% is subject to a TSR performance hurdle.

In FY2021, a transitional LTIP was introduced for that financial year only which was designed to support the Group's recovery from the economic impacts of the Covid-19 pandemic. The FY2021 LTIP award comprised 50% a grant of performance rights subject to a TSR performance hurdle and the other 50% a grant of Share Appreciation Rights (SARs). A share-settled SAR entitles the participant to a payment (in Company shares) at the end of the performance period equivalent to the amount by which the underlying Company share price has increased since the right was granted.

In FY2022, Computershare reverted to an LTIP which comprised an award of performance rights subject to performance hurdles. Under the FY2022 & FY2023 LTIP, 40% of each award of performance rights is subject to a TSR performance hurdle, 30% is subject to a Management EPS excluding margin income (EPS ex MI) hurdle and 30% is subject to a Return on Invested Capital (ROIC) hurdle.

Set out below are summaries of performance rights and SARs granted under the LTIP:

Performance rights

Grant date	Approximate exercise date	Exercise price	Balance at beginning of the year	Granted during the year	Exercised during the year	Lapsed during the year	Balance at end of the year	Exercisable at end of the year
25 Nov 2019	Sep 2022	$0.00	688,136	-	(344,064)	(344,072)	-	-
27 Nov 2020	Sep 2023	$0.00	396,750	-	-	(6,356)	390,394	-
29 Nov 2021	Sep 2024	$0.00	699,880	-	-	(32,781)	667,099	-
28 Nov 2022	Sep 2025	$0.00	-	506,929	-	-	506,929	-
Total			**1,784,766**	**506,929**	**(344,064)**	**(383,209)**	**1,564,422**	**-**

Share appreciation rights

27 Nov 2020	Sep 2023	$0.00	1,404,204	-	-	(22,494)	1,381,710	-
Total			**1,404,204**	**-**	**-**	**(22,494)**	**1,381,710**	**-**

The fair value of performance rights granted under the 2023 LTI plan were assessed using the following parameters:

	2023 Plan TSR	**2023 Plan EPS Ex MI**	**2023 Plan ROIC**
Grant Date	28 November 2022	28 November 2022	28 November 2022
Hurdle start date	1 July 2022	1 July 2022	1 July 2022
Hurdle end date	30 June 2025	30 June 2025	30 June 2025
Share price at grant date	AUD 27.68	AUD 27.68	AUD 27.68
Fair value at measurement date (i)	AUD 19.01	AUD 26.23	AUD 26.23
Exercise price	AUD 0.00	AUD 0.00	AUD 0.00
Expected volatility (ii)	33.41%	33.41%	33.41%
Option life	2.76 years	2.76 years	2.76 years
Expected dividend yield p.a (iii)	1.951%	1.951%	1.951%
Risk free rate p.a. (iv)	3.178%	3.178%	3.178%

i) To calculate fair value, a Monte Carlo simulation was used to estimate the likelihood of achieving the relative TSR hurdles and share appreciation hurdle. For the EPS Ex MI and ROIC hurdles, the Black-Scholes-Merton model was used to estimate the fair value.

ii) Expected volatility is based on historical daily share price for the three-year period preceding the grant date.

iii) Expected dividend yield is based on historic yield for the three-year period immediately preceding the grant date.

iv) Risk free interest rate is based on the three-year zero coupon Australian government bonds at grant date.

(c) Employee benefits recognised

	2023 $000	2022 $000
Performance rights expense	**3,684**	4,941
Share plan and options expense	**31,505**	21,309
Aggregate employee entitlement liability (note 23 and 24)	**49,342**	48,969

42. REMUNERATION OF AUDITORS

During the year the following fees were paid or payable for services provided by the auditor of the parent entity, its network firms and non-related audit firms:

	2023 $000	2022 $000
Assurance services:		
Auditing or review of financial statements		
- PricewaterhouseCoopers Australia	**1,500**	1,347
- Network firms of PricewaterhouseCoopers Australia	**4,364**	3,961
	5,864	5,308
Regulatory assurance and other required engagements by local regulations		
- PricewaterhouseCoopers Australia	**40**	37
- Network firms of PricewaterhouseCoopers Australia	**2,993**	2,662
	3,033	2,699
Assurance services required by Computershare's clients' financial statement (statutory) auditors		
- PricewaterhouseCoopers Australia	**440**	357
- Network firms of PricewaterhouseCoopers Australia	**2,482**	2,149
	2,922	2,506
Other assurance related services		
- PricewaterhouseCoopers Australia	**-**	125
- Network firms of PricewaterhouseCoopers Australia	**22**	50
	22	175
Other non-assurance services:		
Taxation compliance services		
- Network firms of PricewaterhouseCoopers Australia	**188**	231
	188	231
Remuneration received, or due and receivable, by auditors other than the auditor of the parent entity and its affiliates for:		
Auditing or review of financial statements	**21**	173
Total	**12,050**	11,092

Assurance services consist of services traditionally performed by the independent external auditor of the Group. While in addition to their statutory audit role, these services are consistent with the role of the external auditor and include other assurance services such as regulatory assurance services related to services provided by the external auditor to comply with local laws and regulations, and reports required by Computershare's clients' financial statement (statutory) auditors who rely on these reports.

It is Computershare's policy to engage PricewaterhouseCoopers Australia or any of its related network firms on assignments additional to the statutory audit duties, only if its independence is not impaired or seen to be impaired, and where its expertise and experience with Computershare is important. The Risk and Audit Committee has considered the non-audit services provided by PricewaterhouseCoopers Australia and its related network firms as required to comply with Securities and Exchange Commission (SEC) and International Ethics Standards Board for Accountants (IESBA) requirements in relation to non-audit services and is satisfied that the services and level of fees are compatible with maintaining auditors' independence. All such services are approved in accordance with pre-approved policies and procedures.

DIRECTORS' DECLARATION

In the directors' opinion:

(a) the financial statements and notes set out on pages 67 to 130 are in accordance with the *Corporations Act 2001*, including:

   (i) complying with Accounting Standards, the *Corporations Regulations 2001* and other mandatory professional reporting requirements; and

   (ii) giving a true and fair view of the consolidated entity's financial position as at 30 June 2023 and of its performance for the financial year ended on that date; and

(b) there are reasonable grounds to believe that the Company will be able to pay its debts as and when they become due and payable; and

(c) at the date of this declaration, there are reasonable grounds to believe that the members of the Closed Group identified in note 31 will be able to meet any obligations or liabilities to which they are, or may become, subject to by virtue of the deed of cross guarantee described in note 33.

Note 1 confirms that the financial statements also comply with International Financial Reporting Standards as issued by the International Accounting Standards Board.

The directors have been given the declarations by the Chief Executive Officer and Chief Financial Officer required by section 295A of the *Corporations Act 2001*.

Signed in accordance with a resolution of the directors.

PJ Reynolds
Chairman

SJ Irving
Director

29 September 2023

DECLARATION TO THE BOARD OF DIRECTORS

The Chief Executive Officer and Chief Financial Officer state that:

(a) the financial records of the consolidated entity for the financial year ended 30 June 2023 have been properly maintained in accordance with section 286 of the *Corporations Act 2001*; and

(b) the financial statements, and the notes to the financial statements, of the consolidated entity, for the financial year ended 30 June 2023:

  (i) comply with Accounting Standards, the *Corporations Regulations 2001* and other mandatory professional reporting requirements; and

  (ii) give a true and fair view of the consolidated entity's financial position as at 30 June 2023 and of their performance for the financial year ended on that date.

SJ Irving
Chief Executive Officer

NSR Oldfield
Chief Financial Officer

29 September 2023

Independent auditor's report

To the members of Computershare Limited

Report on the audit of the financial report

Our opinion

In our opinion:

(a) The accompanying financial report of Computershare Limited (the Company) and its controlled entities (together the Group) is in accordance with the *Corporations Act 2001*, including:

i. giving a true and fair view of the Group's financial position as at 30 June 2023 and of its financial performance for the year then ended

ii. complying with Australian Accounting Standards and the *Corporations Regulations 2001*.

(b) The financial report and notes also comply with International Financial Reporting Standards as disclosed in Note 1.

What we have audited

The Group financial report comprises:

- the consolidated statement of financial position as at 30 June 2023
- the consolidated statement of comprehensive income for the year then ended
- the consolidated statement of changes in equity for the year then ended
- the consolidated cash flow statement for the year then ended
- the notes to the consolidated financial statements, which include significant accounting policie and other explanatory information
- the directors' declaration.

Basis for opinion

We conducted our audit in accordance with Australian Auditing Standards. Our responsibilities unde those standards are further described in the *Auditor's responsibilities for the audit of the financial report* section of our report.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Independence

We are independent of the Group in accordance with the auditor independence requirements of the *Corporations Act 2001* and the ethical requirements of the Accounting Professional & Ethical Standards Board's APES 110 *Code of Ethics for Professional Accountants (including Independence Standards)* (the Code) that are relevant to our audit of the financial report in Australia. We have also fulfilled our other ethical responsibilities in accordance with the Code.

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Our audit approach

An audit is designed to provide reasonable assurance about whether the financial report is free from material misstatement. Misstatements may arise due to fraud or error. They are considered material if individually or in aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of the financial report.

We tailored the scope of our audit to ensure that we performed enough work to be able to give an opinion on the financial report as a whole, taking into account the geographic and management structure of the Group, its accounting processes and controls and the industry in which it operates.

Materiality

- For the purpose of our audit we used overall Group materiality of US $32.5 million, which represents approximately 5% of the Group's adjusted profit before tax, excluding certain non-recurring items ("adjusted Group profit before tax").
- We applied this threshold, together with qualitative considerations, to determine the scope of our audit and the nature, timing and extent of our audit procedures and to evaluate the effect of misstatements on the financial report as a whole.
- We chose adjusted Group profit before tax because, in our view, it is the benchmark against which the performance of the Group is most commonly measured. We adjusted for certain non-recurring items including impairment of assets, gains/losses on disposals and a contingent consideration remeasurement, as these are infrequent items impacting profit and loss.
- We utilised a 5% threshold based on our professional judgement, noting it is within the range of commonly acceptable thresholds.

Audit Scope

- Our audit focused on where the Group made subjective judgements; for example, significant accounting estimates involving assumptions and inherently uncertain future events.
- The Group operates in more than 20 countries, with the majority of its business based in three geographical locations – Australia, United States of America and United Kingdom. The Group engagement team determined the nature, timing and extent of work that needed to be performed by it and by auditors operating under its instruction (component auditors). We structured our audit approach as follows:
  - We audited certain entities in Australia, the United States of America and the United Kingdom due to their financial significance to the Group.

- We performed specified risk focused procedures on certain account balances for other entities in Australia, the United States of America, the United Kingdom, Canada and Switzerland.
- We carried out further procedures at the Group level, including procedures over consolidation and preparation of the consolidated financial statements.

- For work performed by component auditors, we determined the level of involvement required from us in order to be able to conclude whether sufficient appropriate audit evidence had been obtained. Our involvement included discussions with component teams, written instructions, review of component auditor workpapers and holding meetings with component audit teams in Australia, the United States of America, the United Kingdom, Canada and Switzerland.

Key audit matters

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the financial report for the current period. The key audit matters were addressed in the context of our audit of the financial report as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. Further, any commentary on the outcomes of a particular audit procedure is made in that context. We communicated the key audit matters to the Risk and Audit Committee.

Key audit matter	*How our audit addressed the key audit matter*
Impairment assessment of goodwill *(Refer to note 11 of the financial statements)* The Group has a goodwill balance of US$1,913 million at 30 June 2023 (30 June 2022: US$1,984 million), representing approximately 31% (30 June 2022: 33%) of the total assets of the Group. The Group is required to perform an impairment assessment of its goodwill balance at least annually under Australian Accounting Standards. The Group performed an impairment assessment over the goodwill balance and determined a Value in Use (VIU) methodology using discounted cash flow models (models) for each operating segment, which is comprised of groups of CGUs, or CGUs separately identified for impairment testing. During the year, the Group recognised an impairment charge of US$10 million for the Childcare Voucher Services cash generating unit (CGU).	To evaluate the Group's assessment of the recoverable amounts of the CGUs, we performed a number of procedures, including the following: • Assessed whether the identification and division of the Group's goodwill into CGUs, was consistent with our knowledge of the Group's operations and internal management reporting; • Assessed whether the carrying value of each CGU included all assets, liabilities and cash flows directly attributable to the CGU and a reasonable allocation of corporate overheads; and • Evaluated whether the methods applied in calculating and allocating carrying value and VIU to the identified CGUs were in line with the requirements of Australian Accounting Standards. In relation to the models, we performed the following procedures, amongst others: • Assessed the mathematical accuracy of the models' calculations, on a sample basis;

Key audit matter	How our audit addressed the key audit matter
The carrying value of goodwill is contingent on future cash flows and there is a risk if these cash flows do not meet the Group's expectations that the assets may be impaired. The models prepared by the Group contained a number of significant judgements and estimates (assumptions) including: • Discount rates; • Five year cash flow projections (in a limited number of cases, the CGU cash flow projections are for a period longer than five years to account for the nature of the cash flows and specific circumstances); and • Earnings growth rates applied beyond the short-term cash flow forecasts (terminal growth rates). Given the level of judgement and the significance of the balance to the consolidated statement of financial position, the impairment assessment of goodwill was considered to be a key audit matter.	• Compared cash flow forecasts to Board approved business plans; • Compared previous cash flow forecasts to actual results to assess the historical accuracy of forecasting; • With the support of our valuation experts, we assessed the appropriateness of discount rates, for a sample of CGUs, by comparing these to relevant external data; • Tested, on a sample basis, whether cash flow forecasts and terminal growth rates used are consistent with our knowledge of current business conditions, externally derived data (where possible) and our understanding of the business; and • For each grouping of CGUs, assessed the Group's sensitivity analysis which included the Group's assessment of reasonably possible changes to key assumptions. We also considered the reasonableness of the Group's financial report disclosures made in note 11 in relation to this matter in light of the requirements of Australian Accounting Standards.
Useful life assessment of Mortgage Servicing Rights (MSRs) *(Refer to note 10 of the financial statements)* The Group held MSRs, net of accumulated amortisation, of US$568 million at 30 June 2023 (30 June 2022: US$629 million), representing approximately 9% (30 June 2022: 10%) of the total assets of the Group. MSRs are intangible assets acquired that provide the legal right to service a particular mortgage for a fee for the duration of its life. The owner of the MSR can either service the loan itself or appoint a sub-servicer to do so. Amortisation of MSRs is calculated using the straight-line method over their estimated useful lives of nine years for the interest-sensitive and non-interest sensitive components of the	We performed the following procedures, amongst others, over the Group's assessment of the useful life of MSRs: • Assessed significant assumptions as at 30 June 2023 and any changes to significant assumptions since the Group's most recent assessment (as at 1 July 2022) by reference to externally derived data (where possible); • Assessed the appropriateness of management's change in useful life for the interest-sensitive component at 1 January 2023 from eight to nine years; • Evaluated whether the methods applied in determining the useful lives of MSRs were in line with the requirements of Australian Accounting Standards;

Key audit matter	*How our audit addressed the key audit matter*
portfolio. Prior to 1 January 2023, the useful life of interest-sensitive rights was eight years. The estimated useful life of MSRs reflects the Group's estimate of the average life of the underlying mortgages. The most significant factors impacting the useful life are US mortgage interest rates and the rate of the borrowers' prepayments. We considered the useful life of MSRs to be a key audit matter as significant judgement is required by the Group in determining the period over which these rights will generate economic benefits.	• With the support of our valuation experts, assessed the Group's estimate for expected remaining useful life; • Compared the Group's estimate of useful life for the interest-sensitive and non-interest sensitive loans to that of the Group's third party MSR valuer; and • Considered the competence and capabilities of the Group's third party MSR valuer. We also considered the reasonableness of the Group's financial report disclosures made in note 10 in relation to this matter in light of the requirements of Australian Accounting Standards.

Other information

The directors are responsible for the other information. The other information comprises the information included in the annual report for the year ended 30 June 2023, but does not include the financial report and our auditor's report thereon.

Our opinion on the financial report does not cover the other information and accordingly we do not express any form of assurance conclusion thereon through our opinion on the financial report. We have issued a separate opinion on the remuneration report.

In connection with our audit of the financial report, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial report or our knowledge obtained in the audit, or otherwise appears to be materially misstated.

If, based on the work we have performed on the other information that we obtained prior to the date of this auditor's report, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of the directors for the financial report

The directors of the Company are responsible for the preparation of the financial report that gives a true and fair view in accordance with Australian Accounting Standards and the *Corporations Act 2001* and for such internal control as the directors determine is necessary to enable the preparation of the financial report that gives a true and fair view and is free from material misstatement, whether due to fraud or error. In Note 1, the directors also state, in accordance with Accounting Standard AASB 101 *Presentation of Financial Statements*, that the financial statements comply with International Financial Reporting Standards.

In preparing the financial report, the directors are responsible for assessing the ability of the Group to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the Group or to cease operations, or have no realistic alternative but to do so.

Auditor's responsibilities for the audit of the financial report

Our objectives are to obtain reasonable assurance about whether the financial report as a whole is free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with the Australian Auditing Standards will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of the financial report.

A further description of our responsibilities for the audit of the financial report is located at the Auditing and Assurance Standards Board website at:
https://www.auasb.gov.au/admin/file/content102/c3/ar1_2020.pdf

This description forms part of our auditor's report.

Report on the remuneration report

Our opinion on the remuneration report

We have audited the remuneration report included in pages 43 to 64 of the directors' report for the year ended 30 June 2023.

In our opinion, the remuneration report of Computershare Limited for the year ended 30 June 2023 complies with section 300A of the *Corporations Act 2001.*

Responsibilities

The directors of the Company are responsible for the preparation and presentation of the remuneration report in accordance with section 300A of *the Corporations Act 2001*. Our responsibility is to express an opinion on the remuneration report, based on our audit conducted in accordance with Australian Auditing Standards.

PricewaterhouseCoopers

Marcus Laithwaite
Partner

Melbourne
29 September 2023

SHAREHOLDER INFORMATION

This section contains additional information required by the Australian Securities Exchange Limited listing rules not disclosed elsewhere in this report.

SHAREHOLDINGS

Substantial Shareholders

The following information is extracted from the Company's Register of Substantial Shareholders.

Name	Number of ordinary shares	Fully paid percentage
AustralianSuper Pty Ltd	65,885,368	10.91%
State Street Corporation	37,166,419	6.16%
BlackRock Group	36,491,751	6.04%
Christopher John Morris	32,091,083	5.32%
Vanguard Group	30,873,590	5.11%

Class of shares and voting rights

At 18 September 2023 there were 39,180 holders of ordinary shares in the Company. The voting rights attaching to the ordinary shares set out in clause 4 of the Company's Constitution are:

a. the right to receive notice of and to attend and vote at all general meetings of the Company;
b. the right to receive dividends; and
c. in a winding up or a reduction of capital, the right to participate equally in the distribution of the assets of the Company (both capital and surplus), subject to any amounts unpaid on the Share and, in the case of a reduction, to the terms of the reduction.

Distribution of shareholders of shares as at 18 September 2023

Size of holding	Ordinary shareholders
1 - 1,000	23,797
1,001 - 5,000	12,225
5,001 - 10,000	1,869
10,001 - 100,000	1,189
100,001 and over	100
Total shareholders	**39,180**

There were 671 shareholders holding less than a marketable parcel of 20 ordinary shares as at 18 September 2023.

Twenty Largest Shareholders of ordinary shares as at 18 September 2023

	Ordinary shares	
	Number	%
HSBC Custody Nominees (Australia) Limited	173,348,348	28.71
J P Morgan Nominees Australia Pty Limited	135,073,767	22.37
Citicorp Nominees Pty Limited	80,252,295	13.29
National Nominees Limited	17,314,926	2.87
BNP Paribas Noms Pty Ltd <DRP>	14,519,032	2.40
BNP Paribas Nominees Pty Ltd ACF Clearstream	10,494,534	1.74
Computershare Clearing Pty Ltd	10,376,309	1.72
Invia Custodian Pty Limited <Ms Penelope Jane Maclagan>	9,901,402	1.64
Welas Pty Ltd	9,500,000	1.57
Citicorp Nominees Pty Limited <Colonial First State Inv A/C>	8,695,798	1.44
Finico Pty Ltd <Morris Family A/C>	7,257,557	1.20
Argo Investments Limited	5,458,117	0.90
HSBC Custody Nominees (Australia) Limited <Nt-Comnwlth Super Corp A/C>	3,862,849	0.64
Australian Foundation Investment Company Limited	3,630,000	0.60
BNP Paribas Nominees Pty Ltd <Agency Lending Drp A/C>	3,030,617	0.50
Netwealth Investments Limited <Wrap Services A/C>	2,959,171	0.49
BNP Paribas Nominees Pty Ltd Hub24 Custodial Serv Ltd <Drp A/C>	2,876,575	0.48
Ms Michele Jean O'Halloran	2,573,638	0.43
Fraser Island Pty Ltd <Fraser Island Unit A/C>	2,558,093	0.42
UBS Nominees Pty Ltd	1,804,192	0.30
Total	**505,487,220**	**83.73**

CORPORATE DIRECTORY

DIRECTORS

Paul Joseph Reynolds
(Chairman)
Stuart James Irving
(President and Chief Executive Officer)
Abigail Pip Cleland
Tiffany Lee Fuller
Lisa Mary Gay
John Nendick
Joseph Mark Velli

COMPANY SECRETARY

Dominic Matthew Horsley

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Australian Securities Exchange

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NOTES

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The Annual Report
is available online at
www.computershare.com

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