

## MARKET ANNOUNCEMENT

### UXC shareholders vote in favour of Scheme of Arrangement

UXC Limited (UXC) shareholders today voted in favour of the proposal from Computer Sciences Corporation Limited for CSC Computer Sciences Australia Holdings Pty Ltd to acquire all of the shares in UXC via a Scheme of Arrangement.

#### Voting results

UXC advises that the resolution to approve the Scheme, as set out in the Notice of Scheme Meeting dated 21 December 2015, was passed by the requisite majorities of shareholders with:

- >50% of UXC shareholders present and voting (either in person or by proxy) in favour of the resolution; and
- >75% of votes cast in favour of the resolution.

The results of the poll were as follows:

	<b>For</b>	<b>Against</b>	<b>Abstain*</b>
Votes	205,879,150	3,555,583	240,424
% of Votes	98.3%	1.7%	0%
Holders	2,226	177	14
% of holders	92.63%	7.37%	0%

*\* Note that votes relating to a shareholder who abstains from voting are not counted in determining the requisite majorities.*

The Proxies received at proxy-close were:

	<b>For</b>	<b>Against</b>	<b>Open</b>	<b>Abstain*</b>	<b>Total votes</b>
Votes	177,905,253	3,546,189	26,780,359	205,130	208,436,931
% of votes	85.44%	1.7%	12.86%	0%	100%
Holders	1,922	171	286	11	2,390
% of holders	80.42%	7.15%	11.97%	0.46%	100%

*\* Note that votes relating to a shareholder who abstains from voting are not counted in determining the requisite majorities.*

#### Scheme Consideration

UXC has applied to the Supreme Court of Victoria for approval of the Scheme at a hearing scheduled for Thursday, 11 February 2016.

The UXC Board has determined that UXC shareholders who hold shares on the Interim Dividend Record Date for determining entitlements to receive the Interim Dividend (Friday, 12 February 2016) will be paid a fully franked interim dividend of A\$0.02 cash per share.



The UXC Board has also exercised its discretion under the UXC Dividend Reinvestment Plan Rules to suspend the UXC Dividend Reinvestment Plan such that it will not apply to the interim dividend determined above. All eligible UXC shareholders will therefore receive cash in respect of the interim dividend.

If the Scheme is approved by the Court, UXC shareholders who hold shares on the Scheme Record Date for determining entitlements to receive the Scheme Consideration (Friday, 19 February 2016) will be paid A\$1.22 cash per share.

Those UXC shareholders will be sent the Interim Dividend on the Interim Dividend Payment Date (Thursday, 18 February 2016) and the Scheme Consideration on the Implementation Date (Friday, 26 February 2016).

### Timetable

Key dates for implementation of the Scheme are set out below:

<b>Interim Dividend determined</b>	Monday, 8 February 2016
<b>Second court hearing</b> <ul style="list-style-type: none"><li>• Second Supreme Court of Victoria hearing for approval of the Scheme</li></ul>	Thursday, 11 February 2016
<b>Effective Date</b> <ul style="list-style-type: none"><li>• Court order lodged with Australian Securities and Investments Commission and announcement to ASX</li><li>• Last day of trading in UXC shares on ASX (with UXC shares suspended from close of trading)</li></ul> <b>Interim Dividend Record Date</b> (for determining entitlements to receive Interim Dividend)	Friday, 12 February 2016
<b>Interim Dividend Payment Date</b> (for payment of the Interim Dividend)	Thursday, 18 February 2016
<b>Scheme Record Date</b> (for determining entitlements to Scheme Consideration)	7pm on Friday, 19 February 2016
<b>Implementation Date</b> (for payment of the Scheme Consideration)	Friday, 26 February 2016

**For more information please contact:**

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