



Notice of Annual General Meeting of Shareholders

The 2015 Annual General Meeting of UXC Limited (**the Company**) will be held as follows:

Date: Thursday, 29 October 2015

Time: 4.00pm (Melbourne time)

Venue: UXC Limited, Level 19, 360 Collins Street, Melbourne, VIC 3000

Items of Business

1. Financial Statements and Reports

To receive and consider the Financial Statements of the Company and the Reports of the Directors and the Auditor for the year ended 30 June 2015.

2. Adoption of Remuneration Report

To consider and, if thought fit, pass the following resolution as ordinary resolution:

That the Company's Remuneration Report for the year ended 30 June 2015 be adopted.

Note: The vote on this resolution is advisory only and does not bind the Directors or the Company.

3. Re-election of Directors

To consider and, if thought fit, pass the following resolutions as ordinary resolutions:

3.1 "That Mr Brian Mitchell, a Director retiring in accordance with the Company's Constitution, and being eligible for re-election, be re-elected as a Director of the Company."

3.2 "That Mr Doug Snedden, a Director retiring in accordance with the Company's Constitution, and being eligible for re-election, be re-elected as a Director of the Company."

In addition, to note:

"At the 2014 Annual General Meeting, Mr Jean-Marie Simart stated his intention to step down from the Board by the 2015 Annual General Meeting. Whilst Mr Simart has confirmed his intention to retire, this has been delayed to enable the completion of strategic assignments in which he is involved. It is expected that Mr Simart will retire prior to 31 December 2015."

By Order of the Board

A handwritten signature in black ink, appearing to read 'Iona MacPherson'.

Iona MacPherson

Company Secretary

25 September 2015

Voting Exclusion Statement

Item 2 – Remuneration Report

Pursuant to Section 250R of the *Corporations Act 2001* (Cth), the Company will disregard any votes cast on Resolution 2 by or on behalf of:

- (a) a member of the Key Management Personnel of the Company, details of whose remuneration is disclosed in the Remuneration Report for the year ended 30 June 2015; or
- (b) a closely related party of a member of the Key Management Personnel,

unless the vote is cast by a person as proxy for a person entitled to vote, in accordance with a direction on the proxy form or by the Chairman of the meeting pursuant to an express authorisation on the proxy form.

Key Management Personnel are those persons that have authority and responsibility for planning, directing and controlling the activities of the Company, whether directly or indirectly. Members of Key Management Personnel include Directors and certain senior executives.

A closely related party of a member of Key Management Personnel includes any of the following:

- A spouse, child or dependent of the member;
- A child or dependant of the member's spouse;
- Anyone else who is one of the member's family and may be expected to influence, or be influenced by, the member in the member's dealings with the Company;
- A company the member controls; and
- A person described by the regulations.

The proxy form accompanying this notice of meeting contains detailed instructions regarding how to complete the proxy form if a shareholder wishes to appoint the Chairman or other Key Management Personnel as proxy.

You should read these instructions carefully to ensure your vote is not disregarded where it otherwise would be valid. The Key Management Personnel of the Company and their closely related parties will not be able to vote your proxy on Resolution 2 unless you direct them how to vote on the proxy form. If you appoint the Chairman of the meeting as your proxy, or if the Chairman of the meeting is appointed as your proxy by default, but you do not direct him how to vote on Resolution 2, you will be taken to have expressly authorised the Chairman to exercise your proxy as he decides (in which case, the Chairman of the meeting intends to vote in favour of Resolution 2).

Voting in Person or by Proxy

- 1 The venue will open at 3:00pm to facilitate registration for the Annual General Meeting.
- 2 If you are a shareholder entitled to attend and vote, you are entitled to appoint one or two proxies. If you attend in person, all proxies are suspended.
- 3 A proxy need not be a shareholder of the Company and may be either an individual or a body corporate. Should you appoint a body corporate as your proxy, that body corporate will need to ensure that it appoints an individual as its corporate representative to exercise its powers at the meeting, in accordance with section 250D of the *Corporations Act 2001* (Cth) and provides satisfactory evidence of the appointment of its corporate representative prior to commencement of the meeting. If such evidence is not received before the meeting, then the body corporate (through its representative) will not be permitted to act as your proxy.
- 4 On a poll, shareholders have one vote for each fully paid ordinary share held.
- 5 If you wish to appoint one proxy, please use the Proxy Form provided.
- 6 You are entitled to appoint up to two persons as proxies to attend the Meeting and vote on a poll. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by telephoning the Company's security registry or you may copy this form and return them both together. To appoint a second proxy you must:
 - (a) on each of the first Proxy Form and the second Proxy Form state the percentage of your voting rights or number of securities applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded; and
 - (b) return both forms together.

Neither proxy is entitled to vote on a show of hands if more than one proxy attends.

Proxy Forms must be signed by a shareholder or the shareholder's attorney or, if a corporation, executed under seal or in accordance with section 127 of the *Corporations Act 2001* (Cth) or signed by an authorised officer or agent.

- 7 The Company has arranged for the Proxy Forms (and if the appointment of proxy is signed by the appointor's attorney, the original authority under which the appointment of proxy was signed or a certified copy of the authority) to be collected and collated by a shareholder proxy agent ("**the Agent**"). Proxy Forms can be returned to the Agent by **mail** to **Link Market Services**, Locked Bag A14, Sydney South NSW 1235 or by **hand delivery** to **Link Market Services**, Level 12, 680 George Street, Sydney NSW 2000 or by **fax** on **(02) 9287 0309**. To be effective, the Agent must receive Proxy Forms not later than 4.00pm (AEST) on Tuesday 27 October 2015.

Proxy Forms can also be lodged online at Link's website (www.linkmarketservices.com.au) or by mobile device.

Instructions in this regard are included on your Proxy Form.

The Board has determined, in accordance with the Company's Constitution and Corporations Regulations, that any shareholder registered at 7.00pm (Melbourne time) on 27 October 2015 is entitled to attend and vote at the Annual General Meeting.

Ordinary Business

Item 1: Financial Statements and Reports

Pursuant to section 317 of the *Corporations Act 2001* (Cth), the Financial Statements, Directors' Report and Auditor's Report of UXC Limited for the financial year ended 30 June 2015 will be laid before the meeting. The *Corporations Act 2001* does not require a vote of the shareholders on the Reports or the Statements. However, shareholders will be given reasonable opportunity to ask questions about or make comments on the management of the Company. A reasonable opportunity will also be given to shareholders to ask the Company's Auditor questions relevant to the conduct of the audit, the preparation and content of the Auditor's 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.

The 2015 Annual Report is available on the UXC website, at www.uxc.com.au.

Item 2: Adoption of Remuneration Report

2.1 Introduction

Pursuant to section 250R of the *Corporations Act 2001*, a resolution must be put to shareholders that the Remuneration Report be adopted. The vote on this resolution is advisory only and does not bind the Directors or the Company. However, the Directors of the Company will take into account the discussion on this item and the outcome of this vote when considering future remuneration arrangements of the Company.

2.2 The Remuneration Report is set out on pages 19 to 30 of the Company's 2015 Annual Report and details the remuneration for each of the Key Management Personnel which includes all Directors. The Remuneration Report explains the Board's policies in respect of remuneration and its relationship to the Company's performance and provides a detailed summary of any relevant performance conditions, why those particular conditions were chosen, and how performance is measured against them.

2.3 A reasonable opportunity will be provided to the shareholders for discussion of the Remuneration Report at the meeting.

Directors' Recommendation and Voting

A voting exclusion statement applies to this Resolution as set out in this Notice of Meeting.

The Board unanimously recommends that shareholders vote in favour of the adoption of the Remuneration Report.

The Chairman of the Meeting intends to vote all available proxies in favour of Item 2.

Item 3: Re-election of Directors

3.1 Approval of re-election of a Director

Mr Brian Mitchell

Mr Mitchell, Non-executive Director, retires by rotation in accordance with Listing Rule 14.4 and Article 8.1(d) of the Constitution of the Company and being eligible under Article 8.1(k)(1) offers himself for re-election.

Mr Mitchell was first appointed as a Non-executive Director of UXC Limited on 24 October 2012. Mr Mitchell is currently a Member of the Audit & Risk Committee, Nomination Committee and HR & Remuneration Committee.

Mr Mitchell does not have any material relationship with the Company, is not a recent former employee or auditor and is not associated with executive management of the Company through any family connection. Therefore Mr Mitchell satisfies all the criteria for independence in his role as Director of the Company, as set out in the Corporate Governance Statement of the Company's Annual Report.

Mr Mitchell is a senior executive with over 30 years' experience in the IT industry. During this time he has worked for a number of leading information technology companies including IBM, Digital Equipment, BIS Banking Systems and Oracle Corporation. He has operated at the CEO level for much of this time and has participated in and Chaired a number of boards. His experience has been gained from working in the United Kingdom, the USA, Australia and Asia Pacific. Mr Mitchell's experience included roles as Senior Vice President, Oracle Asia Pacific, responsible for growing Oracle's expanding software and services activities throughout Asia; and Managing Director, Oracle Australia and New Zealand.

Mr Mitchell is actively engaged on a number of private and public company boards. He was appointed as Chairman of Bravura Solutions in December 2009. He is also Chairman of OtherLevels Holdings Ltd which listed on the ASX in March 2015 and is developing marketing analytics for global markets. He is a Fellow of the Australian Institute of Company Directors, a Fellow of the Australian Marketing Institute, and an Associate Fellow of the Australian Institute of Management.

His skill, experience and expertise complement the existing skill set of the Board of Directors of the Company and he has made a valuable contribution to the Board since his appointment in 2012.

Directors' Recommendation and Voting

The Board (other than Mr Brian Mitchell) unanimously recommends that shareholders vote in favour of this resolution.

The Chairman of the Meeting intends to vote all available proxies in favour of this item 3.1.

Item 3.2: Approval of re-election of a Director

Mr Doug Snedden

Mr Snedden, Non-executive Director, retires by rotation in accordance with Listing Rule 14.4 and Article 8.1(d) of the Constitution of the Company and being eligible under Article 8.1(k)(1) offers himself for re-election.

Mr Snedden was appointed Non-executive Director of UXC Limited on 24 October 2012 and is currently Chairman of the Audit & Risk Committee and a member of the Nomination Committee.

Mr Snedden does not have any material relationship with the Company, is not a recent former employee or auditor and is not associated with executive management of the Company through any family connection. Therefore, Mr Snedden satisfies all the criteria for independence in her role as Director of the Company, as set out in the Corporate Governance Statement of the Company's Annual Report.

Mr Snedden has more than 30 years' experience in finance, consulting, technology and outsourcing, largely gained through a distinguished career at Accenture (formerly Andersen Consulting) throughout Australia and Asia Pacific.

Mr Snedden is currently engaged on a number of private and public company boards. Mr Snedden is Director of Transfield Services Limited, Sirca Technology Pty Ltd, St James Ethics Centre and Black Dog Institute. He is also Chairman of Odyssey House NSW and Chris O'Brien Lifehouse.

His skill, experience and expertise complement the existing skill set of the Board of Directors of the Company and he has made a valuable contribution to the Board since his appointment in 2012.

Directors' Recommendation and Voting

The Board (other than Mr Doug Snedden) unanimously recommends that shareholders vote in favour of this resolution.

The Chairman of the Meeting intends to vote all available proxies in favour of this item 3.2.


LODGE YOUR VOTE

 **ONLINE**
www.linkmarketservices.com.au

 **BY MAIL**
UXC Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235 Australia

 **BY FAX**
+61 2 9287 0309

 **BY HAND**
Link Market Services Limited
Level 12, 680 George Street, Sydney NSW 2000

 **ALL ENQUIRIES TO**
Telephone: +61 1300 554 474



X99999999999

PROXY FORM

I/We being a member(s) of UXC Limited and entitled to attend and vote hereby appoint:

APPOINT A PROXY

☐ **the Chairman of the Meeting (mark box)**

OR if you are **NOT** appointing the Chairman of the Meeting as your proxy, please write the name of the person or body corporate you are appointing as your proxy

or failing the person or body corporate named, or if no person or body corporate is named, the Chairman of the Meeting, as my/our proxy to act on my/our behalf (including to vote in accordance with the following directions or, if no directions have been given and to the extent permitted by the law, as the proxy sees fit) at the Annual General Meeting of the Company to be held at **4:00pm on Thursday, 29 October 2015 at UXC Limited, Level 19/360 Collins Street, Melbourne, VIC 3000 (the Meeting)** and at any postponement or adjournment of the Meeting.

Important for Resolution 2: If the Chairman of the Meeting is your proxy, either by appointment or by default, and you have not indicated your voting intention below, you expressly authorise the Chairman of the Meeting to exercise the proxy in respect of Resolution 2, even though the Resolution is connected directly or indirectly with the remuneration of a member of the Company's Key Management Personnel (**KMP**).

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business.

VOTING DIRECTIONS

Proxies will only be valid and accepted by the Company if they are signed and received no later than 48 hours before the Meeting. Please read the voting instructions overleaf before marking any boxes with an ☒.

Resolutions

	For	Against	Abstain*
2 To adopt the Remuneration Report (non-binding, advisory resolution)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3.1 Re-election of Director – Mr Brian Mitchell	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3.2 Re-election of Director – Mr Doug Snedden	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>



* If you mark the Abstain box for a particular Item, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

SIGNATURE OF SECURITYHOLDERS – THIS MUST BE COMPLETED

Securityholder 1 (Individual)

Sole Director and Sole Company Secretary

Joint Securityholder 2 (Individual)

Director/Company Secretary (Delete one)

Joint Securityholder 3 (Individual)

Director

This form should be signed by the securityholder. If a joint holding, either securityholder may sign. If signed by the securityholder's attorney, the power of attorney must have been previously noted by the registry or a certified copy attached to this form. If executed by a company, the form must be executed in accordance with the company's constitution and the *Corporations Act 2001* (Cth).

UXC PRX501C



HOW TO COMPLETE THIS SECURITYHOLDER PROXY FORM

YOUR NAME AND ADDRESS

This is your name and address as it appears on the Company's security register. If this information is incorrect, please make the correction on the form. Securityholders sponsored by a broker should advise their broker of any changes. **Please note: you cannot change ownership of your securities using this form.**

APPOINTMENT OF PROXY

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box in Step 1. If you wish to appoint someone other than the Chairman of the Meeting as your proxy, please write the name of that individual or body corporate in Step 1. A proxy need not be a securityholder of the Company.

DEFAULT TO CHAIRMAN OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chairman of the Meeting, who is required to vote those proxies as directed. Any undirected proxies that default to the Chairman of the Meeting will be voted according to the instructions set out in this Proxy Form, including where the Resolution is connected directly or indirectly with the remuneration of KMP.

VOTES ON ITEMS OF BUSINESS – PROXY APPOINTMENT

You may direct your proxy how to vote by placing a mark in one of the boxes opposite each item of business. All your securities will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of securities you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on the items of business, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

APPOINTMENT OF A SECOND PROXY

You are entitled to appoint up to two persons as proxies to attend the Meeting and vote on a poll. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by telephoning the Company's security registry or you may copy this form and return them both together.

To appoint a second proxy you must:

- (a) on each of the first Proxy Form and the second Proxy Form state the percentage of your voting rights or number of securities applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded; and
- (b) return both forms together.

SIGNING INSTRUCTIONS

You must sign this form as follows in the spaces provided:

Individual: where the holding is in one name, the holder must sign.

Joint Holding: where the holding is in more than one name, either securityholder may sign.

Power of Attorney: to sign under Power of Attorney, you must lodge the Power of Attorney with the registry. If you have not previously lodged this document for notation, please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the *Corporations Act 2001*) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please indicate the office held by signing in the appropriate place.

CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting the appropriate "Certificate of Appointment of Corporate Representative" should be produced prior to admission in accordance with the Notice of Meeting. A form of the certificate may be obtained from the Company's security registry or online at www.linkmarketservices.com.au.

LODGEMENT OF A PROXY FORM

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below by **4:00pm on Tuesday, 27 October 2015**, being not later than 48 hours before the commencement of the Meeting. Any Proxy Form received after that time will not be valid for the scheduled Meeting.

Proxy Forms may be lodged using the reply paid envelope or:



ONLINE

www.linkmarketservices.com.au

Login to the Link website using the holding details as shown on the Proxy Form. Select 'Voting' and follow the prompts to lodge your vote. To use the online lodgement facility, securityholders will need their "Holder Identifier" (Securityholder Reference Number (SRN) or Holder Identification Number (HIN) as shown on the front of the Proxy Form).



BY MOBILE DEVICE

Our voting website is designed specifically for voting online. You can now lodge your proxy by scanning the QR code adjacent or enter the voting link www.linkmarketservices.com.au into your mobile device. Log in using the Holder Identifier and postcode for your securityholding.

QR Code



To scan the code you will need a QR code reader application which can be downloaded for free on your mobile device.



BY MAIL

UXC Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235
Australia



BY FAX

+61 2 9287 0309



BY HAND

delivering it to Link Market Services Limited*
Level 12
680 George Street
Sydney NSW 2000

* During business hours (Monday to Friday, 9:00am–5:00pm)

**IF YOU WOULD LIKE TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING, PLEASE BRING THIS FORM WITH YOU.
THIS WILL ASSIST IN REGISTERING YOUR ATTENDANCE.**