UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549

SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a) of the
Securities Exchange Act of 1934
(Amendment No.)

Filed by the Registrant ☒ Filed by a party other than the Registrant ☐

Check the appropriate box:

☐ Preliminary Proxy Statement

☐ **Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**

☐ Definitive Proxy Statement

☒ Definitive Additional Materials

☐ Soliciting Material Pursuant to § 240.14a-12

DXC Technology Company

(Name of Registrant as Specified in its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

☒ No fee required.

☐ Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

1. Title of each class of securities to which transaction applies:
2. Aggregate number of securities to which transaction applies:
3. Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):
4. Proposed maximum aggregate value of transaction:
5. Total fee paid:

☐ Fee paid previously with preliminary materials.

☐ Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

1. Amount previously paid:
2. Form, Schedule or Registration Statement No.:
3. Filing party:
4. Date Filed:

Key Discussion Topics:

2018 Annual Meeting of Stockholders

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Executive Summary

Successful execution on DXC's strategic roadmap in fiscal 2018, including the integration of CSC and H
Services (HPES), achievement of our first-year financial objectives, and a strengthened leadership posi
transformation

Strong leadership team driving execution of strategy that will position DXC at the top of the IT services ma
long-term value for stockholders

Board led an extensive engagement effort resulting in compensation program changes that were resp
stockholders' concerns

In accordance with our pay-for-performance philosophy, we set challenging targets within the annual incentiv
stockholder value

Previously disclosed 2017 supplemental PSU retention award made to our CEO following the CSC-HPES merge
multi-year performance conditions, does not represent a new award, and was addressed during prior outreach

Overview of DXC Technology

DXC Technology is the world's leading independent, end-to-end IT services company, created by th of CSC and the Enterprise Services business of Hewlett Packard Enterprise in April 2017

The creation of a pure-play global IT services leader:

CSC, a trusted next-generation IT partner for Fortune 500 companies

CSC
$7.6B
Revenue

+

HPE's Enterprise Services business, the IT transformation partner of choice for enterprises

HPE'S Enterprise Services Unit
$17.8B
Revenue

DXC
$24.6B
Revenue

$1.1B
Year 1 Synergy Savings

$1.5B
Year 1 Run Rate Synergy Savings

$2.25B
Synergy Savings by Year 3

DXC serves nearly 6,000 private and public sector cli

Streamlined offerings

- Rationalized 2,000+ custom offerings to 140 standard offers across 14 offering families
- Invested $500M+ in digital development in FY15 and FY16
- Unveiled DXC Bionix™, a new digital-generation services model

Fostered strong partnerships

- Billions worth of R&D leveraged from partners

amazon web services Partner Network PREMIER CONSULTING PARTNER

Hewlett Packard Enterprise

Microsoft

servicenow

DELL EMC

- Acquisit

m-power

concerto

fruition

- Divestit

paxus

A

- Assembl corporate
- Enhance clear role

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Focused on Creating Long-Term Value

In fiscal 2018, our first year as a new company, DXC successfully executed on our strategic roadmap, including the integra Enterprise Services, achievement of our first-year financial objectives, and a strengthened leadership position in digita

Successfully Executed on Our Integration Plans:

- Formed a new leadership team
- Made enhancements to our operating model
- Created a new organizational structure
- Established new financial, strategic, operating, and integration goals
- Doubled our employee base

<u>**DXC's share price grew 48% and outperformed the S&P 500 b**</u>

- By successfully executing on our integration plans, DXC **realize synergies** that generated significant value for stockholders
- These cost actions, combined with improvements in EBIT and s plus continued focus on customer satisfaction, were among the that drove DXC to **maximize stockholder value**

Successfully Executed on Our Value Creation Levers:

Stable revenue	Strong free cash flow	Margin expansion	Discipline
$24.6B **GAAP revenue** in line with target	**105%*** **adj. free cash flow as % of adj. net income**	**14.2%*** **adj. EBIT margin**	**$311M** **in capital to stockh**

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*Adjusted earnings before interest and taxes (EBIT), adjusted EBIT margin, adjusted free cash flow and adjusted net income are non-GAAP financial measures. See pages 46-49 of DXC's Annual Report on Form 10-K for fiscal 2018 for a reconciliation of adjusted EBIT and adjusted net income to the mo and presented in accordance with GAAP or on a pro forma basis. Adjusted EBIT margin is defined as adjusted EBIT as a percentage of revenue. See Appendix B of DXC's 2018 proxy statement for a reconciliation of adjusted free cash flow to the most directly comparable financial measure calculated ar

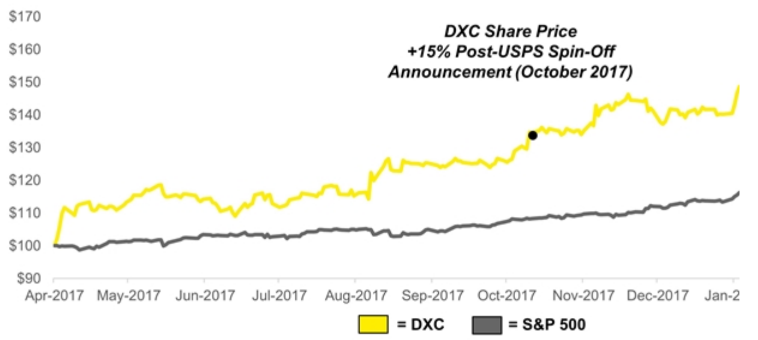
Strong Leadership Driving Execution of Strateg

- **Our executive team executed a multi-year transformation that resulted in the formation of DXC as the leading independent, enc company**
  - During the recent CSC-HPE merger, the executive team integrated two large-scale companies in less than one year, while continui operations at CSC to deliver ongoing value to clients and stockholders throughout the merger
  - This transformation was led by Mr. Lawrie, CEO of CSC since 2012, and included complex, strategic acquisitions and divestitures
- **Our executive team has continued to manage complex transactions to increase stockholder value at DXC**
  - The executive team has continued to execute on strategic priorities, including the May 2018 spin-off of our U.S. Public Sector business to separate, independent publicly traded technology company serving U.S. government clients

Transformative Business Strategy

1. **Help clients** advance their digital transformations by decreasing IT infrastructure costs and reinvesting in innovation
2. **Invest in our people** to nurture next-generation skills and leadership development
3. Deliver value by achieving **results for our clients and stakeholders**

Generating Value for DXC Stockholders[1]



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[1] Source: FactSet; reflects return on $100 invested (dividend adjusted share price from 03-Apr-2017 to 29-Mar-2018)

Stockholder Feedback Informed Compensation

Our Board sought feedback from stockholders representing more than half of all outstanding shares, resul program enhancements for fiscal 2019 that align with our business strategy and appropriately address stoc

2018 Engagement Highlights

- Reached out to 29 targeted stockholders, representing ~55% of outstanding shares
- Had substantive discussions with 19 of the 29 targeted stockholders, who represented approximately 29% of outstanding sha
- Lead Independent Director and the Chairman of the Compensation Committee participated in a number of these outreach me

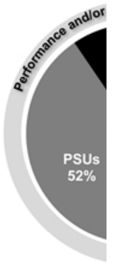
Topic	What We Heard from Stockholders	What We Did in Response
Changes We Made in Fiscal 2018		
Annual Cash Incentives	► Place additional emphasis on achieving strong financial results as a newly merged company	✓ Shifted metric weightings to more heavily focus on post-merger financia goals and 20% customer satisfaction objectives)
Long-Term Incentives	► Preference for greater emphasis on performance vesting shares	✓ Eliminated stock options and adjusted equity mix to be a combination o
	► Improve retentive nature of compensation package	✓ Implemented a double trigger change-in-control provision ✓ Modified vesting of PSUs to require employment through the end of the earn any payout
Changes We're Making in Fiscal 2019		
Annual Cash Incentives	► Further align the performance hurdle with DXC's challenging performance goals	✓ Adjusted the EBIT performance hurdle for NEOs ✓ Introduced a strategic performance modifier for NEOs
Supplemental Awards	► Concern over granting off-cycle awards	✓ **Committed to granting any future incentive awards within the para considering supplemental awards under special circumstances** ✓ Providing more robust disclosure on how compensation decisions are m
Compensation Peer Group	► Ensure the compensation peer group reflects companies that are comparable in size, market position and pay practices	✓ Added Fidelity National Information Services to the compensation peer

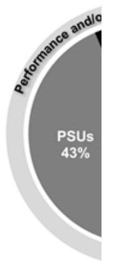
Executive Compensation Aligned to Strategy an Performance Outcomes

Our compensation program reflects the importance we place on sustainable long-term value creation, fu of the Company, and our commitment to align executive and stockholder interests

Element	Key Characteristics	Rationale
Base Salary	▸ Annual fixed-cash compensation	▸ Based on individual performance, experience, skills, responsibilities, and competitive pay levels
Annual Cash Incentive	▸ Annual variable cash compensation ▸ **80% targeted financial goals / 20% customer satisfaction objectives** – Targeted financial goals: EBIT (60%) / revenue (20%) – Customer satisfaction measured as net promoter score (20%)	▸ **Targeted Financial Goals:** – **EBIT & Revenue**: Provide a balance between top line and bottom line goals and reflect DXC's focus on driving stockholder value creation ▸ **Customer Satisfaction Objectives:** Promote focus on customer retention, building strong customer relationships, and ensuring satisfaction with our services and solutions
Long-Term Incentives	▸ Annual variable equity compensation ▸ **70% PSUs / 30% RSUs** ▸ PSUs vest based on **75% EPS / 25% Free Cash Flow** performance ▸ **3-year vesting period** – Up to 25% can be earned in first year, up to 25% in the second year, and the rest in the third year – Vesting requires active employment through end of third fiscal year, even for early "earning" of PSUs in first two fiscal years	▸ **PSUs** – **EPS:** Key indicator of stockholder value and best measure of performance and profitability given of DXC's multi-year transformation strategy – **Free Cash Flow:** Promotes cash flow generation, improvements in working capital, and reduction in capital intensity ▸ EPS and free cash flow goals are based on operating plan and budget ▸ **RSUs:** – Encourage a long-term commitment from the executive, reinforcing the alignment with long-term stockholder value creation

FY18 Total Target





Challenging Targets Drive Stockholder Value

- Challenging targets were established for fiscal 2018, with high achievement thresholds set at 80% for EBIT and 90% for reve designed to demand a high level of performance in a post-merger environment
- Net Promoter Score included to emphasize the continued importance of customer satisfaction and ensure there was no disru customers during the integration
- Threshold of 80% EBIT achievement is required to be met for there to be any funding of the plan

Fiscal 2018 Annual Incentive Formula

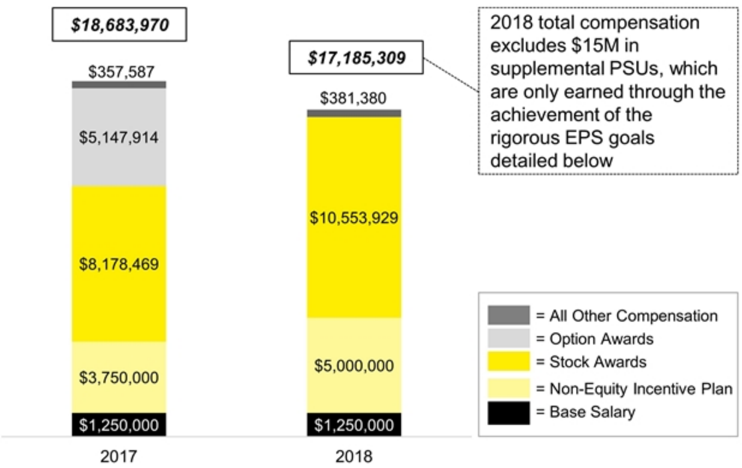
Financial Metrics (80%)				Customer Satisfaction (20%)		Total (100%)
Revenue (20%)	+	EBIT (60%)	+	Net Promoter Score (20%)	=	Annual Cash Incentive Plan Payout Score FY18 Result = 162%

- Annual incentive awards are made within the plan parameters
- In accordance with our pay-for-performance philosophy, payout levels are differentiated based on individual performance:
  - Two NEOs – Mike Lawrie and Paul Saleh – were awarded maximum fiscal 2018 award payouts due to their successful effo synergies, which were a key part of our merger's value proposition
  - One NEO – Stephen Hilton – did not receive a fiscal 2018 award payout due to Global Delivery's below target performance

CEO Compensation Decisions

Total CEO compensation was above target primarily due to strong fiscal 2018 financial performance, and ref disclosed supplemental PSU retention award

Year-Over-Year CEO Compensation Declined 8% Excluding Impact of Supplemental PSU Retention Award



- Achievable only under strict performance requirements, meaning it is performance drives considerable stockholder return
- Aligns interests with realizing multi-year financial commitments made connection with the launch of the new company
- Vests annually over three years, emphasizing long-term retention and
- Recognizes need to retain the CEO and solidify long-term commitmer company's success

Award Value	► $15M	
Award Vehicle	► Performance-based restricted stock units (PSUs)	
Vesting	**Fiscal 2020 EPS Achievement[1]**	**Portion**
	$7.70 or greater	
	$7.20 to $7.69	
	$6.95 to $7.19	
	Less than $6.95	

[1] Initial FY20 adjusted EPS target for 100% vest was $9.50. EPS target was adjusted for the divestiture of U.S. Public

The supplemental PSU retention award was granted in May 2017 and disclosed in our 2017 proxy statement. It was discussed with stockh during subsequent engagement. It does not represent a new award for 2018. We are committed to not granting any future incentive awards o our plan except under special circumstances.

Sound Compensation and Governance Practices

Our Board believes in sound corporate governance and thoughtfully considers stockholde feedback in making decisions on governance processes and compensation programs

Compensation Best Practices

- ✓ Majority of total compensation at-risk (91% of CEO pay)
- ✓ Significant stock ownership guidelines for directors and executive officers (7x base salary for CEO and 3x base salary for other NEOs)
- ✓ Emphasis on pay-for-performance alignment
- ✓ Clawback policy
- ✓ Anti-hedging policy
- ✓ Use of multiple performance metrics
- ✓ No excise tax gross-ups
- ✓ No single-trigger change-in-control benefits
- ✓ Independent compensation consultant

Governance Best Practices

- ✓ Lead Independent Director with clearly defined role and se
- ✓ Majority voting for directors
- ✓ Annual Board and Committee assessments
- ✓ Annual evaluation of the CEO's performance by the indepe
- ✓ Stockholder right to written consent and to call a special m
- ✓ Annual director elections
- ✓ Stockholder engagement program
- ✓ Director education program
- ✓ Robust process around talent and succession planning

Implemented in 2018:

- ✓ Eliminated supermajority voting requirement for stockholde
- ✓ Proxy access (3% / 3 years / 2 directors or 20% of Board /

Additional Information and Where To Find It

All statements in this presentation that do not directly and exclusively relate to historical facts constitute "forward-looking statements." These s current expectations and beliefs, and no assurance can be given that the results described in such statements will be achieved. Such stateme numerous assumptions, risks, uncertainties and other factors that could cause actual results to differ materially from those described in such s which are outside of our control. For a written description of these factors, see the section titled "Risk Factors" in DXC's Form 10-K for the fisca 31, 2018 and any updating information in subsequent SEC filings. No assurance can be given that any goal or plan set forth in any forward-loo or will be achieved, and readers are cautioned not to place undue reliance on such statements which speak only as of the date they are made. undertake any obligation to update or release any revisions to any forward-looking statement or to reflect the occurrence of unanticipated even required by law.

This communication shall not constitute an offer to sell or the solicitation of an offer to sell or the solicitation of an offer to buy any securities, n sale of securities in any jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the secu such jurisdiction. No offer of securities shall be made except by means of a prospectus meeting the requirements of Section 10 of the Securitie amended.

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