

**Form 605**Corporations Act 2001  
Section 671B**Notice of ceasing to be a substantial holder**

To Company Name/Scheme 3P Learning Limited

ACN/ARSN 103 827 836

**1. Details of substantial holder(1)**

Name Milford Funds Limited

ACN/ARSN (if applicable)

The holder ceased to be a substantial holder on 26 / 02 / 18

The previous notice was given to the company on 12 / 05 / 17

The previous notice was dated 11 / 05 / 17

**2. Changes in relevant interests**

Particulars of each change in, or change in the nature of, a relevant interest (2) of the substantial holder or an associate (3) in voting securities of the company or scheme, since the substantial holder was last required to give a substantial holding notice to the company or scheme are as follows:

Date of change	Person whose relevant interest changed	Nature of change (4)	Consideration given in relation to change(5)	Class (6) and number of securities affected	Person's votes affected
	* See Attached				

**3. Changes in association**

The persons who have become associates (3) of, ceased to be associates of, or have changed the nature of their association (7) with, the substantial holder in relation to voting interests in the company or scheme are as follows:

Name and ACN/ARSN (if applicable)	Nature of association
N/A	

**4. Addresses**

The addresses of persons named in this form are as follows:

Name	Address
Milford Funds Ltd	Level 17, 41 Shortland Street, Auckland

**Signature**

print name Sean McKeown capacity Operations &amp; Reporting Associate

sign here



date 27 / 02 / 18

**DIRECTIONS**

- (1) If there are a number of substantial holders with similar or related relevant interests (eg. a corporation and its related corporations, or the manager and trustee of an equity trust), the names could be included in an annexure to the form. If the relevant interests of a group of persons are essentially similar, they may be referred to throughout the form as a specifically named group if the membership of each group, with the names and addresses of members is clearly set out in paragraph 4 of the form.
- (2) See the definition of "relevant interest" in sections 608 and 671B(7) of the Corporations Act 2001.
- (3) See the definition of "associate" in section 9 of the Corporations Act 2001.
- (4) Include details of:
  - (a) any relevant agreement or other circumstances because of which the change in relevant interest occurred. If subsection 671B(4) applies, a copy of any document setting out the terms of any relevant agreement, and a statement by the person giving full and accurate details of any contract, scheme or arrangement, must accompany this form, together with a written statement certifying this contract, scheme or arrangement; and
  - (b) any qualification of the power of a person to exercise, control the exercise of, or influence the exercise of, the voting powers or disposal of the securities to which the relevant interest relates (indicating clearly the particular securities to which the qualification applies).See the definition of "relevant agreement" in section 9 of the Corporations Act 2001.
- (5) Details of the consideration must include any and all benefits, money and other, that any person from whom a relevant interest was acquired has, or may, become entitled to receive in relation to that acquisition. Details must be included even if the benefit is conditional on the happening or not of a contingency. Details must be included of any benefit paid on behalf of the substantial holder or its associate in relation to the acquisitions, even if they are not paid directly to the person from whom the relevant interest was acquired.
- (6) The voting shares of a company constitute one class unless divided into separate classes.
- (7) Give details, if appropriate, of the present association and any change in that association since the last substantial holding notice.

Transaction Date	Transaction Type	Asset	Units	Local Amount Gross
12/05/2017	On-market buy	3PL AU	894	\$ 902.94
12/05/2017	On-market buy	3PL AU	3,559	\$ 3,594.59
12/05/2017	On-market buy	3PL AU	894	\$ 902.94
12/05/2017	On-market buy	3PL AU	8,943	\$ 9,032.43
15/05/2017	On-market buy	3PL AU	10,826	\$ 10,934.26
15/05/2017	On-market buy	3PL AU	43,090	\$ 43,520.90
15/05/2017	On-market buy	3PL AU	10,826	\$ 10,934.26
15/05/2017	On-market buy	3PL AU	108,263	\$ 109,345.63
16/05/2017	On-market buy	3PL AU	4,475	\$ 4,519.75
16/05/2017	On-market buy	3PL AU	17,811	\$ 17,989.11
16/05/2017	On-market buy	3PL AU	4,475	\$ 4,519.75
16/05/2017	On-market buy	3PL AU	44,750	\$ 45,197.50
17/05/2017	On-market buy	3PL AU	2,702	\$ 2,729.02
17/05/2017	On-market buy	3PL AU	10,752	\$ 10,859.52
17/05/2017	On-market buy	3PL AU	2,702	\$ 2,729.02
17/05/2017	On-market buy	3PL AU	27,015	\$ 27,285.15
18/05/2017	On-market buy	3PL AU	2,299	\$ 2,343.83
18/05/2017	On-market buy	3PL AU	9,150	\$ 9,328.43
18/05/2017	On-market buy	3PL AU	2,299	\$ 2,343.83
18/05/2017	On-market buy	3PL AU	22,988	\$ 23,436.27
07/06/2017	On-market buy	3PL AU	10,263	\$ 10,570.89
07/06/2017	On-market buy	3PL AU	40,847	\$ 42,072.41
07/06/2017	On-market buy	3PL AU	10,263	\$ 10,570.89
07/06/2017	On-market buy	3PL AU	102,627	\$ 105,705.81
13/06/2017	On-market buy	3PL AU	159	\$ 163.77
13/06/2017	On-market buy	3PL AU	633	\$ 651.99
13/06/2017	On-market buy	3PL AU	159	\$ 163.77
13/06/2017	On-market buy	3PL AU	1,589	\$ 1,636.67
22/08/2017	On-market Sell	3PL AU	-18,407	\$ (18,407.00)
23/08/2017	On-market Sell	3PL AU	-4,472	\$ (4,472.00)
25/09/2017	On-market Sell	3PL AU	-250,000	\$ (274,925.00)
25/09/2017	On-market buy	3PL AU	250,000	\$ 274,925.00
02/10/2017	On-market buy	3PL AU	249,411	\$ 296,799.09
02/10/2017	On-market Sell	3PL AU	-249,411	\$ (296,799.09)
05/10/2017	On-market Sell	3PL AU	-154,500	\$ (192,058.95)
05/10/2017	On-market buy	3PL AU	154,500	\$ 192,058.95
19/10/2017	On-market buy	3PL AU	15,331	\$ 18,831.07
20/10/2017	On-market buy	3PL AU	29,925	\$ 36,753.89
23/10/2017	On-market buy	3PL AU	14,744	\$ 18,135.12
13/12/2017	On-market buy	3PL AU	950	\$ 1,206.41
14/12/2017	On-market buy	3PL AU	5,744	\$ 7,409.76
15/12/2017	On-market buy	3PL AU	1,249	\$ 1,611.21
18/12/2017	On-market buy	3PL AU	27,239	\$ 37,085.90
19/12/2017	On-market buy	3PL AU	24,818	\$ 34,742.72
19/01/2018	On-market buy	3PL AU	25,590	\$ 36,729.33
22/01/2018	On-market buy	3PL AU	17,768	\$ 25,763.60
23/01/2018	On-market buy	3PL AU	106,642	\$ 151,580.94
24/01/2018	On-market buy	3PL AU	5,615	\$ 7,704.34
25/01/2018	On-market buy	3PL AU	7,736	\$ 10,509.36
29/01/2018	On-market buy	3PL AU	22,722	\$ 30,467.93
30/01/2018	On-market buy	3PL AU	47,981	\$ 69,145.42
06/02/2018	On-market buy	3PL AU	4,717	\$ 6,819.37
08/02/2018	On-market buy	3PL AU	11,229	\$ 16,282.05
19/02/2018	On-market Sell	3PL AU	-245,462	\$ (393,352.86)
19/02/2018	On-market Sell	3PL AU	-47,258	\$ (75,730.95)
19/02/2018	On-market Sell	3PL AU	-189,031	\$ (302,922.18)
20/02/2018	On-market Sell	3PL AU	-5,133	\$ (8,220.50)
20/02/2018	On-market Sell	3PL AU	-988	\$ (1,582.28)
20/02/2018	On-market Sell	3PL AU	-3,953	\$ (6,330.73)
21/02/2018	On-market Sell	3PL AU	-133,293	\$ (212,335.75)
21/02/2018	On-market Sell	3PL AU	-25,662	\$ (40,879.57)
21/02/2018	On-market Sell	3PL AU	-102,649	\$ (163,519.86)
22/02/2018	On-market Sell	3PL AU	-10,272	\$ (16,216.41)
22/02/2018	On-market Sell	3PL AU	-1,978	\$ (3,122.67)
22/02/2018	On-market Sell	3PL AU	-7,911	\$ (12,489.10)
23/02/2018	On-market Sell	3PL AU	-26,638	\$ (41,288.90)
23/02/2018	On-market Sell	3PL AU	-5,128	\$ (7,948.40)
23/02/2018	On-market Sell	3PL AU	-20,514	\$ (31,796.70)
26/02/2018	On-market Sell	3PL AU	-63,314	\$ (98,244.33)
26/02/2018	On-market Sell	3PL AU	-12,190	\$ (18,915.22)
26/02/2018	On-market Sell	3PL AU	-48,758	\$ (75,657.79)

Signed  
Date

  
27/02/18