

ASX ANNOUNCEMENT

Thursday 7 October 2021

Notice of 2021 Annual General Meeting

The Annual General Meeting (**AGM**) of 3P Learning Limited (ASX: 3PL) will be held virtually at <https://agmlive.link/3PL2102> on Wednesday, 10 November 2021 at 10.30am (Australian Eastern Daylight Time).

Annexed is a copy of the:

- Notice of Annual General Meeting for FY2021;
- Sample Proxy Form; and
- Virtual Meeting Online Guide.

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

For further information, please contact:
Jia Chen (Liz) Wang, Company Secretary
elizabeth.wang@3plearning.com

3P Investor Relations
investors@3plearning.com

2021 Notice of Annual General Meeting

Notice is hereby given that the Annual General Meeting (**AGM** or **Meeting**) of 3P Learning Limited (**3PL** or **the Company**) will be held:

Date: Wednesday 10 November 2021

Time: 10.30am (AEDT)
(Registration will commence at 10.00am)

Participation link: The AGM will be held virtually at <https://agmlive.link/3PL2102> for the purpose of transacting the business set out in this notice.

Special arrangements due to COVID-19

In order to minimise the health risks created by the COVID-19 pandemic and the current travel restrictions and limitations on public gatherings in place by the Federal and State governments, there will not be a physical Meeting where shareholders, their proxies, attorneys or corporate representatives can attend, but they can participate in the AGM online.

The online platform enables participants to view the AGM live, vote on the resolution contained in this Notice of Meeting in real time, and listen, submit questions online and orally. Further details are provided in the explanatory notes to this Notice of Meeting and the Virtual Meeting Online Guide.

3PL Shareholders are encouraged to consider lodging a direct vote or appointing a proxy to attend and vote at the Meeting via the online platform on their behalf in the event they are not able to participate in the virtual Meeting or even if they plan to attend the Meeting online. Further details on how to lodge a direct vote and appoint a proxy are provided in the explanatory notes to this Notice of Meeting.

If it becomes necessary to make further alternative arrangements for holding the Meeting, we will ensure 3PL Shareholders are given as much notice as possible. Any changes to the dates and the conduct of the Meeting will be announced by 3PL to the ASX.

Asking questions at the Annual General Meeting

Shareholders will be able to submit questions in writing online during the Annual General Meeting by following the instructions set out in the Virtual Meeting Online Guide. Shareholders may also submit questions prior to the meetings through the 3PL's Share Registry's website at www.linkmarketservices.com.

In addition, Shareholders who wish to ask questions by telephone (via Shareholder Conference Line) during the Annual General Meeting must contact the 3PL's Share Registry, Link Market Services on +61 1800 990 363 (Australia and International) from 1 to 8 November 2021 to request a personalised/unique PIN and the applicable telephone number which they will need in order to ask a question by telephone during the meeting. More information about how to ask questions by telephone during the meeting is contained in the Virtual Meeting Online Guide.

If your holding cannot be verified by the telephone moderator, you will attend the Meeting as a visitor and will not be able to ask a question orally.

Items of Business

1. Receipt of Annual Financial Report

To receive and consider the Company's financial statements, the Directors' report and the Auditor's Report for the financial year ended 30 June 2021.

2. Adoption of the 2021 Remuneration Report

To consider and, if thought fit, pass the following resolution as a non-binding ordinary resolution: "That the Remuneration Report for the year ended 30 June 2021 be adopted."

A voting exclusion applies to this resolution – see page 3 for details.

3. Election of Directors

To consider and, if thought fit, pass the following resolutions as ordinary resolutions:

- a) "That Mr Matthew Sandblom, being a Director appointed as an additional Director in accordance with the Company's Constitution and, being eligible, offers himself for election, be elected as a Director of the Company."
- b) "That Mr Mark Lamont, being a Director who retires by rotation in accordance with the Company's Constitution and, being eligible for re-election, be re-elected as a Director of the Company."
- c) "That Ms Kathy Ostin, being a Director appointed as an additional Director in accordance with the Company's Constitution and, being eligible, offers herself for election, be elected as a Director of the Company."
- d) "That Mr Allan Brackin, being a Director appointed as an additional Director in accordance with the Company's Constitution and, being eligible, offers himself for election, be elected as a Director of the Company."
- e) "That Ms Belinda Rowe, being a Director appointed as an additional Director in accordance with the Company's Constitution and, being eligible, offers herself for election, be elected as a Director of the Company."

4. Conditional Spill Resolution

Only if required, to consider and, if thought fit, to pass as an ordinary resolution:

"That, subject to and conditional on at least 25% of the votes cast on Item 2, being cast against the Remuneration Report:

- a) an extraordinary general meeting of 3PL (the **Spill Meeting**) be held within 90 days of the passing of this resolution;
- b) all of the Directors who were in office when the resolution to approve the Directors' Report for the financial year ended 30 June 2021 was passed and who remain in office at the time of the Spill Meeting (being Mr Matthew Sandblom, Mark Lamont, Ms Kathy Ostin, Mr Allan Brackin and Ms Belinda Rowe), cease to hold office immediately before the end of the Spill Meeting; and
- c) resolutions to appoint persons to offices that will be vacated immediately before the end of the Spill Meeting be put to the vote at the Spill Meeting."

A voting exclusion applies to this resolution – see page 3 for details.

DIRECTORS' RECOMMENDATION

The Board unanimously recommend that shareholders **VOTE AGAINST** this resolution to convene a Spill Meeting if Item 4 is put to the meeting. The Chairman of the meeting intends to vote all available proxies **AGAINST** Item 4.

Voting Exclusion Statements

Items 2 and 4 are resolutions connected directly with the remuneration of members of the Company's Key Management Personnel (**KMP**). The Corporations Act restricts KMP and their closely related parties from voting on these Items. A "closely related party" of a KMP is defined in the Corporations Act and includes a spouse, dependent and certain other close family members, as well as any companies controlled by a member of the KMP.

In accordance with these requirements, the Company will disregard any votes cast on the resolution in Items 2 and 4:

- by or on behalf of a member of the Company's KMP named in the Remuneration Report or their closely related parties, regardless of the capacity in which the vote is cast; or
- as a proxy or an attorney for a person who is a member of the KMP at the date of the AGM or their closely related parties.

However, the Company will not disregard votes cast on Items 2 and 4 if they are cast as proxy for a person entitled to vote on those Items:

- in accordance with the directions on the voting form; or
- by the Chairman of the meeting pursuant to an express authorisation to exercise the proxy as the proxy decides, even though Items 2 and 4 are connected with the remuneration of the Company's KMP; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - i. the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting and is not an associate of a person excluded from voting, on the resolution; and
 - ii. the holder votes on the resolution in accordance with the directions given by the beneficiary to the holder to vote in that way.

Further information in relation to each resolution to be considered at the Annual General Meeting is set out in the enclosed Explanatory Notes. The information for shareholders and Explanatory Notes form part of this Notice of Annual General Meeting.

By order of the Board



Jia Chen (Liz) Wang
Company Secretary
7 October 2021

How to Attend and Vote

Entitlements to attend and to vote

The directors have determined, in accordance with regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that persons who are registered holders of shares of the Company as at **7.00pm (AEDT) on Monday 8 November 2021** will be eligible to attend and to vote at the Meeting as a shareholder. Accordingly, registrable transmission applications or transfers registered after this time will be disregarded in determining entitlements to vote at the Meeting.

Voting at the Meeting

If you are eligible to vote at the Meeting, you may:

- lodge a direct vote in advance of the Meeting;
- vote during the Meeting via the online platform using the instructions below;
- appoint a proxy (including the Chair of the Meeting), corporate representative or attorney to attend the Meeting online and vote on your behalf at the Meeting.

Voting will be conducted by poll.

How to participate in the Meeting

The Company's Shareholders and their proxies, attorneys or corporate representatives will be able to participate in the Meeting through an online platform at <https://agmlive.link/3PL2102>.

The online platform enables participants to view the Meeting live, vote on the resolution contained in this Notice of Meeting in real time and submit questions online.

The 3PL Virtual Meeting Online Guide provides details about how to ensure your browser is compatible with the online platform, as well as a step-by-step guide to successfully log in and navigate the site. The 3PL Virtual Meeting Online Guide will be released to the ASX and is also available at: <https://www.3plearning.com/investors/meetings/>.

We recommend logging into the online platform at least 15 minutes prior to the scheduled start time for the Meeting using the instructions below:

- enter the <https://agmlive.link/3PL2102> into your web browser on an online device;
- Once registered, if you are a 3PL Shareholder, you will need your Shareholder Number and postcode; and
- if you are a proxyholder, you will need your Proxy Number which will be mailed to you 24 hours before commencement of the meeting by the 3PL Share Registry.

Online voting will be open between the commencement of the Meeting at 10.30am (AEDT) on 10 November 2021 and the time at which the Chair announces the closure of voting.

Voting in advance

You may cast your vote in advance of the Meeting by following the instructions on the voting form accompanying this Notice of Meeting. You can still vote at the Meeting if you wish; this will override your vote in advance.

Voting by proxy (including appointing the Chairman as your proxy)

If you wish to appoint a proxy or you are unable to attend the Meeting via the online platform you may appoint one or two proxies to attend and vote at the Meeting on your behalf. You may do this online at

www.linkmarketservices.com.au or, if you have received a hardcopy voting form, by following the instructions on the personalised voting form.

A proxy need not be a 3PL Shareholder and may be an individual or a body corporate. If a body corporate is appointed as a proxy, that body corporate must ensure that it appoints a corporate representative in accordance with section 250D of the Corporations Act to exercise its powers as proxy, as discussed below.

If you do not instruct your proxy on how to vote, your proxy may vote as they see fit at the Meeting.

The online proxy facility may not be suitable for some shareholders who wish to appoint two proxies with different voting directions. If you would like to do so please contact the 3PL Share Registry on +61 1800 218 694.

If a proxy appointment is signed by a 3PL Shareholder but does not name the proxy or proxies in whose favour it is given, the Chairman of the Meeting will act as proxy. If you appoint the Chairman of the Meeting as your proxy and you do not direct your proxy how to vote on an item of business set out in this Notice of Meeting, then by completing and submitting the voting form you will be expressly authorising the Chairman of the Meeting to exercise the proxy and vote as the Chairman of the Meeting decides on that item of business (even though Items 2 and 4 are connected directly or indirectly with the remuneration of members of the KMP and the Chairman of the Meeting is a member of the KMP).

The Chairman of the Meeting intends to vote all available proxies in favour of each item of business **except for item 4.**

If you choose to appoint a proxy to attend and vote on your behalf at the Meeting, you may still attend and participate in the Meeting via the online platform but you will not be entitled to vote at the Meeting unless you have revoked your proxy instructions in the manner outlined below.

Proxy instructions validly received will remain valid, and votes cast by the proxy at the Meeting in accordance with the instructions will be valid, unless you revoke your proxy instructions via the online platform prior to the commencement of the Meeting.

If you wish to amend your proxy, you may lodge a replacement proxy online at www.linkmarketservices.com.au by following the instructions below:

- select 'Investor Login' and in the 'Single Holding' section enter 3P Learning Limited or the ASX code 3PL in the Issuer name field, your Holder Identification Number (HIN) or Security Reference Number (SRN), postcode and security code which is shown on the screen and click 'Login'; and
- select the 'Voting' tab and then follow the prompts,

or by contacting the 3PL Share Registry on +61 1800 218 694, (in each case, provided that the replacement proxy instructions are received by the 3PL Share Registry by no later than **10.30am (AEDT) on Monday, 8 November 2021** (or, if the Meeting is adjourned or postponed, no later than 48 hours before the resumption of the Meeting in relation to the resumed part of the Meeting).

Direct voting

You may also vote directly on the resolutions without attending the Meeting via the online platform. You may do this online at www.linkmarketservices.com.au or, if you received a hardcopy voting form, by following the instructions on the voting form.

If you lodge a direct vote, you are voting directly and are not appointing a third party, such as a proxy, to act on your behalf. Even if you plan to attend the Meeting virtually, you are still encouraged to lodge a direct vote (or a directed proxy) in advance of the Meeting so that your votes can still be counted if for any reason you cannot attend (for example, if there is an issue with your internet connection on the day of the Meeting).

Your direct vote does not preclude you from attending the Meeting via the online platform.

Lodging your voting form

If you wish to lodge your direct vote or appoint a proxy online at www.linkmarketservices.com.au you should follow the instructions below:

- select 'Investor Login' and in the 'Single Holding' section enter 3P Learning Limited or the ASX code 3PL in the Issuer name field, your Holder Identification Number (HIN) or Security Reference Number (SRN), postcode and security code which is shown on the screen and click 'Login'; and
- select the 'Voting' tab and then follow the prompts. You will be taken to have signed your voting form if you lodge it in accordance with the instructions given on the website.

For those 3PL Shareholders who are submitting a hardcopy voting form rather than using the online voting facility, the completed voting form may be lodged:

- by mailing the completed voting form to the 3PL Share Registry at 3P Learning Limited C/- Link Market Services Limited, Locked Bag A14, Sydney South NSW 1235; or
- by faxing the completed voting form to the 3PL Share Registry on +61 2 9287 0309.

Voting forms must be received by the 3PL Share Registry or lodged online by no later than **10.30am (AEDT) on Monday, 8 November 2021**.

If a voting form is completed, whether using a hardcopy voting form or using the online voting facility, under power of attorney or other authority, the original or certified copy of the power of attorney or other authority must accompany the completed voting form or be mailed or faxed per the details above, unless the power of attorney or other authority has previously been given to the 3PL Share Registry.

Voting by attorney

You may appoint an attorney to attend and vote at the Meeting via the online platform on your behalf. If you choose to appoint an attorney to attend and vote at the Meeting on your behalf, you may still attend and participate in the Meeting via the online platform but you will not be entitled to vote at the Meeting unless you have revoked the appointment of the attorney as set out below.

For an appointment to be effective, attorneys must lodge the original (or a copy) of the power of attorney under which they have been authorised to attend and vote at the Meeting with 3PL Share Registry, Link Market Services, by no later than **10.30am (AEDT) on Monday, 8 November 2021**.

Attorneys may vote at the Meeting using the online options described above.

Voting by corporate representative

If you are a body corporate, you may appoint a corporate representative to attend and vote at the Meeting via the online platform on your behalf. The appointment must comply with section 250D of the Corporations Act.

A corporate representative must provide written evidence of their appointment to the 3PL Share Registry which must be received by the 3PL Share Registry by no later than **10.30am (AEDT) on Monday, 8 November 2021**. Evidence may be:

- provided to the 3PL Share Registry via email at vote@linkmarketservices.com.au;
- mailed to the 3PL Share Registry at 3P Learning Limited C/- Link Market Services Limited, Locked Bag A14, Sydney South NSW 1235; or
- faxed to the 3PL Share Registry on +61 2 9287 0309.

A validly appointed corporate representative wishing to attend and vote at the Meeting via the online platform will require your name, Shareholder Number and postcode in order to access the online platform.

Voting during the Meeting

3PL Shareholders and their proxies will be able to vote on the resolutions during the Meeting directly through the online platform at any time between the commencement of the Meeting at **10.30am (AEDT) on Wednesday, 10 November 2021** and the closure of voting as announced by the Chair during the Meeting.

Having logged onto the online platform, participants will be able to register to vote by clicking on the 'Get a Voting Card' box at the top of the webpage or below the video.

Once registered, participants will be able to vote on the resolutions using the voting card.

The Chair will announce when voting will close during the Meeting. At the closure of voting, a red bar with a countdown timer will appear at the top of the webcast and presentation screens advising the remaining voting time available.

Questions from Shareholders

Shareholders attending the virtual meeting can submit and ask questions online and via the Shareholders Conference Line during the Meeting on any matter relevant to an item of business.

Please refer to the 3PL Virtual Meeting Online Guide available at <https://www.3plearning.com/investors/meetings/> for information on how to do this. The 3PL Virtual Meeting Online Guide will also be available to be downloaded from the virtual meeting platform at the meeting.

Shareholders may also submit written questions to the Company before the AGM.

The Chair will endeavour to address as many of the more frequently raised relevant questions as reasonably possible. However, there may not be sufficient time available at the AGM to address all of the questions raised. Please note that individual responses will not be sent to any shareholder.

A representative of the Company's auditor, EY, will also attend the meeting. During the Meeting's consideration of the Reports, the Chair of the Meeting will allow a reasonable opportunity for shareholders at the Meeting to ask the auditor's representative questions relevant to the:

- conduct of the audit;
- preparation and content of the Auditor's Report for the financial year ended 30 June 2021;
- accounting policies adopted by the Company in relation to the preparation of the financial statements contained in the Financial Report for that year; and
- independence of the auditor in relation to the conduct of the audit.

Any written questions must be received by no later than **5.00pm (AEDT) on Wednesday, 3 November 2021**. Please submit your written questions by emailing them to the Company Secretary at investors@3plearning.com (please include your full name and SRN).

EXPLANATORY NOTES

These Explanatory Notes form part of the Notice of Meeting and are intended to provide shareholders of the Company with information to assess the proposed resolutions. The Directors recommend that shareholders read these Explanatory Notes in full before making any decision in relation to the resolutions.

Item 1 – Consideration of the Financial Statements and Report

In accordance with section 317 of the Corporations Act, the Company is required to lay before the Annual General Meeting the reports of the Directors and Auditors, for the year ended 30 June 2021, and the Financial Report, including the Financial Statements of the Company, for the year ended 30 June 2021.

Shareholders will be able to ask questions and direct written questions received in advance to the Company's auditor, Ernst & Young (the Auditor), if the question is relevant to:

- The content of the Auditor's Report to be considered at the Meeting; or
- The conduct of the audit of the Financial Report to be considered at the Meeting.

There is no requirement for a formal resolution on this item. Accordingly, there will be no formal resolution put to the AGM.

Item 2 – Adoption of the 2021 Remuneration Report

At the 2020 AGM, 38.87% of the votes cast on the resolution to adopt the 2020 Remuneration Report were against the resolution. Accordingly, the Company received a "first strike". The Company has since consulted with stakeholders to seek to understand the concerns that led to the "first strike" and these discussions have seen the strategic and transformational outcomes to the business at the end of the financial year ended 30 June 2021.

The Remuneration Report is presented within the Directors' Report on pages 10 to 25 of the Company's 2021 Annual Report, and is also available on the Company's website at <http://www.3plearning.com/investors/>. It sets out the remuneration policy for the Company and explains the remuneration arrangements in place for non-executive directors, the CEO and other KMP.

In accordance with section 250R(2) of the Corporations Act, the Company is required to present its Remuneration Report to shareholders and shareholders will be asked to vote on this item. Shareholders should note that whilst the vote on this Item is advisory only, if more than 25% of the votes cast on this Item is against adopting the Remuneration Report, the Contingent Spill Resolution in Item 4 will be put to the meeting. The operation and consequences of a spill resolution are set out under Item 4 below.

A voting exclusion applies to this item of business, as set out in the Notice of Meeting.

Recommendation

The Board unanimously recommends that shareholders **VOTE IN FAVOUR** of Item 2. The Chairman of the Meeting intends to vote all available proxies in favour of Item 2.

Item 3 – Election of Directors

3a – To elect Mr Matthew Sandblom as a Director

Mr Matthew Sandblom was appointed by the Board as a Non-executive Director and Chairman of the Company effective 28 May 2021 arising from the concurrent acquisition of Blake eLearning Pty Ltd. On 25 August 2021, the Board determined that Mr Sandblom had an active role in the day-to-day operations of the Company, particularly in the areas of strategy and product. Consequently, the Board agreed that Mr Sandblom would become Executive Chairman to better reflect his roles and responsibilities. The key

terms of his consultancy agreement are set out in the Annexure to the release on the ASX Market Announcements Platform on 25 August 2021.

In accordance with rule 10.7 of the Company's Constitution, Mr Sandblom holds office as an additional Director to the existing Directors until the next Annual General Meeting and, being eligible, offers himself for election by shareholders. As an Executive Chairman, the Board does not consider Mr Sandblom to be exempt from retirement and re-election in accordance with rule 11.10 of the Company's Constitution and that his ongoing appointment as an Executive Chairman is subject to shareholder approval.

Mr Sandblom is an education entrepreneur with over 30 years of experience building successful companies. He started his first company, Pascal Press, in 1989 to publish school workbooks and study guides. Since then, he has founded or co-founded many successful companies including Blake Education, ClickView, 3P Learning (prior to its IPO) and Blake eLearning.

3b – To re-elect Mr Mark Lamont as a Director

Mr Mark Lamont was appointed by the Board as a Non-executive Director of the Company on 1 March 2018. In accordance with rule 10.3 of the Company's Constitution, Mr Lamont retires by rotation and being eligible to stand for re-election, has offered himself for re-election.

Mr Lamont is a member of the Audit and Risk Committee and the People and Culture Committee. He has deep experience in the global education and Education Technology sectors in both the Australian and International markets. Mr Lamont is currently a Non-executive Director of Education Services Australia Limited, a public company owned by the state and federal governments and is the founder and director of World Mosaic. He previously held roles with myinternet Ltd and Follett Corporation.

3c – To elect Ms Katherine Ostin as a Director

Ms Katherine Ostin was appointed by the Board as a Non-executive Director of the Company effective 6 August 2021. In accordance with rule 10.7 of the Company's Constitution, Ms Ostin holds office as an additional Director to the existing Directors until the next Annual General Meeting and, being eligible, offers herself for election by shareholders.

Ms Ostin is the Chairperson of the Audit and Risk Committee and a member of the People and Culture Committee. She has significant experience in financial, audit and risk advisory in the technology, content and communications, media, and entertainment sectors. Ms Ostin was previously an audit partner at KPMG between 2005 and 2017, during which time she established and led KPMG's NSW, Ageing and Human Services Practice. Ms Ostin is currently a non-executive Director of dusk Group Limited (ASX: DSK), Capral Aluminium Ltd (ASX: CAA) and Swift Media Limited (ASX: SW1) where she holds numerous positions as Chair and member of committees.

3d – To elect Mr Allan Brackin as a Director

Mr Allan Brackin was appointed by the Board as a Non-executive Director of the Company effective 6 August 2021. In accordance with rule 10.7 of the Company's Constitution, Mr Brackin holds office as an additional Director to the existing Directors until the next Annual General Meeting and, being eligible, offers himself for election by shareholders.

Mr Brackin is a member of the Audit and Risk Committee and a member of the People and Culture Committee. He is a seasoned non-executive Director with over 35 years' experience in building revenue growth and market value of both private and public companies. Mr Brackin's previous experience includes being a former founder and CEO of AAG Technology Services, CEO and Managing Director of Volante Group Ltd, Chair of RPM Global Ltd, Chair of Opticomm Ltd, and Chair of GBST Ltd. Mr Brackin is currently a non-executive Director of Sovereign Cloud Holdings Limited (ASX: SOV) and Integrated Research Limited (ASX: IRI).

3e – To elect Ms Belinda Rowe as a Director

Ms Belinda Rowe was appointed by the Board as a Non-executive Director of the Company effective 20 September 2021. In accordance with rule 10.7 of the Company's Constitution, Ms Rowe holds office as an additional Director to the existing Directors until the next Annual General Meeting and, being eligible, offers herself for election by shareholders.

Ms Rowe is the Chairperson of the People and Culture Committee and a member of the Audit and Risk Committee. She has extensive experience in international marketing, communication, media and digital including her prior experience working at Telefonica O2, Publicis Media and ZenithOptimedia. Ms Rowe is currently a Non-executive Director of Temple & Webster Group Ltd (ASX: TPW) and Here There & Everywhere Ltd (ASX: HT1), where she holds positions as Chair and member of various committees.

The Board considers that Mark Lamont, Katherine Ostin, Allan Brackin and Belinda Rowe are all independent Directors.

Recommendation

The Board (other than by each Director who has abstained in respect of their own candidacy) unanimously recommends that shareholders **VOTE IN FAVOUR** of Item 3. The Chairman of the Meeting intends to vote all available proxies in favour of Item 3.

Item 4 – Conditional Spill Resolution

At the 2020 Annual General Meeting, more than 25% of the votes cast on the resolution to adopt the Remuneration Report were against adopting the report and the Company received a "first strike".

Item 4 is a conditional resolution and will not be required to be put to the meeting if more than 75% of votes cast on Item 2 are cast in favour of the resolution to adopt the Remuneration Report, that is, if the Company avoids a "second strike".

If the Company is required to put the conditional spill resolution to the meeting and the spill resolution is passed and becomes effective, it will be necessary for the Board to convene an extraordinary general meeting of the Company (the Spill Meeting) to be held within 90 days of the AGM in order to consider the composition of the Board. If a Spill Meeting is required, the date of the meeting will be notified to Shareholders in due course.

If the Spill Meeting is held, the following Non-executive Directors will automatically vacate office at the conclusion of the Spill Meeting unless they are willing to stand for re-election and are re-elected at that meeting:

- Mr Matthew Sandblom;
- Mr Mark Lamont;
- Ms Katherine Ostin;
- Mr Allan Brackin; and
- Ms Belinda Rowe.

When considering this Item of Business, the Directors suggest that Shareholders consider:

- the Board's response to the first strike received at the 2020 AGM, which is set out on page 13 of the 3PL Annual Report;
- the additional costs of, and uncertainty and disruption caused by convening an additional general meeting of Shareholders which the Board does not consider to be in the best interests of 3PL or its Shareholders, especially given the significant corporate activity over the prior 18 months period; and
- the majority composition of the current Non-executive Director are newly elected and reflect a diverse skillset of experienced and independent Board members critical to the revitalised growth of the Company moving forward.

Recommendation

The Board unanimously recommends that shareholders **VOTE AGAINST item 4** to convene a Spill Meeting if this item of business is put to the Meeting. The Chairman of the Meeting intends to vote all available proxies **AGAINST** this item of business.

End

LODGE YOUR VOTE

-  **ONLINE**
www.linkmarketservices.com.au
-  **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***
Level 12, 680 George Street, Sydney NSW 2000
*subject to any COVID-19 public health orders and restrictions
-  **ALL ENQUIRIES TO**
Telephone: 1300 554 474 Overseas: +61 1300 554 474



X99999999999


VOTING FORM

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

STEP 1 Please mark either A or B

A VOTE DIRECTLY

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

 in relation to the Annual General Meeting of the Company to be held at **10:30am (AEDT) on Wednesday, 10 November 2021**, 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 and email of the person or body corporate you are appointing as your proxy

Name

Email

or 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 act on my/our behalf (including to vote in accordance with the following directions or, if no directions have been given and to the extent permitted by the law, as the proxy sees fit) at the Annual General Meeting of the Company to be held at **10:30am (AEDT) on Wednesday, 10 November 2021** (the Meeting) and at any postponement or adjournment of the Meeting.

The Meeting will be conducted as a virtual meeting and you can participate by logging in online at <https://agmlive.link/3PL2102> (refer to details in the Virtual Meeting Online Guide).

Important for Resolutions 2 and 4 (Spill Resolution - Conditional): If the Chair of the Meeting is your proxy, either by appointment or by default, and you have not indicated your voting intention below, you expressly authorise the Chair of the Meeting to exercise the proxy in respect of Resolutions 2 and 4 (Conditional), even though the Resolutions are connected directly or indirectly with the remuneration of a member of the Company's Key Management Personnel (KMP).


The Chair of the Meeting intends to vote undirected proxies in favour of Resolution 2 and against Resolution 4 if a poll is called or required on the relevant Resolution.

VOTING DIRECTIONS

Proxies 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

Resolutions	For	Against	Abstain*	For	Against	Abstain*
2 Adoption of the 2021 Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>			
3a Election of Mr Matthew Sandblom as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>			
3b Re-election of Mr Mark Lamont as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>			
3c Election of Ms Katherine Ostin as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>			
				3d Election of Mr Allan Brackin as a Director	<input type="checkbox"/>	<input type="checkbox"/>
				3e Election of Ms Belinda Rowe as a Director	<input type="checkbox"/>	<input type="checkbox"/>
				Spill Resolution	Against	For
				4 Conditional Spill Resolution	<input type="checkbox"/>	<input type="checkbox"/>

 * If you mark the Abstain box for a particular Item, you are directing your proxy not to vote on your behalf 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) Joint Shareholder 2 (Individual) Joint Shareholder 3 (Individual)

Sole Director and Sole Company Secretary Director/Company Secretary (Delete one) 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).



HOW TO COMPLETE THIS SHAREHOLDER 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 PROXY

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box in Step 1. If you wish to appoint someone other than the Chairman of the Meeting as your proxy, please write the name of that individual or body corporate in Step 1. A proxy need not be a shareholder of the Company.

DEFAULT TO CHAIRMAN OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chairman of the Meeting, who is required to vote those proxies as directed. Any undirected proxies that default to the Chairman of the Meeting will be voted according to the instructions set out in this Voting Form, including where the Resolutions are connected directly or indirectly with the remuneration of KMP.

VOTES ON ITEMS OF BUSINESS – PROXY APPOINTMENT

You may 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.

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 Voting 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 lodge 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 Virtually the appropriate "Certificate of Appointment of Corporate Representative" must be received at vote@linkmarketservices.com.au prior to admission in accordance with the Notice of Annual General Meeting. A form of the certificate may be obtained from the Company's Share registry or online at www.linkmarketservices.com.au.

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 **10:30am (AEDT) on Monday, 8 November 2021**, 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).



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*
Level 12
680 George Street
Sydney NSW 2000

*during business hours Monday to Friday (9:00am - 5:00pm) and subject to any COVID-19 public health orders and restrictions

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

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

Welcome to the Link Group Annual General Meeting

LINKGroup

Please register your details to participate

Full Name

Mobile (e.g. 022 123 1234)

Email

Company Name

I have read and accept the [Terms & Conditions](#)

REGISTER AND WATCH AGM

Help Numbers: 1800 990 363

Step 1

Open your web browser and go to <https://agmlive.link/3PL2102>

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 audio webcast 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.

Voting Card

Please provide your Shareholder or Proxy details

SHAREHOLDER DETAILS

Shareholder Number

Post Code

SUBMIT DETAILS AND VOTE

OR

PROXY DETAILS

Proxy Number

SUBMIT DETAILS AND VOTE

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.



+
Get a Voting Card

?
Ask a Question

Downloads

- Notice of meeting
- Annual report

ABC COMPANY PTY LTD X123456789 X

Voting Card

Please complete your vote by selecting the required voting instruction (For, Against or Abstain) for each resolution. If you would like complete a partial vote, please specify the number of votes for each resolution in the Partial Vote section. Proxy holder votes will only be applied to discretionary (undirected) votes. Directed votes will be applied as per the the Unitholder's voting instructions.

Full Vote Partial Vote

Resolution 2B	<input checked="" type="radio"/> For	<input type="radio"/> Against	<input type="radio"/> Abstain
RE-ELECTION OF MR. ABC AS A DIRECTOR			
Resolution 2C	<input checked="" type="radio"/> For	<input type="radio"/> Against	<input type="radio"/> Abstain
RE-ELECTION OF MS XYZ AS A DIRECTOR			
Resolution 3	<input checked="" type="radio"/> For	<input type="radio"/> Against	<input type="radio"/> Abstain
INCREASE TO DIRECTORS' MAXIMUM FEE POOL LIMIT			
Resolution 4	<input checked="" type="radio"/> For	<input type="radio"/> Against	<input type="radio"/> Abstain
ADOPTION OF REMUNERATION REPORT			
SUBMIT 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 submitted voting cards cannot be changed.

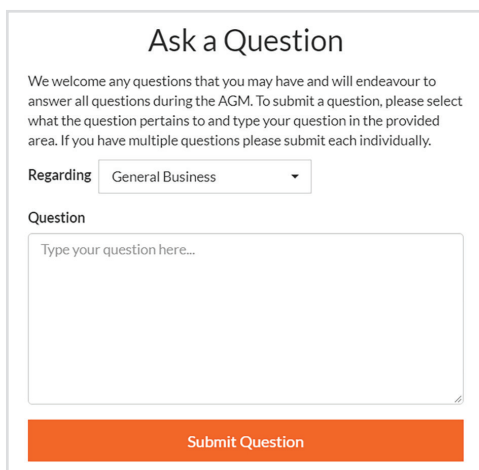
Virtual Meeting Online Guide continued

2. How to ask a question

Note: Only securityholders are eligible to ask questions.

If you have yet to obtain a voting card, you will be prompted to enter your security holder number or proxy details before you can ask a question. 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.



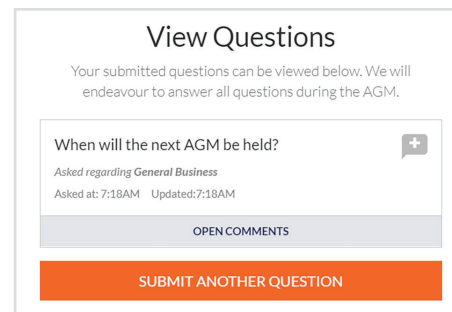
In the '**Regarding**' section click on the drop down arrow and select the category/resolution for your question.

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

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



3. Downloads

View relevant documentation in the Downloads section.

4. Voting closing

Voting will end at the close of the Meeting.

5. Phone Participation

What you will need

- a) Land line or mobile phone
- b) The name of your holding/s (Registered Name & SRN/HIN NOs.).
- c) Your unique PIN.

Obtaining your unique PIN

To obtain your unique PIN to ask questions by telephone at the Meeting, please call Link Market Services on +61 1800 990 363.

Joining the Meeting via Phone

Step 1

From your land line or mobile device, call:

Australia Toll Free: 1800 290 663

International: +61 2 7201 7805

Step 2

You will be greeted with a welcome message and provided instructions on how to participate in the Meeting. Please listen to the instructions carefully.

At the end of the welcome message you will be greeted by a moderator and asked to provide your PIN. This will verify you as a securityholder and allow you to ask a question.

Step 3

Once the moderator has verified your details you will be placed into a waiting room and will hear music playing.

Note, If your holding cannot be verified by the moderator, you will attend the Meeting as a visitor and will not be able to ask a question.

Step 4

At the commencement of the Meeting, you will be admitted to the Meeting where you will be able to listen to proceedings.

Asking a Question

Step 1

When the Chairman calls for questions on each resolution, you will be asked to **press *1** (asterisk 1) on your keypad should you wish to "raise your hand" to ask a question.

Step 2

The moderator will ask you what item of business your question relates to? Let the moderator know if your question relates to General Business or a specific resolution (by referencing the Resolution number).

You will also be asked if you have any additional questions.

Step 3

When it is your time to ask your question, the moderator will introduce you to the meeting, your line will be unmuted and you can then start speaking. Note, if at any time you no longer wish to ask your question, you can "lower your hand" by **pressing *2** (asterisk 2) on your key pad. If you also joined the Meeting online, we ask that you mute your laptop or desktop device while you ask your question.

Step 4

Your line will be muted once your question has been answered.

Voting

Please note that you will not be able to vote on any resolutions via telephone.

If you would like to vote on a resolution, and you have not yet lodged a proxy vote (or you wish to change your proxy vote), please ensure that you have joined the meeting online in accordance with this guide (see, in particular, page 2).

Contact us

Australia

T 1300 554 474

E info@linkmarketservices.com.au

New Zealand

T +64 9 375 5998

E enquiries@linkmarketservices.co.nz