ASX Market Release

15 January 2021

The Manager
Market Announcements Platform
Australian Securities Exchange

By electronic lodgment

Results of General Meeting of 15 January 2021

The Board of UCW Limited (**UCW** or **the Company**) is pleased to advise that at the General Meeting held today, UCW shareholders approved the Company to issue up to 235,200,747 new shares to RedHill Education Limited (**RedHill**) shareholders in consideration for their RedHill shares, in connection with UCW's takeover offer for RedHill.

The resolution, as set out in the Notice of General Meeting dated 15 December 2020, was passed on a poll.

As required by Listing Rule 3.13.2 and section 251AA of the Corporations Act 2001, a summary of the proxy votes received in relation to the resolution put to shareholders at the General Meeting, is attached.

This announcement was authorised for release to the ASX by the UCW Board of Directors.

Yours faithfully

Lyndon Catzel
Company Secretary

Disclosure of Proxy Votes

UCW Limited
General Meeting
Friday, 15 January 2021

In accordance with section 251AA of the Corporations Act 2001, the following information is provided in relation to resolutions put to members at the meeting.

Resolution	Decided by Show of Hands (S) or Poll (P)	Total Number of Proxy Votes exercisable by proxies validly appointed	Proxy Votes				Poll Results (if applicable)		
			FOR	AGAINST	ABSTAIN	PROXY'S DISCRETION	FOR	AGAINST	ABSTAIN
1 Approval of the issuance of up to a maximum of 235,200,747 new Shares to RedHill Shareholders in consideration for their RedHill Shares	P	71,763,236	71,742,746 99.97%	20,490 0.03%	10,000	0 0.00%	71,742,746 99.97%	20,490 0.03%	10,000