



9 November 2018

**3P Learning Limited - Annual General Meeting 2018
and Product & Technology Showcase**

2018 AGM

Please find attached the following documents which will be presented at the Annual General Meeting of 3P Learning Limited which commences at 10.00am (Sydney time), Friday 9 November 2018, in compliance with Listing Rule 3.13.3:

1. Copy of Chairman's Address
2. Copy of 2018 AGM Presentation

Product & Technology Showcase

Shareholders and investors are invited to attend the product and technology showcase which will be held after the AGM, commencing at 11.00am (Sydney time) at the Company's North Sydney office. A copy of that presentation is also attached.

For further information, please contact:

3P Learning Investor Relations

E: investors@3plearning.com

Marta Kielich, Company Secretary

E: marta.kielich@3plearning.com



CHAIRMAN'S ADDRESS
3P LEARNING LIMITED - ANNUAL GENERAL MEETING
9 NOVEMBER 2018

Ladies and Gentlemen and Fellow shareholders in 3P Learning Limited. It is my pleasure to share with you the highlights of your Company for the 2018 Financial Year. 3P Learning Limited, and especially our flagship product, Mathletics, have been market leaders almost since the founding of the Company early in development era of Education Technology Products and Services.

Education Technology Sector

EdTech is an area of enormous opportunity, hope and interesting challenges. Hope underlies everything that we do, because at the heart of our mission and strategy is the education of young people and the provision of support for their teachers, parents and schools. EdTech brings the promise of delivering an individual tailored approach to the learning and development needs of any child, anywhere. That is the scope of our ambition.

Schools have benefited from a proliferation of lower cost tablets and nearly ubiquitous mobile penetration and increasingly widespread internet connections in the markets we serve. Not surprisingly, the United States has been the trendsetter in the adaptation of EdTech, but even there, traditional textbook publishers have maintained a dominant market share, a powerful voice and influence with education thought leaders and EdTech companies remain largely small and fragmented. Despite the potential and the high number of start ups, early stage and small and medium EdTech companies, only a few have reached the size of 3P Learning or larger and the penetration of digital products in education is much lower than in other sectors such as health care. The rest of the world is much the same. Our ambition, equally, is to extend the market leadership that we enjoy and that has been hard won in Australia to other markets, particularly in North America and Europe.

Strategic Plan

At 3P Learning we are confident that we are on the right track and that our approach to put students and teachers first, to focus on learning, with range of products that are highly engaging for the students and easily managed by teachers and schools.

Against this backdrop, 3P Learning has completed the second year of its three year strategic plan to:

One: strengthen our product portfolio, especially in Mathematics and Literacy,

Two: build our technology platform to be agile, flexible and mobile

Three: create a solid sales and marketing platform to get to scale globally.

We are pleased to report that we made good progress against our priorities which was reflected in our results for Financial Year 2018.

In Financial Year 2018, group revenue grew by 6% and Underlying Core EBITDA grew by 23% reflecting cost management discipline as well as the annualised benefit from the establishment of a more scalable and efficient operating model. The revenue result includes the first full year impact of our withdrawal from IntoScience after a strategic reset to focus on mathematics and literacy.

APAC revenue grew by 8%, EMEA was flat but in line with our expectation given reduced government educational expenditure in the United Kingdom. Revenue in the Americas grew by 4% following a year of transition.

Licence growth was impacted by our focus on profitable revenue growth, especially in the United States market where we addressed unprofitable product bundling. Several legacy and low ARPU contracts in the Middle East were not renewed which also had an impact on revenue. ARPU increased in all regions and the Americas region made a strong EBITDA contribution.

Underlying Core NPAT was up 13% year on year and we ended the year debt free with \$23M cash on hand following the sale of our 40% interest in Learnosity. Importantly, we were able to drive both top line and bottom line growth while continuing to invest in our strategic plan.

Although not without its challenges, execution against our strategic plan is on track and we expect to see signs of revenue momentum in the latter part of FY19 and beyond.

Our People

The most important ingredient to the success of 3P Learning is the passion, spirit and wonderful spirit of our people that make up 3P Learning globally. Throughout FY18 we reviewed, improved and invested in a range of people related activities, including:

- a global review of our benefits,
- better market benchmarking for salaries,
- 'love learning' development plans,
- stronger career progression opportunities
- three additional days off per year for our people to focus on learning, volunteering, innovating or nurturing connections with family.

We introduced a companywide bonus plan which means every 3PLearning employee will receive additional income should the company reach our financial performance targets. We also completed our second year of participation in the *Great Place to Work*® Institute global survey and we saw key improvements in the focus areas we identified last year as well as an overall increase in employee engagement and our company ranking.

We are now in the third year of the implementation of our 'Strategic Priorities.' The focus on our three priorities should put us in position to create sales growth momentum in the latter part of FY19 and into FY20 and beyond. We expect growth will be fuelled by product, customer and geographic expansion as well as improvement in retention.

The USA will be important for us this financial year. We have a better product fit for that market as well as a stronger, more relevant and more experienced sales team able to achieve

'enterprise' sales at the district level as well as digital and lower cost telesales on a transactional basis with individual schools and teachers.

At the investor update that follows this AGM, our Head of Sales for the Americas, Deepak Karandikar, will describe some of the initiatives that he and his team will implement during FY19 to help drive growth in future periods. All our shareholders are invited to attend that session. Shareholders also will be able to see the work that our product and technology teams have been developing.

As I noted last year, competition in the field of education, whilst often described as 'collegial' is no less ferocious than in any other endeavour. And it has the added incentive of fervent commitment to a cause. At 3P Learning we are fortunate to have a team whose passion is the equal of any of our competitors and a product line and technology platform that are increasingly second to none. The team is nurtured, encouraged and harnessed by an outstanding management team under the guidance of our Chief Executive, Rebekah O'Flaherty. Rebekah is now into her third year of service at 3P Learning and her leadership, management skills, strategic insight, tenacity and good humour are reflected in the substantial progress that we are making both in the delivery of our 'Strategic Priorities' and in our financial results.

On behalf of the Board, thank you, Rebekah. You and the team at 3P Learning have our heartfelt thanks and gratitude. Everyone at 3P Learning has contributed not only to the Company's success, but also to help children all over the world achieve their own potential.

We are equally and deeply appreciative of the support from our schools, teachers, education administrators, parents and students who place their trust in 3P Learning – thank you.

I would also like to extend my appreciation to my fellow Non Executive Directors, Claire Hatton and Roger Amos who have been my partners on our journey since the listing of 3P Learning four years ago and to welcome Mark Lamont, who joined our Board earlier this calendar year and has strengthened the Board's collective skills in education and education technology.

They have each demonstrated their commitment and contribution to our Company in ways too numerous to mention.

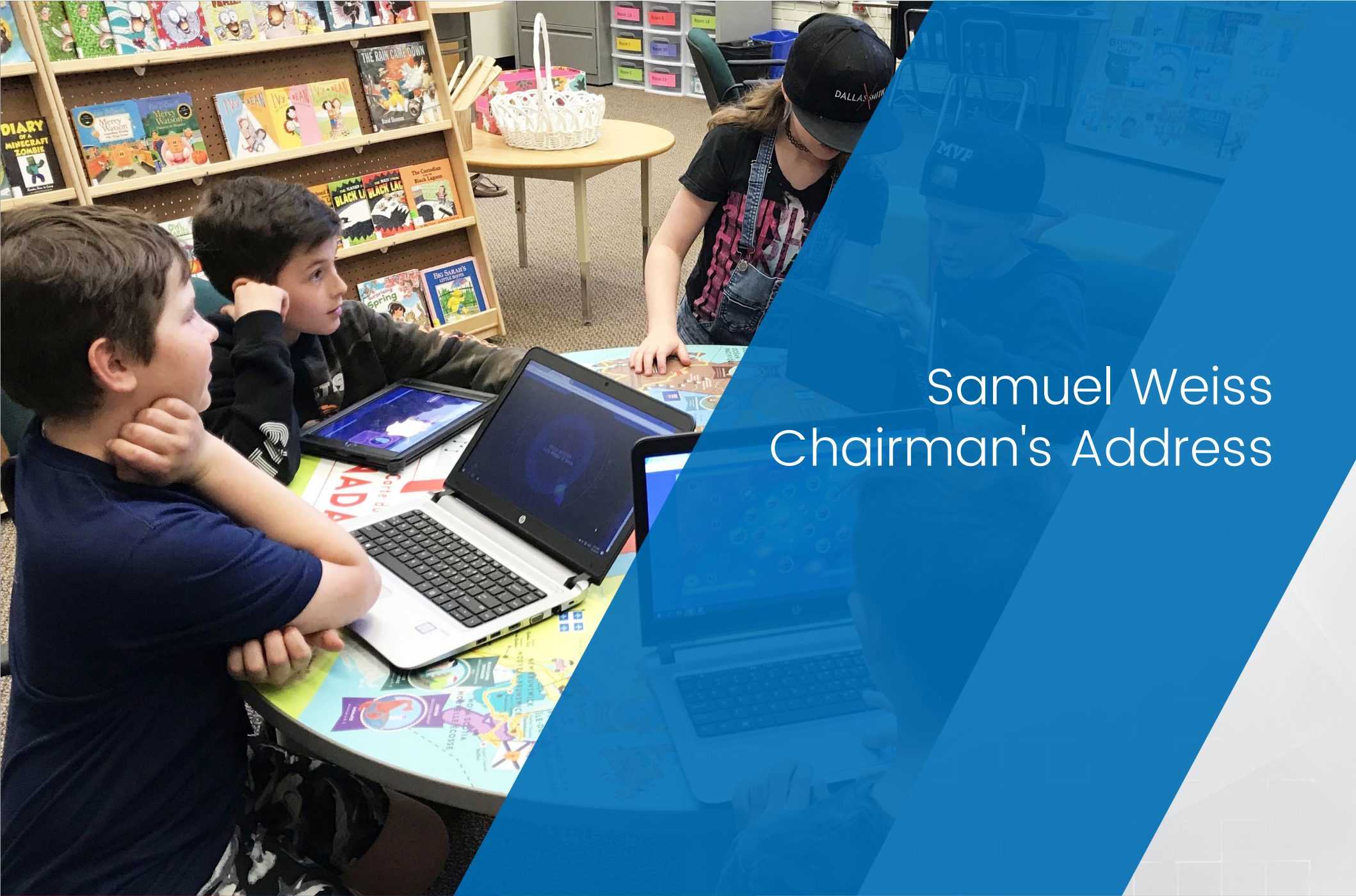
Lastly, the support we receive from you, our shareholders, is most gratifying and we extend a sincere thank you to you for placing your confidence in 3P Learning.



3P Learning

2018
Annual General
Meeting

9th November 2018



Samuel Weiss Chairman's Address



Rebekah O'Flaherty CEO's Address

3 Year Strategic Priorities



- We have completed year 2 of our 3-year strategic plan to strengthen our product portfolio and develop a scalable sales and marketing model. We are already enjoying significant benefits of a more efficient global operation and have reinvested that capital into our strategic priorities.
- Growth will come from product, customer and geographic expansion as well as retention improvements.

2017 Strengthen Product Portfolio, Develop Scalable Sales and Marketing, and Globalise Operating Model

Prioritise Product Development and Innovation, develop Scalable Sales and Marketing Model and implement a Global Operating Model

2018 Position 3P for Profitable Growth

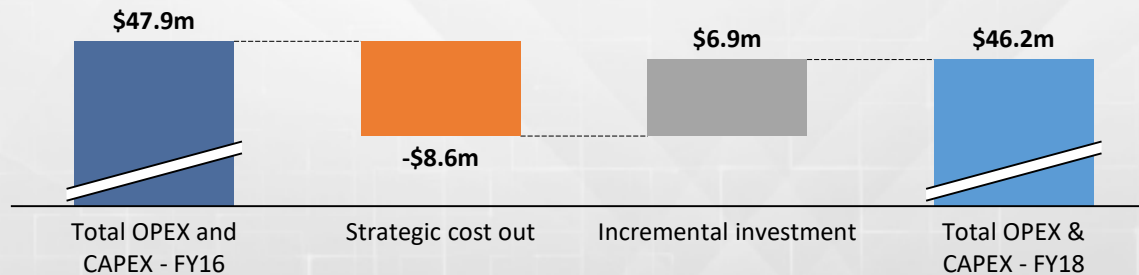
Complete implementation of an automated digital sales, service and marketing platform.

2019 Accelerate Growth

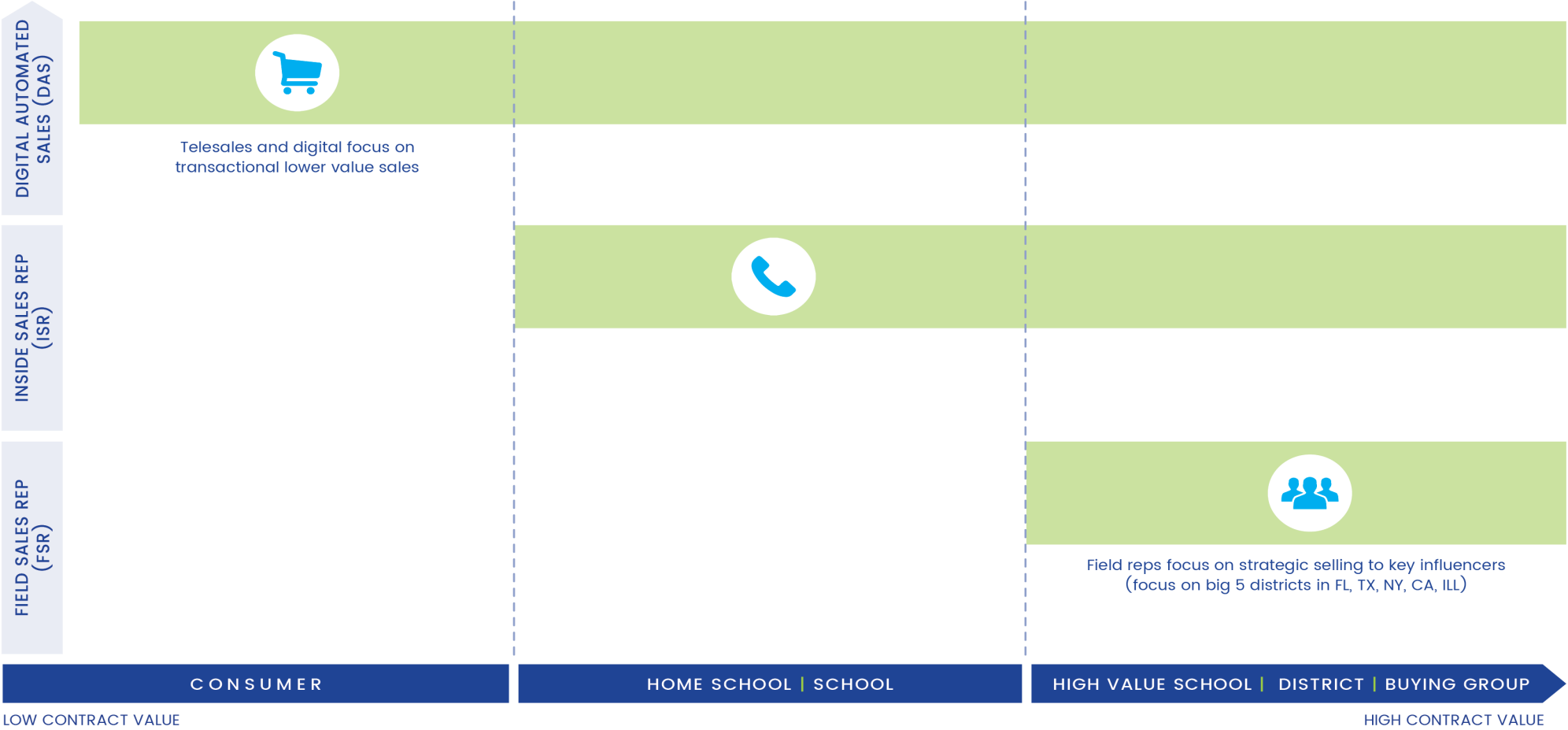
Leverage a scalable platform, accelerate growth through product, customer and geographic expansion and improve retention.

Culture and Talent

Underpinned by a high performance and “great place to work” culture








USA SALES MODEL



● **SAAS Measures: CAC Pay Back**
FSR = 1.15 | ISR = 0.95 | DAS = 0.45

Addressable Market

		
 Districts	15K	345
 Schools	115K	12k
 Students	54M	4M

SOURCE: Schooldata/MDR Note: Canada excludes French speaking

Paid District Level Pilots in USA and CA – Case study

Sales Process – District Sales Rep (FSR)

Discovery Phase: District Sales Rep meets with District/Site Administrators and reviews specific District pain points e.g. 3rd grade Maths Proficiency and recommend a solution to improve 3rd grade educational outcomes.

Pilot Implementation: 7 days to implement with District’s target schools and gaining alignment with the Site/District leadership on 3rd grade educational outcomes.

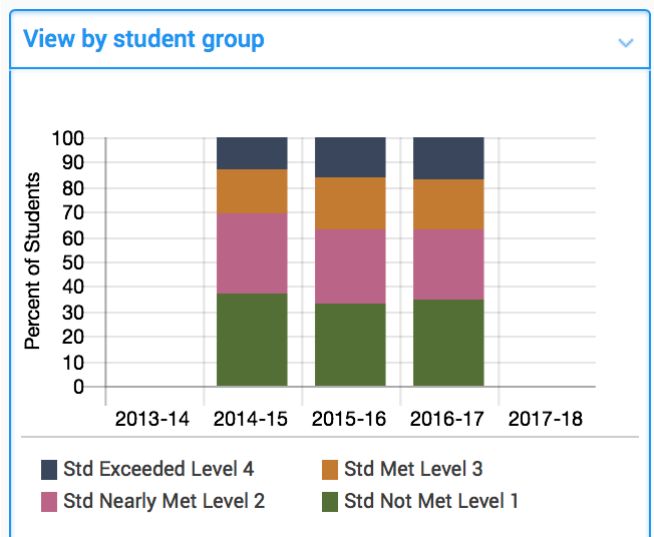
Pilot: Runs for 4-6 months with high engagement, just in time training and pilot nurturing from our Customer Advocates.

Post Pilot Assessment: District Sales Rep meets with the District Administrator and reviews data indicating pilot performance against 3rd grade educational outcomes.

Proposal: In line with budget cycles (February – May) a formal proposal is delivered and deal is closed for implementation in next school year (late July).

Current Status: In the last 60 days we have 30 Paid Pilots in the funnel and 5 closed Paid Pilots in Proposal Stage. Average sales price of US\$50k per pilot

CAASPP Mathematics Results



FY19 Outlook



- Complete foundation building around product portfolio and developing a scalable sales and marketing platform
- Stronger Balance Sheet with \$23M of cash that will allow us to continue to support and grow the business
- Another modest year of revenue growth but billings growth expected in the latter part of FY19 and into FY20 and beyond. Growth fuelled from:
 - product line expansion
 - customer segment expansion
 - geographic expansion
 - improved retention through investments in digitisation, data and analytics and improved product experience
- Regional FY19 outlook:
 - APAC: continued revenue growth ahead of cost growth and with the continued benefits of reduced cost of acquiring customers (CAC). *In response to customer feedback we are reverting back to invoicing in H2, in line with customer budget cycles, which will result in a variance in accounts receivable and deferred revenue for H1. No impact to full year expected from change to billing cycle.*
 - EMEA: education spending has stabilised and we expect improvements in the market
 - Americas: following a year of transition, the USA is poised for growth in the latter part of FY19 from improved product and investment in strategic sales people, we expect that margins may contract but will continue to make an overall contribution to group
- Green Shoots of growth expected in the latter part of FY19 with revenue growth flowing through into FY20 and beyond



AGM Resolutions



1. Receive Financial & Other Reports



2(a) Re-election of Director Ms. Claire Hatton

2(a) Re-election of Claire Hatton

Proxy & Direct Votes Combined



FOR	AGAINST	OPEN	ABSTAIN
101,872,103	14,756	6,774	0
99.98%	0.01%	0.01%	



2(b) Election of Director Mr Mark Lamont

2(b) Election of Mark Lamont

Proxy & Direct Votes Combined



FOR	AGAINST	OPEN	ABSTAIN
101,874,829	12,030	6,774	0
99.98%	0.01%	0.01%	



3. Remuneration Report

3. Remuneration Report

Proxy & Direct Votes Combined



FOR	AGAINST	OPEN	ABSTAIN
100,244,435	1,028,877	6,774	36,770
98.98%	1.02%	0.01%	



4. Grant of Options to CEO, Rebekah O'Flaherty

4. CEO Options

Proxy & Direct Votes Combined



FOR	AGAINST	OPEN	ABSTAIN
101,700,498	167,961	6,774	6,400
99.83%	0.16%	0.01%	



5. Approach to Termination Benefits

5. Termination Benefits

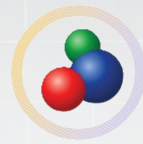
Proxy & Direct Votes Combined



FOR	AGAINST	OPEN	ABSTAIN
100,488,891	800,791	20,774	6,400
99.19%	0.79%	0.02%	



AGM Close



3P Learning

2018
Investor Update &
Product & Technology
Showcase

9th November 2018



Agenda

1

Progressing our
Strategic
Priorities

2

Education
Strategy
Update

3

Product Updates:
Maths
Platform
Literacy

4

Communities
and
Brand

Our Strategic Priorities

1

3 Year Strategic Priorities



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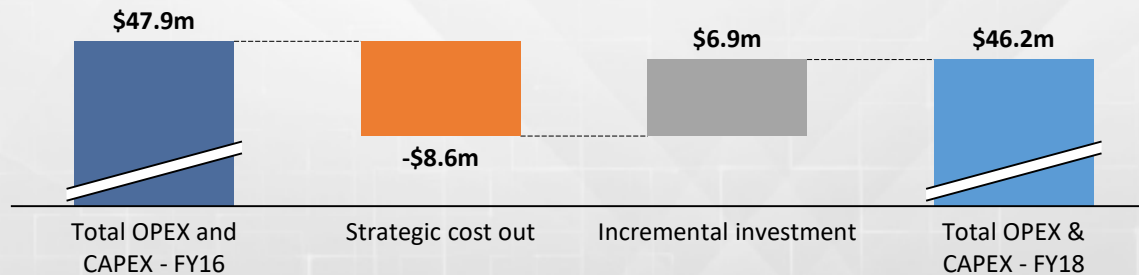
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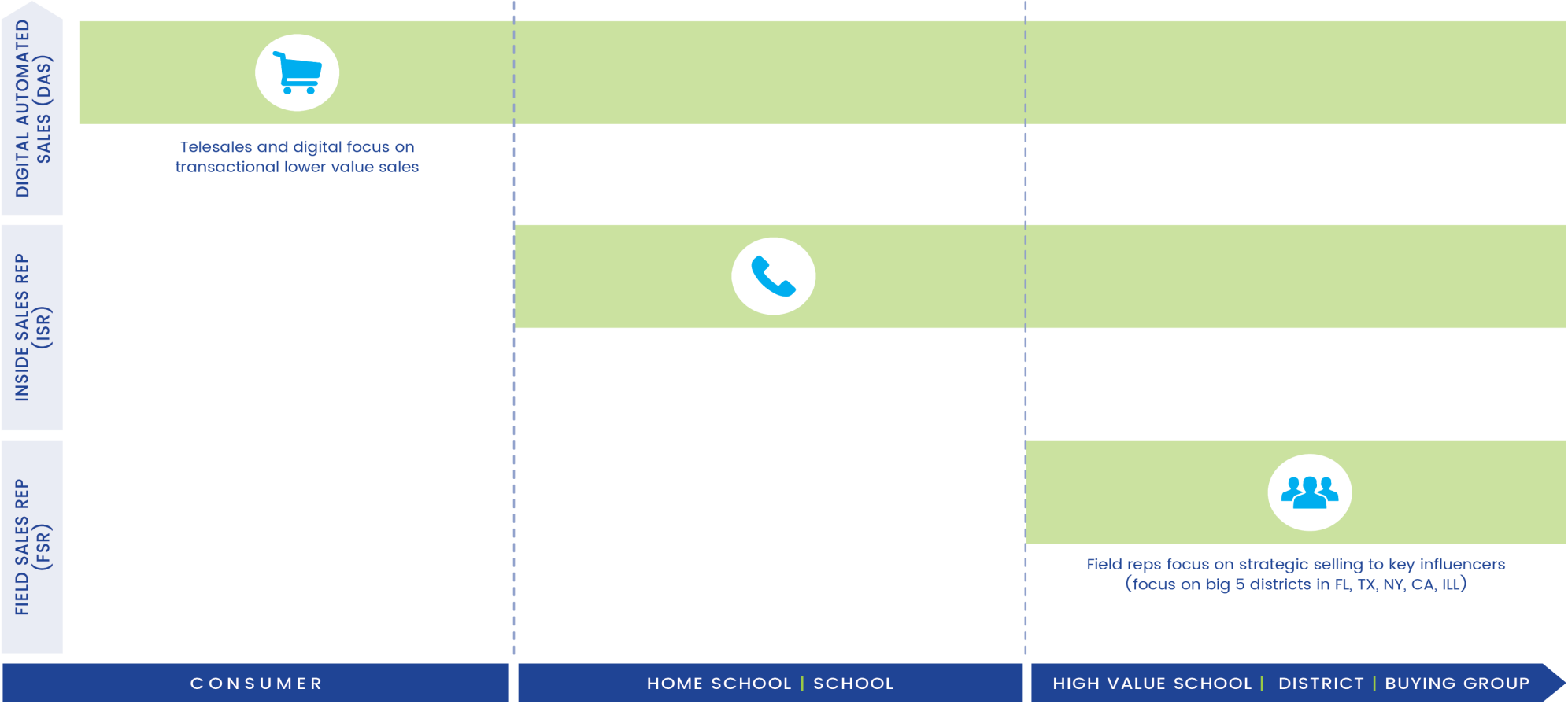
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LOW CONTRACT VALUE

HIGH CONTRACT VALUE

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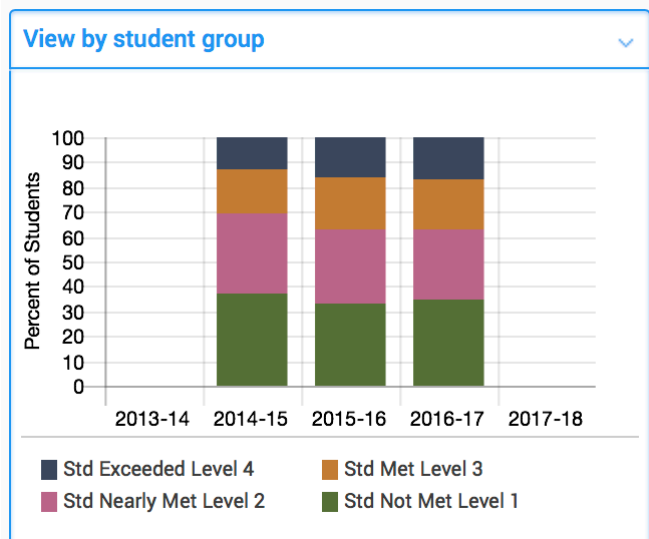
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Allan Dougan
Head of Education

Education
strategy
update

2



**Data-driven
personalised teaching
that drives
individualised learning**





Our Approach: Personalised teaching

We believe that the teacher is the **heart** of the classroom.

Our core role is to **support** them.

"Human resources are like natural resources; they're often buried deep. You have to go looking for them, they're not just lying around on the surface. You have to create the circumstances where they show themselves."

Sir Ken Robinson



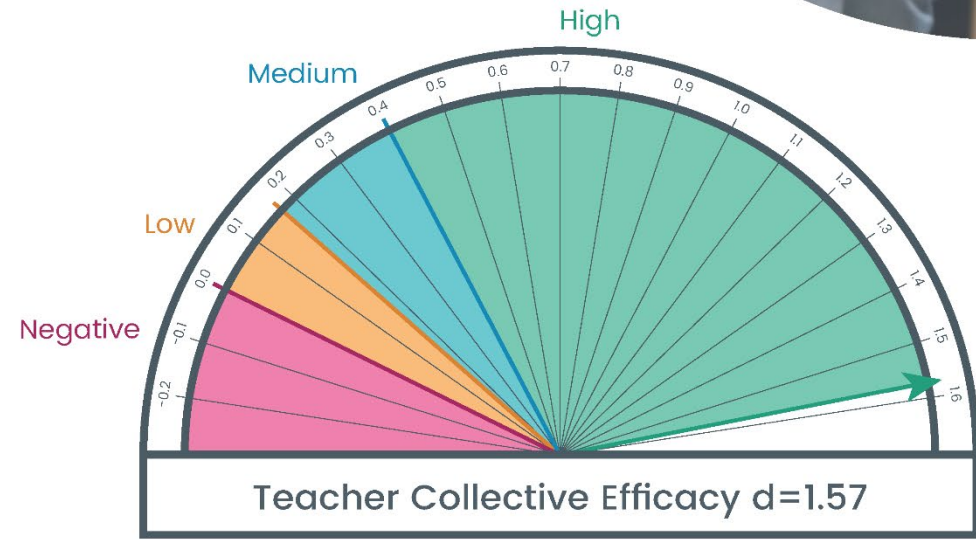


3P Learning: Putting the teacher at the centre of digital learning

Personalised teaching drives individualised learning

Our role is to support teachers with the right data and offer the right options to make the best possible decisions.

This is the future of Education Technology.



Data source for diagram: <https://visible-learning.org/2018/03/collective-teacher-efficacy-hattie/>



Current State

Personalised teaching drives individualised learning

- Mathletica
- Play Paws
- Clear global curriculum alignment
- Adaptivity - activities
- Numbeanies & Phonemes
- Interactive manipulatives
- Instructional video series
- Assessment

Data is at the centre





How does it work?

Education Responsive

- Bi-directional activities that target all Depth of Knowledge levels
 - Practice and fluency
 - Procedural fluency
 - Problem solving
 - Problem-based learning and other Higher Order Approaches to teaching and learning
- Collaborative learning spaces
- Portfolio gathering
- Student agency

Environmentally adaptive

- Select best resource based on all information in front of them
- Evaluate learning journeys faster and on a deeper level
- Informed in real time, pivot as necessary
- Adapt their teaching (and the learning journey of the individual, group, class) to suit

Priorities and Strategic Directions

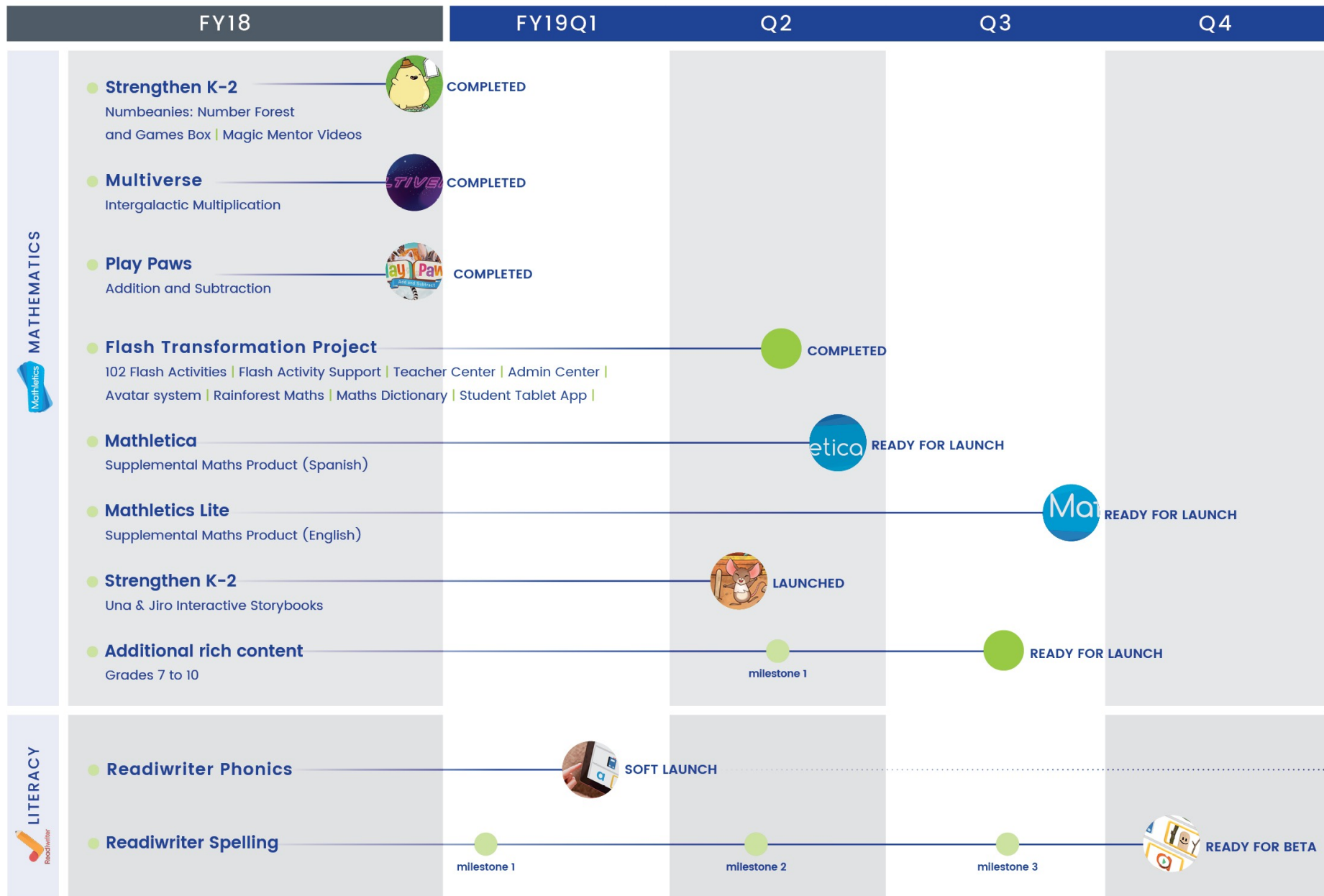


- Data driven personalisation for teacher and student
- Higher order problem solving that focuses on content and ‘soft skills’, and equips teachers to assess and gather evidence.
- Flexibility that informs teachers.
- Adaptivity
- Empowers parents as partners in the learning
- Builds teacher community

Product Updates

3

PRODUCT ROADMAP



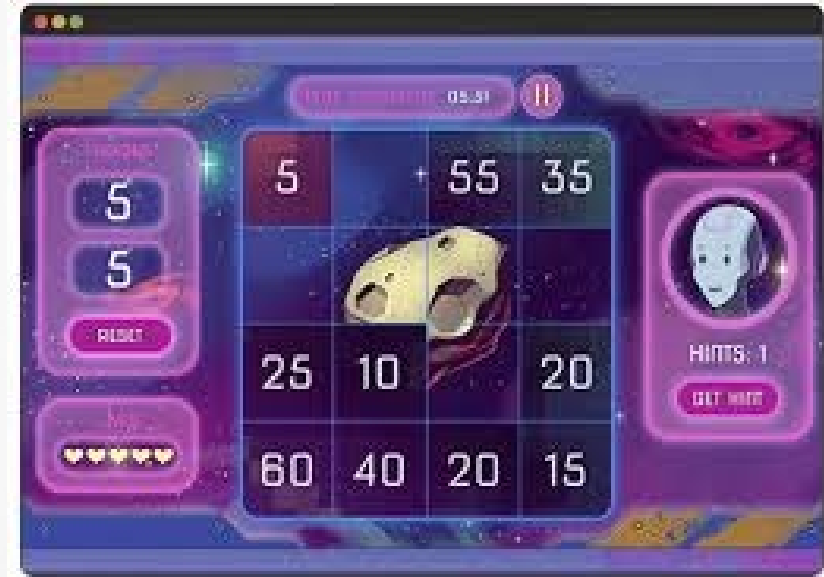


Mark Oxbrow

Product Manager – Mathematics

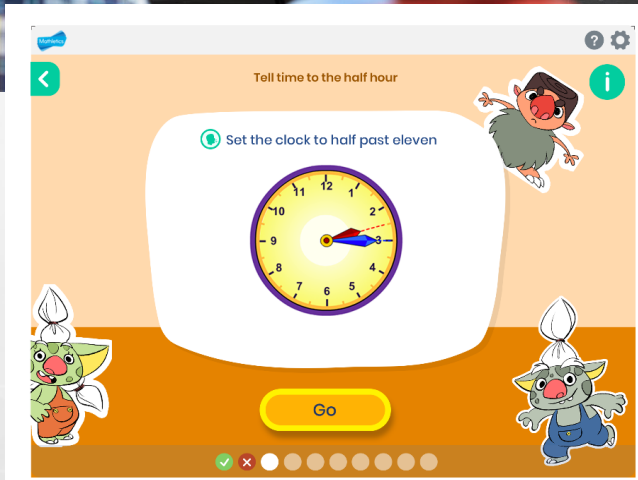
Product Updates – Mathematics

Further strengthen multiplication with assessments and results reporting



$$3 \times 2 = \boxed{\quad}$$

Product Updates – Mathematics

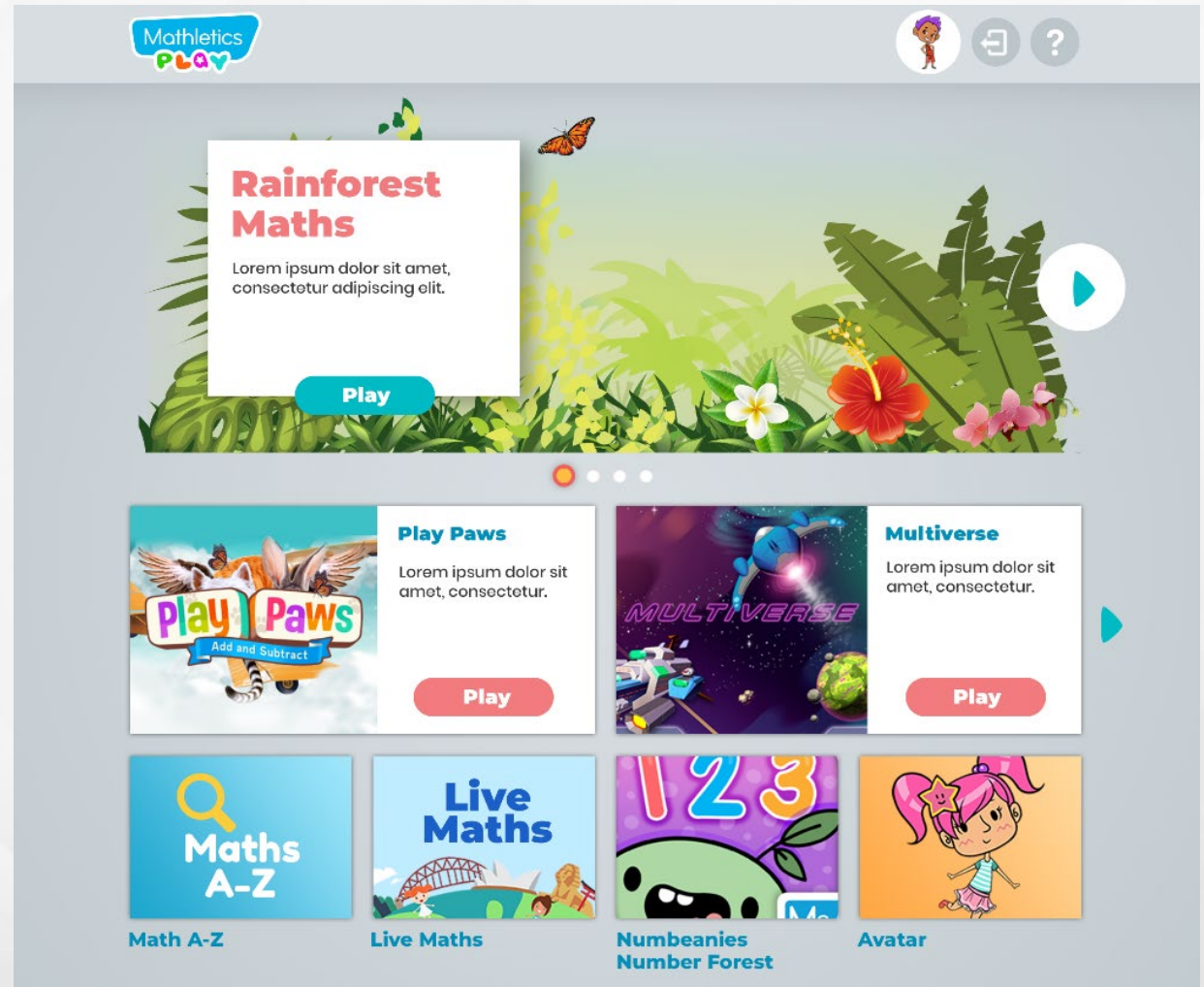


- Brand New Activities across topics and grades
- New activities multilanguage enabled



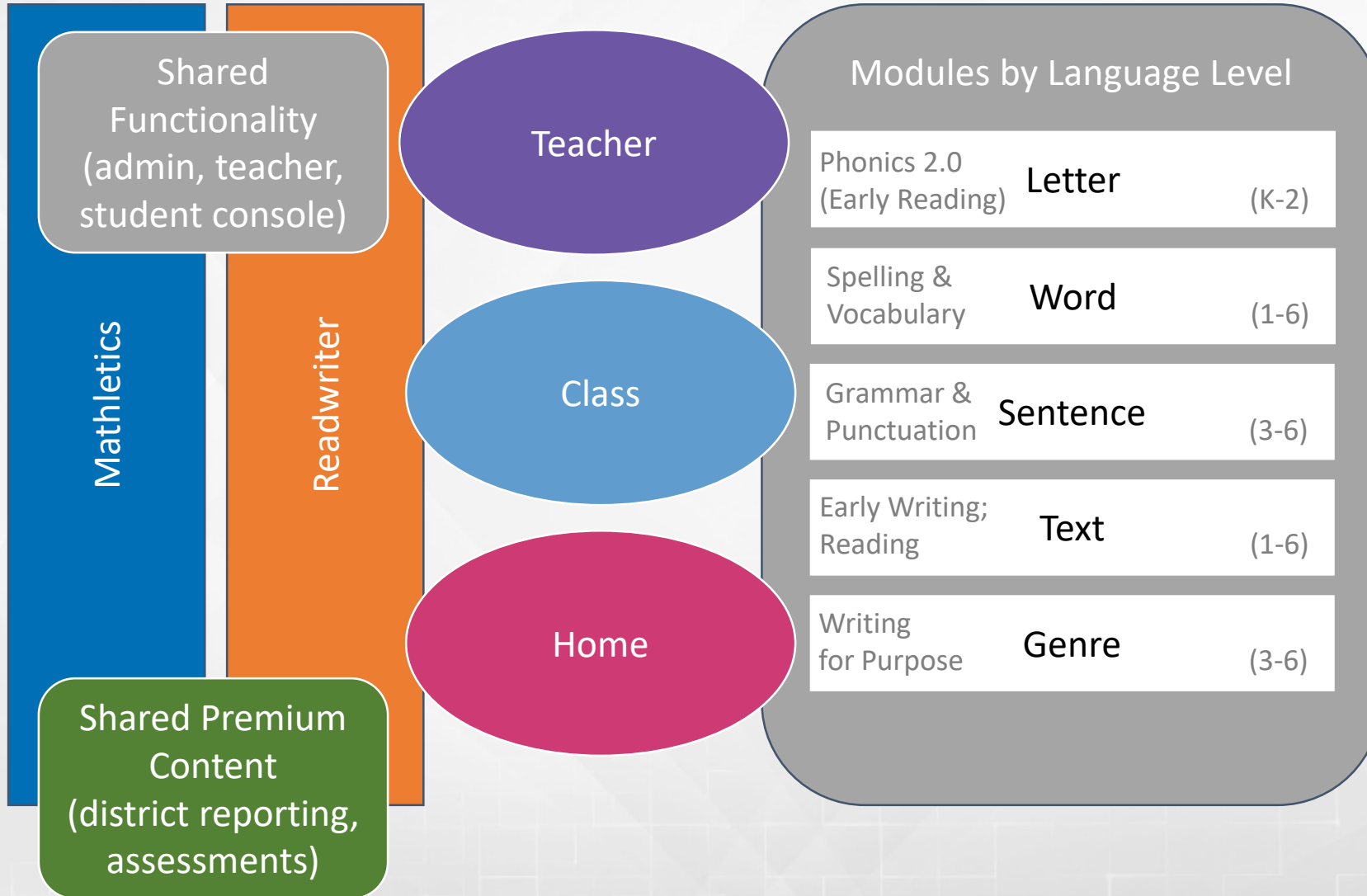


- Mathematics Play (Mathletica) – new Mexican-Spanish language offering
- Targeting elementary and middle schools in Latin America and USA





David Haberlah Product Manager - Literacy



Product Updates – Phonics 2.0 update

David Haberlah 3P School

Switch to SpelloDrome Feedback Help Super T.

Alphabetic code
 Simple Complex Extended All

Phoneme type
 Vowel Consonant All

Supported dialects
en-AU (default)
en-CA
en-GB
en-NZ
en-US

Phonemes Select all All

/s/ s se, ce, c sc, st
/a/ a

Resources
 All Letter sound animations Mouth videos Phoneme bug Phoneme songs
 Mini-readers Readers Captions and sentences

Based on customer feedback, the teacher console has been redesigned to facilitate whole-class instruction. Changes are now validated by classroom teachers with their students. Ready for launch in the ANZ Back To School season.



Angus Macaskill Product Manager – Platform

Product Updates - Platform



- The image shows a fictional school district in Rio de Janeiro
- District leaders can see *usage* metrics for the whole district in the right-hand pane, and individual school data on the left (by hovering over a school)
- They can select one school or a range of schools by clicking on the bubbles (bubble size represents student activity), and the metrics for that selection is compared in the right-hand pane against the overall district metrics
- They can use the filters at the top to select primary schools or high schools, or a specific year grade, and again the metric is displayed compared to the entire district.

Hover the bulb for help

School Name
(All) ▼

Classification
(All) ▼

Year Grade
(All) ▼

Students doing curriculum activities - by school

School 55
 From Nursery/Pre-Kindergarten to Year 6
Elementary
 Current Licences Used: 160
 # students doing curriculum activities: 122

<p style="font-size: 1.2em; font-weight: bold;">24,637</p> <p style="font-size: 0.8em;">Licences Bought</p>	<p style="font-size: 1.2em; font-weight: bold;">27,160</p> <p style="font-size: 0.8em;">Licences Used</p>	<p style="font-size: 1.2em; font-weight: bold;">9,589</p> <p style="font-size: 0.8em;">Students Logging In</p>
<p style="font-size: 0.8em; font-weight: bold;"># students logging in as %age of Licences Used</p> <p style="font-size: 1.2em; font-weight: bold;">36%</p>		

# Students doing curriculum activities	
2017	2017
6,893	▲ +73%

# of attempts at curriculum activities	
Voluntary	Teacher Assigned
2017	2017
87,204	118,638
▲ +104%	▲ +138%

Average Attempts Per Student (selected data)		Average Attempts Per Student (district)	
Voluntary	Teacher Assigned	Voluntary	Teacher Assigned
2017	2017	2017	2017
15.2	23.0	15.2	23.0
▼ -21%	▲ +38%	▼ -21%	▲ +38%

Average Score (selected data)		Average Score (district)	
Voluntary	Teacher Assigned	Voluntary	Teacher Assigned
2017	2017	2017	2017
80%	75%	80%	75%
▲ +1%	▼ -2%	▲ +1%	▼ -2%

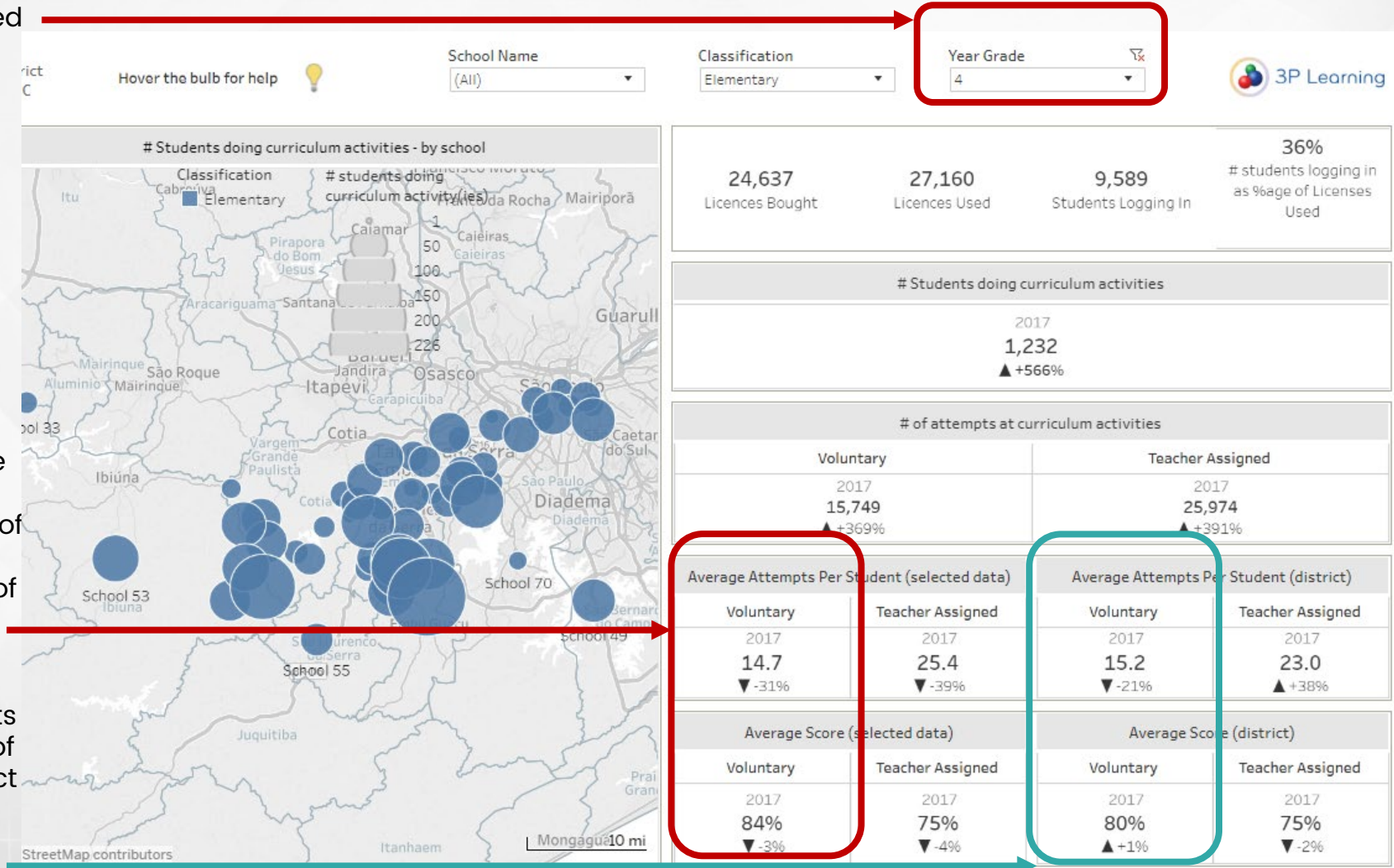
Product Updates - Platform



• In this case, we've filtered for grade 4 only, so the (orange and red) intermediate and high schools are removed from the map.

• In this pane, we can see Grade 4 students attempted an average of 14.7 voluntary activities, with an average score of 84%.

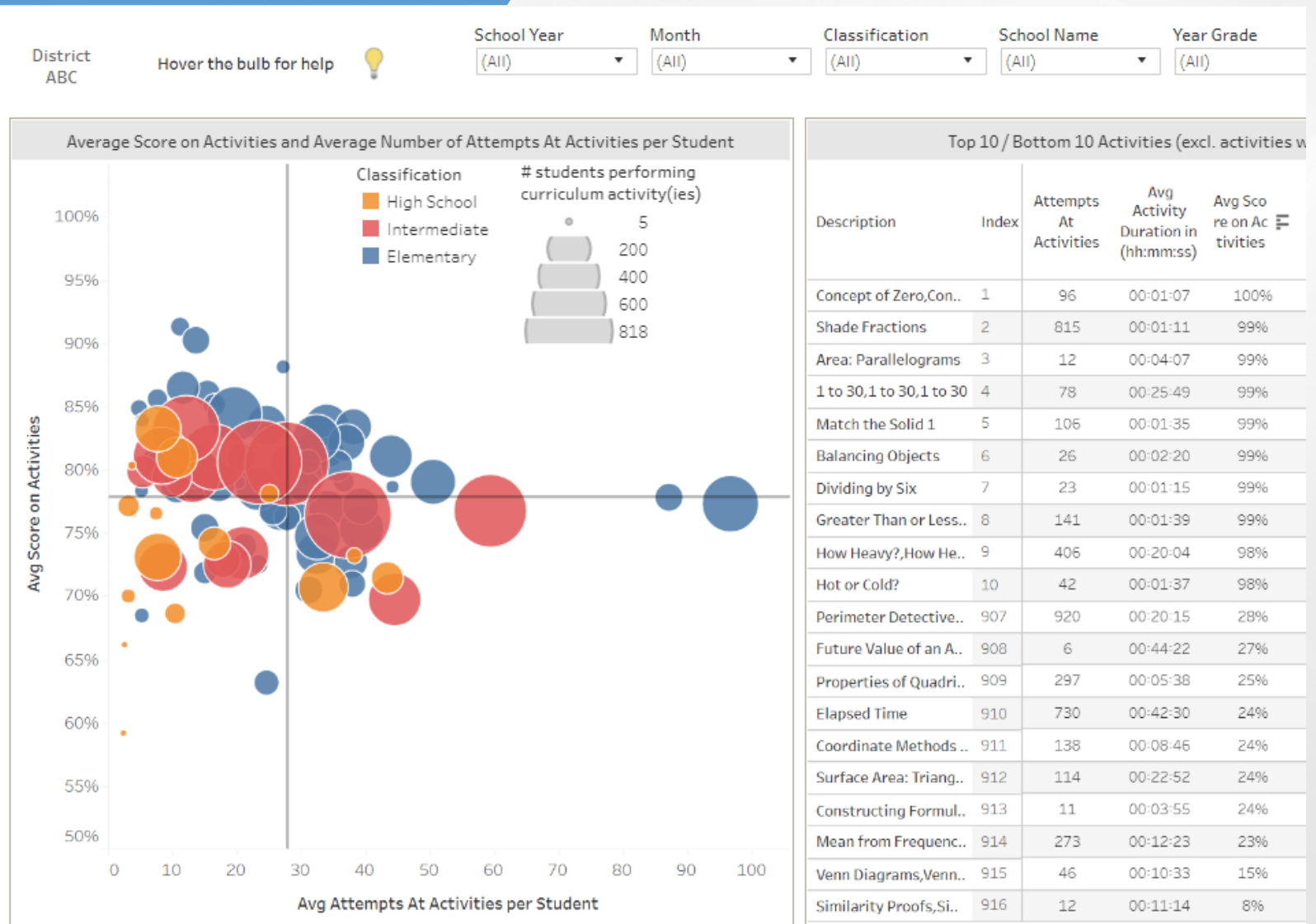
• That compares to an average of 15.2 attempts and an average score of 80% for the whole district (the panel outlined in green)



Product Updates – Platform



- The chart shows how individual schools compare
- The X axis shows product usage (average attempts at activities) and the Y axis shows the average score on activities.
- Schools in the top right quadrant are performing best - lots of activities and relatively high scores, while schools in the bottom left quadrant have relatively poorer performance.
- This type of visualization helps district leaders identify best-practice schools and to zero in on challenges.
- The table on the right shows the top 10 activities (rated by average score), and the bottom 10 activities.



Product Updates – Platform



- The Dashboard also handles detailed spreadsheet-like reporting by school and classroom, with filtering by year, month, date range, year grade and types of activities.
- These detailed reports can be exported to XLS or CSV format for further processing or ingestion into AI tools like IBM Watson (which a number of AMER districts currently use)
- Both charts and tables can be shared across District leadership teams as PDFs or Web links

← Undo → Redo ↶ Revert 🔄 Refresh 🛑 Pause *📄 View: Original 🔔 Alert ✉ Subscribe ✎ Edit 🔗 Share ⬇ Download 💬 Comments 🖥 Full Screen

School Level Report View

School Year	School Name (fictitious)	Classification	# students doing curriculum activity(ies)	Attempts At Activities	Avg Activity Duration in (hh:mm:ss)	Avg Attempts At Activities per Student	% Teacher Assigned Activities	Avg Score on Activities
2017	School 44	Elementary	1	5	00:03:47	5	0%	98%
2017	School 23	Elementary	13	93	00:02:59	7	0%	95%
2017	School 87	High School	2	3	00:01:57	2	0%	93%
2017	School 46	Elementary	3	15	00:06:29	5	0%	91%
2017	School 76	Elementary	23	349	00:03:43	15	60%	90%
2017	School 57	High School	1	1	00:14:59	1	0%	90%
2017	School 52	Elementary	23	621	00:04:06	27	26%	88%
2017	School 70	Elementary	12	73	00:02:39	6	0%	86%
2017	School 72	Elementary	73	1,136	00:03:58	16	63%	86%
2017	School 93	Intermediate	249	3,689	00:14:04	15	1%	86%
2017	School 62	High School	11	238	00:05:41	22	6%	86%
2017	School 5	Elementary	3	9	00:03:50	3	0%	86%
2017	School 63	High School	6	6	00:04:32	1	0%	85%
2017	School 43	Elementary	9	162	00:03:44	18	0%	85%
2017	School 32	Elementary	47	693	00:02:47	15	42%	84%
2017	School 38	Elementary	19	615	00:04:50	32	82%	83%

School Year
2017

Month
(All)

Week Commencing
19/10/2015 06/08/2018

School Name (fictitious)
(All)

Classification
(All)

Year Grade
(All)

Voluntary or Teacher-Assi...
(All)

In or Outside School Hours
(All)

Head of Brand Strategy Allan Fletcher

Communities
and Brand

4



THE BIG PICTURE

- Build the 3P Brand as an Education thought leader
- Align our brand purpose with our customer needs
- Refine our brand voice to facilitate conversation
- Build a community of engaged and motivated teachers

We will change
the tone and type
of conversations
we have with our
customers





BUILD THE 3P BRAND AND COMMUNITY

- We're well known for our products than for our Brand.
- We will be launching multiple new products (and sub-brands) in market.
- We are in a position to accelerate our marketing and sales automation project.

The 3P brand will fuel these ongoing initiatives in market.





Clear on our Brand Purpose 'What we do proves what we believe'

- Our purpose is Teacher centered.
- It informs all product decisions & priorities.
- It connects with current and new employees.
- It sets us apart from the competition

Clearly
aligning what
we do behind
what our
customers
want and need





Change the Conversation

- Talk to customers before they know they need our products.
- Focus on conversations with customers, not information for them.
- Create products based on real and direct insights.
- Drive a content led approach – so we are top of our customers mind when they have problem.
- Offer solutions through thought leadership activities

Focus on the commonalities of teacher experience across the globe.





Consolidate and build Community

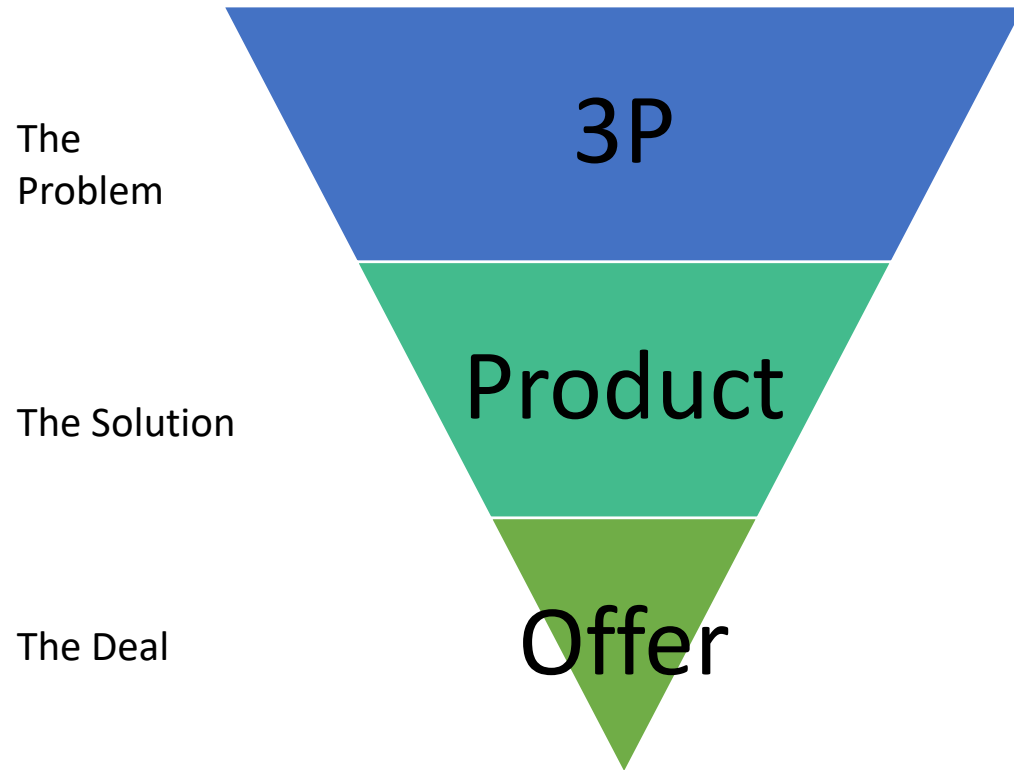
- Consolidate our significant teacher install base into a global teaching community
- Build a Community Portal – a place for teachers to gather, learn, share and input onto our product decisions.
- A place for us to listen to them and build loyalty
- Reach out and spread awareness with non customers
- Be the Ed tech brand that is top of mind for the value we add to teachers.

An active, engaged, motivated cohort of teacher across the globe.





Content

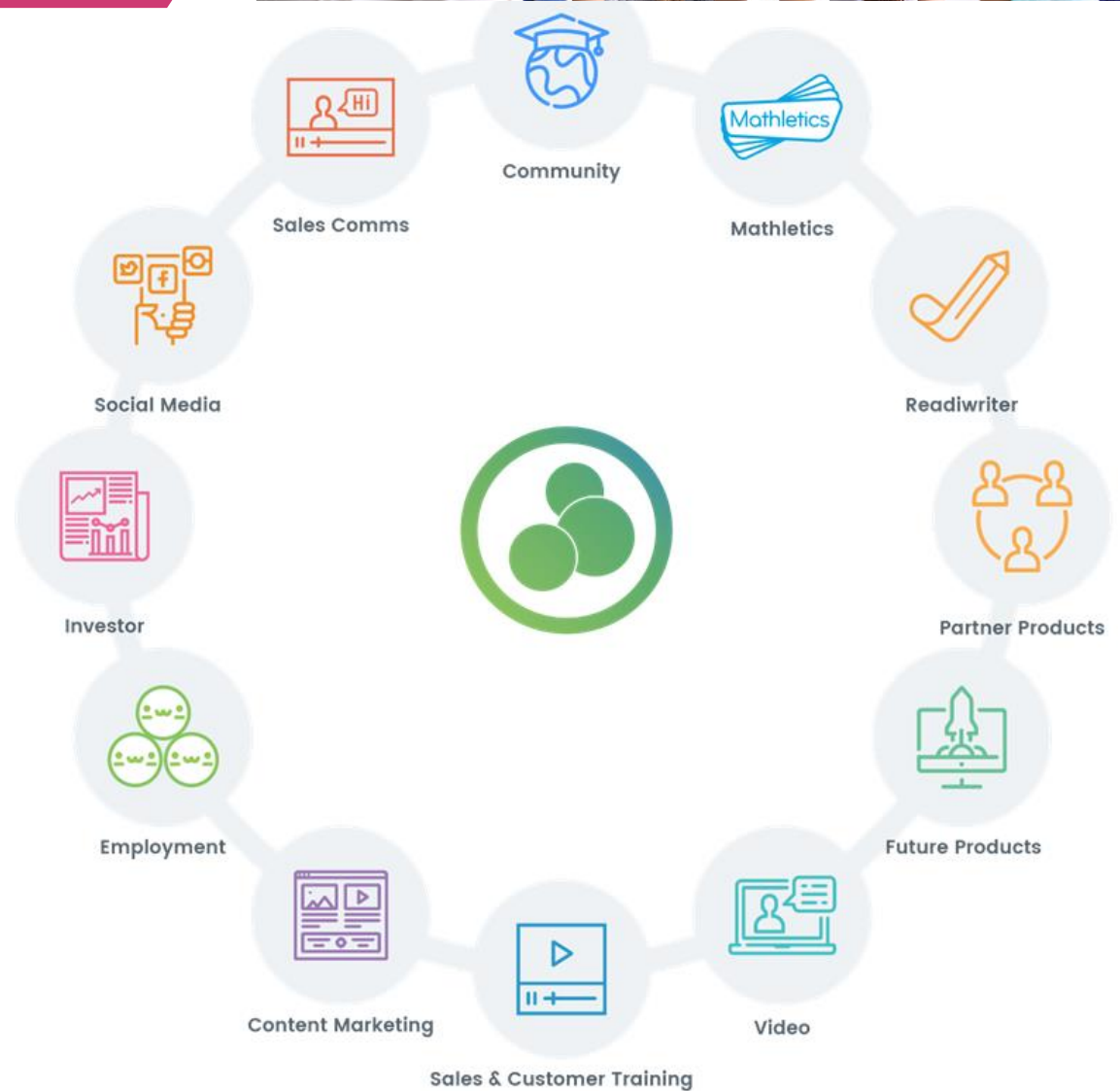


Thought leadership content will fuel our organic inbound funnel



Create a Brand Ecosystem

A consistent experience across 3P, across all product brands, and across all customer touch points. Create coherent journeys that identify a problem, offer a solution and build customer advocacy.



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