



3P Learning

A place for schools and families to love learning.

Tel: +61 2 9019 2800

Fax: +61 2 8214 5869

ABN: 50 103 827 836

October 20, 2014

Company Announcements Office
Australian Securities Exchange Limited
Level 4, Stock Exchange Centre
20 Bridge Street
SYDNEY NSW 2000

Dear Sir / Madam,

Notice of Annual General Meeting, Proxy Form and Annual Report

Please find attached 3P Learning Limited's Notice of Annual General Meeting, Proxy Form and Annual Report.

The Annual General Meeting for 2014 will be held on Friday 21st November, 2014 commencing at 2.00PM (AEDT) at the following venue:

The offices of: King & Wood Mallesons
Level 61, Governor Phillip Tower
1 Farrer Place
Sydney NSW 2000

Yours faithfully

Jonathan Kenny
Company Secretary

Encl.

For additional information

Contact by Email at: jonathan.kenny@3plearning.com

3P Learning Limited
Level 18, 124 Walker Street
North Sydney NSW 2060 Australia

customerservice@3plearning.com.au www.3plearning.com

Auckland • Bristol • Calgary • Dublin • Hong Kong • Johannesburg • Lahore • New York • Pune • Singapore • Sydney

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20 October 2014

Dear Shareholder,

On behalf of the Board of Directors, I have pleasure in enclosing the Notice of Meeting for 3P Learning 2014 Annual General Meeting to be held at the offices of King & Wood Mallesons, Level 61, Governor Phillip Tower, 1 Farrer Place, Sydney NSW 2000 on Friday, 21 November 2014 commencing at 2:00pm (Sydney time).

At the Meeting, Tim Power and I will comment on the Company's performance during the year to 30 June 2014 prior to consideration of the business as detailed in the Notice of Meeting. A copy of each presentation will be posted on 3P Learnings website.

If you are able to attend the Meeting, please bring the proxy form with you as the bar coding on this form will enable shareholders to be easily registered. Registration will be available from 1:30pm.

If you are unable to attend the Meeting, I encourage you to vote either by using the attached proxy form or lodging your vote on line at www.linkmarketservices.com.au.

A person intending to attend the Meeting and vote on shares held in the name of a company must bring an authority from the company, signed by the company in favour of the person attending.

Directors and management look forward to your attendance at the Meeting.

Yours sincerely,



Samuel Weiss

Chairman

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Chairman

The Annual General Meeting of 3P Learning Limited will be held on Friday, 21 November 2014, commencing at 2.00PM (Sydney time) in Room 1, King & Wood Mallesons, Level 61, Governor Phillip Tower, 1 Farrer Place, Sydney NSW 2000.

Items of business

1. Reports

To receive and consider the Financial Report and the Reports of the Directors and Auditor for the year ended 30 June 2014.

No resolution is required for this item of business.

2. Appointment of Auditor

To consider and, if thought fit, to pass the following as an ordinary resolution of the Company:

‘That Ernst and Young having consented to do so, be appointed as the Auditor of the Company.’

The Directors unanimously recommend the appointment of Ernst and Young as Auditor of the Company.

3. Remuneration Report

To consider and, if thought fit, to pass the following as an ordinary resolution of the Company:

‘To adopt the Remuneration Report for the year ended 30 June 2014.’

Note:

- The vote on this resolution is advisory only and does not bind the Directors of the Company.
- A voting exclusion applies to this resolution.

The Directors unanimously recommend that shareholders vote in favour of this resolution.

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4. Re-election of Director – Samuel Weiss

To consider and, if thought fit, to pass the following as an ordinary resolution of the Company:

'That Mr Samuel Weiss, being a Director who is retiring in accordance with the Company's constitution, and being eligible, offers himself for re-election, is re-elected as a director of the Company.'

The re-election of Mr Samuel Weiss is unanimously recommended by the Board.

5. Re-election of Director – Roger Amos

To consider and, if thought fit, to pass the following as an ordinary resolution of the Company:

'That Mr Roger Amos, being a Director who is retiring in accordance with the Company's constitution, and being eligible, offers himself for re-election, is re-elected as a director of the Company.'

The re-election of Mr Roger Amos is unanimously recommended by the Board.

6. Re-election of Director – Claire Hatton

To consider and, if thought fit, to pass the following as ordinary resolution of the Company:

'That Ms Claire Hatton, being a Director who is retiring in accordance with the Company's constitution, and being eligible, offers herself for re-election, is re-elected as a director of the Company.'

The re-election of Ms Claire Hatton is unanimously recommended by the Board.

Jonathan Kenny

Company Secretary

20th October 2014

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Item 1: Financial Report and Reports of Directors and Auditor

In accordance with section 317 of the Corporations Act 2001, the Financial Report, Directors' Reports and Auditor's Report for the year ended 30 June 2014 will be put before the AGM. These Reports are in 3P Learning Limited's Annual Report and can be assessed on our website at: <http://cdn.3plearning.com/wp-content/uploads/2014/06/3P-Learning-Limited-Annual-Report-30062014-FINAL-SIGNED.pdf>

This item does not require a formal resolution and accordingly, no vote will be held on this item. Shareholders will, however, be given a reasonable opportunity to ask questions about these Reports during discussion time on this item.

Item 2: Appointment of Auditor

Pursuant to section 327A and 327B Corporations Act 2001, the directors of a public company can only appoint an auditor of the company for the period until the company's first annual general meeting. In accordance with 327A and 327B the resolution proposes that Ernst and Young be appointed as the auditor of 3P Learning Limited from the date of the Annual General Meeting. As required by section 328A, Ernst and Young has consented to act as Auditor of the Company (and has not subsequently withdrawn that consent).

In accordance with section 328B of Corporations Act 2001, notice in writing nominating Ernst and Young has been given to the Company by a shareholder. A copy of this notice is attached to the Notice of Meeting.

The Directors unanimously recommend the appointment of Ernst and Young as Auditor of the Company.

Item 3: Remuneration Report

Shareholders are asked to adopt the Remuneration Report for the year ended 30 June 2014. The Remuneration Report is in the Directors Report in 3P Learning Limited's 2014 Annual Report and can be assessed on the Company's website at: <http://cdn.3plearning.com/wp-content/uploads/2014/06/3P-Learning-Limited-Annual-Report-30062014-FINAL-SIGNED.pdf>

The Directors trust that the Remuneration Report assists you to understand of the remuneration structure and compensation objectives that exist at 3P Learning.

Under the Corporations Act 2001, the vote on this resolution is advisory only and does not bind the Board. However the Board will take into account the outcome of the vote and any comments made by shareholders when reviewing the Company's remuneration policies.

Shareholders should note that if 25% or more of votes cast on this resolution are against adoption of the Remuneration Report, the first element in the Board spill provisions

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Explanatory Memorandum Cont'd

introduced in 2011 (known generally as the 'two strikes rule') will be triggered. This will require a resolution on whether to hold a further meeting to spill the board (a 'spill resolution') to be put to shareholders at the 2015 Annual General Meeting if a 'second strike' occurs at the 2015 Annual General Meeting.

Voting exclusions apply to this resolution, as set out in the Notice of Meeting.

The Directors unanimously recommend that shareholders vote in favour of the adoption of the Remuneration Report.

The Chairman of the AGM intends to vote all available and undirected proxies in favour of this resolution.

Item 4: Re-election of Director – Samuel Weiss

Mr Samuel Weiss was appointed to the Board on 2 June 2014.

Background biographical details of Mr Samuel Weiss are as follows:

Title: Independent Non-Executive Chairperson

Qualifications: AB, MS

Experience and expertise: Over 20 years of experience in senior management and directorship roles. Broad experience in education, technology and retail companies in Australia, North America, Europe and Asia.

Other current directorships: Chairman of Altium Limited (ASX: ALU). Independent director of Orotan Group Limited (ASX: ORL), Breville Group Limited (ASX: BRG) and iBuy Limited (ASX: IBY).

Former directorships (last 3 years): Non-Executive Director of iProperty Group Limited (ASX: IPP)

Special responsibilities: Chairman of the Nomination and Remuneration Committee and Member of the Audit and Risk Committee

Interests in shares: 130,400 ordinary shares

The re-election of Mr Samuel Weiss is unanimously recommended by the Board.

Item 5: Re-election of Director – Roger Amos

Mr Roger Amos was appointed to the Board on 2 June 2014.

Background biographical details of Mr Roger Amos are as follows:

Title: Independent Non-Executive Director

Qualifications: FCA, FAICD

Explanatory Memorandum Cont'd

Experience and expertise: Over 25 years of experience in finance, business and accounting. Previously a partner at the international accounting firm KPMG for 25 years.

Other current directorships: Non-executive director of REA Group Limited (ASX: REA), Chairman of Tyrian Diagnostics Limited (ASX:TDX) and Deputy Chairman of Enero Group Limited (ASX:EGG).

Former directorships (last 3 years): Non-executive director of Austar United Communication Limited (ASX: AUN)

Special responsibilities: Member of the Nomination and Remuneration Committee and Chairman of the Audit and Risk Committee

Interests in shares: 8,000 ordinary shares

The re-election of Mr Roger Amos is unanimously recommended by the Board.

Item 6: Re-election of Director – Claire Hatton

Ms Claire Hatton was appointed to the Board on 2 June 2014.

Background biographical details of Ms Claire Hatton are as follows:

Title: Independent Non-Executive Director

Qualifications: BSc, MBA

Experience and expertise: Over 20 years of global experience in strategy, sales, marketing and operations.

Significant experience in the digital and technology market. Previously held senior roles at Google, Travelport and Zuji.com.

Other current directorships: None

Former directorships (last 3 years): None

Special responsibilities: Member of the Audit and Risk Committee and the Nomination and Remuneration Committee

Interests in shares: 20,000 ordinary shares

The re-election of Ms Claire Hatton is unanimously recommended by the Board.

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Quorum and voting

The constitution of the Company provides that at least 3 shareholders present in person or by proxy constitute a quorum. The quorum must be present at all times during the meeting. If a quorum is not present within 15 minutes after the scheduled time for the meeting, the meeting will be adjourned. The Directors of the Company have decided that the adjourned meeting will be held immediately after the adjournment. Members present (being at least two) in person or by proxy 30 minutes after the commencement of the adjourned meetings will constitute a quorum. On a show of hands each shareholder present in person or by proxy has one vote. On a poll:

- each shareholder present in person has one vote for each share held by them; and
- each person present as proxy, attorney or representative of a shareholder has one vote for each share held by the shareholder that the person represents; and
- each shareholder who has duly lodged a valid direct vote in respect of the relevant resolution has one vote for each share held by them.

The ordinary resolutions of the Company must be passed by more than 50% of the total votes cast on the resolution by shareholders present in person or by proxy and entitled to vote.

Individuals

If you plan to attend the meeting, we ask that you arrive at the meeting venue at least 30 minutes prior to the designated time so we record your attendance and provide you with your voting/admission card.

Corporations

In order to vote on a show of hands at the meetings, a shareholder who is a corporation must appoint a person to act as its representative or appoint a proxy. The appointment of a corporate representative must comply with Sections 250D and 253B of the Corporations Act. The representative should bring to the meetings evidence of his or her appointment including any authority under which it is signed.

Voting exclusions - Resolution 3

The Company will disregard any votes cast (in any capacity) on Item 3 by and on behalf of:

- a member of the key management personnel of the Company (including the Directors) as disclosed in the 2014 Remuneration Report (“KMP”); and
- a closely related party of a KMP (such as a close family member members and any companies the person controls), whether as a shareholder or as a proxy.

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Background Information Cont'd

However, a vote may be cast on Resolution 3 by a KMP, or a closely related party of a KMP, if:

- the vote is cast as a proxy;
- appointed in writing that specifies how the proxy is to vote on Resolution 3;
- appointed by a person who is not also a KMP or a closely related party of a KMP; or the KMP is the chair of the meeting casting the vote as a proxy and their appointment expressly authorises the chair to exercise the proxy even though Resolution 3 is connected directly or indirectly with the remuneration of a member of the KMP of the Company.

Voting by Proxy

Your personalised proxy form and a reply-paid envelope accompany this Notice.

A registered member entitled to attend and vote at the Meeting is entitled to appoint one or two proxies, to attend and vote on their behalf at the Meeting. A proxy need not be a registered holder.

Where two proxies are appointed, neither proxy may vote on a show of hands and each proxy should be appointed to represent a specified proportion of the member's voting rights. If the proxy appointments do not specify the proportion of the member's voting rights that each proxy may exercise, each proxy may exercise half of the member's votes.

To be effective, proxy forms must be received online or by using the reply paid envelope (included with this Notice) or by post, facsimile or delivery at the offices of the Company's Share Registrar, as follows:

Online: Login to the Link website using the holder details as shown on the Voting Form. Select "Voting" and follow the prompts to lodge your vote. To use the online lodgement facility, shareholders will need their Holder Identifier (Securityholder Reference Number (SRN) or Holder Identification Number (HIN) as shown on the front of the Voting Form).
You will be taken to have signed your proxy form if you lodge it in accordance with the instructions given on the website.

By Post: IPE Limited
Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235 Australia;

By Facsimile: 61 2 9287 0309; or

Delivery to: Link Market Services Limited
1A Homebush Bay Drive,

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Background Information Cont'd

Rhodes NSW 2138

by 2:00p.m. EST on Wednesday, 19 November 2014. Proxy forms received after this time will be invalid.

The proxy form enables a shareholder to vote for or against, or abstain from voting on a resolution. A shareholder may direct the proxy holder how to vote in respect of each resolution.

The Chairman of the Meeting intends to vote undirected proxies in favour of all items of business.

Voting Entitlement

Pursuant to Corporations Regulations 7.11.37 and 7.11.38, and the ASX Settlement Operating Rules, the Board has determined that, subject to the voting exclusion above, the holding of each shareholder for the purposes of ascertaining the voting entitlements for the AGM will be the entitlement of that person set out in the Company register as at 7.00 pm (Sydney time) on Wednesday, 19 November 2014. Share transfers registered after that time will be disregarded in determining entitlements to vote at the AGM.

Discussions and asking questions

Discussions at the meeting will take place on all items of business set out in the Notice of Meeting. Shareholders will have the opportunity to ask questions at the meeting of the Company and also of the Auditor.

To ensure that as many Shareholders as possible have the opportunity to speak, we ask you to observe the following courtesies:

- It would be appreciated if questions are kept as short as possible; and
- Speakers are requested to restrict themselves to two questions or comments initially. Others may have waited some time to speak. If time permits, anyone wishing to speak more than once will be given a subsequent opportunity.

Shareholders who are unable to attend the meeting or who prefer to register questions in advance are invited to do so. All questions must be sent to and received by the Company no later than five (5) business days before the date of the meetings. Any questions should be directed to <http://www.3plearning.com/investors/shareholders/>. The most frequently asked questions, together with answers, will be made available online <http://www.3plearning.com/investors/shareholders/>.

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By mail:
3P Learning Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235 Australia



By fax: +61 2 9287 0309



All enquiries to: Telephone: +61 1300 554 474



X99999999999

VOTING FORM

STEP 1 Please mark either Box A or Box B

I/We being a member(s) of 3P Learning Limited and entitled to attend and vote hereby:

A VOTE DIRECTLY

elect to lodge my/our vote(s) directly (mark box)

i in relation to the Annual General Meeting of the Company to be held at 2:00pm on Friday, 21 November 2014, and at any adjournment or postponement of the Meeting. You should mark either "for" or "against" for each item. Do not mark the "abstain" box.

OR

B APPOINT A PROXY

the Chairman of the Meeting (mark box)

OR if you are NOT appointing the Chairman of the Meeting as your proxy, please write the name of the person or body corporate (excluding the registered shareholder) you are appointing as your proxy below.

Failing the person or body corporate named, or if no person or body corporate is named, the Chairman of the Meeting, as my/our proxy to vote on my/our behalf (including in accordance with the directions set out below or, if no directions have been given, to vote as the proxy sees fit, to the extent permitted by the law) at the Annual General Meeting of the Company to be held at 2:00pm on Friday, 21 November 2014 in Room 1, King & Wood Mallesons, Level 61, Governor Phillip Tower, 1 Farrer Place, Sydney NSW 2000 (the Meeting) and at any postponement or adjournment of the Meeting. I/we expressly authorise the Chairman of the Meeting to exercise my/our proxy even if the resolution is connected directly or indirectly with the remuneration of a member of the key management personnel.

The Chairman of the Meeting intends to vote undirected proxies in favour of all items of business.

Voting Directions will only be valid and accepted by the Company if they are signed and received no later than 48 hours before the Meeting. Please read the voting instructions overleaf before marking any boxes with an

STEP 2

VOTING DIRECTIONS

	Proxy Only				Proxy Only		
	For	Against	Abstain*		For	Against	Abstain*
Resolution 2 Appointment of Auditor	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Resolution 5 Re-election of Director: Roger Amos	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3 Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Resolution 6 Re-election of Director: Claire Hatton	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4 Re-election of Director: Samuel Weiss	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				

i * If you are voting under Box B and mark the Abstain box for a particular Item, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

STEP 3

SIGNATURE OF SHAREHOLDERS - THIS MUST BE COMPLETED

Shareholder 1 (Individual)

Sole Director and Sole Company Secretary

Joint Shareholder 2 (Individual)

Director/Company Secretary (Delete one)

Joint Shareholder 3 (Individual)

Director

This form should be signed by the shareholder. If a joint holding, either shareholder may sign. If signed by the shareholder's attorney, the power of attorney must have been previously noted by the registry or a certified copy attached to this form. If executed by a company, the form must be executed in accordance with the company's constitution and the Corporations Act 2001 (Cth).

3PL PRX403R



HOW TO COMPLETE THIS VOTING FORM

Your Name and Address

This is your name and address as it appears on the Company's share register. If this information is incorrect, please make the correction on the form. Shareholders sponsored by a broker should advise their broker of any changes. **Please note: you cannot change ownership of your shares using this form.**

Voting under Box A

If you ticked the box under Box A you are indicating that you wish to vote directly. Please only mark either "for" or "against" for each item. Do not mark the "abstain" box. If you mark the "abstain" box for an item, your vote for that item will be invalid.

If no direction is given on all of the items, or if you complete both Box A and Box B, your vote may be passed to the Chairman of the Meeting as your proxy.

Custodians and nominees may, with the Share Registrar's consent, identify on the Voting Form the total number of votes in each of the categories "for" and "against" and their votes will be valid.

If you have lodged a direct vote, and then you attend the Meeting, your attendance will cancel your direct vote.

The Chairman's decision as to whether a direct vote is valid is conclusive.

Voting under Box B - Appointment of a Proxy

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box in Box B. If the person you wish to appoint as your proxy is someone other than the Chairman of the Meeting please write the name of that person in Box B. If you appoint someone other than the Chairman of the Meeting as your proxy, you will also be appointing the Chairman of the Meeting as your alternate proxy to act as your proxy in the event the named proxy does not attend the Meeting.

Votes on Items of Business - Proxy Appointment

You should direct your proxy how to vote by placing a mark in 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.

Lodgement of a Voting Form

This Voting Form (and any Power of Attorney under which it is signed) must be received at an address given below by **2:00pm on Wednesday, 19 November 2014**, being not later than 48 hours before the commencement of the Meeting. Any Voting Form received after that time will not be valid for the scheduled Meeting.

Voting Forms may be lodged using the reply paid envelope or:



ONLINE

www.linkmarketservices.com.au

Login to the Link website using the holding details as shown on the Voting Form. Select 'Voting' and follow the prompts to lodge your vote. To use the online lodgement facility, shareholders will need their "Holder Identifier" (Securityholder Reference Number (SRN) or Holder Identification Number (HIN) as shown on the front of the Voting Form).



by mail:

3P Learning Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235
Australia



by fax:

+61 2 9287 0309



by hand:

delivering it to Link Market Services Limited, 1A Homebush Bay Drive, Rhodes NSW 2138 or Level 12, 680 George Street, Sydney NSW 2000.



by mobile device:

Our voting website is designed specifically for voting online. You can now lodge your proxy by scanning the QR code adjacent or enter the voting link www.linkmarketservices.com.au into your mobile device. Log in using the Holder Identifier and postcode for your shareholding.

To scan the code you will need a QR code reader application which can be down-loaded for free on your mobile device.

QR Code



Appointment of a Second Proxy

You are entitled to appoint up to two persons as proxies to attend the Meeting and vote on a poll. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by telephoning the Company's share registry or you may copy this form and return them both together.

To appoint a second proxy you must:

- on each of the first Voting Form and the second Voting Form state the percentage of your voting rights or number of shares applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded; and
- return both forms together.

Signing Instructions

You must sign this form as follows in the spaces provided:

Individual: where the holding is in one name, the holder must sign.

Joint Holding: where the holding is in more than one name, either shareholder may sign.

Power of Attorney: to sign under Power of Attorney, you must have already lodged the Power of Attorney with the registry. If you have not previously lodged this document for notation, please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the *Corporations Act 2001*) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please indicate the office held by signing in the appropriate place.

Corporate Representatives

If a representative of the corporation is to attend the Meeting the appropriate "Certificate of Appointment of Corporate Representative" should be produced prior to admission in accordance with the Notice of Meeting. A form of the certificate may be obtained from the Company's share registry or online at www.linkmarketservices.com.au.

If you would like to attend and vote at the Annual General Meeting, please bring this form with you.
This will assist in registering your attendance.



3P Learning

3P Learning Limited
ABN 50 103 827 836

All Registry communications to:
Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235 Australia
Telephone: +61 1300 554 474
Facsimile: +61 2 9287 0303
ASX Code: 3PL

Email: registrars@linkmarketservices.com.au
Website: www.linkmarketservices.com.au



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Go Online and Go Green to Help the Environment

As part of 3P Learning's sustainability initiatives we encourage all shareholders to receive notification of the Company's investor communications electronically.

Why go online?

We believe everyone benefits from electronic communication, and as an investor, you will receive prompt information and have the convenience and security associated with electronic delivery.

There are also significant cost savings associated with this method of communication, and above all this is a responsible and environment friendly option.

As an e-Investor you will receive all investor communications (including annual reports, market updates, Annual General Meeting materials) by email.

Go Green, Go Online

To receive your investor communications electronically please write your email address below and return this form in the envelope provided, or follow the step-by-step instructions below.

Personal Information Collection Notification Statement: Link Group advises that personal information it holds about you (including your name, address, date of birth and details of the financial assets) is collected by Link Group organisations to administer your investment. Personal information is held on the public register in accordance with Chapter 2C of the *Corporations Act 2001*. Some or all of your personal information may be disclosed to contracted third parties, or related Link Group companies in Australia and overseas. Your information may also be disclosed to Australian government agencies, law enforcement agencies and regulators, or as required under other Australian law, contract, and court or tribunal order. For further details about our personal information handling practices, including how you may access and correct your personal information and raise privacy concerns, visit our website at www.linkmarketservices.com.au for a copy of the Link Group condensed privacy statement, or contact us by phone on +61 1800 502 355 (free call within Australia) 9am-5pm (Sydney time) Monday to Friday (excluding public holidays) to request a copy of our complete privacy policy.

My email address is:

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3P Learning

How to manage my 3P Learning holding online

Manage my 3P Learning holding online

1. Go to www.linkmarketservices.com.au or scan the QR code.
2. Under Investor Centre select Investor & Employee Login.
3. Under Single Holding type in issuer name: 3P Learning Limited.
4. Enter your Shareholder Reference Number (SRN) or Holder Identification Number (HIN), your postcode and the security code. Your SRN/HIN is:
[XXX]



5. Click on **Go Electronic Now** on the right hand side box, select all communications electronically, enter your email address click next and confirm.

For your information the menu options above are also available if you would like to see holding balance, transaction history or update your details.

For any questions please contact Link Market Services on +61 1300 554 474 or email registrars@linkmarketservices.com.au should you require any further information.

October 13th, 2014

Mr Jonathan Kenny
Company Secretary
3P Learning Limited
Level 18
124 Walker Street

Dear Jonathan,

Nomination of auditor

I, Tim Power, being a member of 3P Learning Limited, nominate Ernst and Young for appointment as auditors of the Company at the next Annual General Meeting to be held on Friday, 21 November, 2014 (or any adjournment of that meeting).

Yours faithfully,



Tim Power

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