

# Second-Quarter 2013 Earnings Presentation

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# Forward-Looking Statements

This presentation contains "forward-looking statements" as defined in the Private Securities Litigation Reform Act of 1995. The words "anticipate," "believe," "estimate," "expect," "intend," "will," "should" and similar expressions, as they relate to us, are intended to identify forward-looking statements. These statements reflect management's current beliefs, assumptions and expectations and are subject to a number of factors that may cause actual results to differ materially. These factors include but are not limited to: changes in economic conditions, political conditions, trade protection measures, licensing requirements and tax matters in the United States and in the foreign countries in which we do business; changes in foreign currency exchange rates; actions of competitors; our ability to obtain adequate pricing for our products and services and to maintain and improve cost efficiency of operations, including savings from restructuring actions; the risk that unexpected costs will be incurred; the risk that subcontractors, software vendors and utility and network providers will not perform in a timely, quality manner; our ability to recover capital investments; the risk that multi-year contracts with governmental entities could be terminated prior to the end of the contract term; the risk that our Services business could be adversely affected if we are unsuccessful in managing the ramp-up of new contracts; development of new products and services; our ability to protect our intellectual property rights; our ability to expand equipment placements; the risk that individually identifiable information of customers, clients and employees could be inadvertently disclosed or disclosed as a result of a breach of our security; interest rates, cost of borrowing and access to credit markets; reliance on third parties for manufacturing of products and provision of services; our ability to drive the expanded use of color in printing and copying; the outcome of litigation and regulatory proceedings to which we may be a party; and other factors that are set forth in the "Risk Factors" section, the "Legal Proceedings" section, the "Management's Discussion and Analysis of Financial Condition and Results of Operations" section and other sections of our Quarterly Report on Form 10-Q for the quarter ended March 31, 2013 and our 2012 Annual Report on Form 10-K filed with the Securities and Exchange Commission. The Company assumes no obligation to update any forward-looking statements as a result of new information or future events or developments, except as required by law.

# Strategy Overview

- Shifted to a Services-led growth portfolio
- Maintaining Document Technology leadership
- Consistent earnings expansion
- Strong cash generation
- Balanced capital allocation strategy

Annuity 84%  
of Total Revenue

Services 55%  
of Total Revenue

# Second-Quarter Overview

Adjusted EPS<sup>1</sup> of 27 cents, GAAP EPS<sup>2</sup> of 23 cents

Total revenue of \$5.4B, up 1%

- Revenue including discontinued operations of \$5.5 billion

Services revenue up 5%; margin of 10.2%

- Continued solid growth with strong signings and renewal rate

Document Technology revenue down 5%; margin of 10.8%

- New products drive improved revenue

Operating margin of 9.4% up 200 bps sequentially, down 50 bps YOY

- Margins in-line with expectations

Cash flow from operations of \$533M; on track for \$2.1 - \$2.4B FY

- Retired \$400M senior note



# Earnings

(in millions, except per share data)

	<u>Q2 2013</u>	<u>Q2 2012</u>	<u>Comments</u>
Revenue	\$ 5,402	\$ 5,368	Revenue up 1% with growth driven by Services
Gross Margin	31.4%	32.6%	
RD&E	\$ 149	\$ 161	
SAG	\$ 1,042	\$ 1,057	
<i>SAG % of Revenue</i>	<i>19.3%</i>	<i>19.7%</i>	
<b>Adjusted Operating Income<sup>1</sup></b>	<b>\$ 507</b>	<b>\$ 533</b>	
<i>Operating Income % of Revenue</i>	<i>9.4%</i>	<i>9.9%</i>	Up 200 bps sequentially; productivity improvements partially offset negative mix
Adjusted Other, net <sup>1</sup>	\$ 98	\$ 111	Includes restructuring of \$33M in 2013, \$29M in 2012
Equity Income	\$ 36	\$ 31	
Adjusted Tax Rate <sup>1</sup>	24%	22%	
<b>Adjusted Net Income – Xerox<sup>1</sup></b>	<b>\$ 345</b>	<b>\$ 358</b>	
<b>Adjusted EPS<sup>1</sup></b>	<b>\$ 0.27</b>	<b>\$ 0.26</b>	
Amortization of intangible assets	0.04	0.04	
<b>GAAP EPS<sup>2</sup></b>	<b>\$ 0.23</b>	<b>\$ 0.22</b>	

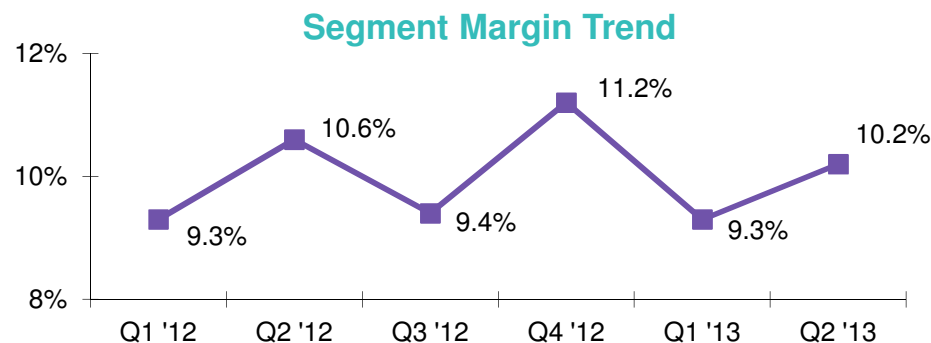
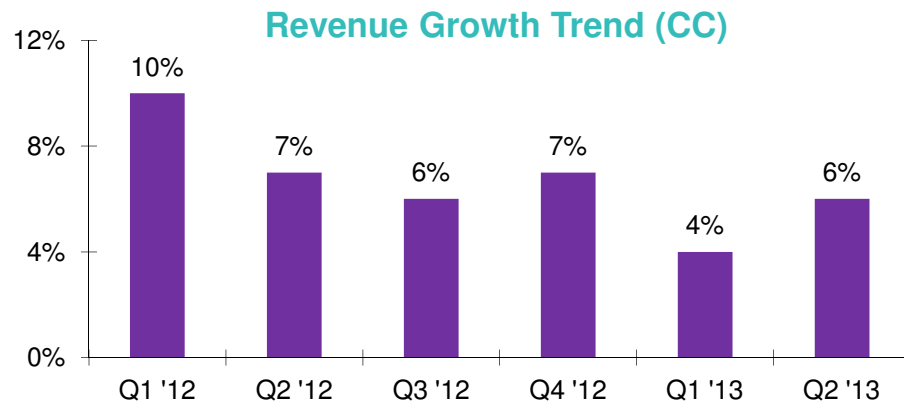
<sup>1</sup>Adjusted Operating Income, Adjusted Other, net, Adjusted Tax Rate, Adjusted Net Income – Xerox and Adjusted EPS: see slide 21 for explanation of non-GAAP measures

<sup>2</sup>GAAP EPS from Continuing Operations; GAAP EPS including Discontinued Operations is \$0.21 for Q2 2013 and \$0.22 for Q2 2012



# Services Segment

(in millions)	Q2	% B/(W) YOY	
	2013	Act Cur	CC
<b>Total Revenue</b>	\$2,956	5%	6%
<b>Segment Profit</b>	\$301	1%	
<b>Segment Margin</b>	10.2%	(0.4) pts	



## Solid revenue growth

- BPO up 4%, DO up 6%, ITO up 13%

## Over half of revenue from BPO

- 59% BPO, 28% DO and 13% ITO

## Margin up 90 bps from Q1, down 40 bps YOY

BPO/ITO renewal rate of 95%, new business signings<sup>1</sup> up 5% YOY

## Signings (TCV)

Business Process Outsourcing	\$2.6
Document Outsourcing	\$0.8
Information Technology Outsourcing	\$0.3
<b>Total</b>	<b>\$3.7B</b>
YOY Growth	40%
TTM Growth	3%

# Document Technology Segment

(in millions)	Q2	% B/(W) YOY	
	2013	Act Cur	CC
<b>Total Revenue</b>	\$2,263	(5)%	(5)%
<b>Segment Profit</b>	\$244	(9)%	
<b>Segment Margin</b>	10.8%	(0.5) pts	

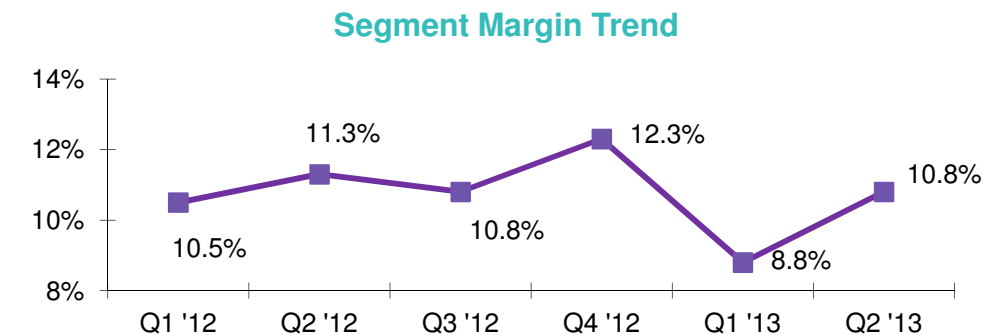
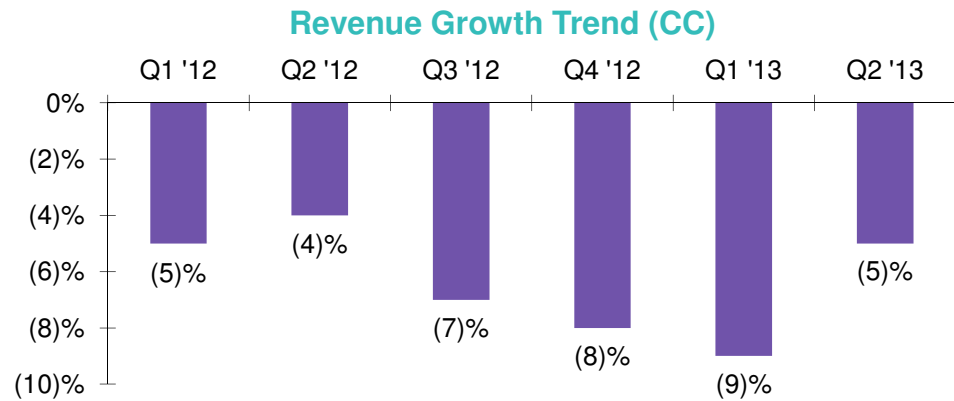
Sequential revenue improvement driven by equipment sales

- Ramp of ConnectKey product platform launch

Over half of revenue from Mid-Range

- 59% Mid-Range, 21% Entry and 20% High-End

Solid margin, up 200 bps from Q1 and at high-end of 9 – 11% target range



	Q2	YTD
<b>Entry Installs</b>		
A4 Mono MFDs	(8)%	(15)%
A4 Color MFDs	50%	32%
Color Printers	(1)%	2%
<b>Mid-Range Installs</b>		
Mid-Range B&W MFDs	(1)%	(4)%
Mid-Range Color MFDs	16%	6%
<b>High-End Installs</b>		
High-End B&W	(11)%	(15)%
High-End Color	29%	35%

# Cash Flow

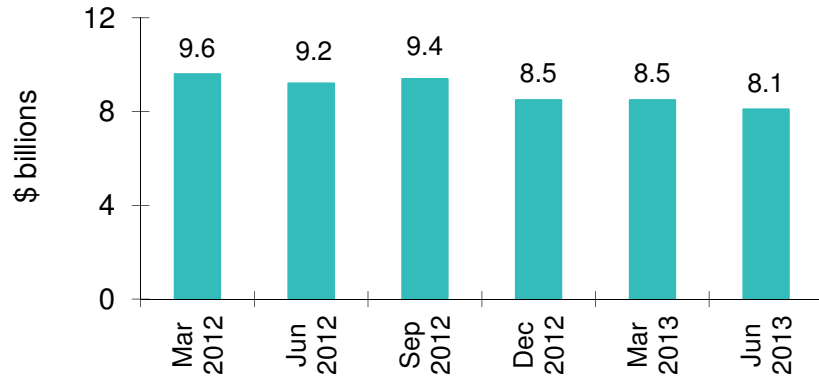
(in millions)	<u>Q2 2013</u>	<u>Q2 2012</u>
Net Income	\$ 277	\$ 316
Depreciation and amortization	343	313
Restructuring and asset impairment charges	33	29
Restructuring payments	(35)	(44)
Contributions to defined benefit pension plans	(53)	(158)
Inventories	(34)	(50)
Accounts receivable and Billed portion of finance receivables*	(23)	4
Accounts payable and Accrued compensation	32	(93)
Equipment on operating leases	(69)	(68)
Finance receivables*	48	111
Other	14	(132)
<b>Cash from Operations</b>	<b>\$ 533</b>	<b>\$ 228</b>
<b>Cash from Investing</b>	<b>\$ (167)</b>	<b>\$ (98)</b>
<b>Cash from Financing</b>	<b>\$ (427)</b>	<b>\$ (827)</b>
Change in Cash and Cash Equivalents	(64)	(700)
<b>Ending Cash and Cash Equivalents</b>	<b>\$ 929</b>	<b>\$ 814</b>

- Cash From Ops \$533M, on track for \$2.1 - \$2.4B Full Year
- \$105M lower pension contributions
- Good working capital performance
- CAPEX of \$107M
- Common Stock dividend payments of \$72M, reflects 35% dividend increase
- Retired \$400M senior note



# Balance Sheet and Capital Allocation

## Debt Trend



## 2013 Guidance

(in billions)

**Cash from Ops** **\$2.1 - \$2.4**

**CAPEX** **\$(0.5)**

**Free Cash Flow<sup>1</sup>** **\$1.6 - \$1.9**

Share Repurchase >\$0.4

Acquisitions <\$0.5

Dividends \$0.3

Debt Reduction >\$0.4

## Financing

- Xerox's value proposition includes leasing of Xerox equipment
- Maintain 7:1 leverage ratio of debt to equity on these finance assets

Q2 2013

(in billions)	Fin. Assets	Debt
Financing	\$5.6	\$ 4.9
Core	-	\$ 3.2
Total Xerox	\$ 5.6	\$ 8.1

## Key Messages

- Strong Q2 cash flow positions us well
- Repayment of \$400M senior note in May enhances overall leverage position
- Reaffirm 2013 operating cash flow and capital allocation guidance



# Summary

## Solid Q2 results across the business

- Continued Services growth and improved Document Technology performance
- Progress on margins and strong cash flow

## Consistent progress on key performance indicators fuels long-term growth

- Good signings growth and excellent renewal rate
- Strengthened leadership in Document Technology with new ConnectKey and high-end products

## Continue to focus on enhancing our business model

- Improving cost infrastructure
- Managing portfolio of businesses

## EPS guidance\*

- Q3 Adjusted EPS \$0.24 - \$0.26, GAAP EPS<sup>1</sup> \$0.20 - \$0.22
  - Includes approximately 2 cents restructuring
- Maintaining FY Adjusted EPS of \$1.09 - \$1.15, GAAP EPS<sup>1</sup> \$0.94 - \$1.00

# Q & A

# Strategy Overview

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- Maintaining Document Technology leadership
- Consistent earnings expansion
- Strong cash generation
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of Total Revenue

**Services 55%**  
of Total Revenue

# Appendix

# Revenue Trend

	2011 (not Restated)		2012 (Restated)				2013 (Restated)		
(in millions)	FY	Pro - forma	Q1	Q2	Q3	Q4	FY	Q1	Q2
<b>Total Revenue*</b>	<b>\$ 22,626</b>		<b>\$5,331</b>	<b>\$5,368</b>	<b>\$5,275</b>	<b>\$5,763</b>	<b>\$21,737</b>	<b>\$5,202</b>	<b>5,402</b>
<i>Growth</i>	5%	2%	1%	(1)%	(2)%	(1)%	(1)%	(2)%	1%
<i>CC Growth</i>	3%	Flat	2%	1%	Flat	Flat	Flat	(2)%	1%
<b>Annuity*</b>	<b>\$ 18,770</b>		<b>\$ 4,520</b>	<b>\$ 4,522</b>	<b>\$ 4,470</b>	<b>\$4,749</b>	<b>\$18,261</b>	<b>\$ 4,478</b>	<b>\$4,547</b>
<i>Growth</i>	6%	2%	2%	1%	Flat	3%	1%	(1)%	1%
<i>CC Growth</i>	4%	1%	3%	3%	3%	4%	2%	(1)%	1%
<b>Annuity % Revenue</b>	<b>83%</b>		<b>85%</b>	<b>84%</b>	<b>85%</b>	<b>82%</b>	<b>84%</b>	<b>86%</b>	<b>84%</b>
<b>Equipment</b>	<b>\$ 3,856</b>		<b>\$ 811</b>	<b>\$ 846</b>	<b>\$ 805</b>	<b>\$1,014</b>	<b>\$3,476</b>	<b>\$724</b>	<b>\$855</b>
<i>Growth</i>	Flat	Flat	(2)%	(9)%	(14)%	(13)%	(10)%	(11)%	1%
<i>CC Growth</i>	(1)%	(1)%	(1)%	(6)%	(12)%	(13)%	(8)%	(11)%	1%

Note: Pro-forma revenue growth adjusts 2010 results to include ACS historical results for the comparable periods.

\* 2012 and Q1 2013 Total Revenue and Annuity are re-stated to remove the North American and European paper revenues that were reclassified to discontinued operations. Constant currency growth is estimated for those periods.

Constant currency: see slide 21 for explanation of non-GAAP measures



# Segment Revenue Trend

(in millions)	2011 (not Restated)		2012 (Restated)				2013 (Restated)		
	FY	Pro - forma	Q1	Q2	Q3	Q4	FY	Q1	Q2
<b>Services</b>	<b>\$10,837</b>		<b>\$2,821</b>	<b>\$2,806</b>	<b>\$2,847</b>	<b>\$3,054</b>	<b>\$11,528</b>	<b>\$2,920</b>	<b>\$2,956</b>
<i>Growth</i>	12%	6%	9%	5%	5%	7%	6%	4%	5%
<i>CC Growth</i>	11%	5%	10%	7%	6%	7%	7%	4%	6%
<b>Document Technology</b>	<b>\$ 10,259</b>		<b>\$ 2,338</b>	<b>\$2,370</b>	<b>\$2,259</b>	<b>\$2,495</b>	<b>\$9,462</b>	<b>\$2,135</b>	<b>\$2,263</b>
<i>Growth</i>	(1)%	(1)%	(6)%	(7)%	(10)%	(8)%	(8)%	(9)%	(5)%
<i>CC Growth</i>	(3)%	(3)%	(5)%	(4)%	(7)%	(8)%	(6)%	(9)%	(5)%
<b>Other *</b>	<b>\$ 1,530</b>		<b>\$ 172</b>	<b>\$192</b>	<b>\$169</b>	<b>\$214</b>	<b>\$747</b>	<b>\$147</b>	<b>\$183</b>
<i>Growth</i>	(7)%	(7)%	(13)%	(4)%	(11)%	(2)%	(7)%	(15)%	(5)%
<i>CC Growth</i>	(9)%	(9)%	(12)%	(2)%	(9)%	(1)%	(6)%	(15)%	(5)%

Note: Pro-forma revenue growth adjusts 2010 results to include ACS historical results for the comparable periods.

\* 2012 and Q1 2013 Other segment is re-stated to remove the North American and European paper revenues that were reclassified to discontinued operations. Constant currency growth is estimated for those periods.

Constant currency: see slide 21 for explanation of non-GAAP measures

# Metrics Reference

## Signings and Renewal Rate

	<u>YTD</u>
Business Process Outsourcing	\$5.4
Document Outsourcing	\$1.6
Information Technology Outsourcing	\$0.4
<b>Total</b>	<b>\$7.4B</b>
Signings Growth YOY	51%
Signings Growth TTM	3%
	<u>YTD</u>
Renewal Rate (BPO and ITO)	92%

## Install, MIF and Page Growth

	<u>YTD</u>
<b>Entry Installs</b>	
A4 Mono MFDs	(15)%
A4 Color MFDs	32%
Color Printers	2%
<b>Mid-Range Installs</b>	
Mid-Range B&W MFDs	(4)%
Mid-Range Color MFDs	6%
<b>High-End Installs</b>	
High-End B&W	(15)%
High-End Color	35%
	<u>YTD</u>
Digital MIF	4%
Color MIF	12%
Digital Pages	(2)%
Color Pages	6%
Color Revenue (CC)	(4)%

# 2013 Full Year Guidance

## Income Statement

Revenue Growth @ CC*	Flat to up 2%**
Services	Up mid-to-high single digits**
Document Technology	Down mid-single digits**
Adjusted EPS <sup>1</sup>	\$1.09 - \$1.15
GAAP EPS <sup>2</sup>	\$0.94 - \$1.00

## Q3 2013 Guidance

Adjusted EPS <sup>1</sup>	\$0.24 - \$0.26
GAAP EPS <sup>2</sup>	\$0.20 - \$0.22

## Cash Flow and Capital Allocation

(in billions)	
Operating Cash Flow	\$2.1 - \$2.4
CAPEX	<u>\$(0.5)</u>
Free Cash Flow	\$1.6 - \$1.9
Share Repurchase	>\$0.4
Acquisitions	<\$0.5
Dividends	\$0.3
Debt Reduction	>\$0.4

\*Revenue growth guidance excluding potential divestitures

\*\*Expect to be at the low-end of revenue growth ranges

<sup>1</sup>Adjusted for amortization of intangible assets . <sup>2</sup>GAAP EPS from Continuing Operations.

Constant Currency (CC) and Free Cash Flow: see slide 21 for explanation of non-GAAP measures

# Discontinued Operations Summary

(in millions)	Three Months Ended June 30,		Six Months Ended June 30,	
	2013	2012	2013	2012
<b>Revenues *</b>	\$ 134	\$ 173	\$ 287	\$ 344
Income from operations	\$ 2	\$ 3	\$ 7	\$ 12
Loss on disposal	(23)	-	(23)	-
<b>Net (loss) income before income taxes</b>	(21)	3	(16)	12
Income tax expense	(2)	(1)	(4)	(4)
<b>(Loss) income from discontinued operations, net of tax</b>	\$ (23)	\$ 2	\$ (20)	\$ 8
<b>Diluted earnings per share from discontinued operations</b>	\$ (0.02)	\$ -	\$ (0.02)	\$ -
<b>Total diluted earnings per share, inclusive of discontinued operations</b>	\$ 0.21	\$ 0.22	\$ 0.44	\$ 0.41

\* 2013 revenue from discontinued operations reflects only two months and five months for the quarter and year to date periods respectively of North American paper revenue as a result of the completion of the sale to Domtar Corporation on May 31, 2013.

# Discontinued Operations Restatement Summary

Detailed below is the restatement for Other Segment and Total Segment results by quarter for 2013 and 2012 related to the reclassification of the North American and European Paper business to Discontinued Operations. The entire restated income statement for these periods can be found in the financial model included on our website at <http://news.xerox.com/investors/materials>.

(in millions)	Q1	Q2	Q3	Q4	YTD
<b>2013</b>					
Other Segment Revenue	\$ 147	\$ 183			\$ 330
<b>Total Performance Revenue</b>	<b>\$ 5,202</b>	<b>\$ 5,402</b>			<b>\$ 10,604</b>
Other Segment Profit	\$ (70)	\$ (61)			\$ (131)
<b>Total Segment Profit</b>	<b>\$ 390</b>	<b>\$ 484</b>			<b>\$ 874</b>
Other Segment Margin	(47.6%)	(33.3%)			(39.7%)
<b>Total Segment Margin</b>	<b>7.5%</b>	<b>9.0%</b>			<b>8.2%</b>
	<b>Q1</b>	<b>Q2</b>	<b>Q3</b>	<b>Q4</b>	<b>FY</b>
<b>2012</b>					
Other Segment Revenue	\$ 172	\$ 192	\$ 169	\$ 214	\$ 747
<b>Total Performance Revenue</b>	<b>\$ 5,331</b>	<b>\$ 5,368</b>	<b>\$ 5,275</b>	<b>\$ 5,763</b>	<b>\$ 21,737</b>
Other Segment Profit	\$ (57)	\$ (71)	\$ (64)	\$ (64)	\$ (256)
<b>Total Segment Profit</b>	<b>\$ 451</b>	<b>\$ 495</b>	<b>\$ 450</b>	<b>\$ 586</b>	<b>\$ 1,982</b>
Other Segment Margin	(33.1%)	(37.0%)	(37.9%)	(29.9%)	(34.3%)
<b>Total Segment Margin</b>	<b>8.5%</b>	<b>9.2%</b>	<b>8.5%</b>	<b>10.2%</b>	<b>9.1%</b>

# Non-GAAP Measures



# Non-GAAP Financial Measures

**“Adjusted Earnings Measures”:** To better understand the trends in our business, we believe it is necessary to adjust the following amounts determined in accordance with GAAP to exclude the effects of the certain items as well as their related income tax effects.

- Net income and Earnings per share (“EPS”)
- Effective tax rate

In 2013 and 2012 we adjusted for the amortization of intangible assets. The amortization of intangible assets is driven by our acquisition activity which can vary in size, nature and timing as compared to other companies within our industry and from period to period. Accordingly, due to the incomparability of acquisition activity among companies and from period to period, we believe exclusion of the amortization associated with intangible assets acquired through our acquisitions allows investors to better compare and understand our results. The use of intangible assets contributed to our revenues earned during the periods presented and will contribute to our future period revenues as well. Amortization of intangible assets will recur in future periods.

We also calculate and utilize an Operating income and margin earnings measure by adjusting our pre-tax income and margin amounts to exclude certain items. In addition to the amortization of intangible assets, operating income and margin also exclude Other expenses, net as well as Restructuring and asset impairment charges. Other expenses, net is primarily comprised of non-financing interest expense and also includes certain other non-operating costs and expenses. Restructuring and asset impairment charges consist of costs primarily related to severance and benefits for employees pursuant to formal restructuring and workforce reduction plans. Such charges are expected to yield future benefits and savings with respect to our operational performance. We exclude these amounts in order to evaluate our current and past operating performance and to better understand the expected future trends in our business.

**“Pro-forma Basis”:** To better understand the trends in our business, we discuss our 2011 revenue growth by comparing revenue in that year against an adjusted prior period revenue amount which includes ACS historical revenue for the comparable periods. We acquired ACS on February 5, 2010 and ACS’s results subsequent that date are included in our reported results. Accordingly, for comparison of our 2011 revenues to 2010, we added ACS’s 2010 estimated revenues for the period January 1 through February 5, 2010 to our reported 2010 results (pro-forma 2010). We refer to the comparison against this adjusted 2010 revenue amount as “pro-forma’ based comparisons. We believe the pro-forma comparisons provide investors with a better understanding and additional perspective of the expected post-acquisition revenue trends as well as the impact of the ACS acquisition.

# Non-GAAP Financial Measures

**“Constant Currency”:** To better understand trends in our business, we believe that it is helpful to adjust revenue to exclude the impact of changes in the translation of foreign currencies into U.S. dollars. We refer to this adjusted revenue as “constant currency.” Currencies for developing market countries (Latin America, Brazil, Middle East, India, Eurasia and Central-Eastern Europe) that we operate in are reported at actual exchange rates for both actual and constant revenue growth rates because (1) these countries historically have had volatile currency and inflationary environments and (2) our subsidiaries in these countries have historically taken pricing actions to mitigate the impact of inflation and devaluation. Management believes the constant currency measure provides investors an additional perspective on revenue trends. Currency impact can be determined as the difference between actual growth rates and constant currency growth rates.

**“Total Revenue including Discontinued Operations”:** As previously discussed, beginning with the second quarter 2013, the Company began reporting its North American and European paper businesses as discontinued operations. Since this was the initial quarter for this reporting, management believed it was important to provide a comparison or link from our second quarter 2013 reported revenues, which exclude revenues from our discontinued operations, to our historically reported revenues and expected revenues, which included or were expected to include revenues from our discontinued operations. Accordingly, in the second quarter 2013, “Total Revenue including Discontinued Operations” reflects the addition of revenues from our discontinued operations to our reported revenues to provide this comparison or link to historically reported revenues and expected revenues.

**“Free Cash Flow”:** To better understand the trends in our business, we believe that it is helpful to adjust cash flows from operations to exclude amounts for capital expenditures including internal use software. Management believes this measure gives investors an additional perspective on cash flow from operating activities in excess of amounts required for reinvestment. It provides a measure of our ability to fund acquisitions, dividends and share repurchase. It also is used to measure our yield on market capitalization.

Management believes that these non-GAAP financial measures provide an additional means of analyzing the current periods’ results against the corresponding prior periods’ results. However, these non-GAAP financial measures should be viewed in addition to, and not as a substitute for, the Company’s reported results prepared in accordance with GAAP. Our non-GAAP financial measures are not meant to be considered in isolation or as a substitute for comparable GAAP measures and should be read only in conjunction with our consolidated financial statements prepared in accordance with GAAP. Our management regularly uses our supplemental non-GAAP financial measures internally to understand, manage and evaluate our business and make operating decisions. These non-GAAP measures are among the primary factors management uses in planning for and forecasting future periods. Compensation of our executives is based in part on the performance of our business based on these non-GAAP measures.

A reconciliation of these non-GAAP financial measures and the most directly comparable measures calculated and presented in accordance with GAAP are set forth on the following slides.

# Q2 GAAP EPS to Adjusted EPS Track

(in millions; except per share amounts)	Three Months Ended June 30, 2013		Three Months Ended June 30, 2012	
	Net Income	EPS	Net Income	EPS
<b>Reported<sup>(1)</sup></b>	\$ 294	\$ 0.23	\$ 307	\$ 0.22
<b><u>Adjustments:</u></b>				
Amortization of intangible assets	51	0.04	51	0.04
<b>Adjusted</b>	<b>\$ 345</b>	<b>\$ 0.27</b>	<b>\$ 358</b>	<b>\$ 0.26</b>
Weighted average shares for adjusted EPS <sup>(2)</sup>		1,287		1,393
Fully diluted shares at end of period <sup>(3)</sup>		1,289		

(1) Net Income and EPS from continuing operations attributable to Xerox.

(2) Average shares for the calculation of adjusted EPS include 27 million of shares associated with the Series A convertible preferred stock and therefore the related quarterly dividend was excluded.

(3) Represents common shares outstanding at June 30, 2013 as well as shares associated with our Series A convertible preferred stock plus dilutive potential common shares as used for the calculation of diluted earnings per share in the second quarter 2013.

# GAAP EPS to Adjusted EPS Guidance Track

	Earnings Per Share Guidance	
	Q3 2013	FY 2013
<b>GAAP EPS from Continuing Operations</b>	<b>\$0.20- \$0.22</b>	<b>\$0.94 - \$1.00</b>
<b><u>Adjustments:</u></b>		
Amortization of intangible assets	0.04	0.15
<b>Adjusted EPS</b>	<b><u>\$0.24 - \$0.26</u></b>	<b><u>\$1.09 - \$1.15</u></b>

Note: GAAP and Adjusted EPS guidance includes anticipated restructuring

# Q2 Adjusted Operating Income/Margin

(in millions)	Three Months Ended June 30, 2013			Three Months Ended June 30, 2012		
	Profit	Revenue	Margin	Profit	Revenue	Margin
<b>Reported pre-tax income<sup>(1)</sup></b>	<b>\$ 332</b>	<b>\$ 5,402</b>	<b>6.1%</b>	<b>\$ 347</b>	<b>\$ 5,368</b>	<b>6.5%</b>
<b>Adjustments:</b>						
Amortization of intangible assets	83			82		
Xerox restructuring charge	33			29		
Other expenses, net	59			75		
<b>Adjusted Operating</b>	<b>\$ 507</b>	<b>\$ 5,402</b>	<b>9.4%</b>	<b>\$ 533</b>	<b>\$ 5,368</b>	<b>9.9%</b>
Equity in net income of unconsolidated affiliates	36			31		
Fuji Xerox restructuring charge	1			6		
Other expenses, net*	(60)			(75)		
<b>Segment Profit/Revenue</b>	<b>\$ 484</b>	<b>\$ 5,402</b>	<b>9.0%</b>	<b>\$ 495</b>	<b>\$ 5,368</b>	<b>9.2%</b>

\* Includes rounding adjustments.

(1) Profit and Revenue from continuing operations attributable to Xerox.

# Q2 Adjusted Other, net

(in millions)	<b>Three Months Ended June 30, 2013</b>	<b>Three Months Ended June 30, 2012</b>
<b>Other expenses, net - Reported</b>	<b>\$ 59</b>	<b>\$ 75</b>
<b><u>Adjustments:</u></b>		
Xerox restructuring charge	33	29
Net income attributable to noncontrolling interests	6	7
<b>Other expenses, net - Adjusted</b>	<b>\$ 98</b>	<b>\$ 111</b>



# Q2 Adjusted Effective Tax Rate

(in millions)	Three Months Ended June 30, 2013			Three Months Ended June 30, 2012		
	Pre-Tax Income	Income Tax Expense	Effective Tax Rate	Pre-Tax Income	Income Tax Expense	Effective Tax Rate
<b>Reported<sup>(1)</sup></b>	\$ 332	\$ 68	20.5%	\$ 347	\$ 64	18.4%
<b><u>Adjustments:</u></b>						
Amortization of intangible assets	83	32		82	31	
<b>Adjusted</b>	<b>\$ 415</b>	<b>\$ 100</b>	<b>24.1%</b>	<b>\$ 429</b>	<b>\$ 95</b>	<b>22.1%</b>

(1) Pre-Tax Income and Income Tax Expense from continuing operations attributable to Xerox.

# Q2 and 1H Free Cash Flow

(in millions)	<b>Three Months Ended June 30, 2013</b>	<b>Three Months Ended June 30, 2012</b>
<b>Cash Flow from Operations</b>	<b>\$ 533</b>	<b>\$ 228</b>
Additions to land, buildings and equipment	(84)	(82)
Additions to internal use software	(23)	(33)
<b>Free Cash Flow</b>	<b>\$ 426</b>	<b>\$ 113</b>
(in millions)	<b>Six Months Ended June 30, 2013</b>	<b>Six Months Ended June 30, 2012</b>
<b>Cash Flow from Operations</b>	<b>\$ 446</b>	<b>\$ 213</b>
Additions to land, buildings and equipment	(169)	(173)
Additions to internal use software	(45)	(70)
<b>Free Cash Flow</b>	<b>\$ 232</b>	<b>\$ (30)</b>

# Q2 Services Revenue Breakdown

## Services Segment:

Three Months Ended June 30,

(in millions)	2013	2012	Change	CC Change
Business Processing Outsourcing	\$ 1,786	\$ 1,720	4%	4%
Document Outsourcing	832	786	6%	6%
Information Technology Outsourcing	387	344	13%	13%
Less: Intra-Segment Eliminations	(49)	(44)	11%	11%
<b>Total Revenue - Services</b>	<b>\$ 2,956</b>	<b>\$ 2,806</b>	<b>5%</b>	<b>6%</b>

### Note:

- Starting in 2013 the Communication & Marketing Services (CMS) business was transferred from Document Outsourcing (DO) to Business Process Outsourcing (BPO). As a result 2012 BPO and DO revenues have been restated, the restatement amounts by quarter are \$108M for Q1, \$114M for Q2, \$109M for Q3 and \$119M for Q4.

