

18 October 2019

The Manager
Market Announcements Platform
Australian Securities Exchange

By electronic lodgment

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

UCW Limited (**Company**) advises that 6,693,199 fully paid ordinary shares in the Company (**Shares**) were issued on 18 October 2019 to an institutional investor.

The shares were issued to assist in funding of the \$6.5m earn-out payment due to the vendors of Proteus Technologies Pty Ltd ACN 112 989 581 trading as Ikon Institute of Australia (**Ikon**) under the share sale agreement dated 2 July 2018. No further amounts remain payable by the Company to the vendors in relation to the transaction.

The Shares were issued without disclosure to investors under Part 6D.2 of the *Corporations Act 2001* (Cth) (**Act**) and the Company states that this notice is given to ASX Limited (**ASX**) under section 708A(5)(e)(i) 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 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 the same date as this notice.

Yours faithfully



Lyndon Catzel
Company Secretary