

STATEMENT OF CORPORATE GOVERNANCE

This corporate governance statement sets out UCW Limited's (**the Company**) current compliance with the ASX Corporate Governance Council's Corporate Governance Principles and Recommendations (**ASX Principles and Recommendations**). The ASX Principles and Recommendations are not mandatory. However, the Company will be required to provide a statement in its future annual reports disclosing the extent to which the Company has followed the ASX Principles and Recommendations. This corporate governance statement is current as at 24 March 2016.

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ASX Principles and Recommendations	Comply (Yes/No)	Explanation
1. Lay solid foundations for management and oversight		
<p>1.1. A listed entity should disclose:</p> <p>(a) the respective roles and responsibilities of its board and management; and</p> <p>(b) those matters expressly reserved to the board and those delegated to management.</p>	Yes	<p>The Company's board of directors (the Board) is responsible for the corporate governance of the Company. The Board develops strategies for the Company, reviews strategic objectives and monitors performance against those objectives. The goals of the corporate governance processes are to:</p> <p>(a) maintain and increase Shareholder value;</p> <p>(b) ensure a prudential and ethical basis for the Company's conduct and activities; and</p> <p>(c) ensure compliance with the Company's legal and regulatory objectives.</p> <p>Consistent with these goals, the Board assumes the following responsibilities:</p> <p>(a) developing initiatives for profit and asset growth;</p> <p>(b) reviewing the corporate, commercial and financial performance of the Company on a regular basis;</p> <p>(c) acting on behalf of, and being accountable to, the Shareholders; and</p> <p>(d) identifying business risks and implementing actions to manage those risks and corporate systems to assure quality.</p> <p>The Company is committed to the circulation of relevant materials to Directors in a timely manner to facilitate Directors' participation in Board discussions on a fully-informed basis.</p> <p>It is expected that the division of responsibility of the Board and senior executives (once appointed) will vary with the evolution of the Company. The Company intends to regularly review the balance of responsibilities to ensure that the division of functions remains appropriate to the needs of the Company.</p>

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<p>1.2. A listed entity should:</p> <p>(a) undertake appropriate checks before appointing a person, or putting forward to security holders a candidate for election as a director; and</p> <p>(b) provide security holders with all material information in its possession relevant to a decision on whether or not to elect or re-elect a director.</p>	Yes	<p>The Company undertakes background checks with regards to the person's character, experience, education, criminal record and bankruptcy history prior to nomination for election as a director. Any material adverse information revealed by these checks is released to security holders prior to the General Meeting at which they are able to be elected.</p> <p>When an individual is nominated to be elected as a director at the relevant general meeting, their curriculum vitae with their relevant professional history and qualifications is circulated to the security holders in the Company as part of the notice of meeting.</p>
<p>1.3. A listed entity should have a written agreement with each director and senior executive setting out the terms of their appointment.</p>	Yes	<p>Directors are provided with indemnity insurance and access deeds, and also service agreements or consultancy agreements, and senior executives are given employment contracts setting out the terms of their appointment. These are set out in the relevant terms by which they will be involved in the Company.</p>
<p>1.4. The company secretary of a listed entity should be accountable directly to the board, through the chair, on all matters to do with the proper functioning of the board.</p>	Yes	<p>The company secretary position is directly accountable to the Board on all matters to do with the proper functioning of the Board.</p>
<p>1.5. A listed entity should:</p> <p>(a) have a diversity policy which includes requirements for the board or a relevant committee of the board to set measurable objectives for achieving gender diversity and to assess annually both the objectives and the entity's progress in achieving them;</p> <p>(b) disclose that policy or a summary of it; and</p> <p>(c) disclose as at the end of each reporting period the measurable objectives for achieving gender diversity set by the board or a relevant committee of the board in accordance with the entity's diversity policy and its progress towards achieving them, and either:</p> <p>(1) the respective proportions of men and women on the board, in senior executive positions and across the whole organisation (including how the entity has defined "senior executive" for these purposes); or</p> <p>(2) if the entity is a "relevant employer" under the Workplace Gender Equality Act, the entity's most recent</p>	No	<p>The Company has not found it necessary to create a diversity policy or to annually report on measurable objectives with respect to achieving gender diversity or diversity generally, due to its current size and stage of development. However, the Company has and continues to remain committed to ideals of gender diversity throughout its business practices.</p> <p>As the Company develops and continues to grow, the Board intends to review its practices, and if deemed necessary in the future, the Board may consider adopting a formal diversity policy.</p>

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"Gender Equality Indicators", as defined in and published under that Act.		
1.6. A listed entity should: <ul style="list-style-type: none"> (a) have and disclose the process for periodically evaluating the performance of the board, its committees and individual directors; and (b) disclose, in relation to each reporting period, whether a performance evaluation was undertaken in the reporting period in accordance with that process. 	No	<p>Due to its current size and level of operations, prior to reinstatement (i.e. March 2016), the Board did not consider that it was necessary to have a formal process in place. The Board did, however, as a group and as individuals, informally evaluate the performance of each other, as part of their directors' duties.</p> <p>As the Company develops and continues to grow, the Board intends to review its practices and may consider implementing a formal process for periodically evaluating the performance of the Board, its committees and individual Directors.</p>
1.7. A listed entity should: <ul style="list-style-type: none"> (a) have and disclose the process for periodically evaluating the performance of its senior executives; and (b) disclose, in relation to each reporting period, whether a performance evaluation was undertaken in the reporting period in accordance with that process. 	No	<p>The Board and senior management team will regularly review the performance of its senior executives and address any issues that may emerge. However, given the current size of the Company, the Board does not consider that disclosure of the process of evaluating the performance of senior executives is necessary.</p> <p>As the Company develops and continues to grow, the Board intends to review its practices, and if deemed necessary in the future, the Board may consider disclosing the process for evaluating the performance of senior management.</p>
2. Structure the board to add value		
2.1. The board of a listed entity should: <ul style="list-style-type: none"> (a) have a nomination committee which: <ul style="list-style-type: none"> (1) has at least three members, a majority of whom are independent directors; and (2) is chaired by an independent director, and disclose (3) the charter of the committee; (4) the members of the committee; and (5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or (b) if it does not have a nomination committee, disclose that fact and the processes it employs to address board succession issues and to ensure that the 	No	<p>No formal nomination committee or procedures have been adopted for the identification, appointment and review of the Board membership due to the Company's current size and level of operations prior to its reinstatement (i.e. March 2016). However, an informal assessment process, facilitated by the Chairman in consultation with the Company's professional advisers (if required), has been committed to by the Board.</p>
	Yes	

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board has the appropriate balance of skills, knowledge, experience, independence and diversity to enable it to discharge its duties and responsibilities effectively.		
2.2. A listed entity should have and disclose a board skills matrix setting out the mix of skills and diversity that the Board currently has or is looking to achieve its membership.	No	The Board strives to ensure that it is comprised of directors with a blend of skills, experience and attributes appropriate to the Company and its business. The principal criterion for the appointment of new Directors is their ability to add value to the Company and its business. In light of this, it has not been deemed necessary to create a formal document outlining the particular skills of the existing Board.
2.3. A listed entity should disclose: (a) the names of the directors considered to be independent directors; (b) if a director has an interest, position, association or relationship of the type described in Box 2.3 but the board is of the opinion that it does not compromise the independence of the director, the nature of the interest, position, association or relationship in question and an explanation of why the board is of that opinion; and (c) the length of service of each director.	No	The Board ensures that each Director is not able to be significantly adversely influenced by the operations of the Company by ensuring a diverse range of backgrounds and ongoing involvement in companies which are not the Company. Information with respect to potential issues of independence will be disclosed to the market but no formal policy exists to ensure such disclosure. Should a director be considered to be independent in the future, the Company would disclose the information as set out in this recommendation. This is however, not relevant at this stage, as the Company does not have any independent directors.
2.4. A majority of the board of a listed entity should be independent directors.	No	The Board has reviewed the position and associations of each of the five Directors in office and has determined that none of the directors are currently independent. This is due to the fact that the Company is only in the early stages of its development, having only completed its acquisition of Australian Learning Group Pty Limited in March 2016. Each of the Directors are essential to the success of the Company at this stage of its development. In making this determination, the Board has had regard to the independence criteria in ASX Corporate Governance Principles and Recommendations, and other facts, information and circumstances that the Board considers relevant. The Board will assess the independence of new Directors upon appointment and will review their independence, and the independence of the other Directors, as appropriate.

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		As the Company develops and continues to grow, the Board intends to review the composition of the Board.
2.5. The chair of the board of a listed entity should be an independent director and, in particular, should not be the same person as the CEO of the entity.	No	<p>The Company's newly appointed Non-Executive Chairman, Mr Gary Burg, does not satisfy the ASX Corporate Governance Principles and Recommendations definition of an independent director, as the two entities Mr Burg controls are both substantial holders of the Company. Therefore, Mr Burg's interests exceeds 5% of the issued capital of the Company. However, the Board considers Mr Burg's role as Non-Executive Chairman as essential to the success of the Company at this stage of its development.</p> <p>Mr Davis, (former Executive Chairman), has been recently appointed as the Company's Chief Executive Officer and Managing Director and will continue to oversee the executive management of the Company.</p>
2.6. A listed entity should have a program for inducting new directors and provide appropriate professional development opportunities for directors to develop and maintain the skills and knowledge needed to perform their role as directors effectively.	No	Due to the Company's current size and level of operations prior to its reinstatement (i.e. March 2016), the Company did not have a formal program for inducting new Directors. However the Company takes care in ensuring that Directors will be able to effectively manage and govern the Company before their nomination as potential Directors.
3. Promote ethical and responsible decision-making		
3.1. A listed entity should: (a) have a code of conduct for its directors, senior executives and employees; and (b) disclose that code or a summary of the code.	No	<p>The Board is committed to the establishment and maintenance of appropriate ethical standards. Due to the Company's current size and level of operations prior to its reinstatement (i.e. March 2016), there is currently no official code of conduct in place.</p> <p>As the Company develops, the Board intends to review its practices, and implement an appropriate code of conduct.</p>
4. Safeguard integrity in financial reporting		
4.1. The board of a listed entity should: (a) have an audit committee which: (1) has at least three members, all of whom are non-executive directors and a majority of whom are independent directors; and (2) is chaired by an independent director, who is not the chair of the board,	No	The Company does not have a separately constituted audit committee due to the Company's current size and level of operations prior to its reinstatement (i.e. March 2016). As the Company develops, the Board intends to review its practices, and if deemed necessary, establish an audit committee.

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<p>and disclose:</p> <p>(3) the charter of the committee;</p> <p>(4) the relevant qualifications and experience of the members of the committee; and</p> <p>(5) in relation to each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or</p> <p>(b) if it does not have an audit committee, disclose that fact and the processes it employs that independently verify and safeguard the integrity of its corporate reporting, including the processes for the appointment and removal of the external auditor and the rotation of the audit engagement partner.</p>	Yes	<p>The Company in a general meeting is responsible for the appointment of the external auditors of the Company, and the Board from time to time will review the scope, performance and fees of those external auditors.</p>
<p>4.2. The board of a listed entity should, before it approves the entity's financial statements for a financial period, receive from its CEO and CFO a declaration that, in their opinion, the financial records of the entity have been properly maintained and that the financial statements comply with the appropriate accounting standards and give a true and fair view of the financial position and performance of the entity and that the opinion has been formed on the basis of a sound system of risk management and internal control which is operating effectively.</p>	No	<p>Due to the Company's current size and level of operations prior to its reinstatement (i.e. March 2016), the Company currently does not have a CFO. However, it recently appointed Mr Adam Davis (former Executive Chairman) as Chief Executive Officer. The Chief Executive Officer will provide the declaration the subject of this recommendation before it approves the entity's financial statements for a financial period.</p>
<p>4.3. A listed entity that has an AGM should ensure that its external auditor attends its AGM and is available to answer questions from security holders relevant to the audit.</p>	Yes	<p>An external auditor will be present at the AGM and will be available to answer questions from security holders relevant to the audit.</p>
<p>5. Make timely and balanced disclosure</p>		
<p>5.1. A listed entity should:</p> <p>(a) have a written policy for complying with its continuous disclosure obligations under the Listing Rules; and</p> <p>(b) disclose that policy or a summary of it.</p>	No	<p>The Company will develop written policies and procedures on information disclosure that focus on continuous disclosure of any information concerning the Company that a reasonable person would expect to have a material effect on the price of the Company's securities. These policies and procedures will also include the arrangements the Company has in place to promote communication with shareholders and encourage effective participation at general meetings. A summary of these policies and procedures will be included in the board charter and will be available at the Company's registered office and website http://www.ucwlimited.com.au.</p> <p>The company secretary has been nominated as the person responsible for communications with the ASX. This role includes responsibility for</p>

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		<p>ensuring compliance with the continuous disclosure requirements in the ASX Listing Rules and overseeing and coordinating information disclosure to the ASX, analysts, brokers, shareholders, the media and the public.</p> <p>Shareholders who have made an election receive a copy of the Company's Annual report by mail. Otherwise, the Annual Report is available on the Company's website.</p>
6. Respect the rights of shareholders		
6.1. A listed entity should provide information about itself and its governance to investors via its website.	Yes	The Company's website http://www.ucwlimited.com.au contains all relevant information about the Company. The Company will regularly update the website and contents therein as deemed necessary.
6.2. A listed entity should design and implement an investor relations program to facilitate effective two-way communication with investors.	No	Due to the Company's current size and level of operations prior to its reinstatement (i.e. March 2016), the Company has not deemed it necessary to implement an investor relations program, but ensures that all material information is conveyed to its investors so as to facilitate communication.
6.3. A listed entity should disclose the policies and processes it has in place to facilitate and encourage participation at meetings of security holders.	No	Due to the Company's current size and level of operations prior to its reinstatement (i.e. March 2016), the Company did not deem it necessary to implement a formal shareholder communication policy. The Company aims to produce a shareholder's communication policy to enable all material matters to be disclosed to the market in accordance with the ASX Listing Rules.
6.4. A listed entity should give security holders the option to receive communications from, and send communications to, the entity and its security registry electronically.	Yes	The Company encourages shareholders to register for receipt of announcements and updates electronically.
7. Recognise and manage risk		
7.1. The Board of a listed entity should: <ul style="list-style-type: none"> (a) have a committee or committees to oversee risk, each of which: <ul style="list-style-type: none"> (1) has at least three members, a majority of whom are independent directors; and (2) is chaired by an independent director, and disclose: <ul style="list-style-type: none"> (3) the charter of the committee; (4) the members of the committee; and (5) as at the end of each reporting period, the number of times the committee met throughout the 	No	<p>The Company does not have a separately constituted risk committee due to the fact that the Company is only in the early stages of its development. As the Company develops the Board intends to review its practices, and if deemed necessary, establish a risk committee.</p> <p>Presently, the Board is responsible for the oversight and management of all material business risks. The Board's collective experience will enable accurate identification of the principal risks that may affect the Company's business. Key operational risks and their management will</p>

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<p>period and the individual attendances of the members at those meetings; or</p> <p>(b) if it does not have a risk committee or committees that satisfy (a) above, disclose that fact and the processes it employs for overseeing the entity's risk management framework.</p>	Yes	<p>be recurring items for deliberation at Board meetings.</p> <p>The risk profile can be expected to change and procedures adapted as the Company develops and it grows in size and complexity.</p> <p>The Board intends to continue to regularly review and approve the risk management and oversight policies of the Company.</p>
<p>7.2. The board or a committee of the board should:</p> <p>(a) review the entity's risk management framework at least annually to satisfy itself that it continues to be sound; and</p> <p>(b) disclose in relation to each reporting period whether such a review has taken place.</p>	Yes No	<p>The Board regularly reviews and approves the risk management and oversight policies of the Company. However, due to the Company's current size and level of operations prior to its reinstatement (i.e. March 2016), the Board did not deem it necessary to disclose the timing and content of these reviews.</p> <p>As the Company develops and continues to grow, the Board intends to review its practices with respect to the disclosure of its risk management review.</p>
<p>7.3. A listed entity should disclose:</p> <p>(a) if it has an internal audit function, how the function is structured and what role it performs; or</p> <p>(b) if it does not have an internal audit function, that fact and the processes it employs for evaluating and continually improving the effectiveness of its risk management and internal control processes.</p>	No	<p>The Company does not have an internal audit function, and does not disclose the processes it uses to improve risk management due to the Company's current size and limited level of operations prior to its reinstatement (i.e. March 2016). . Nonetheless, the Company remains committed to effective management and control of these factors.</p>
<p>7.4. A listed entity should disclose whether it has any material exposure to economic, environmental and social sustainability risks and, if they do, how it manages or intends to manage those risks.</p>	Yes	<p>All material risks are announced to the market by way of ASX announcements, disclosure documents and periodic financial reports and annual reports, in accordance with the requirements of the ASX listing rules and otherwise.</p>
8. Remunerate fairly and responsibly		
<p>8.1. The Board of a listed entity should:</p> <p>(a) have a remuneration committee which:</p> <p>(1) has at least three members, a majority of whom are independent directors; and</p> <p>(2) is chaired by an independent director,</p> <p>and disclose:</p> <p>(3) the charter of the committee;</p> <p>(4) the members of the committee; and</p>	No	<p>There is currently no separately constituted remuneration committee in the Company due to the fact that the Company is only in the early stages of its development.</p> <p>The remuneration of the non-executive chairman and the directors will be decided by the Board, without the affected directors participating in that decision-making process. There are currently three non-executive directors, one executive director and one non-executive chairman on the Board.</p>

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<p>(5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or</p> <p>(b) if it does not have a remuneration committee, disclose that fact and the processes it employs for setting the level and composition of remuneration for directors and senior executives and ensuring that such remuneration is appropriate and not excessive.</p>	Yes	<p>In accordance with clause 13.8 of the Company's Constitution, the total maximum remuneration of the non-executive Directors is currently set at \$500,000. This may be varied by an ordinary resolution of the shareholders in a general meeting. The determination of non-executive directors' remuneration within that maximum amount will be made by the Board, having regard to the inputs and value to the Company of the respective contributions by each non-executive director.</p> <p>Such information is available in several publicly available forums such as ASX announcements.</p>
<p>8.2. A listed entity should separately disclose its policies and practices regarding the remuneration of non-executive directors and the remuneration of executive directors and other senior executives</p>	No	<p>The Company has not deemed it necessary to separately disclose its remuneration policies due to the Company's current size and level of operations prior to its reinstatement (i.e. March 2016).</p> <p>As the Company develops and continues to grow, the Board intends to review its practices with respect to the disclosure of its remuneration policies.</p>
<p>8.3. A listed entity which has an equity-based remuneration scheme should:</p> <p>(a) have a policy on whether participants are permitted to enter into transactions (whether through the use of derivatives or otherwise) which limit the economic risk of participating in the scheme; and</p> <p>(b) disclose that policy or a summary of it.</p>	No	<p>The Company at this stage does not have an equity-based remuneration scheme.</p>