

**UCW Limited**  
Level 1, 333 Kent St  
Sydney NSW 2000  
ACN: 108 962 152



# UCW Limited

## **Notice of 2020 Annual General Meeting** Explanatory Statement | Proxy Form

20 November 2020

**9.00am AEDT**

**Address**

Automic Group  
Level 5, 126 Phillip Street, Sydney NSW 2000

This Notice of Meeting should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their professional advisers prior to voting.

# Contents

Venue and Voting Information	2
Notice of Annual General Meeting – Agenda	3
Notice of Annual General Meeting – Resolutions	4
Notice of Annual General Meeting – Explanatory Statement	9
Glossary	18
Proxy Form	Attached

## Venue and Voting Information

The Annual General Meeting of the Shareholders to which this Notice of Meeting relates will be held at 9.00am AEDT on 20 November 2020 at Automic Group, Level 5, 126 Phillip Street, Sydney NSW 2000.

Please note that, due to COVID-19 restrictions, physical attendance at the AGM will be limited to 12 persons including the Board of Directors. Based on the level of attendance in previous years, the Board has determined this capacity to be appropriate.

### Your vote is important

The business of the Annual General Meeting affects your shareholding and your vote is important.

### Voting in person

To vote in person, attend the Annual General Meeting on the date and at the place set out above.

### Voting by proxy

To vote by proxy, please use one of the following methods:

<b>Online</b>	Lodge the Proxy Form online at <a href="https://investor.automic.com.au/#/loginsah">https://investor.automic.com.au/#/loginsah</a> by following the instructions: Login to the Automic website using the holding details as shown on the Proxy Form. Click on 'View Meetings' – 'Vote'. To use the online lodgement facility, Shareholders will need their holder number (Securityholder Reference Number (SRN) or Holder Identification Number (HIN)) as shown on the front of the Proxy Form.
<b>By post</b>	Automic, GPO Box 5193, Sydney NSW 2001
<b>By hand</b>	Automic, Level 5, 126 Phillip Street, Sydney NSW 2000

Your Proxy instruction must be received no later than 48 hours before the commencement of the Meeting. **Proxy Forms received later than this time will be invalid. Given capacity limitations to attend the meeting in person, shareholders are encouraged to vote by proxy.**

### Power of Attorney

If the proxy form is signed under a power of attorney on behalf of a shareholder, then the attorney must make sure that either the original power of attorney or a certified copy is sent with the proxy form, unless the power of attorney has already provided it to the Share Registry.

### Corporate Representatives

If a representative of a corporate shareholder or a corporate proxy will be attending the Meeting, the representative should bring to the Meeting adequate evidence of their appointment, unless this has previously been provided to the Share Registry.

# Notice of Annual General Meeting

Notice is hereby given that an Annual General Meeting of Shareholders of UCW Limited ACN 108 962 152 will be held at 9.00am AEDT on 20 November 2020 at Automic Group, Level 5, 126 Phillip Street, Sydney NSW 2000 (**Meeting**). The capacity of physical attendees for the meeting is 12 people. Based on the level of attendance in previous years, the Board has determined this capacity to be appropriate.

The Explanatory Statement to this Notice of Meeting provides additional information on matters to be considered at the Annual General Meeting. The Explanatory Statement and the Proxy Form forms part of this Notice of Meeting.

The Directors have determined pursuant to Regulation 7.11.37 of the *Corporations Regulations 2001* (Cth) that the persons eligible to vote at the Annual General Meeting are those who are registered Shareholders at 7:00pm AEDT on 18 November 2020.

Terms and abbreviations used in this Notice of Meeting and Explanatory Statement are defined in the Glossary.

## Agenda

### Ordinary business

#### Financial statements and reports

*“To receive and to consider the Annual Financial Report of the Company for the financial year ended 30 June 2020 together with the declaration of the Directors, the Directors’ Report, the Remuneration Report and the Auditor’s Report for that financial year.”*

**Note:** This item of ordinary business is **for discussion only and is not a resolution**.

Pursuant to the Corporations Act, Shareholders will be given a reasonable opportunity at the Meeting to ask questions about, or make comments in relation to, each of the aforementioned reports during consideration of these items.

# Resolutions

## Remuneration Report

### 1. **Resolution 1 – Adoption of Remuneration Report**

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

*“That, for the purpose of Section 250R(2) of the Corporations Act and for all other purposes, approval is given for the adoption of the Remuneration Report as contained in the Company’s Annual Financial Report for the financial year ended 30 June 2020.”*

**Note:** The vote on this Resolution is advisory only and does not bind the Directors or the Company.

**Voting Exclusion Statement:** In accordance with the Corporations Act, the Company will disregard any votes cast on Resolution 1 by or on behalf of a member of the Company’s key management personnel (including the Directors), whose remuneration details are included in the Remuneration Report (**KMP**), or any of that person’s Closely Related Parties (such as close family members and any controlled companies of those persons) (collectively referred to as Restricted Voter). However, the Company need not disregard a vote if:

- (a) it is cast by a person as a proxy appointed in writing that specifies how the proxy is to vote on Resolution 1; and
- (b) it is not cast on behalf of a Restricted Voter.

If you appoint the person chairing the Meeting (**Chair**) and you are not a Restricted Voter, by submitting the Proxy Form you authorise the person chairing the Meeting to exercise the proxy even though Resolution 1 is connected directly or indirectly with the remuneration of a KMP, and you will be taken to have directed the Chair to vote in accordance with his or her stated intention to vote in favour of Resolution 1. If you do not want your vote exercised in favour of Resolution 1, you should direct the person chairing the Meeting to vote “against”, or to abstain from voting on, this Resolution.

## Re-election of Director

### 2. **Resolution 2 – Re-election of Gary Burg as Director**

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

*“That Gary Burg, a Director who retires by rotation in accordance with the Company’s Constitution and ASX Listing Rule 14.4, and being eligible, offers himself for re-election as a Director of the Company, effective immediately.”*

## **ASX Listing Rule 7.1A (Additional 10% Capacity)**

### **3. Resolution 3 – ASX Listing Rule 7.1A Approval of Future Issue of Securities**

To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

*“That, for the purposes of ASX Listing Rule 7.1A and for all other purposes, the Shareholders approve the issue of equity securities up to 10% of the issued capital of the Company (at the time of issue) calculated in accordance with the formula prescribed in ASX Listing Rule 7.1A.2 and otherwise on the terms and conditions set out in the Explanatory Statement which accompanies and forms part of this Notice of Meeting.”*

**Voting Exclusion Statement:** The Company will disregard any votes cast in favour of Resolution 3 by or on behalf of:

- (a) a person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company); or
- (b) an Associate of those persons.

However, this does not apply to a vote cast in favour of Resolution 3 by:

- (i) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way; or
- (ii) the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or
- (iii) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary, provided the following conditions are met:
  - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and
  - the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

## Amendment to terms of Existing Performance Rights

### 4. **Resolution 4 – Approval of Minor Amendments to Terms of Existing Performance Rights**

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“That, for the purpose of ASX Listing Rule 6.23.4 and for all other purposes, the Shareholders of the Company approve the minor Proposed Amendments to the terms of Performance Rights issued on 22 November 2018 and 5 December 2019 set out in the Explanatory Statement which accompanies and forms part of this Notice of Meeting.”

**Voting Exclusion Statement:** The Company will disregard any votes cast in favour of Resolution 4 by or on behalf of:

- (a) a person who holds a Performance Right that is the subject of the approval; or
- (b) an Associate of that person or those persons.

However, this does not apply to a vote cast in favour of Resolution 4 by:

- (i) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way; or
- (ii) the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or
- (iii) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary, provided the following conditions are met:
  - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and
  - the holder vote on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

**Voting Prohibition Statement:** In accordance with section 250BD of the Corporations Act, a person appointed as a proxy must not vote, on the basis of that appointment, on Resolution 4 if:

- (a) the proxy is either:
  - (i) a member of the KMP; or
  - (ii) a closely related party of a member of the KMP; and
- (b) the appointment does not specify the way the proxy is to vote on the resolution.

However, the above prohibition does not apply if:

- (a) the proxy is the Chair; and
- (b) the appointment expressly authorises the Chair to exercise the proxy even if the Resolution is connected directly or indirectly with remuneration of a member of the KMP.

## Issue of Performance Rights under Employee Option Plan (EOP)

### 5. **Resolution 5 – Approval of Issue of Performance Rights to Adam Davis, Director of the Company**

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

*“That, for the purposes of section 208 of the Corporations Act, ASX Listing Rule 10.14 and for all other purposes, the Shareholders of the Company approve the issue and allotment of 1,350,000 Performance Rights under the EOP to Adam Davis, Director, on the terms and conditions set out in the Explanatory Statement which accompanies and forms part of this Notice of Meeting.”*

**Voting Exclusion Statement:** The Company will disregard any votes cast in favour of Resolution 5 by or on behalf of:

- (a) a person referred to in rule 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the EOP; or
- (b) an Associate of that person or those persons.

However, this does not apply to a vote cast in favour of Resolution 5 by:

- (i) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way; or
- (ii) the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or
- (iii) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary, provided the following conditions are met:
  - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and
  - the holder vote on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

**Voting Prohibition Statement:** In accordance with section 250BD of the Corporations Act, a person appointed as a proxy must not vote, on the basis of that appointment, on Resolution 5 if:

- (a) the proxy is either:
  - (i) a member of the KMP; or
  - (ii) a closely related party of a member of the KMP; and
- (b) the appointment does not specify the way the proxy is to vote on the resolution.

However, the above prohibition does not apply if:

- (a) the proxy is the Chair; and
- (b) the appointment expressly authorises the Chair to exercise the proxy even if the Resolution is connected directly or indirectly with remuneration of a member of the KMP.

## **Change of Company Name**

### **6. Resolution 6 – Change of Company Name**

To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

*“That, for the purposes of section 157(1) of the Corporations Act and for all other purposes, the name of the Company be changed to EDU Holdings Limited, and that, for the purposes of section 136(2) of the Corporations Act and for all other purposes, all references to ‘UCW Limited’ in the Constitution of the Company be replaced with references to ‘EDU Holdings Limited.’”*

**Dated: 21 October 2020**

**BY ORDER OF THE BOARD**



Lyndon Catzel  
Company Secretary



# Explanatory Statement

This Explanatory Statement has been prepared for the information of the Shareholders in connection with the business to be conducted at the Annual General Meeting to be held at 9.00am AEDT on 20 November 2020 at Automic Group, Level 5, 126 Phillip Street, Sydney NSW 2000.

The purpose of this Explanatory Statement is to provide information which the Directors believe to be material to Shareholders in deciding whether or not to pass the Resolutions in the Notice of Meeting.

If you are in any doubt about what to do in relation to the Resolutions contemplated in the Notice of Meeting and this Explanatory Statement, it is recommended that you seek advice from an accountant, solicitor or other professional advisor.

Full details of the business to be considered at the Annual General Meeting are set out below.

## Agenda

### **Ordinary business**

#### Financial statements and reports

In accordance with the Constitution and the Corporations Act, the business of the Annual General Meeting will include receipt and consideration of the Annual Financial Report of the Company for the financial year ended 30 June 2020 together with the declaration of the Directors, the Director's Report, the Remuneration Report and the Auditor's Report.

In accordance with the amendments to the Corporations Act, the Company is no longer required to provide a hard copy of the Company's Annual Financial Report to Shareholders unless a Shareholder has specifically elected to receive a printed copy.

Whilst the Company will not provide a hard copy of the Company's Annual Financial Report unless specifically requested to do so, Shareholders may view the Company's Annual Financial Report on its website at <http://www.ucwlimited.com.au/index.php?page=announcements>.

No resolution is required for this item, however Shareholders will be given the opportunity to ask questions and to make comments on the management and performance of the Company.

The Company's auditor will be present at the Meeting. During the discussion of this item, the auditor will be available to answer questions on the:

- Conduct of the audit;
- Preparation and content of the Auditor's Report;
- Accounting policies adopted by the Company in relation to the preparation of the financial statements; and
- Independence of the auditor in relation to the conduct of the audit.

#### **Written questions of the auditor**

If you would like to submit a written question about the content of the Auditor's Report or the conduct of the audit of the Annual Financial Report of the Company's auditor, please send your question to the Company Secretary at [lyndon@ucw.com.au](mailto:lyndon@ucw.com.au). A list of qualifying questions will be made available at the Meeting.

Please note that all written questions must be received at least five business days before the Meeting, which is by 13 November 2020.

# Resolutions

## Remuneration Report

### Resolution 1 – Adoption of Remuneration Report

In accordance with section 250R(2) of the Corporations Act, the Company is required to present to its Shareholders the Remuneration Report as disclosed in the Company's Annual Financial Report.

The vote on the Resolution is advisory only and does not bind the Directors or the Company. The Remuneration Report is set out in the Company's Annual Financial Report and is also available on the Company's website at <http://www.ucwlimited.com.au/index.php?page=announcements>.

However, if at least 25% of the votes cast are against the adoption of the Remuneration Report at the Meeting (subject of this Notice of Meeting), and then again at the 2021 Annual General Meeting (**2021 AGM**), the Company will be required to put to the vote a resolution (**Spill Resolution**) at the 2021 AGM to approve the calling of a further meeting (**Spill Meeting**). If more than 50% of Shareholders vote in favour of the Spill Resolution, the Company must convene the Spill Meeting within 90 days of the 2021 AGM. All of the Directors who were in office when the 2021 Directors' Report was approved, other than the Managing Director, will (if desired) need to stand for re-election at the Spill Meeting.

The Remuneration Report explains the Board's policies in relation to the nature and level of remuneration paid to KMPs (including Directors) and sets out remuneration details, service agreements and the details of any share-based compensation.

#### **Voting**

Note that a voting exclusion applies to Resolution 1 in the terms set out in the Notice of Meeting. In particular, the Directors and other Restricted Voters must not vote on this Resolution and must not cast a vote as proxy, unless the appointment gives a direction on how to vote, or the proxy is given to the Chair and you submit the Proxy Form, authorising the Chair to exercise the proxy even though Resolution 1 is connected directly or indirectly with the remuneration of a KMP and that in doing so you will be taken to have directed the Chair to vote in accordance with the Chair's stated intention to vote in favour of Resolution 1.

Shareholders are urged to read carefully the Proxy Form and to provide a direction to the proxy on how to vote on this Resolution.

## Re-election of Director

### Resolution 2 – Re-election of Gary Burg as Director

The Company's Constitution requires that one-third of Directors (or the number of Directors nearest to one-third) must retire at each annual general meeting, provided always that no Director (except a Managing Director) shall hold office for a period in excess of 3 years or until the third annual general meeting following his or her appointment, whichever is the longer, without submitting himself or herself for re-election. The Directors who retire at an annual general meeting are those that have been longest in office since their last election. Where two or more Directors have served equally the longest, the retiring Director is determined either amongst the Directors, or by drawing lots.

ASX Listing Rule 14.4 also provides each a Director must not hold office (without re-election) past the third annual general meeting following the Director's appointment or 3 years, whichever is longer.

Gary Burg was last re-elected as a Director at the 2017 AGM and has not sought re-election since then.

Under this Resolution, Mr Burg has elected to retire by rotation, and being eligible, seeks re-election as a Director of the Company at this AGM.

Gary has been involved with the broader Global Capital Group since 1995 in South Africa and in Australia since 2001. In Australia, Gary has been involved in a number of businesses across a range of sectors including life insurance, financial services and education. Gary is currently a Director of ClearView Limited, Alinta Energy Limited and Global Capital Holdings (Australia) Pty Ltd, which is the investment manager of Global Capital Principal Investment business in Australia. He is a former Director of (and investor in) South African listed Capital Alliance Holdings Limited which owned Capital Alliance Life Limited and Capital Alliance Bank Limited. Gary is also a former Director and investor in Prefsure Life Limited and Insurance Line.

## **Directors' recommendation**

The Directors (excluding Mr Burg) recommend that Shareholders vote for this Resolution.

## **ASX Listing Rule 7.1A**

### **Resolution 3 – ASX Listing Rule 7.1A Approval of Future Issue of Securities**

Broadly speaking, and subject to a number of exceptions, Listing Rule 7.1 limits the amount of equity securities that a listed company can issue without the approval of its shareholders over any 12 month period to 15% of the fully paid ordinary securities that it had on issue at the start of that period.

Under Listing Rule 7.1A, however, an eligible entity can seek approval from its members, by way of a special resolution passed at its annual general meeting, to add an additional 10% capacity.

An eligible entity for the purposes of Listing Rule 7.1A is an entity that is not included in the S&P/ASX 300 Index and has a market capitalisation less than the amount prescribed by ASX (currently \$300 million).

As of the date of this Notice of Meeting, the Company has a market capitalisation of approximately \$14.1 million and therefore is an eligible entity. If at the time of the Meeting the Company is no longer an eligible entity this Resolution will be withdrawn.

This Resolution seeks Shareholder approval (by way of a special resolution) for the Company to have the additional 10% capacity provided for in Listing Rule 7.1A to issue equity securities without Shareholder approval.

If this Resolution is passed, the Company will be able to issue equity securities up to the combined 25% limit in Listing Rules 7.1 and 7.1A without any further Shareholder approval.

If this Resolution is not passed, the Company will not be able to access the additional 10% capacity to issue equity securities without Shareholder approval provided for in Listing Rule 7.1A and will remain subject to the 15% limit on issuing equity securities without Shareholder approval, as set out in Listing Rule 7.1.

#### **Information Required by ASX Listing Rule 7.3A**

The following information is provided to Shareholders for the purposes of Listing Rule 7.3A.

##### Period for which the approval will be valid

An approval under this Listing Rule 7.1A commences on the date of the annual general meeting at which the approval is obtained and expires on the first to occur of the following:

- (a) the date which is 12 months after the date of the annual general meeting at which the approval is obtained;
- (b) the time and date of the entity's next annual general meeting; and
- (c) the time and date on which Shareholders approve a transaction under Listing Rule 11.1.2 (a significant change to the nature or scale of activities) or 11.2 (disposal of main undertaking).

##### Minimum price at which the equity securities may be issued under Listing Rule 7.1A

Any equity securities issued under Listing Rule 7.1A.2 must be an existing quoted class of the Company's equity securities and issued for cash consideration.

The issue price per equity security must not be less than 75% of the volume weighted average market price of the equity securities in that class, calculated over 15 trading days on which trades in that class were recorded immediately before:

- (a) the date on which the price at the equity securities are to be issued is agreed by the Company and the recipient of the equity securities; and
- (b) if the equity securities are not issued within 10 trading days of the date in paragraph (a), the date on which the equity securities are issued.

##### Purposes for which the funds raised by an issue of equity securities under Listing Rule 7.1A may be used

As noted above, any equity securities issued under Listing Rule 7.1A.2 must be issued for cash consideration. Accordingly, every issue of equity securities under Listing Rule 7.1A.2 will have an accompanying proposed use of funds at the time of issue.

As at the date of this Notice, the Company has not formed an intention to offer any equity securities under Listing Rule 7.1A during the Listing Rule 7.1A mandate period, if Shareholders approve this Resolution. However, if Shareholders approved this Resolution and the Company did raise funds from the issue of equity securities under Listing Rule 7.1A, based on the Company's existing plans, the Company considers that the funds may be used for the following purposes (without limitations):

- (a) to further develop the Company's business;
- (b) to be applied to the Company's working capital requirements;
- (c) to repay part or all of its loan facility;
- (d) to acquire assets, in which circumstances the issue of the ordinary shares may be made in substitution for the Company making a cash payment for the assets; and
- (e) to pay service providers or consultants to the Company.

Risk of economic and voting dilution to existing ordinary Securityholders

If this Resolution is approved, and the Company issues equity securities under Listing Rule 7.1A, the existing Shareholders' economic and voting power in the Company will be diluted.

There is a risk that:

- (a) the market price for the Company's equity securities in that class may be significantly lower on the issue date than on the date of the approval under Listing Rule 7.1A; and
- (b) the equity securities may be issued at a price that is at a discount (as described above) to the market price for the Company's equity securities on the issue date;

which may have an effect on the amount of funds raised by the issue of equity securities under Listing Rule 7.1A.

The table below shows the potential dilution of existing Securityholders on the basis of 3 different assumed issue prices and values for the variable "A" in the formula in rule 7.1A.2:

Variable "A" ASX Listing Rule 7.1A.2		Potential Dilution and Funds Raised		
		\$0.07 50% decrease in issue price	\$0.14 issue prices <sup>(b)</sup>	\$0.28 100% increase in issue price
"A" is the number of shares on issue, being 117,514,448 Shares <sup>(a)</sup>	10% voting dilution <sup>(c)</sup>	11,751,445 shares	11,751,445 shares	11,751,445 shares
	Funds raised	\$822,601	\$1,645,202	\$3,290,405
"A" is a 50% increase in shares on issue, being 176,271,672 Shares	10% voting dilution <sup>(c)</sup>	17,627,167 shares	17,627,167 shares	17,627,167 shares
	Funds raised	\$1,233,902	\$2,467,803	\$4,935,607
"A" is a 100% increase in shares on issue, being 235,028,896 Shares	10% voting dilution <sup>(c)</sup>	23,502,890 shares	23,502,890 shares	23,502,890 shares
	Funds raised	\$1,645,202	\$3,290,405	\$6,580,809

**Notes:**

- (a) Based on the total number of fully paid ordinary Shares on issue as at 15 October 2020.
- (b) Based on the closing price of the Company's Shares on ASX as at 15 October 2020.
- (c) The table assumes that the Company issues the maximum number of ordinary Shares available to be issued under Listing Rule 7.1A.
- (d) The table does not show an example of dilution that may be caused to a particular Shareholder by reason of issues of equity securities under Listing Rule 7.1A based on that Shareholder's holding at the date of this Explanatory Statement.
- (e) The table shows the effect of an issue of equity securities under Listing Rule 7.1A only, not under the Company's 15% placement capacity under Listing Rule 7.1.

Allocation policy for issues under Listing Rule 7.1A

The Company's allocation policy and the identity of the allottees of equity securities under Listing Rule 7.1A will depend on a number of factors, including:

- (a) the Company's intentions in relation to the possible issue of equity securities (for cash consideration) during the Listing Rule 7.1A mandate period;
- (b) the structure and timeframe of the capital raising opportunities available to the Company and any

- alternative methods for raising funds that are available to the Company (such as a pro rata offer or an offer under a share purchase plan);
- (c) the potential effect on the control of the Company;
  - (d) the Company's financial position and the likely future capital requirements; and
  - (e) advice from the Company's corporate or financial advisors.

Based on the Company's current and historical cashflow levels, the Company considers that it may raise funds during the Listing Rule 7.1A mandate period, although this cannot be guaranteed. As of the date of this Notice, no specific intention to issue equity securities in relation to any parties, investors or existing Securityholders have been formed. In addition, no intentions have been formed in relation to the possible number of issues, or the time frame in which the issues could be made. Subject to the requirements of the Listing Rules and the Corporations Act, the Board of Directors reserve the right to determine at the time of any issue of equity securities under Listing Rule 7.1A, the allocation policy that the Company will adopt for that issue.

If and when the determination is made to proceed with an issue of equity securities during the Listing Rule 7.1A mandate period, details regarding the allottees and purposes of issue will be disclosed pursuant to the Company's obligations under Listing Rules 3.10.3 and 7.1A.4.

Offers made under Listing Rule 7.1A may be made to parties (excluding any related parties) including professional and sophisticated investors, existing Shareholders of the Company, clients of Australian Financial Service Licence holders and/or their nominees, or any other person to whom the Company is able to make an offer of equity securities.

**Issue or agreement to issue equity securities under Listing Rule 7.1A in the 12 months prior to AGM**

The Company has previously obtained Shareholder approval under Listing Rule 7.2A, but it has not issued or agreed to issue any equity securities under Listing Rule 7.1A.2 in the 12 months preceding the AGM. This Resolution is a Special Resolution. For a Special Resolution to be passed, at least 75% of the votes validly cast on the resolution by Shareholders (by number of ordinary shares) must be in favour of this Resolution.

**Directors' recommendation**

The Board of Directors recommend that Shareholders vote for this Resolution.

**Amendment of Terms of Existing Performance Rights**

**Resolution 4 – Approval of Amendments to Terms of Existing Performance Rights**

**Background**

In 2018 and 2019, the Company issued unlisted performance rights to Mr Adam Davis, the Managing Director and Chief Executive Officer of the Company and to Lyndon Catzel, Chief Financial Officer and Company Secretary of the Company.

Those performance rights were granted in two sets, as set out as below:

	Issue Date	Holder	Amount	Expiry Date
<b>2018 Performance Rights</b>	22 November 2018	Adam Davis	800,000	21 December 2021
		Lyndon Catzel	800,000	21 December 2021
<b>2019 Performance Rights</b>	5 December 2019	Adam Davis	750,000	4 January 2023
		Lyndon Catzel	500,000	4 January 2023

The 2018 Performance Rights were issued under the previous EOP, which was approved by Shareholders on 4 November 2016 and the 2019 Performance Rights were issued under the current EOP, as approved by Shareholders on 8 November 2019.

Both sets of Performance Rights have a vesting condition based on the share price on the date which is three years from the issue date, but the calculation methods for testing satisfaction of the vesting condition for each set of Performance Rights are slightly different:

- (a) For the 2018 Performance Rights, the share price is to be calculated as the 90-day volume weighted average market price of Shares; and
- (b) For the 2019 Performance Rights, the share price is to be calculated as the volume weighted average market price of Shares during the 30 trading days on which trades are recorded.

#### **Proposed Amendments**

For ease of administration and consistency, particularly in light of the proposed issue of a third set of performance rights, for which the Company is seeking shareholder approval under Resolution 5 (**2020 Performance Rights**), the Company wishes to amend the calculation method of the share price for testing satisfaction of the vesting condition in both sets to be the “20-Day Volume-Weighted Average Price of the UCW shares” (**Proposed Amendments**). This methodology will also be applied for the proposed 2020 Performance Rights, such that the methodology for determining the share price for testing satisfaction of the vesting condition, is consistent across all three sets of Performance Rights.

#### **Listing Rules 6.23.3 and 6.23.4**

Listing Rule 6.23.3 prohibits changes to terms of options which have the effect of reducing the exercise price, increasing the exercise period or increasing the number of securities received on exercise. ASX holds the view that this rule also applies to changes to terms of other similar convertible securities (such as performance rights).

The Company has received confirmation from the ASX that the Proposed Amendments are not prohibited by Listing Rule 6.23.3 on the basis that the Proposed Amendments will not impart any discernible benefit to the holders of the performance rights (in the form contemplated by Listing Rule 6.23.3).

Listing Rule 6.23.4 allows variation to performance rights terms which are not otherwise prohibited by Listing Rule 6.23.3, provided Shareholder approval is obtained. As such, the Company hereby seeks Shareholder approval pursuant to Listing Rule 6.23.4 to implement the Proposed Amendments.

#### **Directors’ recommendation**

The Board of Directors (other than Mr Davis) recommend that Shareholders vote for this Resolution.

## **Issue of Performance Rights under EOP**

### **Resolution 5 – Approval of Issue of Performance Rights to Adam Davis, Director of the Company**

#### **Background**

The Company seeks to invite Adam Davis, the Managing Director and Chief Executive Officer of the Company, subject to Shareholder approval that is sought under this Resolution, to participate in the EOP by subscribing for 1,350,000 unlisted and unvested nil exercise price options under the EOP (**Performance Rights**).

#### **Director and related party approvals**

ASX Listing Rule 10.14 provides that the Company, as an ASX listed entity, must not permit a Director of the Company to acquire securities under an employee incentive scheme without Shareholder approval.

If approval is obtained under ASX Listing Rule 10.14:

- (a) in accordance with ASX Listing Rule 10.12 (exception 8), separate approval is not required under ASX Listing Rule 10.11; and
- (b) in accordance with ASX Listing Rule 7.2 (exception 14), separate approval is not required under ASX Listing Rule 7.1.

Accordingly, the proposed issue of Performance Rights under the EOP to Mr Davis, a Director of the Company, constitutes the acquisition of securities under an employee incentive scheme for the purposes of Listing Rule 10.14.

Chapter 2E of the Corporations Act prohibits the Company from giving a financial benefit to a related party of the Company unless either:

- (a) the giving of the financial benefit falls within one of the nominated exceptions to the provisions; or
- (b) Shareholder approval is obtained prior to the giving of the financial benefit.

The phrase “giving a financial benefit” is defined in section 229 of the Corporations Act and includes the issue of options.

A “related party” for the purposes of the Corporations Act is widely defined and includes a director of a public company or a spouse of a director of a public company.

Given that Mr Davis is an existing Director of the Company, he is a “related party” of the Company and the issue of Performance Rights constitutes the giving of a financial benefit under Chapter 2E of the Corporations Act.

The non-conflicted Directors of the Company:

- (a) Believe that part of Mr Davis’ remuneration should be performance based and at risk, as this assists in aligning his interests with those of Shareholders of the Company. This approach reflects accepted practice in executive remuneration and corporate governance in Australia and abroad. In structuring the terms of the Performance Rights, the Board has carefully considered market practice among comparable companies listed on the ASX.
- (b) Have resolved that the giving of this financial benefit to Mr Davis as part of his remuneration would be reasonable, given the circumstances of the Company, the quantum and terms of the Performance Rights (in particular, the vesting condition that UCW’s share price be at least 75% higher on the vesting date than at the time of issue of the Performance Rights in order for 50% of the Performance Rights to vest and 100% higher in order for 100% of the Performance Rights to vest) and the responsibilities that would be held and carried out by Mr Davis in his role as Managing Director and Chief Executive Officer of the Company. In addition, the Board considered that the issue of these Performance Rights is a more cost-effective way to remunerate and incentivise Mr Davis, as opposed to other forms of remuneration, such as further cash payments.

For the above reasons, the non-conflicted Directors formed the view that the issue of Performance Rights under the EOP to Mr Davis fall within the “reasonable remuneration” exception as set out in section 211 of the Corporations Act. Accordingly, the Company relies on this exception for the purposes of Resolution 4 under this Notice.

Therefore, the proposed issue of Performance Rights to Mr Davis requires Shareholder approval under and for the purposes of Listing Rule 10.14 only.

#### **Information required by ASX Listing Rule 10.15**

The following information in relation to the issue of the Performance Rights to Mr Davis is provided to Shareholders for the purposes of Listing Rule 10.15:

- (a) Mr Davis is the Managing Director and Chief Executive Officer of the Company.
- (b) The number of Performance Rights to be issued to Mr Davis under this Resolution is 1,350,000.
- (c) The total remuneration received by Mr Davis in FY2020 was \$305,884, as set out in the Remuneration Report.
- (d) The Performance Rights will be issued for nil cash consideration as part of Mr Davis’ remuneration. The estimated ‘gross contract value’ of the Performance Rights is \$165,240 or \$55,080 per annum over the three (3) year vesting period.
- (e) Since the EOP was last approved by Shareholders on 8 November 2019, the Company has issued the following Performance Rights to Mr Davis under the EOP:

Date	Number of Performance Rights received (unvested)	Acquisition price for each security
5 December 2019	750,000	Nil

- (f) It is intended that the Performance Rights will be issued within one (1) month from the date of this Meeting, if approved by Shareholders, and in any event, no later than 12 months after the meeting.
- (g) There is no loan scheme in relation to the Performance Rights.
- (h) The Performance Rights will have the following material terms:
  - (i) Exercise price: Nil
  - (ii) Vesting conditions:



- (1) Three (3) years of continuous employment or office with a Group Company from the date of issue; and
- (2) At the above date (being three years from the date of issue), the UCW share price must be:
  1. 75% higher than at the time of issue of the Performance Rights in order for 50% of the Performance Rights to vest;
  2. 100% higher than at the time of issue of the Performance Rights in order for 100% of the Performance Rights to vest;

For the purposes of testing satisfaction of this vesting condition, the share price will be the 20-Day Volume-Weighted Average Price of the UCW shares on both relevant dates (ie. on issue and three years from the date of issue).

(iii) Expiry date: 1 month after the vesting date.

- (i) Details of any securities issued under the EOP will be published in each annual report of the Company relating to a period which securities have been issued, and that approval for the issue of securities was obtained under ASX Listing Rule 10.14. Any additional persons who become entitled to participate in the EOP after the resolution was approved and who were not named in the notice of meeting will not participate until approval is obtained under ASX Listing Rule 10.14.

#### **Other information**

- (a) The Company will not apply to the ASX for official quotation of the Performance Rights granted.
- (b) Shares issued pursuant to the exercise of the Performance Rights will rank equally with Shares then on issue.
- (c) The Performance Rights are not transferable.
- (d) The holders of Performance Rights are prohibited from mortgaging or securing their interests or hedging the security interest of any unvested Performance Rights;
- (e) Any dealing in Shares is subject to the constraints of Australian insider trading laws and the Company's securities trading policy. Participants are specifically prohibited from hedging their Company share price exposure in respect of their Performance Rights during the vesting period.
- (f) If, in the Board's opinion, Mr Davis has acted fraudulently or dishonestly or is in breach of his material obligations to the Company, the Board may determine that any or all of these Performance Rights which have not yet vested, lapse.
- (g) In addition to Mr Davis, it is currently intended that Mr Lyndon Catzel (Chief Financial Officer and Company Secretary of the Company) will also be issued with 1,000,000 Performance Rights under the EOP on the same terms as the proposed grant to Mr Davis). The proposed grant of Performance Rights under the EOP to Mr Catzel does not require shareholder approval for the purposes of Listing Rules 10.14 as Mr Catzel is not a director of the Company.

#### **Directors' recommendation**

The Board of Directors (other than Mr Davis) recommend that Shareholders vote for this Resolution.

## **Change of Company Name**

### **Resolution 6 – Change of Company Name**

The Directors have determined to change the name of the Company to "EDU Holdings Limited". Resolution 6 seeks Shareholder approval for the change of name in accordance with section 157(1) of the Corporations Act and the relevant amendments to the Constitution of the Company to reflect the name change in accordance with section 136(2) of Corporations Act.

The reason for the change of name is to align the name with the Company's focus on the education sector, "EDU" being a common acronym for "education". The Company operates in the education sector through its subsidiaries, hence the use of the word "Holdings" in the legal name.

This change in name will not in itself, affect the legal status of the Company or any of its assets or liabilities.

This Resolution is a Special Resolution. For a Special Resolution to be passed, at least 75% of the votes validly



cast on the resolution by Shareholders (by number of ordinary shares) must be in favour of this Resolution.

The proposed name has been reserved with ASIC by the Company and if this Resolution is passed the Company will lodge a copy of the Special Resolution with ASIC following the Meeting in order to effect the change.

The change of name of the Company will take effect from when ASIC alters the details of the Company's registration.

If the name change is successful, the Board will request that ASX change the Company's ASX listing code from "UCW" to "EDU". The "EDU" listing code is being held by ASX for the Company pending approval of the change of name.

**Directors' recommendation**

The Board of Directors recommend that Shareholders vote for this Resolution.

## Enquiries

Shareholders are asked to contact the Company Secretary on (02) 9112-4540 or 0414 907 384 if they have any queries in respect of the matters set out in these documents.

# Glossary

**20-Day Volume-Weighted Average Price** means the VWAP calculated over the preceding 20 Trading Days.

**AEDT** means Australian Eastern Daylight Time as observed in Sydney, New South Wales.

**Annual Financial Report** means the 2020 Annual Report to Shareholders for the period ended 30 June 2020 as lodged by the Company with ASX on 25 August 2020.

**Annual General Meeting** or **AGM** or **Meeting** means an Annual General Meeting of the Company and, unless otherwise indicated, means the meeting of the Company's members convened by this Notice of Meeting.

**ASIC** means Australian Securities and Investment Commission.

**Associate** has the meaning given to it by the ASX Listing Rules.

**ASX** means ASX Limited ACN 008 624 691 or the financial market operated by it, as the context requires, of 20 Bridge Street, Sydney, NSW 2000.

**ASX Listing Rules** or **Listing Rules** means the official ASX Listing Rules of the ASX and any other rules of the ASX which are applicable while the Company is admitted to the official list of the ASX, as amended or replaced from time to time, except to the extent of any express written waiver by the ASX.

**Auditor's Report** means the auditor's report of RSM Australia Partners dated 25 August 2020 as included in the Annual Financial Report.

**Board** means the current board of Directors of the Company.

**Business Day** means a day on which trading takes place on the stock market of ASX.

**Chair** means the person chairing the Meeting.

**Closely Related Party** of a member of the KMP means:

- (a) a spouse or child of the member;
- (b) a child of the member's spouse;
- (c) a dependant of the member or of the member's spouse;
- (d) anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealings with the Company;
- (e) a company the member controls; or
- (f) a person prescribed by the *Corporation Regulations 2001* (Cth).

**Company** means UCW Limited ACN 108 962 152.

**Constitution** means the Company's constitution.

**Corporations Act** means the *Corporations Act 2001* (Cth) as amended or replaced from time to time.

**Director** means a current director of the Company.

**Directors' Report** means the report of Directors as included in the Annual Financial Report.

**Dollar** or "**\$**" means Australian dollars.

**Explanatory Statement** means the explanatory statement accompanying this Notice of Meeting.

**EOP** means the employee incentive scheme entitled "Employee Option Plan" for which Shareholder approval has been obtained at the annual general meeting held on 8 November 2019.

**KMP** means key management personnel (including the Directors) whose remuneration details are included in the Remuneration Report.

**Notice of Meeting** or **Notice of Annual General Meeting** means this notice of annual general meeting dated 21 October 2020 including the Explanatory Statement.

**Ordinary Resolution** means a resolution that can only be passed if at least 50% of the total votes cast by Shareholders entitled to vote on the resolution are voted in its favour at the meeting.

**Performance Rights** means the zero exercise price options that may be granted by the Company pursuant to the

terms of the EOP.

**Proposed Amendments** has the meaning given to it in the Explanatory Statement for Resolution 4.

**Proxy Form** means the proxy form attached to this Notice of Meeting.

**Remuneration Report** means the remuneration report as set out in the Annual Financial Report.

**Resolutions** means the resolutions set out in this Notice of Meeting, or any one of them, as the context requires.

**Restricted Voter** means a member of the Company's KMP and any Closely Related Parties of those members.

**Share** means a fully paid ordinary share in the capital of the Company.

**Shareholder** means a holder of a Share.

**Share Registry** means Automic Registry Services.

**Special Resolution** means a resolution that can only be passed if at least 75% of the total votes cast by Shareholders entitled to vote on the resolution are voted in its favour at the meeting.

**Spill Meeting** means the meeting that will be convened within 90 days of the 2021 AGM if a threshold of votes is cast against the adoption of the Remuneration Report at the Meeting and the 2021 AGM.

**Spill Resolution** means the resolution required to be put to Shareholders at the 2021 AGM if a threshold of votes is cast against the adoption of the Remuneration Report at the Meeting and the 2021 AGM.

**Trading Day** has the meaning given to that term in ASX Listing Rule 19.12.

**VWAP** means the volume weighted average price, with respect to the price of Shares.

If you are attending the meeting  
in person, please bring this with you  
for Securityholder registration.

[EntityRegistrationDetailsLine1Envelope]  
[EntityRegistrationDetailsLine2Envelope]  
[EntityRegistrationDetailsLine3Envelope]  
[EntityRegistrationDetailsLine4Envelope]  
[EntityRegistrationDetailsLine5Envelope]  
[EntityRegistrationDetailsLine6Envelope]

## [HolderNumber]

Holder Number:  
[HolderNumber]

Your proxy voting instruction must be received by **9.00am AEDT on Wednesday 18 November 2020**, being **not later than 48 hours** before the commencement of the Meeting. Any Proxy Voting instructions received after that time will not be valid for the scheduled Meeting.

## SUBMIT YOUR PROXY

Complete the form overleaf in accordance with the instructions set out below.

### YOUR NAME AND ADDRESS

The name and address shown above is as it appears on the Company's share register. If this information is incorrect, and you have an Issuer Sponsored holding, you can update your address through the investor portal: <https://investor.automic.com.au/#/home> Shareholders sponsored by a broker should advise their broker of any changes.

### STEP 1 – APPOINT A PROXY

If you wish to appoint someone other than the Chair of the Meeting as your proxy, please write the name of that Individual or body corporate. A proxy need not be a Shareholder of the Company. Otherwise if you leave this box blank, the Chair of the Meeting will be appointed as your proxy by default.

### DEFAULT TO THE CHAIR OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chair of the Meeting, who is required to vote these proxies as directed. Any undirected proxies that default to the Chair of the Meeting will be voted according to the instructions set out in this Proxy Voting Form, including where the Resolutions are connected directly or indirectly with the remuneration of KMP.

### STEP 2 - VOTES ON ITEMS OF BUSINESS

You may direct your proxy how to vote by marking one of the boxes opposite each item of business. All your shares will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of shares you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on the items of business, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

### APPOINTMENT OF SECOND PROXY

You may appoint up to two proxies. If you appoint two proxies, you should complete two separate Proxy Voting Forms and specify the percentage or number each proxy may exercise. If you do not specify a percentage or number, each proxy may exercise half the votes. You must return both Proxy Voting Forms together. If you require an additional Proxy Voting Form, contact Automic Registry Services.

### SIGNING INSTRUCTIONS

**Individual:** Where the holding is in one name, the Shareholder must sign.

**Joint holding:** Where the holding is in more than one name, all Shareholders should sign.

**Power of attorney:** If you have not already lodged the power of attorney with the registry, please attach a certified photocopy of the power of attorney to this Proxy Voting Form when you return it.

**Companies:** To be signed in accordance with your Constitution. Please sign in the appropriate box which indicates the office held by you.

**Email Address:** Please provide your email address in the space provided.

**By providing your email address, you elect to receive all communications despatched by the Company electronically (where legally permissible) such as a Notice of Meeting, Proxy Voting Form and Annual Report via email.**

### CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting the appropriate 'Appointment of Corporate Representative' should be produced prior to admission. A form may be obtained from the Company's share registry online at <https://automic.com.au>.

### Lodging your Proxy Voting Form:

#### Online:

Use your computer or smartphone to appoint a proxy at

<https://investor.automic.com.au/#/login>

or scan the QR code below using your smartphone

**Login & Click on 'Meetings'. Use the Holder Number as shown at the top of this Proxy Voting Form.**



#### BY MAIL:

Automic  
GPO Box 5193  
Sydney NSW 2001

#### IN PERSON:

Automic  
Level 5, 126 Phillip Street  
Sydney NSW 2000

#### BY EMAIL:

[meetings@automicgroup.com.au](mailto:meetings@automicgroup.com.au)

#### BY FACSIMILE:

+61 2 8583 3040

**All enquiries to Automic:**

**WEBCHAT:** <https://automicgroup.com.au/>

**PHONE:** 1300 288 664 (Within Australia)  
+61 2 9698 5414 (Overseas)

