

12 July 2017

The Manager
Company Announcements
Australian Securities Exchange

By electronic lodgment

Notice under Section 708A of the Corporations Act 2001 (Cth)

UCW Limited (**Company**) hereby confirms that a total of 19,734,258 fully paid ordinary shares (**Shares**) were issued on 11 July 2017 as part consideration for the acquisition of 24.6% of the ordinary shares in Performance Education Group Pty Ltd, without disclosure to investors under Part 6D.2 of the Corporations Act 2001 (Cth) (**Act**) and states that this notice is given to ASX Limited (**ASX**) under section 708A(5)(e) of the Act in compliance with the requirements of section 708A(6) of the Act.

The Company states that as at the date of this notice the Company:

- a) has complied with the provisions of Chapter 2M of the Act as they apply to the Company;
- b) has complied with the provisions of section 674 of the Act; and
- c) is not aware of any excluded information for the purposes of section 708A(6)(e) of the Act, being information:
 - i. that has been excluded from a continuous disclosure notice in accordance with the Listing Rules of the ASX; and
 - ii. that investors and their professional advisers would reasonably require for the purpose of making an informed assessment of:
 - A. the assets and liabilities, financial position and performance, profits and losses and prospects of the Company; or
 - B. the rights and liabilities attaching to the Shares.

An Appendix 3B with respect to the issue of the Shares was lodged by the Company with ASX on 11 July 2017.

For any questions, please contact the undersigned.

Yours faithfully



Lyndon Catzel
Company Secretary