



Companies House

— for the record —

Please complete in typescript, or  
in bold black capitals.

CHW P000

Company Number

3015818

Company name in full

COMPUTER SHARE LIMITED

88(2)

(Revised 2005)

Return of Allotment of Shares

Shares allotted (including bonus shares):

(see Guidance Booklet GBA6)

Date or period during which  
shares were allotted

(If shares were allotted on one date  
enter that date in the "from" box)

From

Day Month Year

1 3 1 2 2 0 0 6

To

Day Month Year

Class of shares

(ordinary or preference etc)

ORDINARY

Number allotted

3,956,851

Nominal value of each share

£1

Amount (if any) paid or due on each  
share (including any share premium)

List the names and addresses of the allottees and the  
number and class of shares allotted to each overleaf

If the allotted shares (including bonus shares) are fully or partly paid up otherwise than in  
cash please state:

% that each share is to be  
treated as paid up

% (if any) that each share  
is to be paid up in cash

Consideration for which  
the shares were allotted

(This information must be supported by  
the original or a certified copy of the  
contract or by Form 88(3) if the contract  
is not in writing)

£24,500,000 (twenty four million  
five hundred thousand)



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\*AW5JXLHT\*

19/12/2006

COMPANIES HOUSE

431

When you have completed and signed the form please send it to the  
Registrar of Companies at:

Companies House, Crown Way, Cardiff, CF14 3UZ

for companies registered in England and Wales

or  
Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB

for companies registered in Scotland

DX 33050 Cardiff

DX 235 Edinburgh

or LP - 4 Edinburgh 2

TUESDAY

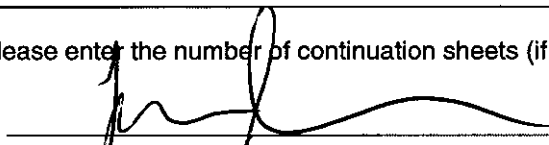
## Names and addresses of the allottees

Shareholder details <i>(list joint allottees as one shareholder)</i>		Shares and share class allotted	
Name(s) _____ Address _____ _____ UK Postcode    _ _ _ _ _	Class of shares allotted _____ _____ _____ Number allotted _____ _____ _____	Class of shares allotted _____ _____ _____ Number allotted _____ _____ _____	Class of shares allotted _____ _____ _____ Number allotted _____ _____ _____
Name(s) _____ Address _____ _____ UK Postcode    _ _ _ _ _	Class of shares allotted _____ _____ _____ Number allotted _____ _____ _____	Class of shares allotted _____ _____ _____ Number allotted _____ _____ _____	Class of shares allotted _____ _____ _____ Number allotted _____ _____ _____
Name(s) _____ Address _____ _____ UK Postcode    _ _ _ _ _	Class of shares allotted _____ _____ _____ Number allotted _____ _____ _____	Class of shares allotted _____ _____ _____ Number allotted _____ _____ _____	Class of shares allotted _____ _____ _____ Number allotted _____ _____ _____
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Please enter the number of continuation sheets (if any) attached to this form

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Signed



Date

\*\* A director / secretary / administrator / administrative receiver / receiver / official receiver / receiver manager / voluntary arrangement supervisor

\*\* Please delete as appropriate

### Contact Details

You do not have to give any contact information in the box opposite but if you do, it will help Companies House to contact you if there is a query on the form. The contact information that you give will be visible to searchers of the public record.

AMANDA MALLENDER, LEGAL DEPARTMENT,	
THE PAULIONS, BRIDGWATER ROAD, BANSTU	
BS13 8AE	Tel 0870 873 5234
DX number	DX exchange

Computershare Limited  
ABN 71 005 485 825  
Yarra Falls, 452 Johnston Street Abbotsford  
Victoria 3067 Australia  
PO Box 103 Abbotsford  
Victoria 3067 Australia  
Telephone 61 3 9415 5000  
Facsimile 61 3 9473 2500

13 December 2006

To: The Board of Directors  
Computershare Limited  
The Pavilions  
Bridgwater Road  
Bristol  
BS13 8AE

Dear Sirs

## Application for Ordinary Shares in Computershare Limited

We hereby subscribe for 3,956,851 fully paid up Ordinary Shares of £1 each in Computershare Limited for a consideration of £24,500,000 (twenty four million five hundred thousand), subject to the Memorandum and Articles of Association of Computershare Limited.

The consideration for the issue of the Shares will be settled by the assignment of a debt owed to us by Computershare Investments (UK) Limited in the sum of £24,500,000 (twenty four million five hundred thousand). We attach a Deed of Assignment and Notice of Assignment to this letter in relation to the same.

Yours faithfully



Computershare Limited

*I hereby certify that this is a  
true copy of the original*

*J. Mallender, solicitor*

*13/12/06*

## DEED OF ASSIGNMENT

DATED 13 DECEMBER 2006

Assignor                      Computershare Limited (ACN 005485825) whose registered office is at 452 Johnston Street, Abbotsford, Victoria 3067, Australia

### BACKGROUND

1. Pursuant to a share sale agreement between the Computershare Document Services Limited ("CDS") and Computershare Investments (UK) Limited ("CIUK") dated 30 June 2004 (the "Share Sale Agreement"), CDS sold to CIUK its holding of 1,050,000 ordinary shares of £1 each in Computershare Investor Services PLC (the "Shares") in return for a deferred consideration of £24,500,000 payable in full on or before 30 June 2007 on which interest will accrue from the Completion Date to the Repayment Date at an annual rate equal to 0.2% plus the base rate from time to time of The Royal Bank of Scotland plc (the "Deferred Consideration").
2. CDS declared a dividend in specie in the sum of £245,000 on 20 June 2004 on each ordinary share in the capital of CDS which was satisfied by the assignment to the sole member of the CDS, CDS International Limited (the "CDSI") of the benefit of the Share Sale Agreement and the debt owing by CIUK to CDS under the Share Sale Agreement.
3. CDSI declared a dividend in specie totalling the AUD equivalent of £24,500,000 which was satisfied by the assignment to the sole member of CDSI, ACN 080 903 Pty Limited ("ACN 080") of the benefit of the Share Sale Agreement and the debt owing by CIUK to CDS under the Share Sale Agreement.
4. ACN 080 declared a dividend in specie totalling the AUD equivalent of £24,500,000 which was satisfied by the assignment to the sole member of ACN 080, Computershare Limited (ACN 005485825) (the "Assignor") of the benefit of the Share Sale Agreement and the debt owing by CIUK to CDS under the Share Sale Agreement.

### ASSIGNMENT

- 1.1 The Assignor hereby with full title guarantee hereby assigns to the Computershare Limited (Company number 3015818) (the "Assignee") (as far as it is able to do so) all its estate and interest in and the full benefit and burden of the Share Sale Agreement and all its rights and remedies under or deriving from it absolutely SAVE FOR any right to accrued interest with effect from 13 December 2006.
- 1.2 All terms shall have the meaning assigned to them in the Share Sale Agreement unless otherwise stated in this Deed.
- 1.3 The Assignor undertakes to give notice of the assignment of the Share Sale Agreement to CIUK in the terms of the attached notice of assignment.

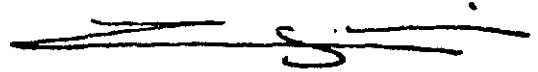
*I hereby certify that this is a true copy of the original*  
*A. Muller, Solicitor*  
*13/12/06*

Delivered as a deed on the date of this document.

Executed as a deed by  
Computershare Limited  
in the presence of:

)  
)  
)

Director



Director/Secretary



Computershare Limited  
ABN 71 005 485 825  
Yarra Falls, 452 Johnston Street Abbotsford  
Victoria 3067 Australia  
PO Box 103 Abbotsford  
Victoria 3067 Australia  
Telephone 61 3 9415 5000  
Facsimile 61 3 9473 2500  
www.computershare.com

13 December 2006

The Company Secretary  
Computershare Investments (UK) Limited  
The Pavilions  
Bridgwater Road  
Bristol  
BS13 8AE

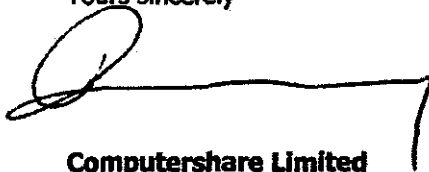
Dear Sirs

## Assignment of Agreement

Please note that the right to receive the Deferred Consideration (excluding any accrued interest) in accordance with the terms of the Share Sale Agreement between Computershare Document Services Limited and Computershare Investments (UK) Limited was assigned to Computershare Limited (Company No. 3015818) whose registered address is The Pavilions, Bridgwater Road, Bristol, BS13 8AE with effect from 13 December 2006.

Accordingly, please ensure that the Deferred Consideration (excluding any accrued interest) is paid to Computershare Limited in accordance with the terms of the Share Sale Agreement.

Yours sincerely



Computershare Limited

*I hereby certify that this is a  
true copy of the original*

*A. Mallender, (A. MALLENDER)*

*solicitor*

*13/12/06*