



UCW Limited (ASX:UCW)
ACN 108 962 152
Level 1, 333 Kent Street
Sydney NSW 2000
P: 9112 4540
UCWLimited.com.au

ASX Market Release

15 January 2021

The Manager
Market Announcements Platform
Australian Securities Exchange

By electronic lodgment

Notice of fulfilment of defeating condition

Following the passage of Resolution 1 at today's General Meeting (and therefore the fulfilment of one of the conditions to UCW's takeover offer for RedHill Education Limited (**RedHill**)), the Company encloses a notice under section 630(4) of the Corporations Act 2001 (Cth) (**Corporations Act**) declaring that the condition in section 9.1(b) (Shareholder approval condition) of the Company's Bidder's Statement, dated 14 December 2020, has been fulfilled.

This notice (a copy of which is attached to this announcement) has been provided to RedHill today, as required by section 630(5)(a) of the Corporations Act.

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

Yours faithfully

A handwritten signature in black ink, appearing to read 'Lyndon Catzel', written over a horizontal line.

Lyndon Catzel
Company Secretary



UCW Limited (ASX:UCW)
ACN 108 962 152
Level 1, 333 Kent Street
Sydney NSW 2000
P: 9112 4540
UCWLimited.com.au

15 January 2021

Lisa Jones
Company Secretary
RedHill Education Limited

By email: lisa.jones@redhilleducation.com

Notice under section 630(4) that a defeating condition to UCW's takeover offer has been fulfilled

For the purpose of section 630(4) of the *Corporations Act 2001* (Cth), UCW Limited ACN 108 962 152 (**UCW**) hereby gives notice declaring that a condition to its takeover offer for all of the shares in RedHill Education Limited (**RedHill**) that it does not already own (**Offer**), set out in section 9.1(b) (Shareholder approval condition) of its Bidder's Statement, dated 14 December 2020, has been fulfilled (ie. that the Offer has become free of that condition).

Yours faithfully

A handwritten signature in black ink, appearing to read 'Lyndon Catzel', written over a horizontal line.

Lyndon Catzel
Company Secretary