



Australian Stock Exchange
Company Announcements Platform
20 September 2013

UXC Limited
ABN 65 067 682 928

MARKET ANNOUNCEMENT

Notice of Annual General Meeting and Proxy Form

UXC Limited hereby releases the Notice of Meeting and Explanatory Memorandum, as well as the proxy form, as despatched to shareholders today.

The meeting will be held at 4:00pm on Thursday, 24 October 2013 at Garden Rooms 2 & 3, Level 1 Crown Towers, 8 Whiteman St Southbank VIC (Queensbridge St end of Crown complex).

For more information please contact:

Mr Cris Nicolli
Managing Director
UXC Limited
(613) 9224 5777

Mr Mark Hubbard
Finance Director / Company Secretary
UXC Limited
(613) 9224 5777

Toll free shareholder
information line:
1800 092 092
www.uxc.com.au

ABOUT UXC LIMITED

UXC Limited is an S&P/ASX 300 listed Australian business solutions company, and the largest Australian owned ICT consultancy firm. UXC services medium to large entities in the private and public sectors across Australia and New Zealand.

UXC provides a range of unique, unmatched and formidable ICT Solutions in Consulting, Business Applications and Infrastructure that support our customers to plan & design, implement & enhance, and operate & manage their ICT requirements.

UXC strives to create simplicity and meaning in a complex world through the power of people and technology, by being the leading Tier 1 Australian IT Services and Solutions Company, delivering value, innovation and responsive business outcomes with excellent people.



Notice of Annual General Meeting of Shareholders

The 2013 Annual General Meeting of UXC Limited will be held as follows:

Date: Thursday 24 October 2013

Time: 4.00pm (Melbourne time)

Venue: Crown Casino, Garden Rooms 2 & 3, Level 1 Crown Towers, 8 Whiteman St, Southbank, VIC

Ordinary Business

1 Consideration of accounts

To receive and consider the financial report of the Company for the year ended 30 June 2013 and the reports of the directors and auditors.

2 Remuneration Report

To adopt the Remuneration Report for the year ended 30 June 2013.

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

3 Approval of re-election of director

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

3.1 "That Mr Geoffrey Cosgriff, 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 Geoffrey Lord, 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:

That Mr Kingsley Culley, a director electing to retire, is not seeking re-election.

By Order of the Board

A handwritten signature in black ink, appearing to read 'Mark C Hubbard', written in a cursive style.

Mark C Hubbard
Company Secretary
20 September 2013

Voting Exclusion Statement

Item 2 – Remuneration Report

Pursuant to Section 250R of the *Corporations Act 2001*, 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 2013; or
- (b) a closely related party of a member of the Key Management Personnel,

as well as any votes cast as proxy on Item 2 by members of the Key Management Personnel at the date of the meeting and their closely related parties, 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 and closely related parties should be aware that Section 250R of the *Corporations Act 2001* **prohibits** them from casting a vote that will be disregarded in accordance with the statement above.

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 those 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 meetings, 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 If you wish to appoint two proxies, an additional Proxy Form may be obtained by telephoning the share registry or you may copy the Proxy Form provided. Where two proxies are appointed, you may specify the number or proportion of votes that each may exercise, failing which each may exercise half the votes. Neither proxy is entitled to vote on a show of hands if more than one proxy attends.
- 7 Proxy Forms must be signed by a member or the member's attorney or, if a corporation, executed under seal or in accordance with section 127 of the *Corporations Act 2001* or signed by an authorised officer or agent.
- 8 The Company has arranged for the Proxy Forms (and if the appointment is signed by the appointor's attorney, the original authority under which the appointment 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 **fax on (02) 9287 0309**. To be effective, the Agent must receive Proxy Forms not later than 4.00pm (AEST) on Tuesday 22 October 2013.

Proxies can also be lodged online at Link's website (www.linkmarketservices.com.au) by following the steps below:

- Step 1 – Select Investor Login through the Investor Centre from the top right.
- Step 2 – Enter UXC Limited as the Issuer.
- Step 3 – Enter your Holder Identifier (which appears under the barcode on the front of your proxy form), your postcode, Type the Security code.
- Step 4 – Read and agree to the terms and conditions by selecting the tick box.
- Step 5 – Select the orange '>Login' box.
- Step 6 – Select Vote under the heading Action and follow the prompts.

You will be taken to have signed your proxy form if you lodge it in accordance with the instructions given on the website.

The Board has determined, in accordance with the Company's Constitution and Corporations Regulations that any shareholder registered at 7.00pm (Melbourne time) on 22 October 2013 is entitled to attend and vote at the Annual General Meeting.

Explanatory Notes to Shareholders

Ordinary Business

Item 1: Consideration of accounts

Pursuant to section 317 of the *Corporations Act 2001*, the Financial Report, Directors' Report and Auditor's Report of UXC Limited for the financial year to 30 June 2013 will be laid before the meeting. The *Corporations Act 2001* does not require a vote of the shareholders on the reports or the statements. The Annual Report is available on the UXC website, at www.uxc.com.au.

Item 2: Remuneration Report

Pursuant to section 250R of the *Corporations Act 2001*, a resolution must be put to members 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.

The Remuneration Report is set out on pages 20 through 30 of the Company's 2013 Financial Report. The Remuneration Report explains the Board's policies in relation to the:

- a) nature and scope of remuneration paid to directors, the company secretary and group executives;
- b) inter-relationship with the Company's performance and performance conditions chosen and short and long term incentive measurements;
- c) remuneration details for each director and group executive; and
- d) differences between remunerating non-executive directors as discrete from the basis upon which group executives are remunerated.

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

The Directors recommend that shareholders vote in favour of the adoption of the Remuneration Report.

The Company will disregard any votes cast on item 2 by or on behalf of:

- a member of the Key Management Personnel; or
- a closely related party (such as close family members and any controlled companies) of those persons,

as well as any votes cast as proxy on Item 2 by members of the Key Management Personnel at the date of meeting and their closely related parties, unless the vote is cast:

- by a person as proxy for a person entitled to vote on item 2 in accordance with a direction how to vote on in the proxy form; or
- by the Chairman of the meeting pursuant to an express authorisation on the proxy form.

Item 3: Approval of re-election of a director

3.1: Approval of re-election of a director – Mr Geoffrey Cosgriff

Mr Cosgriff, 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 Cosgriff was appointed as a Non-executive Director of UXC Limited on 13 September 2002 and is currently the Chairman of the Board and Chairman of the Nomination Committee.

Mr Cosgriff 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 Cosgriff 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 Cosgriff is also Director of RACV Ltd, Infocos Pty Ltd and Intelomatics Australia Pty Ltd. He was formerly Non-executive Director of Transurban Group from 2000 to 2011, Managing Director of MITS from 1990 to 2000 and was Executive Director of Logica Australia Pty Ltd until June 2008.

The Directors recommend shareholders vote in favour of this resolution.

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

3.2: Approval of re-election of a director – Mr Geoffrey Lord

Mr Lord, 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 Lord was appointed as Chairman and Director of UXC Limited on 13 September 2002 and is currently the Deputy Chairman of the Board and a member of the Nomination Committee.

Mr Lord is a former executive and one of the largest shareholders of the Company through his ownership of Belgravia Strategic Equities Pty Ltd, and does not satisfy 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 Lord is Chairman and Chief Executive Officer of Belgravia Group, Chairman of LCM Litigation Fund and Terrain Capital Limited, a Director of MaxiTrans Industries Limited and former Chairman of Melbourne Victory Limited. Mr Lord is also Deputy Chairman of the Institute of Drug Technology Limited, and a former Director of KLM Group, Ausmelt Limited and Northern Energy Corporation Limited.


The Directors recommend shareholders vote in favour of this resolution.


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

Mr Kingsley Culley

Mr Kingsley Culley, Non-executive Director, has elected to retire and is not seeking re-election as a Director of UXC Limited. Mr Culley was a director of Utility Services Corporation, a predecessor company to UXC, and has been one of the original directors of UXC Limited since its formation in 2002. During this time, Mr Culley has made valuable contributions to UXC Limited as a member of the Board, member of the HR & Remuneration Committee, member of the Nomination Committee, member of the Audit Committee, and Chairman of the Risk Management Committee. The Board notes with appreciation Mr Culley's service and contribution to UXC Limited, and thanks him for his valued assistance.

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

 **By fax:** +61 2 9287 0309

 **All enquiries to: Telephone:** +61 1300 554 474



X99999999999

SECURITYHOLDER VOTING FORM

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

STEP 1	APPOINT A PROXY
<input type="checkbox"/> the Chairman of the Meeting (mark box)	<p>OR if you are NOT appointing the Chairman of the Meeting as your proxy, please write the name of the person or body corporate (excluding the registered securityholder) you are appointing as your proxy. I/we appoint the Chairman of the Meeting as an alternate proxy to the person named.</p> <div style="border: 1px solid black; width: 200px; height: 20px; margin-left: 10px;"></div> <p>If no person/body corporate is named, the Chairman of the Meeting, is appointed as my/our proxy and to vote for me/us on my/our behalf at the Annual General Meeting of the Company to be held at 4:00pm on Thursday, 24 October 2013, at Crown Casino, Garden Rooms 2 & 3, Level 1 Crown Towers, 8 Whiteman St Southbank VIC and at any adjournment or postponement of the meeting. I/we expressly authorise the Chairman of the Meeting to exercise my/our proxy even if the resolution is connected directly or indirectly with the remuneration of a member of the key management personnel.</p> <p>The Chairman of the Meeting intends to vote all available proxies in favour of all items of business.</p>

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

STEP 2	VOTING DIRECTIONS						
ORDINARY BUSINESS							
Item 2 To adopt the Remuneration Report (non-binding, advisory resolution)	<table style="margin: auto;"> <tr> <td style="padding: 0 10px;">For</td> <td style="padding: 0 10px;">Against</td> <td style="padding: 0 10px;">Abstain*</td> </tr> <tr> <td style="text-align: center;"><input type="checkbox"/></td> <td style="text-align: center;"><input type="checkbox"/></td> <td style="text-align: center;"><input type="checkbox"/></td> </tr> </table>	For	Against	Abstain*	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
For	Against	Abstain*					
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>					
Item 3.1 Re-election of Director - Mr Geoffrey Cosgriff	<table style="margin: auto;"> <tr> <td style="text-align: center;"><input type="checkbox"/></td> <td style="text-align: center;"><input type="checkbox"/></td> <td style="text-align: center;"><input type="checkbox"/></td> </tr> </table>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>			
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>					
Item 3.2 Re-election of Director - Mr Geoffrey Lord	<table style="margin: auto;"> <tr> <td style="text-align: center;"><input type="checkbox"/></td> <td style="text-align: center;"><input type="checkbox"/></td> <td style="text-align: center;"><input type="checkbox"/></td> </tr> </table>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>			
<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.

STEP 3 SIGNATURE OF SECURITYHOLDERS - THIS MUST BE COMPLETED		
Securityholder 1 (Individual)	Joint Securityholder 2 (Individual)	Joint Securityholder 3 (Individual)
<div style="border: 1px solid black; width: 100%; height: 20px;"></div>	<div style="border: 1px solid black; width: 100%; height: 20px;"></div>	<div style="border: 1px solid black; width: 100%; height: 20px;"></div>
Sole Director and Sole Company Secretary	Director/Company Secretary (Delete one)	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).



HOW TO COMPLETE THIS 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 a Proxy

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box in Step 1. If the person you wish to appoint as your proxy is someone other than the Chairman of the Meeting please write the name of that person in Step 1. If you appoint someone other than the Chairman of the Meeting as your proxy, you will also be appointing the Chairman of the Meeting as your alternate proxy to act as your proxy in the event the named proxy does not attend the meeting.

Proxy voting by key management personnel (other than the Chairman of the Meeting): The key management personnel of the Company (which includes each of the directors, executives named in the 2013 Remuneration Report and any other persons who are key management personnel at the date of the Meeting) and their closely related parties will not be able to vote as your proxy on item 2 unless you direct them how to vote (except in the case of the Chairman of the Meeting, where you may expressly authorise him or her to vote your undirected proxy on item 2- see Step 1 overleaf). Therefore, if you intend to appoint a member of the key management personnel (other than the Chairman of the Meeting) or one of their closely related parties as your proxy, please ensure that you direct them how to vote on item 2 by marking the 'for', 'against' or 'abstain' box for item 2.

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. The appointment of the Chairman of the Meeting as your alternate proxy also applies to the appointment of the second proxy.

To appoint a second proxy you must:

- 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.
- 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.

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, 22 October 2013**, 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 Reference Number as shown on the front of the proxy form.



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, 1A Homebush Bay Drive, Rhodes NSW 2138 or Level 12, 680 George Street, Sydney NSW 2000.

**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.**