

RXP SERVICES LIMITED

ABN 30 146 959 917

Release to Australian Securities Exchange

2 March 2021

RXP Services shareholders approve Scheme of Arrangement

RXP Services Limited (ASX: RXP) is pleased to announce that the Scheme of Arrangement pursuant to which RXP will be acquired by Capgemini Australia Pty Limited (Capgemini), has today been approved by the requisite majorities of RXP Shareholders.

Results of the Scheme Meeting

In accordance with ASX Listing Rule 3.13.2, RXP advises that the resolution to approve the Scheme, as set out in the Notice of Meeting attached to the Scheme Booklet dated 29 January 2021, was passed by the requisite majorities of RXP Shareholders at the meeting held earlier today pursuant to orders made on 29 January 2021 by the Federal Court of Australia (Court).

RXP Services Limited Scheme Meeting Tuesday 2nd March 2021 Voting Results

The following information is provided in accordance with section 251AA(2) of the Corporations Act 2001 (Cth): and ASX Listing Rule 3.13.2.

Resolution details	Instructions given to validly appointed proxies (as at proxy close)				Number of votes cast on the poll			Resolution Result
Resolution	For	Against	Proxy's Discretion	Abstain	For	Against	Abstain*	Carried / Not Carried
1 Approve Scheme of Arrangement	107,771,325 99.17%	382,305 0.35%	526,582 0.48%	184,863	108,470,554 99.65%	382,305 0.35%	184,863	Carried
					Number of shareholders voting on the poll			
					For	Against	Abstain*	
					247 91.82%	22 8.18%	6	

* Votes cast by a person who abstains on an item are not counted in calculating the required majority on a poll.

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Level 15
31 Queen Street, Melbourne
Victoria Australia

Phone (03) 8630 5800
Email info@rxpservices.com
Web www.rxpservices.com

Next steps and indicative timetable

RXP will now seek orders from the Court for approval of the Scheme at a hearing that has been scheduled for 4 March 2021. If the Scheme is approved by the Court, RXP proposes to lodge the orders of the Court with the Australian Securities and Investments Commission on 5 March 2021 and the Scheme will become effective on that date. RXP shares will be suspended from trading on the ASX from close of trading on 5 March 2021.

The indicative timetable for implementation of the Scheme remains as follows:

Date and time	Event
Thursday, 4 March 2021	Second Court Date For approval of the Scheme
Friday, 5 March 2021	Effective Date Court Order lodged with ASIC and announced to ASX RXP Shares suspended from trading on ASX at close of trading
7:00pm (AEDT), Friday, 19 March 2021	Scheme Record Date Time and date for determining entitlements to Scheme Consideration
Friday, 26 March 2021	Implementation Date The date on which the Scheme will be implemented

Special Dividend

The Scheme provides for a Special Dividend of up to 5 cents per share, the declaration and payment of which is subject to a number of conditions including the Scheme becoming effective and RXP receiving a favourable draft class ruling from the Australian Tax Office.

In preparation for this, the Company is in contact with the Australian Tax Office and anticipates receiving a draft ruling the week beginning 8 March 2021 in relation to the payment of the Special Dividend. The Scheme has provided for a Special Dividend record date being 11 March 2021 and a payment date of 18 March 2021.

This announcement has been authorised for release by the Board.

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For further information, contact:

Ross Fielding
Chief Executive Officer
P: +61 3 8630 5800
E: info@rxpservices.com

Eric Kuret
Investor Relations, Market Eye
M: +61 3 9591 8900
E: eric.kuret@marketeye.com.au

About RXP Services Limited

RXP is a publicly listed, practice led Digital Services Partner with specialist consultants across 4 offices and 7 practices in Australia. We bring together creativity, design, insights and technology to help create Happier Humans.

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