

20 October 2020

Court orders convening of Scheme Meeting

3P Learning Limited (ASX:3PL) ("**3PL**") refers to the proposed acquisition of 3PL by IXL Australia Pty Ltd by way of a scheme of arrangement ("**Scheme**").

Virtual Scheme Meeting

3PL is pleased to announce that the Supreme Court of New South Wales ("**Court**") has today made orders approving the convening of a meeting of 3PL shareholders to vote on the Scheme ("**Scheme Meeting**").

In order to minimise the health risks created by the COVID-19 pandemic, and in accordance with Federal and State government directions and restrictions with respect to non-essential gatherings of people, the Scheme Meeting will be held as a virtual meeting at 11.00am (AEDT) on Friday, 20 November 2020.

3PL shareholders and their proxies, attorneys or corporate representatives will be able to participate in the Scheme Meeting through an online platform provided by our share registry Link Market Services at <https://agmlive.link/3PLSM20>. No physical place of meeting will be made available.

All 3PL Shareholders are encouraged to vote either by participating in the virtual Scheme Meeting or by lodging a direct vote or directed proxy if they cannot participate in the virtual Scheme Meeting.

Further detail on how to participate in the Scheme Meeting and how to vote are set out in Section 3 of the Scheme Booklet as well as the Notice of Scheme Meeting and the 3PL Online Platform Guide.

3PL Online Platform Guide

The 3PL Online Platform Guide provides details about how to ensure your internet browser is compatible with the Scheme Meeting virtual platform, and well as a step-by-step guide to successfully login and navigate the Scheme Meeting site. It will be available for viewing and downloading on the 3PL website at <https://www.3plearning.com/investors/scheme2020/> and is attached to this ASX release.

Scheme Booklet

The Court today also made orders approving the dispatch of an explanatory statement containing information relating to the Scheme, including the notice convening the Scheme Meeting and an Independent Expert's Report (together, the "**Scheme Booklet**").

The Scheme Booklet will be registered with the Australian Securities and Investments Commission (**ASIC**) and filed with the ASX.

Following ASIC registration, a further announcement attaching the Scheme Booklet will be made by 3PL, and an electronic version of the Scheme Booklet will be available for viewing and downloading online at 3PL's website (<https://www.3plearning.com/investors/scheme2020/>).

3PL shareholders who have elected to receive communications electronically will receive an email which contains instructions about how to view or download a copy of the Scheme Booklet, and to lodge their direct vote or proxies for the Scheme Meeting online. 3PL shareholders who have not made such an election will be mailed a letter which contains these instructions and a hard copy voting form for the Scheme Meeting.

Independent Expert's Conclusion

The Scheme Booklet will include an Independent Expert's Report from Lonergan Edwards & Associates Limited ("**Independent Expert**") which concludes that the Scheme is fair and reasonable and therefore in the best interests of 3PL Shareholders taken as a whole, in the absence of a superior proposal.

The Independent Expert's conclusions should be read in context with the full Independent Expert's Report and the Scheme Booklet.

Directors' Recommendation

The 3PL Board of Directors has considered carefully the terms and conditions of the Scheme and unanimously recommend that 3PL Shareholders vote in favour of the Scheme, in the absence of a superior proposal and subject to the Independent Expert continuing to conclude that the Scheme is in the best interests of 3PL shareholders.

Subject to the same qualifications, each of the 3PL Directors intends to vote, or cause to be voted, all the 3PL shares held or controlled by them in favour of the Scheme.

Further Information

Once received, 3PL encourages shareholders to read the Scheme Booklet in its entirety before deciding whether or not to vote in favour of the Scheme at the Scheme Meeting. 3PL also encourages shareholders to note key events and indicative dates as set out in the Scheme Booklet.

For further information in relation to Scheme Booklet or the Scheme, please contact the 3PL Shareholder Information Line on +61 1800 218 694 any time between 9.00am and 5:00pm (AEDT) on Monday to Friday.

-ENDS-

This announcement has been authorised for release to ASX by the Board of Directors of 3PL.

For further information, please contact:

3P Investor Relations

investors@3plearning.com

Sam Weiss

Chairman

sam.weiss@3plearning.com

Virtual Meeting Online Guide

Before you begin

Ensure your browser is compatible. Check your current browser by going to the website: whatismybrowser.com

Supported browsers are:

- Chrome – Version 44 & 45 and after
- Firefox – 40.0.2 and after
- Safari – OS X v10.9 & OS X v10.10 and after
- Internet Explorer 9 and up

Open your web browser and go to <https://agmlive.link/3PLSM20>

To attend and vote you must have your securityholder number and postcode.

Appointed Proxy: Your proxy number will be provided by Link before the meeting.

Please make sure you have this information before proceeding.

Virtual Meeting Online Guide



Step 1

Open your web browser and go to <https://agmlive.link/3PLSM20>.

Step 2

Log in to the portal using your full name, mobile number, email address, and company name (if applicable).

Please read and accept the terms and conditions before clicking on the blue **'Register and Watch Meeting'** button.

- On the left – a live audiocast of the Meeting
- On the right – the presentation slides that will be addressed during the Meeting
- At the bottom – buttons for 'Get a Voting Card', 'Ask a Question' and a list of company documents to download

Note: If you close your browser, your session will expire and you will need to re-register. If using the same email address, you can request a link to be emailed to you to log back in.

1. Get a Voting Card

To register to vote – click on the 'Get a Voting Card' button.

This will bring up a box which looks like this.

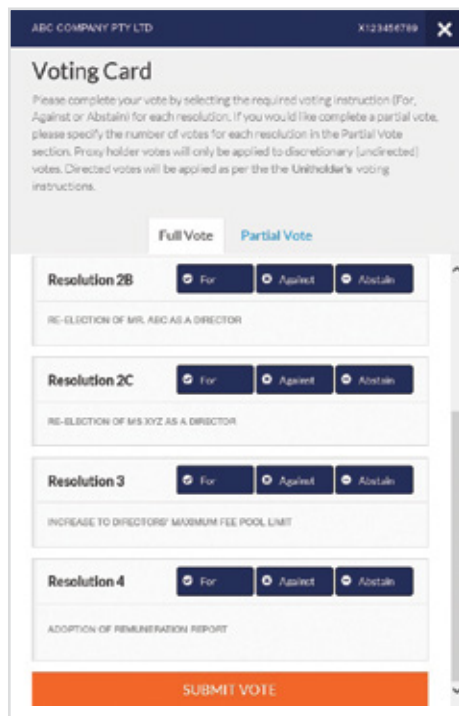
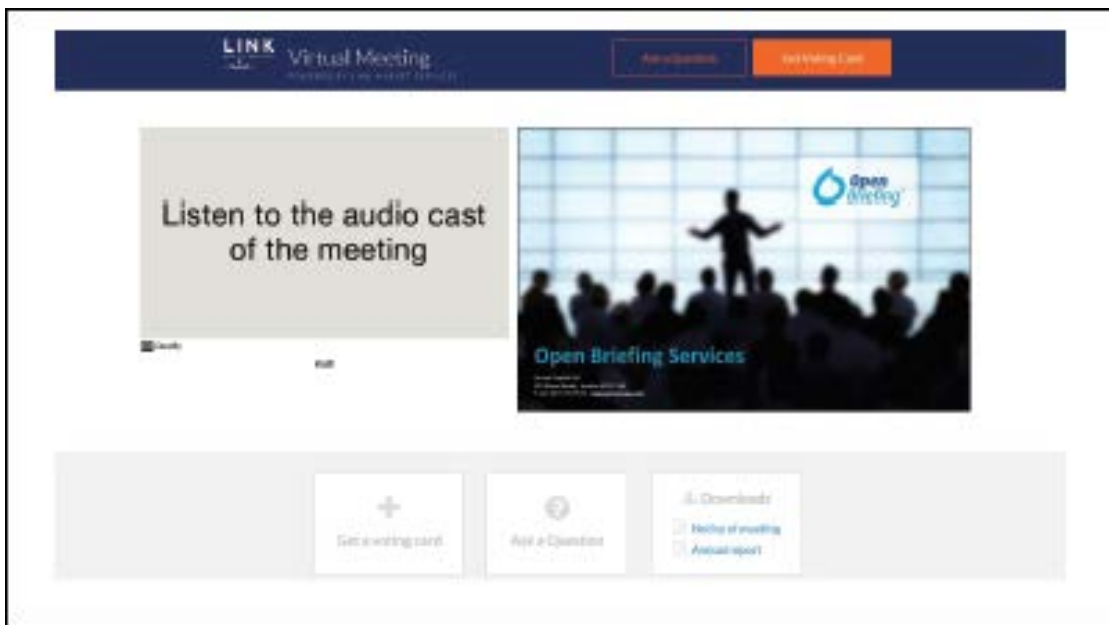
A screenshot of the "Voting Card" registration form. The form is titled "Voting Card" and includes a close button (X). It asks the user to "Please provide your Shareholder or Proxy details". There are two sections: "SHAREHOLDER DETAILS" with fields for "Shareholder Number" and "Post Code", and "PROXY DETAILS" with a field for "Proxy Number". Both sections have an orange "SUBMIT DETAILS AND VOTE" button. An "OR" separator is between the two sections. A note "Outside Australia" is present above the Shareholder section.

If you are an individual or joint securityholder you will need to register and provide validation by entering your securityholder number and postcode.

If you are an appointed Proxy, please enter the Proxy Number issued by Link in the PROXY DETAILS section. Then click the **'SUBMIT DETAILS AND VOTE'** button.

Once you have registered, your voting card will appear with all of the resolutions to be voted on by securityholders at the Meeting (as set out in the Notice of Meeting). You may need to use the scroll bar on the right hand side of the voting card to view all resolutions.

Securityholders and proxies can either submit a Full Vote or Partial Vote.



Full Votes

To submit a full vote on a resolution ensure you are in the **'Full Vote'** tab. Place your vote by clicking on the **'For'**, **'Against'**, or **'Abstain'** voting buttons.

Partial Votes

To submit a partial vote on a resolution ensure you are in the **'Partial Vote'** tab. You can enter the number of votes (for any or all) resolution/s. The total amount of votes that you are entitled to vote for will be listed under each resolution. When you enter the number of votes it will automatically tally how many votes you have left.

Note: If you are submitting a partial vote and do not use all of your entitled votes, the un-voted portion will be submitted as No Instruction and therefore will not be counted.

Once you have finished voting on the resolutions scroll down to the bottom of the box and click on the **'Submit Vote'** or **'Submit Partial Vote'** button.

Note: You can close your voting card without submitting your vote at any time while voting remains open. Any votes you have already made will be saved for the next time you open up the voting card. The voting card will appear on the bottom left corner of the webpage. The message **'Not yet submitted'** will appear at the bottom of the page.

You can edit your voting card at any point while voting is open by clicking on **'Edit Card'**. This will reopen the voting card with any previous votes made.

Once voting has been closed all voting cards will automatically be submitted and cannot be changed.

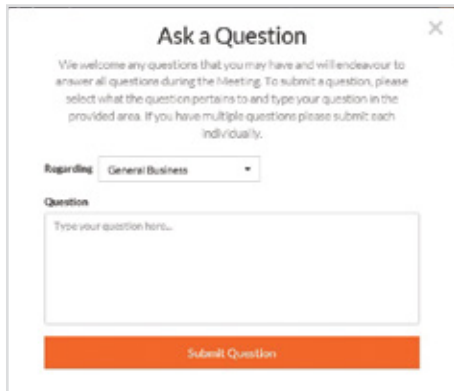
At the conclusion of the Meeting a red bar with a countdown timer will appear at the top of the Webcast and Slide windows advising the remaining voting time. Please make any changes and submit your voting cards.

2. How to ask a question

Note: Only securityholders are eligible to ask questions.

You will only be able to ask a question after you have registered to vote. To ask a question, click on the 'Ask a Question' button either at the top or bottom of the webpage.

The '**Ask a Question**' box will then pop up with two sections for completion.



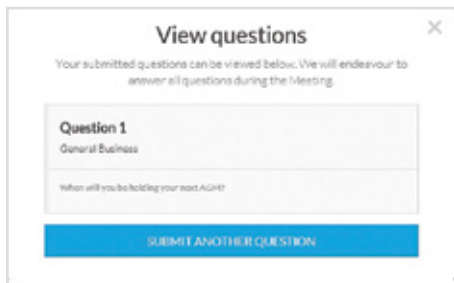
In the '**Regarding**' section click on the drop down arrow and select the category/resolution for your question.

Click in the '**Question**' section and type your question and click on 'Submit'.

A '**View Questions**' box will appear where you can view your questions at any point. Only you can see the questions you have asked.

If your question has been answered and you would like to exercise your right of reply, you can submit another question.

Note that not all questions are guaranteed to be answered during the Meeting, but we will do our best to address your concerns.



3. Downloads

View relevant documentation in the Downloads section.

Voting closing

Voting will end 5 minutes after the close of the Meeting.

At the conclusion of the Meeting a red bar with a countdown timer will appear at the top of the Webcast and Slide screens advising the remaining voting time. If you have not submitted your vote, you should do so now.

At the close of the meeting any votes you have placed will automatically be submitted.

Contact us

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